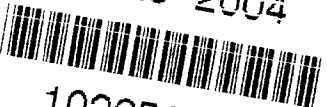


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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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):

Bryce A. Arrowood; LawCorp Franchise Corporation

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

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

2. Name and address of receiving party(ies)

Name: MPS Group, Inc.

Internal Address:

Street Address: 1 Independent Dr.

City: Jacksonville State: FL Zip: 32202

- Individual(s) citizenship [], Association [], General Partnership [], Limited Partnership [], Corporation-State FL [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 [checked] No

3. Nature of conveyance:

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

Execution Date: 08/01/2003

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1898283; 2535846; 2537461; 2537462; 2537463; 2665361

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

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

Name: Thomas C. Saitta

Internal Address: Rogers Towers, P.A.

Street Address: 1301 Riverplace Blvd.

Suite 1500

City: Jacksonville State: FL Zip: 32207

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41).....\$ 165

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

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Thomas C. Saitta

Name of Person Signing

Signature (handwritten)

Signature

Date: 1/23/04

Date

4

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

01/28/2004 MGETACHE 00000064 1898283

01 FC:8521 02 FC:8522

40.00 OP 125.00 OP

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

TRADEMARK REEL: 002903 FRAME: 0496

ASSIGNMENT AGREEMENT

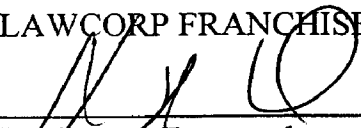
ASSIGNMENT AGREEMENT (this "Assignment"), effective as of August 1, 2003 (the "Effective Date"), is made by and between LawCorp Franchise Corporation and Bryce Arrowood ("Assignors") and MPS Group, Inc. ("Assignee").

WHEREAS, Assignors have rights in certain logos, names, trade names, domain names, trademarks, service marks or other proprietary rights, if any, used primarily or exclusively in connection with Assignors' LawCorps business including, without limitation, the trademarks set forth on Exhibit A (collectively, the "Marks"); and


WHEREAS, Assignor is desirous of assigning, and Assignee is desirous of obtaining, all of Assignors' right, title and interest in and to the Marks.

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, Assignors hereby assign, transfer and convey unto Assignee all of Assignors' right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the same to be held and enjoyed by Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns and/or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made; together with all claims for damages by reason of past infringement of the Marks, with the right to sue for, and collect the same for its own use and behalf, and for the use and on behalf of its successors, assigns or other legal representatives.

LAWCORP FRANCHISE CORPORATION



By: Bryce Arrowood
Title: President
Date:

BRYCE ARROWOOD


By: Bryce Arrowood
Title: Individual
Date:

EXHIBIT A Intellectual Property

See attached.

Domain Name is Registered.

LawCorps Database: Property of LawCorps as defined in Professional Services Agreement by and between LawCorps Corporation and Dimension I Technologies.

LawCorps Franchise Corporation: Existing franchise agreement in Minneapolis MN. IP rights and licenses apply. Notice of Default sent on 6/20/03. Mutual Termination Agreement sent 7/17/03.

We will change the name of LawCorps Franchise Corporation within 30 days of closing.

L. Patents & Trademarks

The Company has one pending patent relevant to the development of the Web Database System. The Company has also filed three U.S. provisional applications and an international patent under the Patent Cooperation Treaty.

**Exhibit III-21
Patents**

<i>Application Number</i>	<i>Status</i>	<i>Filing Date</i>	<i>Date to be Examined</i>	<i>Description</i>
09/812,941	Pending	3/27/01	Nov. '03 - Feb. '04	Computer-implemented and/or computer-assisted web database and/or interaction system for staffing of personnel in various employment related fields.
PCT/US01/09694	n/a	3/27/01	n/a	International Patent - Computer-implemented web database system for staffing of personnel
60/246,078	Provisional	11/7/00	n/a	Computer-implemented and/or computer-assisted web database and/or interaction system for staffing of personnel in various employment related fields.
60/206,546	Provisional	5/24/00	n/a	Online automation of the information, financial and management processes of temporary legal staffing for both candidates and clients.
60/192,309	Provisional	3/27/00	n/a	Online automation of the information, financial and management processes of temporary legal staffing for both candidates and clients.

**Exhibit III-22
Trademarks & Copyrights**

	<i>Status</i>	<i>Date Registered</i>	<i>Register</i>	<i>Duration (Years)</i>	<i>Registration Number</i>
Trademarks					
Assigned Candidate Profiles™	Pending		Principle		
CaseManager™	Registered	5-Feb-02	Supplemental	10	2,537,462
ClientMonitor™	Registered	5-Feb-02	Supplemental	10	2,537,461
CorrectMatch®	Registered	5-Feb-02	Principle	10	2,535,846
SCORE™	Registered	5-Feb-02	Supplemental	10	2,537,463
LawCorps®	Registered	6-Jun-95	Principle	10	1,898,283
LawCorps® Logo	Registered	24-Dec-96	Principle	10	2,025,305
Copyrights					
Guide to Merger Review and Anti-Trust Investigations	Registered	16-Oct-02			
Guide to Corporate Compliance	Pending				
Employee Brochure	Pending				

