

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Pursuant to a Written Consent of Directors in Lieu of Meeting the marks were transferred to MM Model Movement SA, which then transferred the marks to Rulder International Inc. pursuant to an Assignment of Servicemarks and Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Men Women N.Y. Model Management, Inc.		09/30/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Rulder International Inc.
Street Address:	Calle 53, Urbanizacion Obarrio
Internal Address:	Swiss Tower, Piso 16
City:	Panama
State/Country:	PANAMA
Entity Type:	CORPORATION: PANAMA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2988682	SUPREME
Registration Number:	2951210	WOMEN
Registration Number:	2951211	W OMEN
Registration Number:	3039241	WOMEN MANAGEMENT
Serial Number:	76591217	W

CORRESPONDENCE DATA

Fax Number: (212)912-7751
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-912-7400
 Email: trademarks@tpwlaw.com
 Correspondent Name: Alan F. Kaufman
 Address Line 1: Two World Financial Center, 27th Floor

CH \$140.00 2988682

Address Line 2: Thacher Proffitt & Wood LLO
Address Line 4: New York, NEW YORK 10281

ATTORNEY DOCKET NUMBER: 19311-00000

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Alan F. Kaufman

Signature: /alan f kaufman/

Date: 03/16/2006

Total Attachments: 7
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MEN WOMEN N.Y. MODEL MANAGEMENT INC.

**WRITTEN CONSENT OF DIRECTORS
IN LIEU OF A MEETING**

September 30, 2005

THE UNDERSIGNED, being the directors of Men Women N.Y. Model Management, Inc., a New York corporation (the "Corporation"), acting without a meeting pursuant to Section 708 of the New York Business Corporation Law (the "Business Corporation Law"), do hereby consent to the adoption of the following resolutions and order this consent to be inserted into the minute book of the Corporation:

WHEREAS, since 2001, the Corporation has had annual operating losses but the Corporation has completed its restructuring and has now begun to produce operating earnings;

WHEREAS, the Board wishes to recognize the support of the Corporation's shareholders through these difficult years and take steps to generate returns for its shareholders in order to enhance shareholder value;

WHEREAS, the work of an independent appraiser has valued the Corporation's Marks (as defined in the Licensing Agreement, defined below) at \$640,000 and the Board believes that a distribution of the Marks to shareholders would be the best way to generate an improved return to shareholders; and

WHEREAS, after giving due consideration to the reports of the independent appraiser attached hereto as Exhibit A the Board believes that the terms of the Licensing Agreement entitling the Corporation to use the Marks, a copy of which is attached hereto as Exhibit B, are fair and reasonable.

NOW, THEREFORE, BE IT:

DISTRIBUTION OF CAPITAL

RESOLVED, that a capital distribution to the shareholders of the Corporation's Common Stock, no par value (the "Common Stock"), of all right, title and interests in the Marks and the goodwill of the business symbolized thereby (the "Distribution") be, and it hereby is, declared effective as of May 30, 2005, such Distribution to be delivered to the shareholders in accordance with the terms of the Licensing Agreement, which includes, among other things, the right of the Licensor to freely assign the Marks, provided, that any portion of the Distribution that would otherwise be payable to a holder of Common Stock except that such shareholder has heretofore waived, a copy of which is attached hereto as Exhibit C, its right to receive any distributions or distributions payable on the Common Stock, including the Distribution, shall be paid pro rata to the remaining shareholders of Common Stock; and

LICENSING AGREEMENT

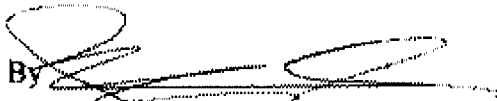
FURTHER RESOLVED, that the Licensing Agreement (the "Licensing Agreement") in the form attached hereto as Exhibit B be, and it hereby is, in all respects approved, and that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver the Licensing Agreement with such changes therein and additions and modifications thereto as the officers of the Corporation executing the same may approve, such approval to be conclusively evidenced by his or her execution and delivery thereof; and

