

**IN THE CIRCUIT COURT OF THE
15TH JUDICIAL CIRCUIT IN AND FOR
PALM BEACH COUNTY, FLORIDA**

CASE NO. 01-04671 AB

**PROSKAUER ROSE LLP, a New
York limited liability partnership,**

Plaintiff

v.

**IVIEWIT.COM, INC., A Delaware corporation,
IVIEWIT HOLDINGS, INC., a Delaware
corporation, and IVIEWIT TECHNOLOGIES,
INC., a Delaware Corporation**

Defendants

MOTION TO DECLARE MISTRIAL

Defendants, IVIEWIT.COM, INC., a Delaware corporation, IVIEWIT HOLDINGS, INC., a Delaware corporation, and IVIEWIT TECHNOLOGIES, INC., a Delaware Corporation (“Defendants”), hereby request that Court enter an order declaring a mistrial, and in support state as follows:

1. On August 5, 2003 the Court allowed two separate and distinct counsels for Defendants to withdraw from this matter based upon representations that the other counsel was continuing to represent Defendants. Moreover, the Court granted separate motions to withdraw by both counsels thus terminating representation of Defendants, proceedings of which contradict the motions submitted to the Court by both counsels (Exhibit 1 and Exhibit 2), was not intended to leave the Defendants without counsel, and thus constitute error on the part of this Court.

2. Where the Court's determinations in 1 constitute an action that cannot stand in law because of disregard of the fundamental requisite in the proceedings that a corporation cannot represent itself. Furthermore, the Court's error in 1 was so prejudicial and fundamental that the expenditure of further time and expense would be futile for the Defendants.

3. That, although error by the Court in 1, Schiffrin & Barroway LLP forced said action through its knowing and willful failure to provide full information to the Court in its motion, in its order to other counsel Steven M. Selz, Esq. to stand down (Exhibit 3) based on its July 15 letter agreement with Defendants (Exhibit 4), and based on said knowing and willful failure to provide full information in its motion, the Court committed error nonetheless.

4. That on July 29, 2003, Eliot I. Bernstein and then counsel Steven M. Selz appeared to begin the scheduled trial and were thus informed that Plaintiff had surreptitiously advised the Court that settlement negotiations were in progress. Factually, the Defendants acknowledge notifications by Plaintiff that if settlement were not reached by on July 28, 2003 that Plaintiff would proceed to trial.

5. That no settlement was reached it was fundamental that trial would begin on July 29, 2003, and wherein the Court's failure to timely notify Defendants as to the continuance of the trial date thus constitutes error.

6. Where the Court's determinations in 4 constitute an action that cannot stand in law because of disregard of the fundamental requisite in the proceedings that Defendants relied and prepared for a trial date of July 29, 2003. Furthermore, the Court's error in 4

was so prejudicial and fundamental that the expenditure of further time and expense would be futile for the Defendants, and lead directly to the Court's error in 1.

Wherefore, Defendants request that this Court enter an order declaring a mistrial, and such further determinations that the Court deems appropriate, reasonable, and just.

This 19th day of September 2003.

Iviewit.com, Inc., Iviewit
Technologies, Inc., Iviewit Holdings,
Inc.
10158 Stonehenge Circle,
Suite 801
Boynton Beach, Fla. 33437
Telephone: (561) 364-4240



P. Stephen Lamont

Digitally signed by P. Stephen
Lamont
DN: cn=P. Stephen Lamont,
o=Iviewit Holdings, Inc.,
ou=Corporate, c=US
Date: 2003.09.19 11:28:40 -0400

Signature Valid

P. Stephen Lamont
Chief Executive Officer (Acting)

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was furnished by facsimile this 19th day of September 2003, to Matthew Triggs, Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca Raton, Fla. 33431-7360, facsimile no. (561) 241-7145.

