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To the Honorable Commissioner of Patents

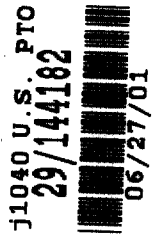
and the attached original documents or copy thereof.

1. Name of conveying party(ies): 06/27/01
 Phyllis Guy
 Steve Leveen
 Denise Tedaldi

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

2. Name and address of receiving party(ies):
 Name: Levenger Company
 Internal Address:
 Street Address: 420 South Congress Avenue
 Delray Beach, FL 33445

Additional name(s) & address(es) attached? Yes No



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Dates:

4. Application number(s) or patent number(s):
 If this document is being filed with a new application, the execution date of the application is:

A. Patent Application No.(s)
29/144182

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Gregory A. Nelson
 Internal Address: _____
 Street Address: Akerman Senterfitt
 222 Lakeview Avenue
 4th Floor
 West Palm Beach, FL 33401

6. Total number of applications and patents involved: 1

7. Total Fee (37 CFR 34)\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number
 50-0951

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gregory A. Nelson Date 6/27/01

Total number of pages including cover sheet: 5

ASSIGNMENT OF PATENT RIGHTS

WHEREAS, we, Phyllis Guy, a citizen of the United States, residing at 1405 S. Federal, Unit 116, Delray Beach, FL 33483; Steve Leveen, a citizen of the United States, residing at 1030 Sea Spray Avenue, Delray Beach, FL 33483; and Denise Tedaldi, a citizen of the United States, residing at 655 East Ashland Lane, Ashland, OR 97520; (hereinafter referred to as "ASSIGNORS"), are the inventors of certain inventions or improvements for a TRAVELING IN-BOX for which we have on even date herewith executed an application for Letters Patent of the United States,

WHEREAS, Levenger Company, a corporation of the State of Florida, having its principal place of business at 420 South Congress Avenue, Delray Beach, Florida 33445 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the entire right, title and interest in and to the said inventions or improvements and in and to said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof:

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, the ASSIGNORS do hereby sell and assign to the ASSIGNEE, its successors and assigns, the ASSIGNORS' entire right, title and interest in and to the said invention and in and to the said application and all patents which may be granted therefor, and all divisions, reissues, substitutions, continuations and extensions thereof; and the ASSIGNORS hereby authorize and request the Commissioner of Patents and Trademarks to issue all patents for said invention, or patents resulting therefrom, insofar as the ASSIGNORS' interest is concerned, to the ASSIGNEE.

The ASSIGNORS also hereby sell and assign to the ASSIGNEE, the ASSIGNEE'S successors and assigns, the ASSIGNORS' foreign rights to the invention disclosed in said application, in all patent-granting countries of the world, including the right to file applications and obtain patents for said invention in the ASSIGNEE'S own name in said countries and including all rights of priority in said countries under the terms of the International Convention for the Protection of Industrial Property, and the ASSIGNORS further agree to execute any and all patent applications, assignments, affidavits, and any other papers in connection therewith necessary to perfect such patent rights.

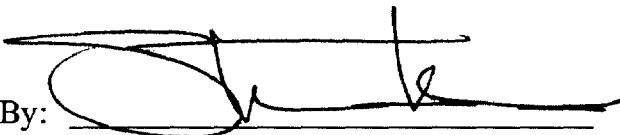
The ASSIGNORS also hereby agree, at the request and expense of the ASSIGNEE, to testify in any legal proceedings, sign all lawful papers, make all lawful oaths, and generally do everything possible to aid said ASSIGNEE, the ASSIGNEE'S successors and assigns, to obtain and enforce proper patent protection for said invention in all countries.

The ASSIGNORS also hereby grant J. Rodman Steele, Jr., Reg. No. 25,931; Gregory A. Nelson, Reg. No. 30,577; Joseph W. Bain, Reg. No. 34,290; Robert J. Sacco, Reg. No. 35,667; Mark D. Passler, Registration No. 40,764; and Steven M. Greenberg, Registration No. 44,725; and Stanley A. Kim, Reg. No. 42,730; the power to insert on this Assignment any further identification which may be necessary or desirable in order to comply with the rules of the U.S. Patent and Trademark Office for recordation of this document.

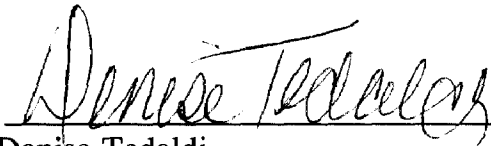
Date: 4/30/01

By: 
Phyllis Guy

Date: 6-6-01

By: 
Steve Leveen

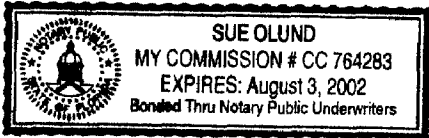
Date: 5/30/01

By: 
Denise Tedaldi

Express Mail No. EL 740156331 US
Docket No: 5460-252

State of Florida :
 :SS
County of Palm Beach :

Before me, a notary public, in and for the State and County aforesaid, on this 30th day of April, 2001, personally appeared Phyllis Guy, who being personally known to me or having produced _____ as identification, and who having been by me first duly sworn, did acknowledge the foregoing instrument as her free deed and act, signed, sealed and delivered by her for the purpose therein stated and intending to be bound thereby and intending that said instrument be recorded.

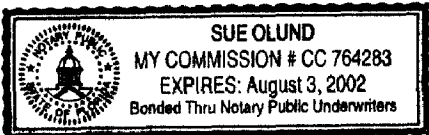


Sue Olund
(Signature of Notary Public)

8/3/02
(Print, Type or Stamp Commissioned Name of Notary Public)
My Commission expires: 8/3/02

State of Florida :
 :SS
County of Palm Beach :

Before me, a notary public, in and for the State and County aforesaid, on this 6th day of JUNE, 2001, personally appeared Steve Leveen, who being personally known to me or having produced _____ as identification, and who having been by me first duly sworn, did acknowledge the foregoing instrument as his free deed and act, signed, sealed and delivered by him for the purpose therein stated and intending to be bound thereby and intending that said instrument be recorded.



Sue Olund
(Signature of Notary Public)

Sue Olund
(Print, Type or Stamp Commissioned Name of Notary Public)
My Commission expires: 8/3/02

State of ~~Florida~~ Oregon :

County of Jackson :
:SS

Before me, a notary public, in and for the State and County aforesaid, on this 30th day of May, 2001, personally appeared **Denise Tedaldi**, who being personally known to me or having produced NA as identification, and who having been by me first duly sworn, did acknowledge the foregoing instrument as her free deed and act, signed, sealed and delivered by her for the purpose therein stated and intending to be bound thereby and intending that said instrument be recorded.

Janiece A. Newell
(Signature of Notary Public)



Janiece A. Newell
(Print, Type or Stamp Commissioned
Name of Notary Public)

My Commission expires: Nov. 21, 2001