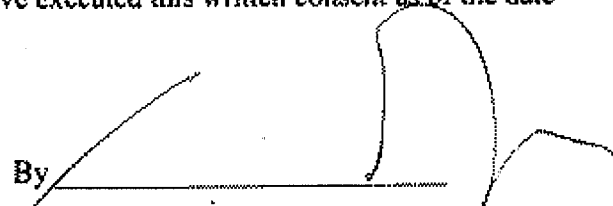
GENERAL AUTHORIZATION AND RATIFICATION

FURTHER RESOLVED, that the appropriate officers or directors of the Corporation be, and each of them hereby is, authorized, empowered and directed to cause to be prepared, executed and delivered such documents, to perform such acts and to incur such expenses, all as may be necessary or appropriate to effect the intent of the foregoing resolutions; and

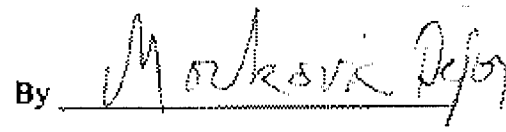
FURTHER RESOLVED, that any acts of any of the officers or directors of the Corporation or any person or persons designated and authorized to act by any of them, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of those resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name of and on behalf of the Corporation.

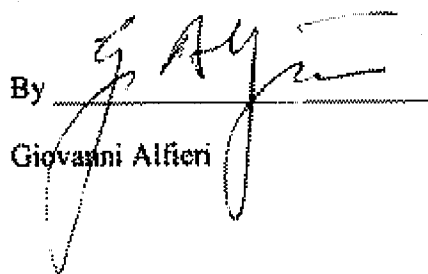
IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first above written.

By 
Paul Rowland

By 
Chris Gay

By 
Sergio Leccese




By 
Dejan Markovic

By 
Giovanni Alfieri

By 
Piero Dal Maso

SCHEDULE A

SERVICEMARKS AND TRADEMARKS

<u>Servicemark or Trademark</u>	<u>Registration or Serial No.</u>	<u>Registration Date</u>
Supreme	USPTO Reg. No. 2988682	August 30, 2005
	USPTO Reg. No. 2951210	May 17, 2005
	USPTO Reg. No. 2951211	May 17, 2005
	USPTO Ser. No. 76591217	N/A
Women Management	USPTO Ser. No. 76592750	N/A

ASSIGNMENT OF SERVICEMARKS AND TRADEMARKS

ASSIGNMENT OF SERVICEMARKS AND TRADEMARKS made effective as of May 30, 2005 by and between MM Model Movement SA ("Assignor"), a Luxembourg corporation with a principal place of business at 18 rue de l'Eua, L-1449 Luxembourg; and Rulder International Inc. ("Assignee"), a Panamanian corporation having a principal place of business at Calle 53, Urbanizacion Obarrio, Swiss Tower, Piso 16, Panama – Republic of Panama.

* * *

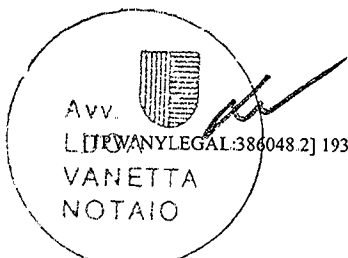
WHEREAS, Assignor had entered into a Licensing Agreement ("Licensing Agreement"), which is attached hereto as Exhibit A, effective as of May 30, 2005, with and Men/Women N.Y. Model Management, Inc. ("Licensee") with respect to certain registered and unregistered servicemarks, trademarks, trademark applications and trade names (all of the foregoing referenced therein being referred to as the "Marks");

WHEREAS, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor's right, title and interest in the Marks and the goodwill of the business symbolized thereby at the price indicated in the Exhibit B attached hereto; and

NOW, THEREFORE, Assignor, for and in exchange for good and valuable consideration, the receipt, adequacy and legal sufficiency of which is hereby acknowledged, does hereby grant, sell, assign, deliver, convey, transfer and set over unto Assignee, and Assignee hereby accepts the grant, sale, assignment, delivery, conveyance, and transfer of, all of Assignor's right, title and interest in, to and under the Marks, together with the goodwill of the business associated therewith and which is symbolized thereby, all rights to sue for infringement of any of the Marks, whether arising prior to or subsequent to the date of this Assignment of Servicemarks and Trademarks, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States or in any other jurisdiction, the same to be held and enjoyed by the said Assignee, its successors and assigns from and after the date hereof, as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Assignment of Servicemarks and Trademarks not been made.

