

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	12/08/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Venus.com LLC		12/08/2005	LIMITED LIABILITY COMPANY: DELAWARE
Mr. Philip Gordon		12/08/2005	INDIVIDUAL:

RECEIVING PARTY DATA

Name:	Venus Swimwear, Inc.
Street Address:	11711 Marco Beach Drive
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32224-7615
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2866965	VENUS

CORRESPONDENCE DATA

Fax Number: (561)659-6313
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: peter.chiabotti@akerman.com
 Correspondent Name: Peter A. Chiabotti, Esq.
 Address Line 1: 222 Lakeview Avenue, Fourth Floor
 Address Line 2: AKERMAN SENTERFITT
 Address Line 4: West Palm Beach, FLORIDA 33401-6183

ATTORNEY DOCKET NUMBER:	7150-35
NAME OF SUBMITTER:	Peter A. Chiabotti

CH \$40.00 2866965

Signature:	/Peter A. Chiabotti/
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Date:	12/16/2005
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TRADEMARK ASSIGNMENT

This Trademark Assignment is made as of December, 2005 by and among Venus Swimwear, Inc. ("Assignee"), Philip Gordon ("Gordon") and Venus.com, LLC (collectively with Gordon, "Assignors").

WHEREAS, in connection with that certain Settlement Agreement between the parties dated as of even date herewith and in exchange for certain monetary compensation, Assignors have agreed to assign to Assignee the common law and registered trademarks identified on **Attachment A** hereto, any applications and registrations therefor, and any logos, designs, graphics or other related marks or indicators of source or origin (hereinafter, the "Trademarks");

WHEREAS, Assignors have adopted and used in their business the Trademarks and have filed the applications and obtained the registrations identified on **Attachment A**;

WHEREAS, Assignee desires, and Assignors have agreed to assign to Assignee, their entire worldwide right, title and interest in and to the Trademarks, together with the goodwill of the business connected with the use of and symbolized by the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors hereby sell, assign and transfer to Assignee their entire worldwide right, title, and interest in, to and under the Trademarks and the applications and registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the Trademarks and all rights and causes of action to recover past, present or future damages, royalties, fees, profits or other relief, including equitable and injunctive relief ensuing from infringement of the Trademarks. Assignors further represent and warrant that they have not transferred, assigned, hypothecated or granted a security interest in the Trademarks to any third party.

FURTHER, other than the registration identified on Exhibit A hereto and abandoned Application Serial No. 75/812,761 for the mark VENUS.COM, Assignors represent and warrant that they have neither applied for nor obtained any other domestic or international trademark or service mark registrations for "VENUS" or variations thereof, including but not limited to VENUS.COM.

FURTHER, Assignors agree to execute and provide promptly after their execution hereof, such further instruments, documents or assignments as may be reasonably necessary to effectuate the purposes of this transaction and to consolidate, vest and record in Assignee their rights in and to the Trademarks.

[INTENTIONALLY LEFT BLANK]

EXHIBIT B

VENUS SWIMWEAR, INC.

By: Daryl W. Scott

Name: Daryle V. Scott

Title: President

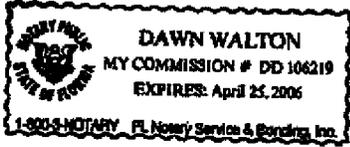
Date: 12/08/05

STATE OF) Florida

COUNTY OF Duval) as:

The foregoing instrument was sworn to and subscribed before me this 8th day of December, 2005, by Daryle V. Scott, the President of VENUS SWIMWEAR, INC. on behalf of the corporation. He is personally known to me or has produced N/A (Type of Identification) as identification.

Dawn Walton
NOTARY PUBLIC STATE OF Florida
Dawn Walton
(Print, Type or Stamp Commissioned Name of Notary Public)



ATTACHMENT A

TRADEMARK	DESCRIPTION
VENUS	All common law rights
VENUS.COM	All common law rights
VENUS	U.S. Registration No. 2,866,965