

05-17-2004



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Guillermo Guzman
Keith Worboys

S. 13-04

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: 01/25/2004

2. Name and address of receiving party(ies)

Name: H2O International Inc.

Internal Address:

Street Address: 3001 SW 15th Street, Suite C

City: Deerfield Beach State: FL Zip: 33442

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) 10/731,820

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: James L. Kwak, Standley Law Group LLP

Internal Address:

Street Address: 495 Metro Place South, Suite 210

City: Dublin, State: Ohio Zip: 43017

6. Total number of applications and patents involved: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-4076 (charge any deficiency in fees)

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9. Signature.

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James L. Kwak

Name of Person Signing

Signature

4/26/2004

Date

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

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignments Recordation Services, Commissioner of Patents
P.O. Box 1450, Alexandria, VA 22313-1450.

ASSIGNMENT

This assignment is made by Guillermo Guzman, residing at 2730 N.E. 48 ST.,
City of Lighthouse Point State of FL [zip code] 33442 and Keith Worboys residing
at 2277 SE 15th, City of Pompano Beach State of FL [zip code]

33062 ("ASSIGNORS") to H2O International Inc., a corporation organized under the laws of
the State of Florida and having an office at 3001 SW 15th Street, Suite C, City of Deerfield Beach,
State of Florida 33442 ("ASSIGNEE").

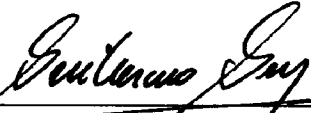
FOR ONE U.S. DOLLAR (\$1.00) AND FOR OTHER GOOD AND VALUABLE
CONSIDERATION, the receipt of which is hereby acknowledged, ASSIGNORS do hereby sell,
assign and transfer to ASSIGNEE the entire right, title and interest, together with all rights of
priority, in and to our invention entitled WATER FILTER, as described and/or claimed in an
application for patent of the United States of America, Serial No. 10/731,820. (If said
number is not herein written, ASSIGNORS authorize said number to be supplied hereafter.) A
Declaration for the application has been executed on 01/23/2004. ASSIGNORS further do
hereby sell, assign and transfer to ASSIGNEE the entire right, title and interest, together with all
rights of priority, in and to ASSIGNOR'S invention as described and/or claimed in any and all
applications for patents based on the invention, including divisionals, continuations, renewals,
substitutes and reissues thereof, and all rights of priority resulting from any of these patent
applications, as well as all foreign counterparts and extensions thereof, together with all patents
issuing on any of these applications for the full terms of all of the patents which may be granted on
the invention.

ASSIGNORS HEREBY AUTHORIZE ASSIGNEE to make applications for, to prosecute
such applications, and to receive patents for the invention in the United States and any foreign
countries, in ASSIGNEE's name.

ASSIGNORS HEREBY PROMISE AND AGREE that ASSIGNORS will execute or
procure any further necessary assurance of title to the invention and any patents which may issue on
the invention. ASSIGNORS will, at any time, upon the request and without further consideration,
but at the expense of ASSIGNEE, deliver any testimony in any legal proceedings and execute all
papers and do all other things that may be necessary or desirable to perfect the title to the invention,
or any patents which may be granted therefor, in ASSIGNEE, its successors, assigns, or other legal

representatives. ASSIGNORS will, at any time, upon the request and at the expense of ASSIGNEE, execute any continuations, divisionals, reissues, or any other additional applications for patents for the invention or any part or parts thereof and any patents issuing thereon are hereby assigned to ASSIGNEE. ASSIGNORS will make all rightful oaths, and do all lawful acts required for procuring and enforcing any of the patents, without further compensation, but at the expense of ASSIGNEE, its successors, assigns or other legal representatives.

ASSIGNORS HEREBY AUTHORIZE AND REQUEST the Commissioner of Patents and Trademarks to issue any and all Letters Patent of the United States for the invention, resulting from any of the aforesaid applications to the ASSIGNEE.

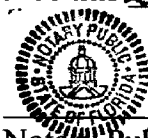


Guillermo Guzman, ASSIGNOR

STATE OF FLORIDA :
COUNTY OF Broward : SS:

Before me personally appeared **Guillermo Guzman**, to me known to be the same person described in and who executed the foregoing instrument, and acknowledged that he executed the same, of his own free will and for the purposes set forth.

Sworn to before me and subscribed in my presence this 25 of Jan, ²⁰⁰⁴ 2003.


Karla Holmes
Commission # DD 044227
Expires July 23, 2005
Bonded Thru
Atlantic Bonding Co., Inc.
Notary Public

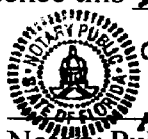


Keith Worboys, ASSIGNOR

STATE OF FLORIDA :
COUNTY OF Broward : SS:

Before me personally appeared **Keith Worboys**, to me known to be the same person described in and who executed the foregoing instrument, and acknowledged that he executed the same, of his own free will and for the purposes set forth.

Sworn to before me and subscribed in my presence this 25 of January, ²⁰⁰⁴ 2003.


Karla Holmes
Commission # DD 044227
Expires July 23, 2005
Bonded Thru
Atlantic Bonding Co., Inc.
Notary Public