 **P. Stephen Lamont**
Signature Valid

Digitally signed by P. Stephen Lamont
DN: cn=P. Stephen Lamont,
o=Viewit Holdings, Inc.,
ou=Corporate, c=US
Date: 2003.09.19 11:29:00 -0400

P. Stephen Lamont

Exhibit 1

[Insert Selz Motion]

IN THE CIRCUIT COURT OF THE 15TH
JUDICIAL CIRCUIT IN AND FOR PALM
BEACH COUNTY, FLORIDA

PROSKAUER ROSE L.L.P.,
a New York limited partnership,

CA 01-04671 AB

Plaintiff,

NOTICE OF HEARING
(Uniform Motion Calendar)

IVIEWIT.COM, INC., a Delaware
corporation, IVIEWIT HOLDINGS,
INC., a Delaware corporation, and
IVIEWIT TECHNOLOGIES, INC.,
a Delaware corporation.

Defendants.

To: Christopher W. Prusaski, Esq. and
Matt Triggs, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Krishna B. Narine, Esq.
Three Bala Plaza East
Suite 400
Bala Cynwyd, PA 19004

Eliot Bernstein
10158 Stonehenge Circle, #801
Boynton Beach, FL 33437-3546

YOU ARE HEREBY NOTIFIED that a hearing has been scheduled in this cause as indicated below. In the absence or disqualification of the Judge listed below, this cause will be brought on for hearing before another Judge who is available and qualified to act thereon.

Judge: The Honorable Jorge Labarga

Date: Tuesday, August 5, 2003.

Time: 8:45 A.M. or as soon thereafter as the matter may be heard.

Place: Palm Beach County Courthouse, 205 North Dixie Highway, West
Palm Beach, Florida 33401

Matter: Selz & Muvdi Selz, P.A.'s Motion to Withdraw as Counsel for Defendants.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax to the above-listed addressee(s) this 1st day of August, 2003 and that prior to the setting of the hearing in this matter a good faith effort has been made to resolve the matters noticed or due to constraints of time, such efforts have not been made but will be made prior to the date and time set for hearing in this matter.

SELZ & MUVDI SELZ, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480
Tel: (561) 820-9409
Fax: (561) 833-9715

By: _____

STEVEN M. SELZ
FBN: 777420

IN THE CIRCUIT COURT OF THE 15TH
JUDICIAL CIRCUIT IN AND FOR PALM
BEACH COUNTY, FLORIDA

PROSKAUER ROSE L.L.P.,
a New York limited partnership,

CA 01-04671 AB

Plaintiff,

IVIEWIT.COM, INC., a Delaware
corporation, IVIEWIT HOLDINGS,
INC., a Delaware corporation, and
IVIEWIT TECHNOLOGIES, INC.,
a Delaware corporation.

Defendants.

**SELZ & MUVDI SELZ, P.A.'S MOTION TO WITHDRAW AS
ATTORNEYS FOR DEFENDANTS**

SELZ & MUVDI SELZ, P.A. and Steven M. Selz, Esq. show that they are attorneys for the Defendants in this matter and move this Honorable Court for an Order permitting Selz & Muvdi Selz, P.A. and Steven M. Selz, Esq. to withdraw as attorneys for Defendants in this matter and as grounds therefore would state:

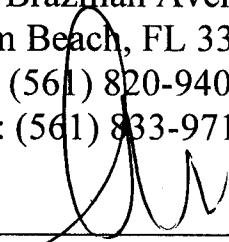
1. That there is disagreement between the undersigned attorneys and the Defendants as to how the defense and possible settlement of this action should be conducted.
2. That as a result the undersigned cannot continue representation of the Defendants in this matter.

3. Defendants are represented by additional counsel in this matter and will not be prejudiced by the withdrawal of the undersigned as counsel for Defendants.

4. Defendants address is 10158 Stonehenge Circle, #801 , Boynton Beach, FL 33437-3546.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and/or fax transmittal this 1st day of August, 2003 to: To: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431; Krishna B. Narine, Esq., Three Bala Plaza East, Suite 400, Bala Cynwyd, PA 19004 and Eliot Bernstein, 10158 Stonehenge Circle, #801, Boynton Beach, FL 33437-3546.

