

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|--|-----------------------|----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| philosophy, inc. | | 09/09/2003 | CORPORATION: ARIZONA |
| RECEIVING PARTY DATA | | | |
| Name: | SoleMates, LLC | | |
| Street Address: | 3525 Del Mar Heights Road, #391 | | |
| City: | San Diego | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92130 | | |
| Entity Type: | Limited Liability Company: NEVADA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | | |
| Registration Number: | 2756625 | | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (480)473-0309 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (480) 473-0286 | | |
| Email: | tadeutsch@cox.net | | |
| Correspondent Name: | Mark A. Carlino | | |
| Address Line 1: | 10115 East Bell Road, Suite 107/PMB 601 | | |
| Address Line 4: | Scottsdale, ARIZONA 85260 | | |
| ATTORNEY DOCKET NUMBER: | 1-126 | | |
| NAME OF SUBMITTER: | Tricia Deutsch | | |
| Total Attachments: 1 | | | |
| source=soul mates-executed assignment.tif | | | |

OP \$40.00 2756625

ASSIGNMENT

WHEREAS, philosophy, inc., an Arizona corporation, ("Assignor"), located at 4602 East Hammond Lane, Phoenix, Arizona 85034, has adopted, used, is using and is the owner of the following trademark now registered in the United States Patent and Trademark Office:

| Trademark | Registration No. | Registration Date |
|------------|------------------|-------------------|
| SOUL MATES | 2,756,625 | August 26, 2003 |

WHEREAS, SoleMates, LLC, a Nevada limited liability company ("Assignee"), located at 3525 Del Mar Heights Road, #391, San Diego, California 92130, is desirous of acquiring said registered trademark;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in the United States in and to said trademark and registration thereof.


DATED this 9TH day of SEPTEMBER, 2003.

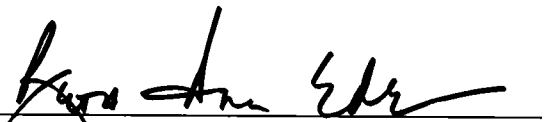
PHILOSOPHY, INC.
an Arizona corporation

By: 
Cristina M. Carlino, CEO

STATE OF ARIZONA)
) ss:
County of Maricopa)

On this 9TH day of SEPTEMBER, 2003, personally appeared Cristina M. Carlino, to me known and known to me to be the CEO of philosophy, inc., the assignor above named, and acknowledged that she executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.

 Notary Public State of Arizona
Maricopa County
Beth Ann Ede
Expires June 17 2006


Notary Public

My commission expires:

June 17, 2006
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