

ASSIGNMENT OF TRADEMARKS

WHEREAS, MFS, Inc. a Virginia Corporation (hereinafter referred to as ASSIGNOR), having a principal place of business at 605 Pinetree Circle, Virginia Beach, Virginia 23452, owns certain trademarks and service marks identified in **Schedule A** attached hereto (collectively, the "**marks**"); and

WHEREAS, ARTFX, Inc. (hereinafter referred to as ASSIGNEE), a Virginia Corporation, having a principal place of business at 1125 Azalea Garden Road, Norfolk, Virginia 23502, is desirous of acquiring said Marks and said registrations thereof, and the portion of the business of the Assignor to which each mark pertains;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign, sell, and transfer unto said ASSIGNEE all right, title and interest including common law rights, in and to each of the Marks, together with the goodwill of the business in connection with which the Marks are used or proposed to be used, and further including the right to sue for damages and other remedies in respect of any infringement of the Marks that may have occurred before the date of this assignment.

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be executed by its duly authorized officer on the date indicated below:

MFS, INC

By: _____



Print Name: Derek Fick

Title: President

Date: _____

2/3/2004

STATE OF Virginia

Before me, a Notary Public in and for the State of Virginia, on this 3rd day of February, 2004, personally appeared Derek Fick, President, of MFS, Inc., who being duly sworn, signed and acknowledged the foregoing Assignment as his free act and deed.

(Seal)



NOTARY PUBLIC
My Commission Expires:

SCHEDULE A

MARK	REGISTRATION NUMBER
Design Mark (<i>double swoosh X</i>)	2,451,635
ARTFX and Design	2,500,726
ART FX	2,480,448
Design Mark (<i>double swoosh X</i>)	2,321,291
ARTFX and Design	2,321,292
ART FX	2,323,932
FXGEAR	2,522,421
FXGEAR and Design	2,552,389