SELZ & MUVDI SELZ, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480
Tel: (561) 820-9409
Fax: (561) 833-9715

By: 

STEVEN M. SELZ
FBN: 777420

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared STEVEN M. SELZ, who was duly sworn and says that the facts alleged in the foregoing motion are true.

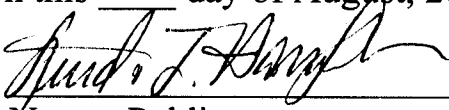


STEVEN M. SELZ

Sworn to and subscribed before me on this 1st day of August, 2003.



Linda L. Hamilton
MY COMMISSION # DD181980 EXPIRES
May 7, 2005
BONDED THRU TROY FARM INSURANCE, INC.



Notary Public
My Commission Expires

Selz & Muvdi Selz, P.A.

Attorneys At Law
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Steven M. Selz
Liliana M. Selz

Tel: (561) 820-9409
Fax: (561) 833-9715

August 5, 2003

Iviewit.com
c/o Eliot Bernstein
10158 Stonehenge Circle, #801
Boynton Beach, FL 33437-3546

Re: Proskauer Rose vs. Iviewit.com.

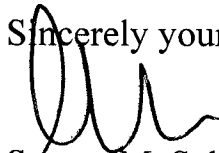
Dear Eliot:

As you are aware, Judge La Barga granted this firm's motion to withdraw from representing the defendants in the above-referenced matter. You received a copy of that order this morning at the Courthouse and therefore I have not enclosed a copy of same with this letter, why kill extra trees. The entry of that order brings our involvement in this matter to a close. It has been a pleasure serving you and we wish you nothing but the best of luck in the continued ventures for Iviewit.

As the order in this matter notes, there is a requirement that Iviewit obtain counsel within fifteen (15) days of the date of the order. Please be mindful of this requirement.

Again, the best of luck to you in the future.

Sincerely yours,



Steven M. Selz
For the Firm

SMS/ajf

Exhibit 2

[Insert SB motion]

SCHIFFRIN & BARROWAY, LLP

Three Bala Plaza East

Suite 400

Bala Cynwyd, PA 19004

DIRECT DIAL: (610) 822-2202

FAX: (610) 667-7056

FAX TRANSMITTAL SHEET

DATE: August 1, 2003

TO: Matthew Triggs
Steven Selz
Eliot Bernstein

FAX NO.: 561-241-7145
561-833-9715
Via Electronic Mail

FROM: Krishna B. Narine

MATTER: Iviewit

Number of Pages 4
(including transmittal sheet)

MESSAGE:

Proposed changes.

IF THERE IS A PROBLEM WITH TRANSMITTAL OR RECEIPT OF THIS FAX, PLEASE CALL
(610) 822-2202. THANK YOU.

NOTE: PLEASE DELIVER THIS FAX IMMEDIATELY TO RECIPIENT.

This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via the U.S. Postal Service.
Thank you.

FAX

IN THE CIRCUIT COURT OF THE
15TH JUDICIAL CIRCUIT IN AND
FOR PALM BEACH COUNTY, FLORIDA

PROSKAUER ROSE L.L.P.,

Plaintiff,

vs.

IVIEWIT.COM, INC., a Delaware
corporation, IVIEWIT HOLDINGS, a
Delaware corporation, and IVIEWIT
TECHNOLOGIES, INC., a Delaware
corporation,

Defendants

CA 01-04671 AB

NOTICE OF HEARING
(Uniform Motion Calendar)

To: Christopher W. Prusaki, Esq. and
Matthew Triggs, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431
Fax:: 561-241-7145

Steven M. Selz
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue
Suite 220
Palm Beach, FL 33480
Fax: 561-833-9715

Eliot Bernstein
10158 Stonehenge Circle, #801
Boynton Beach, FL 33437-3546


YOU ARE HEREBY NOTIFIED that a hearing has been scheduled in this cause as indicated below. In the absence or disqualification of the Judge listed below, this cause will be brought on for hearing before another Judge who is available and qualified to act thereon.

