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

Tab settings

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

1. Name of conveying party(ies):
John P. Smith

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: 06/08/2004

2. Name and address of receiving party(ies)
 Name: Darrell Gwynn
 Internal Address: _____
 Street Address: 4850 SW 52 Street
 City: Davie State: FL Zip: 33314

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

 Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2788456

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Todd S. Payne, Esq.
 Internal Address: _____

 Street Address: Zebersky & Payne, LLP
 4000 Hollywood Blvd., Suite 400-North
 City: Hollywood State: FL Zip: 33021

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
 Todd S. Payne, Esq.  6/22/04
 Name of Person Signing Signature Date

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

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

06/25/2004 LHMELLER 00000104 2788456

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TRADEMARK REEL: 002998 FRAME: 0275

**ASSIGNMENT OF RIGHTS TO TRADEMARK
HOT RODS & REELS**

THIS ASSIGNMENT OF RIGHTS TO TRADEMARK "HOT RODS & REELS", (this "Assignment") made, executed and delivered as of JUNE 8, 2004, by and among John P. Smith, an Individual residing in New Jersey, (hereinafter referred to individually as an "Assignor") and Darrell Gwynn, an individual residing in Florida ("hereinafter referred to as Assignee").

WITNESSETH:

WHEREAS, Assignor desires to execute and deliver to Assignee this instrument evidencing the vesting in Assignee of the trademark "HOT RODS & REELS" under United States Patent & Trademark Office Registration Number 2788456, and associated rights hereinafter described.

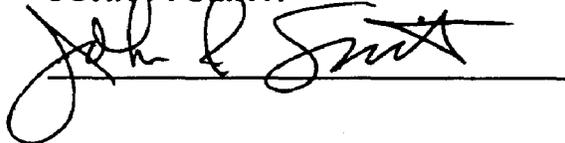
NOW THEREFORE, in consideration of Ten Dollars (\$10.00) paid to Assignor at or before the execution and delivery hereof, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby conveys, transfers, assigns and delivers to Assignee, its successors and assigns, all of its right, title, and interest in and to the trademark "HOT RODS & REELS" under United States Patent & Trademark Office Registration Number 2788456, and all associated goodwill to the fullest extent possible and Assignor agrees that all of its right, title, and interest in and to the trademark "HOT RODS & REELS" under United States Patent & Trademark Office Registration Number 2788456 shall be the sole and exclusive property of Assignee to be used in any manner at Assignee's sole and absolute discretion.

This Assignment may be executed in one or more counterparts, each of which shall for all purposes be deemed to be an original and all of which shall constitute the same instrument.

IN WITNESS WHEREOF, each of the parties hereto has executed this Assignment as of the date first written above.

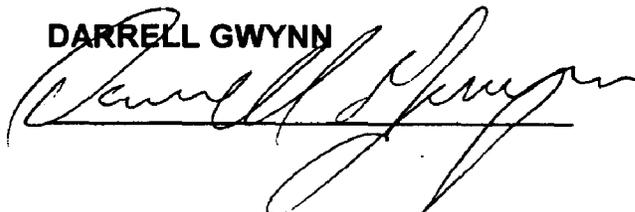
Assignor:

JOHN P. SMITH

Handwritten signature of John P. Smith in black ink, written over a horizontal line.

Assignee:

DARRELL GWYNN

Handwritten signature of Darrell Gwynn in black ink, written over a horizontal line.