

04-19-2006

Docket No. 32935/P396

REC



F

OFFICE OF PUBLIC RECORDS

103222446

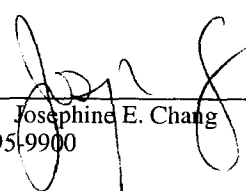
2006 APR 17 AM 11:32

FINANCE SECTION

Post Office Box 7068
Pasadena, CA 91109-7068

4-17-06
Mail Stop Assignment - Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, Virginia 22313-1450

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

1. Name of conveying party(ies): PARASOFT CORPORATION Additional name(s) of conveying party(ies) attached: No		2. Name and address of receiving party(ies): Name: DIETFOOD CORP. Street Address: 101 East Huntington Drive Second Floor, Monrovia, California 91016-3414			
3. Name of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: September 23, 2005		Additional name(s) & address(es) attached? 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: <table border="0"><tr><td>A. Patent Application No.(s)</td><td>B. Patent No.(s) 6,236,974</td></tr></table> Additional numbers attached? Yes				A. Patent Application No.(s)	B. Patent No.(s) 6,236,974
A. Patent Application No.(s)	B. Patent No.(s) 6,236,974				
5. Please return the recorded document and address all correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Josephine E. Chang		6. Total number of applications and patents involved 4 7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 160 8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.			
10. <input type="checkbox"/> Explanatory letter is enclosed.					
9. Signature: Date: April 12, 2006 By  Name: Josephine E. Chang 626/795-9900 I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450 on: 4/17/06 (Date of Deposit)					
Total number of pages including cover sheet, attachments, and document:		5			

PATENT

REEL: 017783 FRAME: 0267

**CONTINUATION SHEET FOR
RECORDATION FORM COVER SHEET**

This Continuation Sheet relates to

PATENTS

1. Name of conveying party(ies): PARASOFT CORPORATION	2. Name and address of receiving party(ies): DIETFOOD CORP. 101 East Huntington Drive Second Floor, Monrovia, California 91016-3414
3. A. Applications 09/792,343 and 09/885,308	4. B. Patents 6,370,513

JEC/lal

**ACTION TAKEN BY THE BOARD OF DIRECTORS OF
PARASOFT CORPORATION BY
UNANIMOUS WRITTEN
CONSENT WITHOUT A MEETING**

The undersigned, being all of the Directors of PARASOFT CORPORATION, a California corporation, acting by unanimous written consent without a meeting pursuant to Section 307(b) of the California Corporations Code and the Bylaws of the corporation, take the following actions and adopt the following resolution:

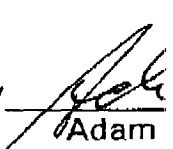
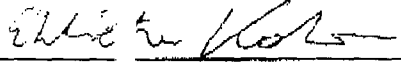
**Item No. 1
Transfer of Technology**

WHEREAS, for good and valuable consideration the Directors of PARASOFT CORPORATION desire to assign to DIETFOOD CORP, a California corporation, the entire right title and interest in and to certain patents and patent applications, and all continuations, divisions, reexaminations, reissues and substitutes thereof, and all inventions thereon, as more particularly described in Exhibit A, attached hereto; and

WHEREAS, for good and valuable consideration the Directors of PARASOFT CORPORATION desire to assign to DIETFOOD CORP., a California corporation, all right, title and interest in and to the mark of FOODMAGIC, as evidenced by its registration in the United States Trademark Office, and all rights and privileges pertaining to said mark, together with that part of the goodwill of the business connected with the use of and symbolized by the mark, as more particularly described in Exhibit B, attached hereto;

NOW, THEREFORE, BE IT RESOLVED that PARASOFT CORPORATION, for good and valuable consideration, assign all right, title and interest in and to certain patents, patent applications and trademarks, as more particularly set forth in Exhibits A and B hereto, to DIETFOOD CORP., a California corporation.

Dated: September 23, 2005

By  Adam Kolawa, Director
By  Elzbieta Kolawa, Director

Docket No. 10/LTR/P396

ASSIGNMENT

WHEREAS, PARASOFT CORPORATION, a California corporation, having a place of business at 101 East Huntington Drive, Second Floor, Monrovia, California 91016-3414 (hereafter, together with any successors, legal representatives or assigns thereof, called "ASSIGNOR") is the assignee of record of the following patents and patent applications:

Patent/ Appln. No.	Issued/Filed	Title	Docket No.
6,236,974	May 22, 2001	METHOD AND APPARATUS FOR AUTOMATED SELECTION AND ORGANIZATION OF PRODUCTS INCLUDING MENUS	32935/LTR/P396
6,370,513	April 9, 2002	METHOD AND APPARATUS FOR AUTOMATED SELECTION, ORGANIZATION, AND RECOMMENDATION OF ITEMS	33515/LTR/P396
09/792,343	February 23, 2001	SYSTEM AND METHOD FOR CREATING AND SUBMITTING ELECTRONIC SHOPPING LISTS	41731/LTR/P396
09/885,308	June 20, 2001	SYSTEM AND METHOD FOR AUTOMATED RECIPE SELECTION AND SHOPPING LIST CREATION	45272/LTR/P396

AND WHEREAS, DIETFOOD CORP., a California corporation, having a place of business at 101 East Huntington Drive, Second Floor, Monrovia, California 91016-3414 (hereafter, together with any successors, legal representatives or assigns thereof, called "ASSIGNEE") wants to acquire the entire right, title and interest in and to said patents and patent applications, and all the inventions therein, and ASSIGNOR is willing to enter into such assignment.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over to ASSIGNEE the entire right, title and interest in and to said patents and patent applications and all continuations, divisions, reexaminations, reissues and substitute thereof, and all inventions therein;

ASSIGNOR hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreement in conflict herewith

ASSIGNOR hereby further covenants and agrees that it will communicate to ASSIGNEE any and all facts known to it respecting said patent, and testify in any legal proceeding, on all lawful papers, execute

EXHIBIT A

PATENT
REEL: 017783 FRAME: 0270

ASSIGNMENT**Docket No. 32935/LTR/P396**

all divisional, continuation, reexamination, reissue and substitute applications and make all rightful oaths and generally do everything possible to aid ASSIGNEE to obtain and enforce proper patent protection for said inventions in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand this 23 day of September, 2005

PARASOFT CORPORATION

By

Adam Kolawa

Chief Executive Officer

STATE OF California)
COUNTY OF Los Angeles)

On Sept. 23, 2005, before me Patricia Sabagun, Notary Public, personally appeared Adam Kolawa personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Patricia Sabagun
Signature of Notary

LTR/amb

LTR PAS627414.1 - 09/20/05 3:43 PM

