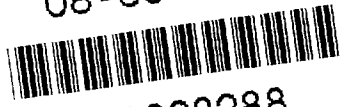


08-30-2001



SHEET

Docket No 260/292

101828288

To the Honorable Commissioner of Patents: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
David Naghi, Hershel Naghi, Paul T. King, Anthony Martino
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party:
Name: Technology Creations, Inc.
Internal Address: _____

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

 Other _____
Execution Date: August 12, 2001

City: _____ State: _____ Zip: _____
Street Address: 2311 S. Cotner Avenue, Suite D
City: Los Angeles State: CA Zip: 90064
Additional name(s) & address(es) attached? Yes No

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

A. Patent Application No(s): 29/137,317
Additional numbers attached? Yes No

B. Patent No(s): _____

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

Internal Address: LYON & LYON LLP
633 West Fifth Street, Suite 4700
Los Angeles, CA 90071-2066

6. Total number of applications and patents involved: (1)
7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Charge this Deposit Account if any additional fee is required

8. Deposit Account Number: 12-2475

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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.

Date: August 14, 2001
Stephen C. Beuerle, Reg No. 38,380

Total number of pages including cover sheet: 6

OMB No. 0651-0011 (exp. 4/94)

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ASSIGNMENT OF PATENT APPLICATION

WHEREAS, WE, DAVID NAGHI, a citizen of Iran; HERSCHEL NAGHI, a citizen of the United States of America, PAUL T. KING, a citizen of the United States of America, and ANTHONY MARTINO, a citizen of the United States of America, (hereinafter referred to as "ASSIGNORS"), have invented and owns a certain invention entitled SUPER WHITE WORM LIGHT, for which application for Letters Patent of the United States of America filed herewith; and

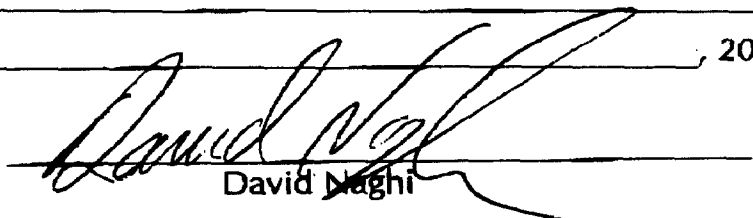
WHEREAS, TECHNOLOGY CREATIONS, INC., a corporation organized and existing under and by virtue of the laws of the State of California and having its principal place of business at 2311 South Cotner Avenue, Suite D, Los Angeles, California 90064 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the exclusive right, title and interest in, to and under said invention and in, to and under any Patent or similar legal protection to be obtained therefor in the United States of America, its territorial possessions and in any and all countries foreign thereto.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNORS hereby sells, assigns, transfers and sets over unto the said ASSIGNEE, its successors and assigns, the full and exclusive right, title and interest to said invention and to all Letters Patent or application or similar legal protection, not only in the United States and its territorial possessions, but in all countries foreign thereto to be obtained for said invention by said application, and to any continuation, division, renewal, substitute or reissue thereof or any legal equivalent thereof in the United States or a foreign country for the full term or terms for which the same may be granted, including all priority rights under the International Convention; and ASSIGNORS hereby authorizes and requests the Commissioner of Patents and Trademarks to issue said Letters Patent or any legal equivalent thereof to said ASSIGNEE, its successors and assigns, in accordance with this Assignment.

ASSIGNORS hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Agreement;

ASSIGNORS further covenants that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said application, said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNORS and will testify as to the same in any interference or litigation related thereto and will promptly execute and deliver to ASSIGNEE or its legal representative any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said application, said invention and said Letters Patent and said equivalents in the United States or in any foreign country, which may be necessary or desirable to carry out the purposes thereof.

WITNESS my hand at _____
California, this 12 day of August, 2001.


David Naghi

STATE OF CALIFORNIA)
) ss
COUNTY OF LOS ANGELES)

On _____ before me, _____, personally appeared

DAVID NAGHI personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for said County and State

WITNESS my hand at _____
California, this 12 day of August, 2001.

Herschel Naghi
Herschel Naghi

STATE OF CALIFORNIA)
) ss
COUNTY OF LOS ANGELES)

On _____ before me, _____, personally appeared

HERSCHEL NAGHI personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for said County and State

WITNESS my hand at _____
California, this _____ day of _____, 2001.

Paul T. King

STATE OF CALIFORNIA)
) ss
COUNTY OF LOS ANGELES)

On _____ before me, _____, personally appeared

PAUL T. KING personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for said County and State

WITNESS my hand at _____
California, this _____ day of _____, 2001.

Herschel Naghi

STATE OF CALIFORNIA)
) ss
COUNTY OF LOS ANGELES)

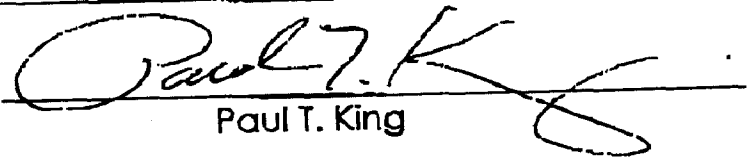
On _____ before me, _____, personally
appeared

HERSCHEL NAGHI personally known to me - **OR** - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for said County and State

WITNESS my hand at _____
California, this 12 day of August, 2001.


Paul T. King

STATE OF CALIFORNIA)
) ss
COUNTY OF LOS ANGELES)

On _____ before me, _____, personally
appeared

PAUL I. KING personally known to me - **OR** - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for said County and State

New York WITNESS my hand at Cast Aurora
California, this 12th day of August, 2001.

Anthony Martino
Anthony Martino

New York
STATE OF CALIFORNIA)
Erie) ss
COUNTY OF LOS ANGELES)

On August 12 before me, _____, personally appeared

ANTHONY MARTINO personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Patricia A. Grabianowski
Notary Public in and for said County and State