Judge: The Honorable Jorge Labarga
Date: Tuesday, August 5, 2003
Time: 8:45 A.M. or as soon thereafter as the matter may be heard
Place: Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401
Matter: Schiffrin & Barroway LLP's Motion to Withdraw as Counsel for

Defendants.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax to the above-listed addressees this ___ day of August, 2003, and that prior to the hearing in this matter a good faith effort has been made to resolve the matters noticed or due to constraints of time, such efforts have not been made but will be made prior to the date and time set for hearing in this matter.

Date: August 1, 2003


Krishna B. Narine Bar PA Bar No. 52238
(Admitted *pro hac vice*)
Schiffirin & Barroway, LLP
Three Bala Plaza East
Suite 400
Bala Cynwyd, PA 19004
Phone: (610) 667-7706
Fax: (610) 667-7056

IN THE CIRCUIT COURT OF THE
15TH JUDICIAL CIRCUIT IN AND
FOR PALM BEACH COUNTY, FLORIDA

PROSKAUER ROSE L.L.P.,

Plaintiff,

vs.

IVIEWIT.COM, INC., a Delaware
corporation, IVIEWIT HOLDINGS, a
Delaware corporation, and IVIEWIT
TECHNOLOGIES, INC., a Delaware
corporation,

Defendants

CA 01-04671 AB

**SCHIFFRIN & BARROWAY, LLP'S MOTION TO WITHDRAW AS
ATTORNEYS FOR DEFENDANTS**


SCHIFFRIN & BARROWAY, LLP and Krishna B. Narine, Esq. recently entered their appearances as attorneys for the Defendants in this matter and move this Honorable Court for an Order permitting Schiffrin & Barroway, LLP and Krishna B. Narine, Esq. to withdraw as attorneys for defendants in this matter and as the basis for this motion state:

1. On July 24, 2003, Schiffrin & Barroway, LLP and Krishna B. Narine, Esq. were admitted *pro hac vice* in this matter.
2. Schiffrin & Barroway, LLP, Krishna B. Narine, Esq. and the Defendants have not been able to agree on how the defense of this action should be conducted, nor on a possible settlement of this action.
3. For the foregoing reason, Schiffrin & Barroway, LLP and Krishna B. Narine, Esq. cannot continue representation of the Defendants in this matter.

4. Defendants are represented by additional counsel, who is thoroughly familiar with the facts and the procedural history of this matter, and as such will not be prejudiced by the withdrawal of the undersigned counsel for Defendants.
5. Defendants' address is 10158 Stonehenge Circle, #801, Boynton Beach, FL 33437-3546.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax to the above-listed addressees this ___ day of August, 2003, and that prior to the hearing in this matter a good faith effort has been made to resolve the matters noticed or due to constraints of time, such efforts have not been made but will be made prior to the date and time set for hearing in this matter.

Date: August 1, 2003



Krishna B. Narine Bar PA Bar No. 52238
(Admitted *pro hac vice*)
Schiffirin & Barroway, LLP
Three Bala Plaza East
Suite 400
Bala Cynwyd, PA 19004
Phone: (610) 667-7706
Fax: (610) 667-7056

STATE OF PENNSYLVANIA
COUNTY OF MONTGOMERY

Before me, the undersigned authority, personally appeared Krishna B. Narine who has sworn and says the facts recited in the foregoing Schiffirin & Barroway, LLP's Motion to Withdraw as Attorneys for Defendants are true.


Krishna B. Narine

Sworn and subscribed before me on August 1st, 2003


Notary Public
My commission expires:

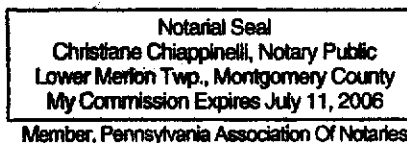


Exhibit 3

[Insert Selz stand down letter]

Selz & Muvdi Selz, P.A.

