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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 1.8.04 Magnum Sales and Distribution, Inc. 13913 Magnolia Avenue Chino, CA 91710 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State - California [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Fitness Care, Inc. Internal Address: Street Address: 22609 La Palma Ave., Suite 203 City: Yorba Linda State: CA Zip: 92887 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State California [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 12/30/2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2, 494, 221 Additional number(s) attached [] Yes [x] No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Law Office of F. Elliot Goldman Internal Address: Attn: F. Elliot Goldman Street Address: 420 South Brea Boulevard City: Brea State: CA Zip: 92821

7. Total fee (37 CFR 3.41).....\$ 40.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: OPR/FINANCE 2004 JAN -8 AM 7:43

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9. 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. F. ELLIOT GOLDMAN Name of Person Signing Signature F. Elliot Goldman Date December 30, 2003 Total number of pages including cover sheet, attachments, and document: 2

40.00 documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

ASSIGNMENT OF TRADEMARK

Whereas MAGNUM SALES AND DISTRIBUTION, INC., a California Corporation, formerly known as Magnum Sports, Incorporated, in business at 13913 Magnolia Avenue, in the City of Chino, County of San Bernardino, State of California, has adopted, owns, and is using the following trademark, FITNESS CARE, U.S. Registration No. 2, 494, 221 (hereinafter the "mark") for athletic sporting goods in international class 28; and,

Whereas FITNESS CARE, INC., a California Corporation, in business at 22609 La Palma Avenue, Suite 203, in the City of Yorba Linda, County of Orange, State of California, is desirous of acquiring said Mark;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said MAGNUM SALES AND DISTRIBUTION, INC., a California Corporation, as Assignor, does hereby assign onto the said FITNESS CARE, INC., a California Corporation, all rights, title and interest in and to the said Mark, together with the good will of the business symbolized by the Mark.

IN TESTIMONY WHEREOF, MAGNUM SALES AND DISTRIBUTION, INC., a California Corporation, has caused this document to be duly and legally executed on the 30th day of December, 2003.

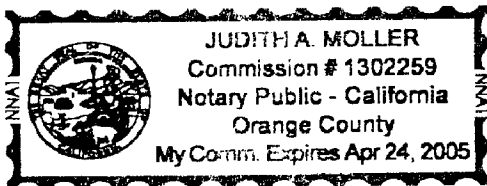
MAGNUM SALES AND DISTRIBUTION, INC.
A California Corporation

By: *Daniel W. Heath*
DANIEL W. HEATH, Chief Executive Officer

State of California }
County of Orange } ss.

On December 30, 2003, before me, Judith A. Moller, Notary Public, personally appeared DANIEL W. HEATH,

- personally known to me
- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Judith A. Moller