TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vitality Foodservice, Inc.		09/24/2004	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Vitality Acquisition Corp.
Street Address:	90 South Seventh Street
Internal Address:	3700 Wells Fargo Center
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	2431955	CALABAY
Registration Number:	2678803	CHOICEPAK
Registration Number:	1359475	COOL CHOICE
Registration Number:	1280896	COOL CHOICE
Registration Number:	0675115	DISPENSER-PAK
Registration Number:	2440230	DISPENSER-PAK
Registration Number:	1364807	FAMILY CHOICE
Registration Number:	0895172	FLORIDAGOLD
Registration Number:	1213405	FLORIDAGOLD
Registration Number:	1377481	GOLDEN CHOICE
Registration Number:	2117774	ISLAND PASSION
Registration Number:	1914253	ISLAND PASSION
Registration Number:	1243043	JUS SQUEEZD
Registration Number:	2223815	JUS SQUEEZD

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Registration Number:	1225239	NATURAL FIVE
Registration Number:	2010479	NATURE'S SELECT
Registration Number:	1693798	PREMIUM SELECT
Registration Number:	2296185	PREMIUM SELECT
Registration Number:	2693039	RTSEXPRESS
Registration Number:	1125955	SWITCH-A-BRIX
Registration Number:	1150223	ULTRAMATIC-PUMP
Registration Number:	2428457	VITA GOLD
Registration Number:	0907932	VITALITY
Registration Number:	0919962	VITALITY
Registration Number:	0966673	VITALITY
Registration Number:	2802591	VITALITY
Registration Number:	1729171	VITALITY EXPRESS
Registration Number:	1792848	VITALITY EXPRESS PAK
Registration Number:	2756827	VITALITY SPRINGS
Serial Number:	76394473	FRUTA REAL
Serial Number:	75467432	ISLAND PASSION

CORRESPONDENCE DATA

Fax Number: (612)766-1623

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 6127667000

Email: trademarkmpls@faegre.com

Correspondent Name: Faegre & Benson LLP

Address Line 1: 90 South Seventh Street

Address Line 2: 2200 Wells Fargo Center

Address Line 4: Minneapolis, MINNESOTA 55402-3901

ATTORNEY DOCKET NUMBER:	24067-304167
NAME OF SUBMITTER:	Kerry R. Thompson - Paralegal

Total Attachments: 7

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") dated as of September 24, 2004, is made by and between Vitality Foodservice, Inc., a Florida corporation, with its principal place of business at 400 North Tampa Street, Suite 200, Tampa, Florida 33602 United States ("Assignor"), and Vitality Acquisition Corp., a Delaware corporation, with its principal place of business at 3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, Minnesota 55402 United States ("Assignee").

WHEREAS, Assignor is the owner of the trademarks and trademark registrations and applications identified on the attached Schedule A;

WHEREAS, Assignor and Assignee have executed an Asset Purchase Agreement dated August 5, 2004 (as it may be amended from time to time, the "Asset Purchase Agreement") wherein, among other things, Assignee has agreed to purchase from Assignor, and Assignor has agreed to sell, transfer and deliver to Assignee, all of the Purchased Assets (as such term is defined in the Asset Purchase Agreement); and

WHEREAS, pursuant to the Asset Purchase Agreement, Assignor has agreed to assign to Assignee all of Assignor's right, title and interest in and to any and all trademarks/service marks (including common law rights), trademark/service mark registrations and trademark/service mark applications, and trade names (including common law rights), owned by Assignor, including without limitation those listed on the attached Schedule A (the "Assigned Trademarks").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee all right, title and interest in and to the Assigned Trademarks, together with the goodwill of the business symbolized thereby, the registrations, applications, renewals and other rights associated therewith and all remedies against past, present and future infringements, violations and dilutions thereof, assignment, sale and transfer of which the Assignee hereby confirms acceptance.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed as of the date first written above.

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VITALITY FOODSERVICE, INC.

By: _____

Name: ALVO M. ODDIS

Title: PRES & CEO

VITALITY ACQUISITION CORP.

By: _____

Name: VAN ZANDT HAWN

Title: PRES & CEO

STATE OF Minnesota)
) ss.
COUNTY OF Hennepin)

The foregoing Trademark Assignment was acknowledged before me this 24th day of September, 2004, by Alvo M. Oddis, the President & CEO of Vitality Foodservice, Inc., who is authorized to sign on behalf of the Corporation.

_____
Notary Public

TERESA M. HARDY
NOTARY PUBLIC-MINNESOTA
My Commission Expires Jan. 31, 2008

STATE OF Minnesota)
) ss.
COUNTY OF Hennepin)

The foregoing Trademark Assignment was acknowledged before me this 24th day of September, 2004, by Van Zandt Hawn the CEO & President of Vitality Acquisition Corp., who is authorized to sign on behalf of the Corporation.

