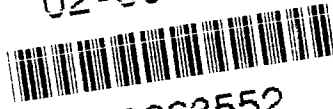


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Neometrix Acquisition I, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 15, 2004

2. Name and address of receiving party(ies)

Name: Zeosoft Technology Group, Inc. Internal Address:

Street Address: 5487 Jet Port Industrial Boulevard

City: Tampa State: FL Zip: 33634

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Florida 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) 78204994; 78205026; 78205001; 78205034; and 78205037

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Kevin A. Buford, Esq.

Internal Address:

Street Address: Holland & Knight LLP

City: McLean State: VA Zip: 22102-4867

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Kevin A. Buford Name of Person Signing

Signature

February 2, 2004 Date

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

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

02/05/2004 ECOOPER 00000026 78204994 01 FC:8521 40.00 OP 02 FC:8522 100.00 OP

2004 FEB - 1 AM 7:28 OPR/FINANCE

TRADEMARK RIGHTS ASSIGNMENT

This Assignment is made and executed this 15th day of January, 2004, but effective for all purposes as of August 29, 2003, by NEOMETRIX ACQUISITION I, INC., a Delaware corporation having its principal place of business at 8910 Route 108, Suite C, Columbia, Maryland 21045 (hereinafter "Assignor"), to and in favor of ZEOSOFT TECHNOLOGY GROUP, INC., a Florida corporation having its principal place of business located at 5487 Jet Port Industrial Boulevard, Tampa, Florida 33634 (hereinafter "Assignee").

Whereas Assignor previously received the entire right, title and interest in and to the marks "ZEOSOFT," "ZEOFUSION," "ZEOSPHERE," "ON DEMAND MOBILE SERVERS," and "ON DEMAND MOBILE SERVER NETWORKS" (collectively, the "Marks") and the applications for registration of the Marks with the United States Patent and Trademark Office, which applications have been assigned Serial Nos. 78204994, 78205026, 78205001, 78205034, and 78205037, respectively (collectively, the "Trademark Applications") by assignment from Zeosoft Corporation, n/k/a 5580 Holdings, Inc. on or about April 1, 2003; and

Whereas Assignor assigned its entire right, title and interest in and to all trademarks and trademark applications to Assignee for valuable consideration; and

Whereas Assignee has provided such valuable consideration to Assignor;

Accordingly, the parties agree as follows:

1. By that certain Bill of Sale and Assignment dated August 29, 2003, Assignor has conveyed and assigned, and by these presents confirms that it hereby conveys and assigns to Assignee Assignor's entire right, title and interest in and to the Marks, the Trademark Applications, the portion of its business to which the Marks pertain, and the goodwill symbolized thereby and associated therewith, and all rights to any and all variations on the Marks or confusingly similar Marks.
2. Assignor confirms that it has assigned the Marks and the Trademark Applications as part of the transfer of the entire business or portion thereof to which the Marks pertain, as required by 15 U.S.C. §1060.
3. Assignor acknowledges that the portion of Assignor's business to which the Marks pertain is ongoing and existing.
4. Assignee may assign the rights under this Assignment in whole or in part. All references herein to Assignee include any successors or assigns of Assignee.

5. Assignor acknowledges that Assignee has provided valuable consideration for the rights granted under this Assignment.

1/15/04
Date

[Signature]
Norman Birmingham, President,
NEOMETRIX ACQUISITION I, INC., a
Delaware corporation

STATE OF MARYLAND)
) ss.
COUNTY OF Baltimore)

On this 15th day of January, 2004, Norman Birmingham, who is known to me to be the person whose name is subscribed to the foregoing instrument, personally appeared and executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and official seal.

[Signature]
Notary Public

My Commission Expires:

4.23.07

