

2-14-03

03-05-2003



102381077

To the Honorable Commissioner of Patents and Trademarks, original documents or copy thereof.

1. Name of conveying party(ies):

ULTRA COOL, INC.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 02-10-03

2. Name and address of receiving party(ies)

Name: HARTWELL INTERNATIONAL, INC.

Internal Address:

Street Address: 9380 NW 100th Street

City: Medley State: FL Zip: 33178

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

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)

B. Trademark Registration No.(s)

2,039,294

Additional number(s) attached Yes No

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

Name: L. S. VanLandingham III

Internal Address:

Street Address: 12921 Bridger Drive

City: Germantown State: MD Zip: 20874

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

L. S. VANLANDINGHAM
Name of Person Signing

L S VanLandingham III
Signature

02-14-03
Date

Total number of pages including cover sheet, attachments, and document: 3

03/04/2003 DB/RME 00000135 2039294

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

01 FC:8521

40.00 DP

ASSIGNMENT

WHEREAS, ULTRA COOL, INC., a corporation of the State of Florida having a post office address of 7600 N.W. 68th Street, Miami, FL 33166, hereinafter referred to as the Assignor, has adopted, used and is using a certain mark for which it has obtained a United States trademark registration, namely, Registration No. 2,039,294, issued February 18, 1997 for ULTRA COOL;

WHEREAS, HARTWELL INTERNATIONAL, INC., a corporation of the State of Florida having a post office address of 9380 N.W. 100th Street, Medley, Florida 33178, hereinafter referred to as the Assignee, is desirous of acquiring the entire rights, title and interest in and to the aforesaid mark, and in and to the aforesaid registration therefor, namely, Registration No. 2,039,294 for ULTRA COOL, together with the good will of the business symbolized thereby;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the said Assignor does hereby sell, assign, convey and transfer to the said Assignee, its successors and assigns, the entire rights, title and interest in and to its aforesaid mark, and in and to its aforesaid registration therefor, namely, Registration No. 2,039,294 for ULTRA COOL, together with the good will of the business symbolized thereby.

This assignment is made nunc pro tunc, effective as of December 31, 2001.

IN WITNESS WHEREOF, the said Assignor has caused this Assignment to be

executed on its behalf on this 10 day of February, 2003.

ULTRA COOL, INC.

By:

[Signature]
JOHN E. HARTWELL
President

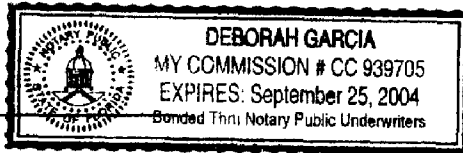
STATE OF FLORIDA)
 : ss:
COUNTY OF)

Before me, on this date personally appeared JOHN E. HARTWELL, President of ULTRA COOL, INC., a corporation of the State of Florida, who is known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed, in the capacity therein stated, and as the duly authorized act and deed of the said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 10 day of February, 2003.

[Signature]
Notary Public In and For
State of Florida

My Commission Expires: _____



(SEAL)