

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cels Enterprises, Inc.		05/13/2005	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Robert L Goldman		
<b>Street Address:</b>	612 N. Bedford Drive		
<b>City:</b>	Beverly Hills		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90210		
<b>Entity Type:</b>	INDIVIDUAL: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76308286	PASSPORTS	
<b>Registration Number:</b>	2639083	PASSPORTS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(310)838-8732		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	3108382103		
<b>Email:</b>	mnogueira@celsinc.com		
<b>Correspondent Name:</b>	Miryan Nogueira		
<b>Address Line 1:</b>	3485 S. La Cienega Blvd.		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90016		
<b>NAME OF SUBMITTER:</b>	Miryan Nogueira		
<b>Signature:</b>	/MN/		
<b>Date:</b>	05/16/2005		

OP \$65.00 76308286

Total Attachments: 1

**900024702**

**TRADEMARK  
 REEL: 003085 FRAME: 0129**



**ASSIGNMENT OF TRADEMARK REGISTRATION**

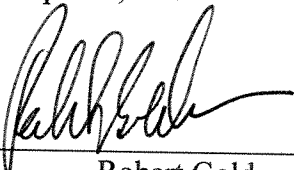
WHEREAS, Cels Enterprises, Inc., a New York corporation of 3485 S. La Cienega Blvd., Los Angeles, California 90015 (hereinafter "Assignor"), is the owner of Trademark Registration No.2639083 for PASSPORTS ("said Trademark"); and

WHEREAS, Robert L. Goldman, an individual, and a citizen of United States of America domiciled at 612 N. Bedford Drive, Beverly Hills, California 90210 (hereinafter "Assignee") is desirous of acquiring said Trademark;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee all right, title, and interest in and to said Trademark, together with the goodwill of the business symbolized by said Trademark.

Cels Enterprises, Inc.

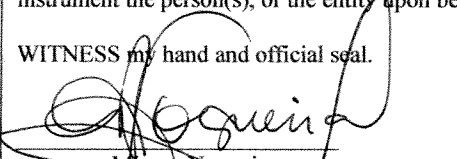
Los Angeles, May 13, 2005

By  \_\_\_\_\_  
Robert Goldman  
President & CEO

**TO BE NOTARIZED**

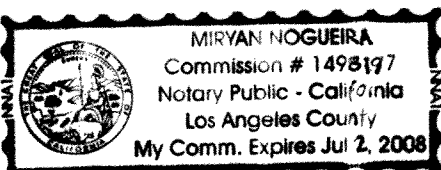
State of California  
 County of Los Angeles  
 On May 13, 2005 (date), before me, Miryan Nogueira, Notary Public, personally appeared Robert L. Goldman (name[s] of signer[s]), personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf on which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

  
 Miryan Nogueira  
 Notary Public

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**TRADEMARK**