Attorneys At Law
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Steven M. Selz
Liliana M. Selz

Tel: (561) 820-9409
Fax: (561) 833-9715

July 25, 2003

VIA FACSIMILE TRANSMISSION
AND REGULAR MAIL

Krishna B. Narine, Esq.
Three Bala Plaza East
Suite 400
Bala Cynwyd, PA 19004

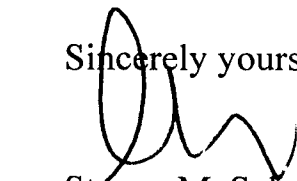
Re: Proskauer Rose vs. Iviewit.com; Case No. CA 01-04671 AB.

Dear Krishna:

Please accept this letter in furtherance and confirmation of our telephone conversation of this morning regarding the above-referenced matter. As we discussed, you have been able to resolve same and are currently working on the preparation of settlement documents. In the meantime, as we are set for trial beginning next Tuesday, July 28th, 9:30 and in the hopes of avoiding unnecessary costs for trial preparation, you have instructed that we are to discontinue our trial preparation in this matter. We have confirmed this with Eliot Bernstein. Therefore, pursuant to these instructions we will "stand down" and cease all further trial preparation and other work in this matter until you provide written instruction to the contrary. I have forwarded earlier this morning the copy of the amended complaint we discussed.

Please advise if I may be of any further assistance. Should this letter not accurately and fully reflect our discussions in this matter please advise the undersigned immediately.

Sincerely yours,



Steven M. Selz
For the Firm

SMS/ajf
cc: Eliot Bernstein

Exhibit 4

[Insert SB letter agreement]

SCHIFFRIN & BARROWAY, LLP

RICHARD S. SCHIFFRIN*
ANDREW L. BARROWAY*
MARC A. TOPAZ*
DAVID KESSLER*
KRISHNA B. NARINE
KATHARINE M. RYAN
STUART L. BERMAN*
JACOB A. GOLDBERG

ATTORNEYS AT LAW
THREE BALA PLAZA EAST
SUITE 400
BALA CYNWYD, PENNSYLVANIA 19004
(610) 667-7706
FAX: (610) 667-7056

GREGORY M. CASTALDO*
DARREN J. CHECK*
EDWARD W. CIOLKO°
SEAN M. HANDLER
SCOTT K. JOHNSON*
RICHARD A. MANISKAS
STEPHEN P. MCFATE
JOSEPH H. MELTZER*
TOBIAS L. MILLROOD*
CHRISTOPHER L. NELSON
LEE D. RUDY°
KAY E. SICKLES*
MARC D. WEINBERG*
PATRICIA C. WEISER*
ROBERT B. WEISER*
MARC I. WILLNER
MICHAEL K. YARNOFF**
ERIC L. ZAGAR
ANDREW L. ZIVITZ*

° ADMITTED IN NJ
* ALSO ADMITTED IN CA
* ALSO ADMITTED IN DE
* ALSO ADMITTED IN IL
* ALSO ADMITTED IN NJ
° ALSO ADMITTED IN NY

July 15, 2003

Via Electronic Mail and Federal Express

Flaster Greenberg
Commerce Center
1810 Chapel Avenue West
Cherry Hill, NJ 08002
Attention: Marc R. Garber, Esq.

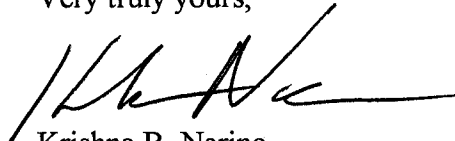
Dear Marc:

As we discussed earlier, it is acknowledged that our law firm's retirement plan was administered by MPDA, formerly an affiliate of Flaster Greenberg. We also acknowledge that in the MPDA engagement letter our law firm also engaged Flaster Greenberg for legal work related to the retirement plan.

