

Bill-

561 395 9513

Would like a signed copy faxed
back to 954 575 - 1116 -
Or we can meet and I can get a copy!!!
Thanks

Chuck

11/09/01

AGREEMENT

This AGREEMENT, made this 9th day of November, 2001 between, Charles N. Brunelas (Brunelas) whose address is 21798 Philmont Court, Boca Raton, Florida 33428, and iviewit Holdings, Inc. (iviewit) of 505 North Brand Boulevard, Glendale, California 90251 sets forth the understanding of the parties relative to the involvement of Brunelas in advancing iviewit's business relationship with AOL/Time Warner (AOLTW).

Whereas iviewit has a proprietary technology that is valuable to AOLTW.

Whereas iviewit wishes to obtain an investment from AOLTW to advance its proprietary technology.

Whereas iviewit expects to license the use of its propriety technology to AOLTW.

And whereas Brunelas has personal relationships that will be helpful in furthering iviewit's activities with AOLTW:

- Should iviewit obtain from AOLTW an investment equal to or greater than TWO MILLION DOLLARS, \$2,000,000, iviewit will grant to Brunelas a shareholder interest equal to ONE PERCENT, 1%, of iviewit. Should iviewit obtain an investment of a lesser amount, iviewit will grant to Brunelas a shareholder interest equal to a percentage of ONE PERCENT, 1%, proportionate to the percentage that investment represents to TWO MILLION DOLLARS, \$2,000,000. Additionally, Brunelas will be paid for his role in obtaining the investment by AOLTW according to the following formula. For the first TWO MILLION DOLLARS, \$2,000,000 of investment by AOLTW, Brunelas will receive an amount equal to TWO PERCENT, 2% of that investment. For the third ONE MILLION DOLLARS, \$1,000,000 of investment by AOLTW, Brunelas will receive an amount equal to ONE AND TWO-THIRDS PERCENT, 1 2/3% of that investment. For the fourth ONE MILLION DOLLARS, \$1,000,000 of investment by AOLTW, Brunelas will receive an amount equal to ONE AND ONE-THIRD PERCENT, 1 1/3% of that investment. For the fifth and each succeeding ONE MILLION DOLLARS, \$1,000,000, of investment by AOLTW, or fraction thereof, Brunelas will receive an amount equal to ONE PERCENT, 1 % of that investment.
- Should iviewit execute an agreement with AOLTW to license its technology to AOLTW, Brunelas will receive an amount equal to two percent, 2% of the amounts paid by AOLTW to iviewit

Should iViewit be successful in raising at least TWO MILLION DOLLARS, \$2,000,000, iViewit will enter into good faith negotiations with Brunelas, the aim of which will be to employ Brunelas as Senior Vice President of Sales and Marketing of iViewit at a rate of pay and with benefits customary for such a position.

- Should iViewit execute a licensing agreement with AOL for the use of iViewit's proprietary technology, but not obtain an investment from AOL as described above, iViewit will grant to Brunelas a shareholder interest equal to ONE-HALF OF ONE PERCENT, ½ % in iViewit.

The forgoing is acknowledged and agreed to by.

iViewit Holdings, Inc.



Charles N. Brunelas