

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Brooks Tropicals, Inc.		01/29/2007	CORPORATION: FLORIDA

RECEIVING PARTY DATA	
<b>Name:</b>	Brooks Tropicals, LLC
<b>Street Address:</b>	18400 SW 256th Street
<b>City:</b>	Homestead
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33031
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: FLORIDA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1659984	CARIBBEAN SUNRISE
Registration Number:	2043242	STARPAC
Registration Number:	2176368	CARIBBEAN SUNRISE
Registration Number:	2233123	UNIQU FRUIT
Registration Number:	2673311	SLIMCADO
Registration Number:	2915046	CARIBBEAN RED
Registration Number:	2941692	BROOKS TROPICALS
Serial Number:	78410494	BELIZE GOLD

CORRESPONDENCE DATA	
Fax Number:	(239)261-0057
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(239) 262-1001
Email:	usptomail@whitelawfirm.com
Correspondent Name:	Jennifer L. Whitelaw
Address Line 1:	3838 Tamiami Trail North, Third Floor

OP \$215.00 1659984

Address Line 4: Naples, FLORIDA 34103

ATTORNEY DOCKET NUMBER: BROOKS TROPICALS - ASSIGN

NAME OF SUBMITTER: Kathleen L. Kolacz

Signature: /Kathleen L. Kolacz/

Date: 02/23/2007

**Total Attachments: 4**  
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**TRADEMARK ASSIGNMENT**

**PARTIES AND DEFINITIONS:**

Party assigning Mark ("Assignor"): Brooks Tropicals, Inc.  
Assignor's state of incorporation: Florida  
Assignor's Address: 18400 S.W. 256<sup>th</sup> Street, Homestead, Florida, 33031

Party receiving Mark ("Assignee"): Brooks Tropicals, LLC  
Assignee's state of incorporation: Florida  
Assignee's Address: 18400 SW 256<sup>th</sup> Street, Homestead, Florida 33031

**Marks:**

Marks **registered** with the United States Patent and Trademark Office:

US Registration No. 1659984	CARIBBEAN SUNRISE
US Registration No. 2043242	STARPAC
US Registration No. 2176368	CARIBBEAN SUNRISE
US Registration No. 2233123	UNIQU FRUIT
US Registration No. 2673311	SLIMCADO
US Registration No. 2915046	CARIBBEAN RED
US Registration No. 2941692	BROOKS TROPICALS and design

Mark **applied for** with the United States Patent and Trademark Office:

US Serial No. 78/410494 BELIZE GOLD

See **Exhibit 1** for representations of marks identified as registered to Assignor.

See **Exhibit 2** for representations of mark identified as applied for by Assignor.

Effective Date of this Assignment: JANUARY 29, 2007

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby irrevocably sells, grants, conveys assigns and sets over to Assignee, and all of Assignee's successors and assigns, all of Assignor's right, title and interest, including without limitation, goodwill in and to all of the Marks set forth herein.

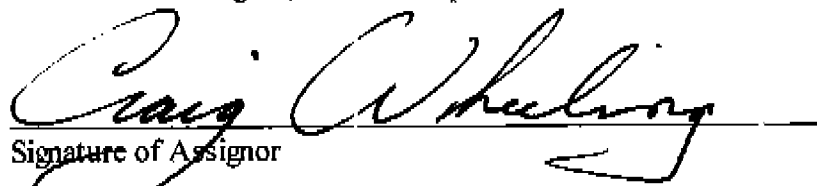
Assignor represents and warrants that it is the exclusive owner of the Marks, and has full

**Assignment of Marks**  
**Brooks Tropicals, Inc.**  
**Page 2**

right and authority to make this assignment, and that this assignment is free of any encumbrances, liens, judgments, security interests, and liabilities.

Assignor agrees to perform any further acts and execute and deliver any further documents that may be reasonably necessary to carry out the intents and purposes of this Assignment.

On behalf of Assignor, Brooks Tropicals, Inc.

  
Signature of Assignor

CRAIG WHEELING, CEO  
Print Name and Title

**EXHIBIT 1**

**UNITED STATES REGISTRATIONS**

- |    |                             |                             |
|----|-----------------------------|-----------------------------|
| 1. | US Registration No. 1659984 | CARIBBEAN SUNRISE           |
| 2. | US Registration No. 2043242 | STARPAC                     |
| 3. | US Registration No. 2176368 | CARIBBEAN SUNRISE           |
| 4. | US Registration No. 2233123 | UNIQ FRUIT                  |
| 5. | US Registration No. 2673311 | SLIMCADO                    |
| 6. | US Registration No. 2915046 | CARIBBEAN RED               |
| 7. | US Registration No. 2941692 | BROOKS TROPICALS and design |



**EXHIBIT 2**

**UNITED STATES PENDING APPLICATION**

1. US Serial No. 78/410494 BELIZE GOLD