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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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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): FRANK SALACUSE

- Individual(s) [checked] Association [] General Partnership [] Limited Partnership [] Corporation-State [] Other []

Additional name(s) of conveying party(ies) attached? [] Yes [checked] No

3. Nature of conveyance:

- Assignment [checked] Merger [] Security Agreement [] Change of Name [] Other []

Execution Date: 12/26/2003

2. Name and address of receiving party(ies)

Name: SOUTH BEACH BEVERAGE CO., INC.

Internal Address:

Street Address: 40 Richards Avenue

City: Norwalk State: CT Zip: 06854

- Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State Delaware [checked] Other []

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [] No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2656744

Additional number(s) attached [] Yes [checked] No

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

Name: James G. Coplit

Internal Address:

Street Address: Grimes & Battersby, LLP

488 Main Avenue, Third Floor

City: Norwalk State: CT Zip: 06851

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40

- Enclosed [checked] Authorized to be charged to deposit account [checked]

8. Deposit account number:

07-2162

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9. Signature.

JAMES G. COPLIT

Name of Person Signing

Signature

01/09/2004

Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK ASSIGNMENT

AGREEMENT made as of December 19, 2003 (the "Effective Date") by and between **FRANK SALACUSE**, a Florida resident with an address at 20379 West Country Club Drive, Aventura, Florida 33180 ("Assignor") and **SOUTH BEACH BEVERAGE COMPANY, INC.**, a Delaware corporation having its principal place of business at 40 Richards Avenue, Norwalk, Connecticut 06854 ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of the SOUTH BEACH trademark and the registration therefore identified more fully in the attached Schedule A (the "Trademark"), and further is the sole and exclusive owner of all business goodwill associated therewith; and

WHEREAS, Assignee desires to acquire Assignor's entire worldwide right, title, and interest in and to the Trademark and all business goodwill associated therewith:

~~NOW~~, THEREFORE, TO ALL WHOM IT MAY CONCERN:

Be it known that in consideration of the payment by Assignee to Assignor of the sum of one dollar (\$1.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, and transfers unto Assignee its entire worldwide right, title and interest in and to the Trademark, and the business goodwill ~~associated therewith~~, including, without limitation, all renewals therefore, all proceeds therefrom (including, but not limited to, all license royalties and proceeds of infringement suits), the right to sue for past, present, and future infringements, and the ~~goodwill~~ of the business associated with and symbolized by the Trademark.

~~IN WITNESS~~ WHEREOF, this Assignment has been duly executed on the day and year first above written.

FRANK SALACUSE

BY:  _____

DATE: 12/26/03

SCHEDULE A TO TRADEMARK ASSIGNMENT

SOUTH BEACH

<u>Country</u>	<u>Application No.</u>	<u>Registration No.</u>	<u>Owner</u>	<u>Status</u>
US	74/370,615	2,656,744	Salacuse	Registered