Several months ago Flaster Greenberg sold the MPDA business, with the result of a company called Manchester (unrelated to Flaster Greenberg) taking over the plan administration work of our retirement plan. Thus, we hereby acknowledge that we are a former client and not a current client of Flaster Greenberg.

While we don't believe there to be a conflict, we hereby consent to Flaster Greenberg's representation of Iviewit with respect to the Letter of Understanding with Schiffrin & Barroway, LLP.

Very truly yours,



Krishna B. Narine

cc: Eliot Bernstein

SCHIFFRIN & BARROWAY, LLP

RICHARD S. SCHIFFRIN*
ANDREW L. BARROWAY*
MARC A. TOPAZ*
DAVID KESSLER*
KRISHNA B. NARINE
KATHARINE M. RYAN
STUART L. BERMAN*
JACOB A. GOLDBERG

ATTORNEYS AT LAW
THREE BALA PLAZA EAST
SUITE 400
BALA CYNWYD, PENNSYLVANIA 19004
(610) 667-7706
FAX: (610) 667-7056

GREGORY M. CASTALDO*
DARREN J. CHECK*
EDWARD W. CIOLKO[□]
SEAN M. HANDLER
SCOTT K. JOHNSON*
RICHARD A. MANISKAS
STEPHEN P. MCFATE
JOSEPH H. MELTZER*
TOBIAS L. MILLROOD*
CHRISTOPHER L. NELSON
LEE D. RUDY[◊]
KAY E. SICKLES*
MARC D. WEINBERG*
PATRICIA C. WEISER*
ROBERT B. WEISER*
MARC I. WILLNER
MICHAEL K. YARNOFF**
ERIC L. ZAGAR
ANDREW L. ZIVITZ*

[□] ADMITTED IN NJ
* ALSO ADMITTED IN CA
* ALSO ADMITTED IN DE
* ALSO ADMITTED IN IL
* ALSO ADMITTED IN NJ
[◊] ALSO ADMITTED IN NY

Tuesday, July 15, 2003

Via Electronic Mail and Federal Express

Eliot Bernstein
CEO and Founder
Iviewit Holdings, Inc.
10158 Stonehenge Circle
Suite 801
Boynton Beach, FL 33437-3546

Re: Iviewit and Schiffrin & Barroway, LLP - Letter of Understanding

Dear Eliot:

In response to the proposal set forth in your letter of July 6, 2003, and with consideration of our conversation on July 7, 2003, Schiffrin & Barroway, LLP ("SB") proposes the following terms which will become effective as of the date this letter is signed by both parties. SB will make a capital contribution to a newly formed entity ("NewCo") that will acquire ownership of the "Iviewit Patents". SB will make additional capital contributions and loans to NewCo and Iviewit Holdings, Inc. ("Iviewit") in the form of the contribution of legal services and payment of legal fees owing to patent counsel and other counsel. SB will make the payment of expenses related to the operation of NewCo and Iviewit Holdings, Inc. to, *inter alia*, prosecute and develop the Iviewit Patents, prosecute infringers of the Iviewit Patents, and prosecute and defend Iviewit and NewCo against claims by and between Iviewit Holdings, Inc., its subsidiaries and affiliates and its former officers, directors and attorneys:

1. SB will purchase for a \$100,000 capital contribution a 21% voting membership interest in NewCo, a newly formed limited liability company, subject to NewCo's entering into an agreement to purchase from Crossbow/DiStream its interests in Iviewit, including Crossbow/DiStream's debt claims and security interests in all assets of Iviewit and NewCo's acquisition of ownership of the "Iviewit Patents."
2. In consideration of the other commitments described hereafter, SB will receive an additional 24% voting membership interest in NewCo and, by assignment from existing shareholders, 21% of voting equity shares in Iviewit.

