

01-28-2002



MRD 1-28-02

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TRADEMARKS ONLY

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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Utopia Marketing, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other _____ Florida
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____ Assignment for benefit of creditors
- Merger
- Change of Name

Execution Date: November 3, 2000

2. Name and address of receiving party(ies)

Name: Michael Moecker

Internal

Address: _____

Street Address: 6861 SW 196th Ave, Ste. 201-04

City: Fort Lauderdale State: FL Zip: 33332

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____ Assignee for benefit of creditors

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) 75-539252

B. Trademark Registration No.(s) 1908543, 0929620,
1431206, 1510193, 1807651, 1828919

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Peter P. Michaud, Of Counsel

Internal Address: Thompson, Bull, Furey, Bass &
MacColl

Street Address: 120 Exchange Street, 6th Floor
P.O. Box 447

City: Portland State: ME Zip: 04112-0447

6. Total number of applications and registrations involved: _____

7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Peter P. Michaud

Name of Person Signing

Signature

January 17, 2002

Date

Total number of pages including cover sheet, attachments, and document: 10

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

01 FC:481 40.00 OP
02 FC:482 150.00 OP
03 FC:484 120.00 OP

TRADEMARK
REEL: 002404 FRAME: 0685

IN THE CIRCUIT COURT OF THE 15TH JUDICIAL
CIRCUIT IN AND FOR PALM BEACH COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION.

IN RE:

CASE NO.: 01-00115-0

UTOPIA MARKETING, INC., a
Florida corporation,

Assignor,

To:

MICHAEL MOECKER,

Assignee.

NOTICE OF ASSIGNMENT FOR THE BENEFIT OF CREDITORS

TO: ALL CREDITORS AND OTHER INTERESTED
PARTIES PLEASE TAKE NOTICE THAT:

1. On November 3, 2000, a petition was filed commencing an Assignment for the Benefit of Creditors proceeding, pursuant to Chapter 727, Florida Statutes, made by **Utopia Marketing, Inc., (the "Assignor")** with its principle place of business 312 Clematis Street, Suite 500, West Palm Beach, Florida 33401, to **Michael Moecker, (the "Assignee")**, whose address is 6861 SW 196th Avenue, Suite 201-04, Fort Lauderdale FL 33332.

2. Pursuant to Florida Statutes 727.105, no proceeding may be commenced against the Assignee except as provided in Chapter 727 and except in the case of a secured creditor enforcing its right and collateral under Chapter 679, there shall be no levy, execution, attachment, or the like in the respect of any judgment against assets of the estate, other than real property, in the possession, custody, or control of the Assignee.

**IN THE CIRCUIT COURT OF THE 15TH JUDICIAL
CIRCUIT IN AND FOR PALM BEACH COUNTY, FLORIDA**

GENERAL JURISDICTION DIVISION.

IN RE: CASE NO.: 01001078510

**UTOPIA MARKETING, INC.,
a Florida corporation,**

Assignor,

DOROTHY H. WILKIN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

To:

NOV - 3 2000

MICHAEL MOECKER,

COPY / ORIGINAL
RECEIVED FOR FILING

Assignee.

PETITION FOR ASSIGNMENT FOR BENEFIT OF CREDITORS

The Petitioner, **Michael Moecker**, ("**Moecker**" or "**Assignee**"), as Assignee for the Benefit of Creditors of Assignor, **Utopia Marketing, Inc.**, a Florida corporation ("**Utopia**" or "**Assignor**"), by and through his undersigned counsel, and in accordance with Chapter 727, Florida Statutes, and respectfully shows:

1. This is a Petition for Assignment for the Benefit of Creditors ("**Petition**"). The Court has jurisdiction of this proceeding, and venue is proper in this Court, in accordance with the provisions of §727.102, Florida Statutes.
2. The Assignor, **Utopia Marketing, Inc.**, has its principal place of business at 312 Clematis Street, Suite 500, West Palm Beach, Florida 33401.
3. The Assignee, **Moecker**, has offices at 6861 SW 196th Avenue, Suite 201-04, Fort Lauderdale FL 33332.
4. The Assignor is indebted to creditors and is unable to pay its debts and is desirous of providing for payment of its debts so far as it is possible through this Assignment for the Benefit of Creditors.

5. The original Assignment, together with **Schedules "A" and "B"** are attached hereto to this Petition and incorporated by reference herein.

