

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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):

R & D Promotions, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Miss Universe L.P., LLLP

Internal Address: _____

Street Address: 1370 Avenue of the Americas

City: New York State: NY Zip: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Limited Partnership - DELAWARE

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 09/21/2004

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

A. Trademark Application No.(s) 78/109,613
78/113,024

B. Trademark Registration No.(s) 2,733,781

Additional number(s) attached Yes No

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

Name: Janice Bernard

Internal Address: Donovan & Yee LLP

Street Address: 110 Greene Street
Suite 700

City: New York State: NY Zip: 10012

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
500357

DO NOT USE THIS SPACE

9. Signature.

Andrea L. Calvaruso, Esq.  September 28, 2004

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

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

CH \$90.00 600357 78109613

ASSIGNMENT OF TRADEMARK

WHEREAS, R&D PROMOTIONS, INC., a FLORIDA corporation having a principal place of business at 1005 Mabbette Street, Kissimmee, Florida 34741 (hereinafter referred to as "ASSIGNOR"), is the owner of the trademark MISS NUDE UNIVERSE, MISS NUDE USA, MISS NUDE SOUTHERN USA, MISS EXOTIC DANCER USA and variant marks as listed in Attachment A hereto, and record owner of trademark applications in the U.S. Patent and Trademark Office for the marks MISS NUDE SOUTHERN USA (Ser. No. 78/109,613) and MISS EXOTIC DANCER USA (Ser. No. 78/113,024), for entertainment services in the nature of promoting and conducting beauty pageants competitions, and federal trademark registration for the mark MISS NUDE UNIVERSE (Reg. 2,733,781) for entertainment in the nature of beauty pageants, and claims to have used each of these marks, as well as variant marks including but not limited to those listed in Exhibit A hereto (hereinafter referred to collectively as the "TRADEMARKS"); and

WHEREAS, MISS UNIVERSE L.P., LLLP, a limited liability partnership organized under the laws of Delaware, having a principal place of business at 1370 Avenue of the Americas, New York, New York 10019 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring all of the right, title and interests of ASSIGNOR in, to and under the TRADEMARKS, together with the goodwill of the business associated with the TRADEMARKS; and

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR hereby transfers and assigns to ASSIGNEE, the entire business or portion thereof to which the TRADEMARKS pertain, and the entire right, title and interest of ASSIGNOR in and

to the TRADEMARKS together with the goodwill of the business associated with the TRADEMARKS and the United States registration thereof; and

ASSIGNOR, does hereby sell, assign, transfer and set over unto ASSIGNEE, its successors, legal representatives and assigns all claims for damages by reason of past infringement of the TRADEMARKS, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representative;

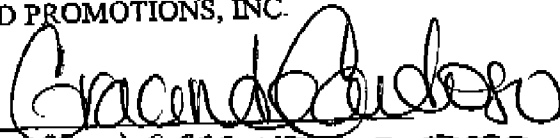
ASSIGNOR further authorizes the Commissioner of Patents and Trademarks of the United States to record Registration No. 2,733,781 and trademark applications Ser. Nos. 78/109,613 and 78/113,024 as the property of ASSIGNEE; and

ASSIGNOR further agrees to execute such further documents as may be required to record ASSIGNEE as the owner of the TRADEMARKS, including all trademark applications and registrations in and to the TRADEMARKS herein assigned.

IN WITNESS WHEREOF, the ASSIGNOR has executed this instrument this

21 day of September 2004.

R&D PROMOTIONS, INC.

By: 
(Name) GRACINDA CARDOSO
(Title) PRESIDENT

GR

EXHIBIT A

1. MISS NUDE UNIVERSE
2. MISS NUDE PETITE UNIVERSE
3. MISS NUDE BLONDE UNIVERSE
4. MISS NUDE BRUNETTE UNIVERSE
5. MISS NUDE REDHEAD UNIVERSE
6. MISS NUDE BLACK UNIVERSE
7. MISS NUDE PETITE BLONDE UNIVERSE
8. MISS NUDE PETITE BRUNETTE UNIVERSE
9. MISS NUDE PETITE BLACK UNIVERSE
10. MISS NUDE PETITE REDHEAD UNIVERSE
11. MISS EROTIC UNIVERSE
12. MISS NUDE EROTIC UNIVERSE
13. MISS NUDE UNIVERSE MASTER DANCER
14. MISS NUDE UNIVERSE MASTER DIVISION
15. MISS NUDE UNIVERSE PERFORMER OF THE YEAR
16. MISS NUDE UNIVERSE ENTERTAINER OF THE YEAR
17. MISS NUDE UNIVERSE MOST BEAUTIFUL FACE
18. MISS NUDE UNIVERSE BEST BREAST
19. MISS NUDE UNIVERSE HOTTEST BUNS
20. MISS NUDE UNIVERSE HOTTEST LEGS
21. MISS NUDE UNIVERSE HOTTEST BODY
22. MISS NUDE UNIVERSE HARDEST BODY

23. MISS NUDE UNIVERSE HOTTEST STAGE PERSONALITY
24. MISS NUDE UNIVERSE MOST SENSUOUS WOMAN
25. MISS NUDE UNIVERSE MISS ELEGANCE
26. MISS NUDE UNIVERSE HOTTEST NEWCOMER
27. MISS NUDE UNIVERSE BEST DANCER
28. MISS NUDE UNIVERSE POLE-CHAMPION
29. MISS NUDE UNIVERSE HOTTEST GYMNAST
30. MISS NUDE UNIVERSE MOST ORIGINAL SHOW
31. MISS NUDE UNIVERSE BEST SHOW
32. MISS NUDE UNIVERSE BEST FIRE SHOW
33. MISS NUDE UNIVERSE AUDIENCE FAVORITE
34. MISS NUDE UNIVERSE MISS CONGENIALITY
35. MISS NUDE UNIVERSE HUMANITARIAN AWARD
36. MISS NUDE UNIVERSE LIFETIME ACHIEVEMENT AWARD
37. MISS NUDE USA
38. MISS NUDE PETITE USA
39. MISS NUDE BLONDE USA
40. MISS NUDE BRUNETTE USA
41. MISS NUDE REDHEAD USA
42. MISS NUDE BLACK USA
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44. MISS NUDE PETITE BRUNETTE USA
45. MISS NUDE PETITE BLACK USA

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- 128. MISS EXOTIC DANCER USA LIFETIME ACHIEVEMENT AWARD
- 129. MISS EXOTIC NEW ENGLAND USA
- 130. MISS EASTERN SEABOARD USA
- 131. MISS NUDE SOUTHERN USA
- 132. MISS EXOTIC WESTERN USA
- 133. MISS NUDE NORTHWEST USA
- 134. MISS NUDE NORTHERN USA
- 135. MISS EXOTIC MIDWEST USA
- 136. MISS NUDE BURLESQUE USA
- 137. MISS NUDE BURLESQUE UNIVERSE

- 138. MISS NUDE SOUTHEAST USA
- 139. MISS NUDE SOUTH FLORIDA USA
- 140. MISS EXOTIC DANCER [STATE] and MISS NUDE [STATE] for all 50 states as preliminaries where MISS NUDE USA/ MISS EXOTIC DANCER USA is promoted
- 141. MR. NUDE UNIVERSE