3. In further consideration of foregoing grants of membership and stock assignments by NewCo, SB shall provide the following services and assume the following obligations for NewCo and Iviewit:

- a. Retain, assist and compensate patent counsel for all costs and expenses (acknowledging the funding of the estimated minimum cost of approximately \$250,000), to correct and prosecute all of Iviewit's pending U.S. and foreign patent applications, and to obtain valid U.S. and foreign patents for Iviewit's proprietary technology and inventions;

Based on the allegations contained in the enclosed CD, that is incorporated herein by reference:

Bar Complaints
OED Letter
Boca Raton Police Reports
FBI Letters

- b. Prosecute to judgment or settle malpractice and other claims against Proskauer Rose LLP, Foley and Lardner, and Meltzer, Lippe, Goldstein, Wolfe & Schlissel, P.C., including the payment of all necessary costs and expenses, provided, however, that NewCo or Iviewit, as the case may be, will be responsible for payment of such costs and expenses incurred after monies are recovered and received pursuant to paragraph 5, and are available for such use as determined solely by the CEO or Board taking into account the attached operating budget and cash needs of Iviewit and NewCo for business operations purposes, as determined solely by the CEO or Board;

- c. Prosecute actions to enjoining and recover damages for unauthorized use of Iviewit's proprietary technology and inventions and obtain compensation for use of the same through enforcement of existing Non-Disclosure Agreements and prosecution of patent infringement actions, including payment of all necessary costs and expenses, provided, however, that NewCo or Iviewit, as the case may be, will be responsible for payment of such costs and expenses incurred after monies are recovered and received pursuant to paragraph 5, and are available for such use as determined solely by the CEO or Board taking into account the attached operating budget and cash needs of Iviewit and NewCo for business operations purposes, as determined solely by the CEO or Board;

- d. It is contemplated that the operating expenses of NewCo and Iviewit shall be funded through the proceeds of recoveries on the claims described in 3.b. above; provided, however that if such proceeds are not available, SB agrees to contribute capital to NewCo and Iviewit to pay ordinary operating expenses as set forth in the attached budget, which shall include actual legal fees and costs for effecting transfer of title to Iviewit patents to NewCo and creating NewCo. Notwithstanding the foregoing, SB shall not be responsible to provide operating expenses if such operating requirements are available through the NewCo and Iviewit revenues. Iviewit shall be maintained as an entity to pursue the claims described in paragraph 3.b. above; and

Letter to Eliot Bernstein

July 15, 2003

Page 3

- e. Prosecute actions to recover the 15% of Iviewit stock from certain individuals, to be identified by Iviewit, who were involved in malfeasance against the company, of which 33-1/3% will go to SB and 66-2/3% will be split in the following manner:

Eliot I. Bernstein - 40% of 66%

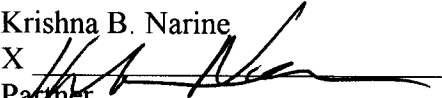
Isa S. Welsch - 25% of 66%

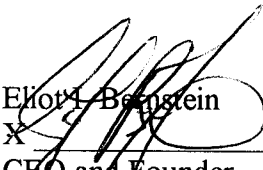
Caroline Prochotska Rogers, Esq. -25% of 66%

Other Shareholders - 10% of 66%

4. SB shall have full authority with respect to prosecution and resolution of the claims set forth in paragraph 3.b. above, including Proskauer Rose LLP's lawsuit for non-payment of legal fees, and with respect to the engagement of legal counsel and consultants, whether such claims are prosecuted and resolved through negotiation, litigation, or any other method SB deems appropriate.
5. All proceeds received from the resolution of the claims set forth in paragraph 3.b. or 3.c. will be distributed to Iviewit and NewCo, less any contingent fee not to exceed 33% owed to any law firm, other than SB, retained to pursue such claims.

The undersigned with due authority to bind Schiffrin & Barroway, LLP and Iviewit Holdings, Inc. respectively, have executed this document on this day of July 15, 2003.

Krishna B. Narine
X
Partner

Schiffrin & Barroway, LLP

Eliot I. Bernstein
X
CEO and Founder

Iviewit Holdings, Inc.