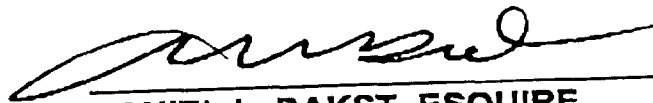
6. The Petitioners request that the Court fix the amount of the Assignee's bond to be filed with the Clerk of the Court upon appropriate motion to be filed by the Assignee.

7. Pursuant to §727.111, the Assignee shall provide appropriate notice to all creditors of this assignment.

WHEREFORE, the Petitioner, **Michael Moecker, Assignee**, files the Assignment in accordance with Chapter 727 of the Florida Statutes, and respectfully requests that the Court grant relief through this Petition and such further relief as the Court deems just and proper.

I **HEREBY CERTIFY** that a true and correct copy of the foregoing was served via U.S. Mail on this the 3rd day of November 2000, upon: **Michael Moecker**, 6861 SW 196th Avenue, Suite 201-04, Fort Lauderdale FL 33332 and Craig V. Rasile, Esq., Post Office Box 015441, Miami FL 33101-5441.

BAKST, BAKST & KOENIG, P.A.
Attorney for the Assignee
Post Office Drawer 3948
West Palm Beach, FL 33402-3948
Telephone 561/640-8000
Telecopier 561/640-6030



DANIEL L, BAKST, ESQUIRE
Fla. Bar No. 003090

ASSIGNMENT FOR THE BENEFIT OF CREDITORS

ASSIGNMENT, made on 11/3, 2000 between Utopia Marketing, Inc., a Florida corporation, with a principal place of business at 312 Clematis Street, Suite 500, West Palm Beach, Florida 33401, and inventory located in Dade County, Florida (hereinafter "Assignor") and Michael Moecker of Moecker & Associates, Inc., 3123 Commerce Parkway, Miramar, FL 33025 (hereinafter "Assignee").

WHEREAS, the Assignor was engaged in the business and sale of women's apparel, accessories and/or footwear.

WHEREAS, Assignor is indebted to creditors, as set forth in Schedule A annexed hereto, is unable to pay its debts as they become due, and is desirous of providing for the payment of its debts, by an assignment of all of its assets for that purpose pursuant to Florida Statute §727.

NOW, THEREFORE, the Assignor, in consideration of the Assignee's acceptance of this Assignment, and for other good and valuable consideration, hereby grants, assigns, conveys, transfers, and sets over, unto the Assignee, his successors and assigns, all of its assets, except such assets as are exempt by law from levy and sale under an execution, including, but not limited to, all real property, personalty, fixtures, goods, stock, inventory, equipment, furniture, furnishings, accounts receivable, bank deposits, cash, promissory notes, cash value

and proceeds of insurance policies, claims and demands belonging to the Assignor, wherever such assets may be located (collectively the "Estate"), which assets are, to the best knowledge and belief of the Assignor, set forth on Schedule B annexed hereto.

The Assignee shall take possession and administer the Estate in accordance with the provisions of Chapter 727, Florida Statutes, and shall liquidate the assets of the Estate with reasonable dispatch and convert the Estate into money, collect all claims and demands hereby assigned as may be collectible, and pay and discharge all reasonable expenses, costs, and disbursements in connection with the execution and administration of this Assignment from the proceeds of such liquidation and collections.

The Assignee shall then pay and discharge in full, to the extent that funds are available in the Estate after payment of administrative expenses, costs, and disbursements, all of the debts and liabilities now due from the Assignor, including interest on such debts and liabilities. If funds of the Estate shall not be sufficient to pay such debts and liabilities in full, then the Assignee shall pay from funds of the estate such debts and liabilities, on a pro rata basis and in proportion to their priority as set forth in Section 727.114, Florida Statutes.

In the event that all debts and liabilities are paid in full, any funds of the Estate remaining shall be returned to the Assignor.

To accomplish the purposes of this Assignment, the Assignor hereby appoints the Assignee its true and lawful attorney, irrevocable, with full power and authority

to do all acts and things which may be necessary to execute the Assignment hereby created; to demand and recover from all persons all assets of the Estate; to sue for the recovery of such assets; to execute, acknowledge, and deliver all necessary deeds, instruments, and conveyances; and to appoint one or more attorneys under him to assist him in carrying out his duties hereunder.