_____
Notary Public

TERESA M. HARDY
NOTARY PUBLIC-MINNESOTA
My Commission Expires Jan. 31, 2008

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SCHEDULE A

United States Trademark Registrations

Trademark	Reg. No.	Reg. Date
CALABAY	2431955	2/27/2001
CHOICEPAK (Stylized)	2678803	1/21/2003
COOL CHOICE	1359475	9/10/1985
COOL CHOICE	1280896	6/5/1984
DISPENSER-PAK	675115	3/3/1959
DISPENSER-PAK	2440230	4/3/2001
FAMILY CHOICE	1364807	10/8/1985
FLORIDAGOLD	895172	7/21/1970
FLORIDAGOLD (Stylized)	1213405	10/19/1982
GOLDEN CHOICE	1377481	1/7/1986
ISLAND PASSION	2117774	12/2/1997
ISLAND PASSION	1914253	8/22/1995
JUS SQUEEZD & Design	1243043	6/21/1983
JUS SQUEEZD & Design	2223815	2/16/1999
NATURAL FIVE	1225239	1/25/1983
NATURE'S SELECT & Design	2010479	10/22/1996
PREMIUM SELECT	1693798	6/9/1992
PREMIUM SELECT	2296185	11/30/1999
RTS EXPRESS & Design	2693039	3/4/2003
SWITCH-A-BRIX	1125955	10/16/1979
ULTRAMATIC-PUMP	1150223	4/7/1981
VITA GOLD	2428457	2/13/2001
VITALITY	907932	2/16/1971
VITALITY	919962	9/7/1971
VITALITY	966673	8/21/1973
VITALITY	2802591	1/6/2004
VITALITY EXPRESS	1729171	11/3/1992

Trademark	Reg. No.	Reg. Date
VITALITY EXPRESS PAK	1792848	9/14/1993
VITALITY SPRINGS	2756827	8/26/2003

United States Trademark Applications

Trademark	Ser. No.	Filing Date
FRUTA REAL	76394473	4/10/2002
ISLAND PASSION	75467432	4/17/1998

Canadian Trademark Registrations

Trademark	Reg. No.	Reg. Date
CHOICEPAK & Design	TMA598402	12/30/2003
FLORIDA SUN	367578	4/13/1990
FLORIDAGOLD	TMA167041	12/24/1969
FLORIDAGOLD & Design	307437	10/18/1985
GOLDEN CHOICE	363078	11/10/1989
GOLDEN SELECT	312874	4/4/1986
LYKES FAMILY CHOICE	291805	6/8/1984
PREMIUM SELECT	389864	11/8/1991
ROYAL ASCOT	380040	2/15/1991
VITALITY	200836	7/26/1974
VITALITY	TMA197389	2/8/1974
VITALITY & DESIGN	200835	7/26/1974
VITALITY & DESIGN	200834	7/26/1974

Canadian Trademark Applications

None

Common Law Trademarks

ISLAND PASSION
LIGHT & TASTY

Other Trademark Registrations

Trademark	Country	Reg. No.	Reg. Date
FLORIDAGOLD	Argentina	1686921	9/11/1998
VITALITY	Argentina	1510783	3/31/1994
FLORIDAGOLD & Design	Australia	393721	7/6/1983
VITALITY	Australia	228117	4/17/1969
VITALITY	Australia	228118	4/17/1969
VITALITY	Australia	783343	1/19/1999
FLORIDAGOLD	Austria	127536	10/31/1989
FLORIDAGOLD	Austria	101182	11/30/1982
FLORIDAGOLD & Design	Austria	99926	6/30/1982
VITALITY	Austria	101183	11/30/1982
VITALITY	Bahamas	6048	2/16/1970
VITALITY	Bahamas	6047	2/16/1970
FLORIDAGOLD	Benelux	15139	3/4/1971
FLORIDAGOLD & Design	Benelux	377210	11/9/1981
VITALITY	Benelux	72607	11/4/1971
VITALITY	Cayman Islands	1320515	3/9/1994
VITALITY	Cayman Islands	949146	3/9/1994
FLORIDAGOLD	Chile	476149	1/8/1997
VITALITY	Chile	523138	9/30/1998
VITALITY BRAND	Chile	498855	12/15/1997
VITALITY	Columbia	162171	6/17/1994
VITALITY	Columbia	163065	6/15/1996
VITALITY	Costa Rica	95954	8/12/1996
VITALITY	Costa Rica	96497	8/26/1996
FLORIDAGOLD	Denmark	VR 197101083	4/23/1971
FLORIDAGOLD & Design	Denmark	1983 00585	2/18/1983
VITALITY	Denmark	1970 02240	7/17/1970
FLORIDAGOLD	El Salvador	217	2/10/1999
VITALITY	El Salvador	20943	1/8/1997
VITALITY	El Salvador	122BOOK42	12/18/1996
FLORIDAGOLD	Finland	112934	8/5/1991
VITALITY	Finland	110593	2/5/1991
FLORIDAGOLD & Design	France	1705932	11/15/1991
VITALITY	France	1489236	3/4/1988
PASCO FLORIDAGOLD	Germany	1153366	2/1/1990
VITALITY	Germany	871118	10/15/1988
FLORIDAGOLD	Guatemala	72124	10/25/1994
VITALITY	Guatemala	74614	6/4/1995
VITALITY	Honduras	64790	4/30/1996
VITALITY	Honduras	64785	4/30/1996
VITALITY	Hong Kong	19711209	4/4/1969
FLORIDAGOLD	Ireland	173382	1/5/1996
FLORIDAGOLD	Italy	606341	10/8/1970
FLORIDAGOLD & Design	Italy	442650	11/10/1981

