

ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS:

That M H SPIRITS, INC., a Florida corporation, (referred to as Assignor) in consideration of the payment of monies set forth in that certain Agreement For Purchase and Sale of Assets dated October __, 2003 ("Agreement") by and among Assignor, Shaw-Ross International Importers, Inc. ("Assignee") and Southern Wine & Spirits of America, Inc. ("Southern"), receipt of which is hereby acknowledged, and intending to be legally bound hereby, has assigned, granted, bargained, sold and delivered, and by these presents does hereby assign, grant, bargain, sell and deliver unto Assignee, the entire right, title and interest in and to the trademarks and registrations therefore described in Section 1 of the Agreement and as further described in Exhibit "A" attached hereto and made a part hereof ("Marks"), together with the goodwill of the business symbolized by the Marks.

All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Agreement unless the context clearly requires otherwise.

This Assignment is made, executed and delivered pursuant to the Agreement, and is subject to all the terms, provisions and conditions thereof, including (without limitation) the representations, warranties, limitations, exclusions, restrictions, reservations, schedules and exhibits, assumptions and indemnifications therein, which shall survive delivery hereof to the extent provided in the Agreement.

IN WITNESS WHEREOF, Assignor has set its hand and seal this 2nd day of Feb. 2004.

Witnesses:

[Signature]
Printed Name: Robert Baranski

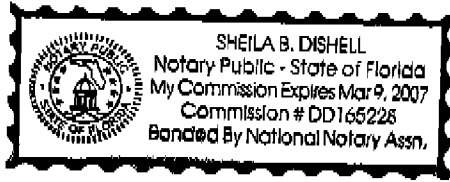
[Signature]
Printed Name: Daphne Dominique

M H SPIRITS, INC.
a Florida corporation

By: [Signature]
MARK HALPERN, as President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

SWORN TO and SUBSCRIBED before me by MARK HALPERN, as President of M H SPIRITS, INC., a Florida corporation, the authorized signatory for said corporation, this 2nd day of February 2004.



Sheila B. Dishell

 Notary Public
 My commission expires: *3/09/07*

Personally known X or produced identification _____
 Type of Identification Produced _____

EXHIBIT "A"
TO ASSIGNMENT

TRADEMARKS:

REGISTRATION NO.

Gaetano	1,032,476
Gaetano Pecano	1,469,313
Mission Trail	1,273,028
Canadian Maple Leaf	1,068,249
Big Mama G	2,026,585

Together with all brands, trade names, formulas, intellectual property, copyrights, and other indicia of origins and quality relating to the foregoing.

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