The Assignor hereby authorizes the Assignee to sign the name of the Assignor to any check, draft, promissory note, or other instrument in writing which is payable to the order of the Assignor, or to sign the name of the Assignor to any instrument in writing, whenever it shall be necessary to do so, to carry out the purpose of this Assignment.

The Assignee hereby accepts the trust created by the Assignment, and agrees with the Assignor that the Assignee will faithfully and without delay carry out his duties under the Assignment.

Witnesses:

UTOPIA MARKETING, INC.

Joyce H. Kistler
(Signature)

By:

V. F. Kistler
VANCE F. KISTLER
CHIEF FINANCIAL OFFICER

Joyce H. Kistler
(Printed Name)

Diana E. Marateo
(Signature)

DIANA E. MARATEO
(Printed Name)

OATH OF ASSIGNOR

KNOW ALL MEN BY THESE PRESENTS that **VANCE F. KISTLER, CHIEF FINANCIAL OFFICER OF UTOPIA MARKETING, INC.**, a Florida corporation, doing business in West Palm Beach, Florida, has executed the foregoing Assignment for the benefit of its creditors and that the true intention of the Assignment is to place in the hands of its assignee all of its property of every description, except such property as is exempt by law from forced sale, to be divided among the creditors in proportion to their respective demands and legal right.

WITNESSES:

Gayle H. Kistler
Diana E. Marateo

UTOPIA MARKETING, INC

By: *V. F. Kistler*
Vance F. Kistler
Chief Financial Officer

STATE OF FLORIDA
COUNTY OF PALM BEACH

SWORN to and subscribed before me this 3 day of November, 2000, by **VANCE F. KISTLER**, Chief Financial Officer of **UTOPIA MARKETING, INC.**, as ASSIGNEE, who provided Fla. Drivers License No. K734-84672-063-D as identification, and who did take an oath for the purpose therein expressed.

3 WITNESS my hand and official seal in the County and State last aforesaid on this 3 day of November, 2000.

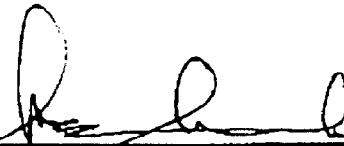
Diana E. Marateo
(Signature of Notary Public, State of Florida)



Diana E. Marateo
MY COMMISSION # CC729849 EXPIRES
June 3, 2002
BONDED THRU TROY FAIN INSURANCE INC.

OATH OF ASSIGNEE

COMES KNOW, Michael Moecker, the assignee herein, and duly acknowledges that the assignee accepts delivery of the within Assignment and that they will duly perform the duties imposed upon the assignee pursuant to Chapter 727, Florida Statutes.

By: 
Michael Moecker

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Michael Moecker, who did take an oath for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 2 day of November, 2000.


(Signature of Notary Public, State of Florida)

(Print, Type, or Stamp Commissioned Name Of Notary Public)




Diana E. Marateo
MY COMMISSION # CC729849 EXPIRES
June 3, 2002
BONDED THRU TROY FAIR INSURANCE, INC

Personally known or produced identification _____

Type of identification produced

ACCEPTANCE OF ASSIGNMENT

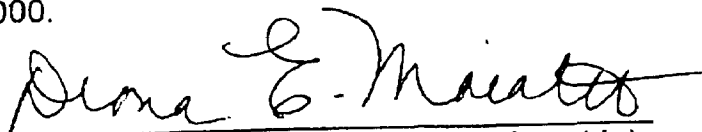
COMES KNOW, Michael Moecker, as Assignee under that certain Assignment For Benefit Of Creditors By Utopia Marketing, Inc., (the "Assignment") of all its right, title and interest to all of its assets, filed with the Court on the _____ day of _____, 2000, and hereby certifies upon oath its acceptance of the trust created by such Assignment and agrees with the Assignor that the Assignee will faithfully and without delay carry out its duties under the Assignment.

By: 
Michael Moecker

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Michael Moecker, who did take an oath for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 2 day of November, 2000.


(Signature of Notary Public, State of Florida)

(Print, Type, or Stamp Commissioned Name Of Notary Public)

Personally known or produced identification _____

Type of identification produced _____



Diana E. Marateo
MY COMMISSION # CC729849 EXPIRES
June 3, 2002
BONDED THRU TROY FAIN INSURANCE, INC.