MEWHT HOLDINGS, INC.
OPERATING BUDGET

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Year 1	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Year 2	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Year 3
Sales (1)	\$53,875	\$53,875	\$90,625	\$90,625	\$369,000	\$92,033	\$92,033	\$92,033	\$92,033	\$368,130	\$93,501	\$93,501	\$93,501	\$93,501	\$413,523
Facilities Expense (2)	0	0	9,472	9,472	18,944	9,756	9,756	9,756	9,756	38,026	10,049	10,049	10,759	10,759	41,616
Marketing:															
Conventions & Exhibits (2)	0	0	6,250	6,250	12,500	6,250	6,250	6,250	6,250	25,000	6,250	6,250	6,250	6,250	25,000
Other Marketing	0	0	4,250	4,250	8,500	5,375	5,375	5,375	5,375	21,500	5,375	5,375	5,375	5,375	21,500
Insurance (Property, D&O, E&O, W/C, L&B)	1,242	1,485	1,947	2,408	7,082	2,678	3,547	3,816	4,282	14,365	4,763	5,249	5,812	6,743	22,558
Communication Costs	2,000	0	0	0	2,000	0	0	0	0	0	0	0	0	0	0
Legal and Accounting (3)	6,000	6,000	6,000	6,000	24,000	2,500	2,500	2,500	2,500	10,000	2,500	2,500	2,500	2,500	10,000
Travel & Living (2)	0	0	8,000	8,000	16,000	8,000	8,000	8,000	8,000	32,000	8,000	8,000	8,000	8,000	32,000
Office Supplies	250	250	250	250	1,000	250	250	250	250	1,000	250	250	250	250	1,000
Telephones (Cell and Land Lines)	1,600	1,600	1,600	1,600	6,400	1,600	1,600	1,600	1,600	6,400	1,600	1,600	1,600	1,600	6,400
Agency Fee for CEO Recruitment (4)	10,000	0	0	0	10,000	0	0	0	0	0	0	0	0	0	0
Operating Total	\$74,967	\$83,310	\$118,394	\$118,855	\$375,427	\$118,642	\$119,111	\$119,580	\$120,049	\$477,382	\$122,288	\$122,765	\$124,047	\$204,595	\$573,697
Other Key Items:															
Payables to Bahaiyy Sabah/Taylor & Zeffman (5)	\$6,345	\$6,345	\$6,345	\$6,345	\$25,380	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Payables to Armstrong/Hirsch/Jackoway/Yerman & Wertheimer (6)	10,370	10,370	10,370	10,370	41,482	0	0	0	0	0	0	0	0	0	0
Payables to Steven M. Satz, Esq. handling Florida litigation (7)	12,000	0	12,134	12,134	48,535	0	0	0	0	0	0	0	0	0	0
Payables to Intel & Marlene (8)	\$40,849	\$28,849	\$28,849	\$28,849	\$127,395	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Non-Operating Total	\$115,817	\$92,058	\$147,243	\$147,705	\$502,824	\$118,642	\$119,111	\$119,580	\$120,049	\$477,382	\$122,288	\$122,765	\$124,047	\$204,595	\$573,697
Total	\$115,817	\$207,275	\$395,119	\$392,824	\$802,254	\$21,486	\$740,577	\$890,157	\$890,296	\$890,296	\$1,102,494	\$1,225,259	\$1,349,307	\$1,553,903	\$1,553,903
Comulative															

- Notes:
- (1) Includes Fringes as 30% of Total Payroll.
 - (2) Assumes successful patent re-writes are completed by end of 2nd Quarter.
 - (3) Represents Delaware corporate expenses, tax filings, future Florida litigation expenses.
 - (4) Key payment to continue contact with Ted Leonals and AOL.
 - (5) Key payments to answer PCT Office Actions.
 - (6) Key payments to explain introduction to major motion picture studios
 - (7) Key payments to continue Florida litigation.
 - (8) Key payments to explain introduction to major motion picture studios.