Trademark	Country	Reg. No.	Reg. Date
VITALITY	Italy	833371	4/8/1991
VITALITY	Jamaica	B27890	12/28/1993
VITALITY	Jamaica	27728	12/28/1993
ISLAND PASSION	Japan	4199933	10/16/1998
VITALITY	Japan	1692116	6/21/1984
VITALITY	Japan	1610466	8/30/1983
VITALITY	Malaysia	11281	5/19/1981
FLORIDAGOLD	Mexico	455954	4/4/1994
VITALITY	Mexico	511290	11/29/1995
VITALITY	Mexico	555981	8/5/1997
FLORIDAGOLD & Design	New Zealand	140699	2/12/1982
VITALITY	New Zealand	89834	3/31/1969
VITALITY	New Zealand	91481	9/16/1969
VITALITY	Norway	78221	1/8/1970
VITALITY	Panama	102306	8/18/1999
VITALITY	Paraguay	223293	3/22/2000
VITALITY	Peru	28817	7/23/1996
VITALITY	Peru	23448	2/26/1996
FLORIDAGOLD & Design	Philippines	38830	4/29/1988
VITALITY	Philippines	35761	7/22/1986
FLORIDAGOLD	Puerto Rico	18894	10/24/1974
FLORIDAGOLD	Puerto Rico	40807	
FLORIDAGOLD & Design	Puerto Rico	24247	2/28/1982
VITALITY	Puerto Rico	16843	2/21/1971
VITALITY	Puerto Rico	16842	2/22/1971
VITALITY	Saudi Arabia	49874	10/10/1999
VITALITY	Saudi Arabia	51522	1/14/2000
VITALITY (in Arabic Script)	Saudi Arabia	50756	12/1/1999
VITALITY (in Arabic Script)	Saudi Arabia	50757	12/1/1999
FLORIDAGOLD	Singapore	T8201079D	3/3/1982
VITALITY	Singapore	T8102094Z[1]	5/12/1981
VITALITY & Design	Singapore	T8102095H	5/12/1981
FLORIDAGOLD	South Korea	290926	5/31/1994
VITALITY	South Korea	273592	9/6/1993
FLORIDAGOLD	Spain	1755599	2/5/1996
VITALITY	Spain	1755603	5/20/1994
VITALITY	Spain	1755602	2/5/1996
FLORIDAGOLD	Sweden	136302	8/27/1971
FLORIDAGOLD & Design	Sweden	182894	8/27/1982
VITALITY	Sweden	128196	8/8/1969
FLORIDAGOLD	Switzerland	384472	9/14/1990
FLORIDAGOLD & Design	Switzerland	321371	12/9/1981
VITALITY	Switzerland	377837	6/13/1969
FLORIDAGOLD	Taiwan	611783	9/16/1993
VITALITY	Taiwan	206537	3/1/1983
FLORIDAGOLD	United Kingdom	965784	10/2/1970

Trademark	Country	Reg. No.	Reg. Date
FLORIDAGOLD	United Kingdom	965783	10/2/1970
VITALITY	United Kingdom	1320515	9/4/1987
VITALITY	United Kingdom	960929	6/12/1970
VITALITY	United Kingdom	949146	10/3/1969
VITALITY	Uruguay	296663	2/12/2000
VITALITY	Venezuela	62758	12/11/1970
VITALITY	Venezuela	63847	2/16/1971
VITALITY	Virgin Islands	6051	8/21/1973
VITALITY	Virgin Islands	6050	8/21/1973
VITALITY	Virgin Islands	4578	2/16/1971

Other Trademark Applications

Trademark	Country	App. No.	Filing Date
FLORIDAGOLD	Costa Rica	N/A	5/24/1995
VITALITY	Argentina	1875065	6/4/1993
VITALITY	Argentina	2107755	10/9/1997
VITALITY	Brazil	820017302	8/15/1997
VITALITY	China	9900071811	6/24/1999
VITALITY	Malaysia	MA608393	8/13/1993
VITALITY	Paraguay	1325097	7/4/1997
VITALITY	South Korea	976733	2/17/1997

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