This Assignment of Servicemarks and Trademarks is deemed effective as of May 30, 2005.

Except to the extent that Federal law preempts state law with respect to the matters covered hereby, this Assignment of Servicemarks and Trademarks shall be governed by and construed in accordance with the laws of the State of New York of the United States of America, without giving effect to the principles of conflicts of laws thereof. In respect of any action concerning this Assignment of Servicemarks and Trademarks, the parties consent and submit to the jurisdiction of the Federal Courts located in New York, New York, United States of America, and agree that venue is proper in that Court.



TRADEMARK
REEL: 003271 FRAME: 0148

A handwritten signature or set of initials in the bottom right corner of the page.

IN WITNESS WHEREOF, the parties have caused this instrument to be duly executed in duplicate counterparts by their respective officers thereunto duly authorized, as of the day and year first written above.

MM MODEL MOVEMENT SA

By [Signature]
Name: Marc Koeune
Title: Director

By [Signature]
Name: Nicole Thommes
Title: Director

RULDER INTERNATIONAL INC.

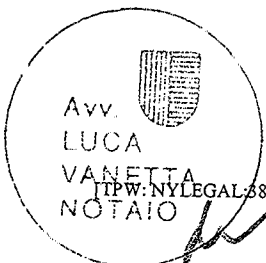
By [Signature]
Name: Marilena Togni Barfi
Title: Director

ACCEPTED AND ACKNOWLEDGED

Licensee hereby acknowledges and accepts this Assignment Agreement and the terms herein.

MEN/WOMEN N.Y.
MODEL MANAGEMENT, INC.

By [Signature]
Name: SERGIO LECCESE
Title: DIRECTOR



STATE OF LUXEMBOURG))
) ss.:
COUNTY OF))

On this 15th day of Nov., 2005, before me, DR JEAN SECKLER, personally appeared Mr. MARC KOENIG / Mrs. NICOLE THOMAS - DIRECTORS of MM MODEL MOVEMENT SA., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within ASSIGNMENT OF SERVICEMARKS AND TRADEMARKS BY AND BETWEEN MM MODEL MOVEMENT SA AND RULDER INTERNATIONAL INC., and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Sworn to before me this 15th day of November, 2005

JEAN SECKLER
Notary Public



STATE OF ~~PANAMA~~ SWITZERLAND))
) ss.:
COUNTY OF TICINO))

Number 7300 (seven-three-zero-zero) -----

On this 28th day of NOV., 2005, before me, lawyer Luca Vanetta, personally appeared Ms. MARILENA TONTI BANFI, DIRECTORS of RULDER INTERNATIONAL SA, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within ASSIGNMENT OF SERVICEMARKS AND TRADEMARKS BY AND BETWEEN MM MODEL MOVEMENT SA AND RULDER INTERNATIONAL INC., and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Sworn to before me this 28 day of November, 2005

LUCA VANETTA
Notary Public

Luca Vanetta, Lawyer
Lawyer Luca Vanetta, Notary Public -----

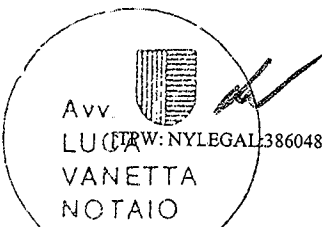
FOR MEN/WOMEN N.Y. MODEL MANAGEMENT, INC.

STATE OF NY)
COUNTY OF NY) ss.:

On this 19th day of Dec, 2005, before me, Protima Daryanani Esq. personally appeared Sergio Leccese, Director/CEO of Men/Women NY Model Management personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within ASSIGNMENT OF SERVICEMARKS AND TRADEMARKS BY AND BETWEEN MM MODEL MOVEMENT SA AND RULDER INTERNATIONAL INC., and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Sworn to before me this
19 day of Dec, 2005
Protima Daryanani
Notary Public

PROTIMA DARYANANI
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02DA6051584
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES 12/04/2006



Avv
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VANETTA
NOTAIO