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August 4, 2003

Eliot Bernstein, CEO  
Ivewit Holdings, Inc.  
10158 Stonehedge Circle, Suite 801  
Boynton Beach, FL 33437-3546

Re: Termination of Engagement

Dear Eliot:

As we discussed by telephone this morning, unfortunately it appears that we will no longer be in a position to represent you because we have no assurance that our fees will be paid. We will issue a final bill and forward it to you. I do not believe we have any original documents which need to be returned.

We are disappointed in this turn of events, because we would have enjoyed working with you and trying to bring this project to fruition. If it becomes possible for us to be involved in the future, please let us know.

Finally, to avoid any misunderstandings, I will note that in some of your recent e-mail messages and telephone conversations you have characterized some of the things we have said in a way that is not entirely accurate. With reference to the proposed release of Prokauer Rose, LLP, for example, I want to make clear that our advice is fundamentally four-fold: (1) that there is no guaranty that you will not be releasing valuable claims if you give this release (we are not nearly familiar enough with the long history of this transaction and its many technical and legal aspects to know whether any of these potential claims may be valuable); (2) there may also be risks associated with *not* giving the release, especially if this disrupts your relationship with Schiffrin & Barroway, LLP; (3) it would be prudent to go through the corporate formalities of obtaining director and shareholder consent prior to giving this release and, indeed, prior to taking any other fundamental action on behalf of the company; and (4) the decision whether to give the release, with or without observing corporate formalities or other actions, ultimately must be a business judgment based on multiple, conflicting factors.

More generally, I simply caution that you can rely only on the actual advice we have given to you, and we do not feel bound by your characterizations of that advice. Although I am very confident that our advice has been clear, if you believe you need further written clarification on any point we would be happy to provide it so long as you can assure us of payment for our services, as I am sure you understand.

*celebrating 30 years*

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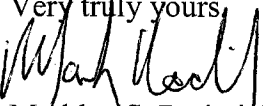
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Eliot Bernstein, CEO  
August 4, 2003  
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Again, we are disappointed that we cannot participate further in these transactions. We wish you and Iviewit all possible success in the future.

Very truly yours,  
  
Markley S. Roderick

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