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TRADEMARKS ONLY

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

IN RE REGISTRATION OF : Green Turtle Technologies Inc.
 FOR THE MARK : PROCEPTOR
 REG. NO. : 2,149,207
 REG. DATE : April 7, 1998
 ATTORNEY DOCKET NO. : SMB 5 673

RECORDATION FORM COVER SHEET

Director of the U.S. Patent and Trademark Office
 P. O. Box 1450
 Alexandria, VA 22313-1450
 MAIL STOP ASSIGNMENT RECORDATION SERVICES

2003 NOV -3 AM 8:17
 OPR/FINANCE

Dear Sir:

Please record the attached original document or copy thereof.

1. Name of conveying Party(ies):

Green Turtle Technologies Inc.

Entity:

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Canada

Other 40.00 CP

2. Name and Address of receiving Party(ies):

Name: Green Turtle Americas Ltd.

11/04/2003 00000030 2149207

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Internal Address: _____

Street Address: 201 South Tryon Street, Suite 1475

City: Charlotte

State: North Carolina ZIP: 28202

Entity:

Individual(s) citizenship Association

General Partnership Limited Partnership

Corporation-State North Carolina

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

Assignment Change of Name

Security Agreement Merger

Other

Execution Date: October 14, 2003

4. Application number(s) or registration number(s).

Additional sheet attached? Yes No

A. Trademark Appl. No.(s) B. Trademark Reg. No.(s)

_____ 2,149,207 _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James W. McKee _____

Firm: Fay, Sharpe, Fagan, _____

Minnich & McKee, LLP _____

Address: 1100 Superior Avenue _____

Seventh Floor _____

City: Cleveland _____

State: Ohio ZIP: 44114-2518 _____

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41): \$ 40.00

Enclosed--- The Commissioner is hereby authorized to charge any additional fees which may be required or credit any overpayment to Deposit Account No. 06-0308.

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account):

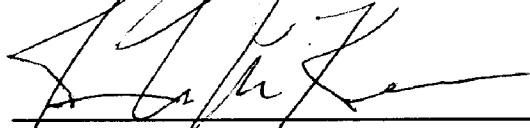
DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

FAY, SHARPE, FAGAN,
MINNICH & MCKEE, LLP



James W. McKee
1100 Superior Avenue
Seventh Floor
Cleveland, OH 44114-2518
(216) 861-5582

October 29, 2003

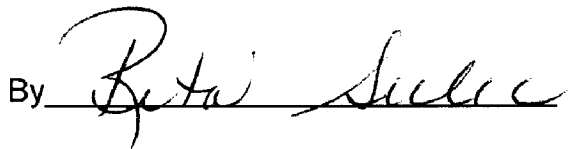
Date

Total number of pages including cover sheet,
attachments, and document: 6

CERTIFICATE OF MAILING

I hereby certify that this RECORDATION FORM COVER SHEET w/Attached Assignment document is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Director of the U.S. Patent and Trademark Office, P. O. Box 1450, Alexandria, VA 22313-1450, Attention: Mail Stop Assignment Recordation Services, on October 29, 2003.

By



TRADEMARK ASSIGNMENT

This Trademark Assignment is made as of the date of execution below by and between Green Turtle Technologies Inc., a Canadian corporation, located at 12 Madison Avenue, Toronto, Ontario M5R 2S1, Canada ("Assignor"), and Green Turtle Americas Ltd., a North Carolina corporation, located at 201 South Tryon Street, Suite 1475, Charlotte, North Carolina 28202 ("Assignee").

Whereas, Assignor is the owner of record at Reel 002221, Frame 0520 of the trademark and federal registration for such trademark identified on Schedule A annexed hereto ("Trademark") and made a part hereof;

Whereas, Assignor is desirous of conveying and Assignee is desirous of acquiring the entire right, title and interest of Assignor in and to the Trademark, together with the goodwill of the business in connection with which the Trademark is used and the registration therefor as identified in Schedule A;

Now, Therefore, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer, and convey, to Assignee, its successors and assigns, the entire right, title and interest in and to the Trademark and the registration therefor, together with the goodwill of the business in connection with which said mark is used.

In Witness Whereof, Green Turtle Technologies Inc. has caused this Assignment to be executed by its duly authorized representative.

GREEN TURTLE TECHNOLOGIES INC.

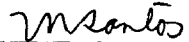
By 

Title PRESIDENT.

Date OCTOBER 14, 2003

Witness 

Date OCT. 14, 2003

Witness 

Date Oct 14, 2003

SCHEDULE A

Trademark	Country	Reg. No.	Reg. Date
PROCEPTOR	U.S.A.	2,149,207	07AP1998