

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

RE-NOTICE OF HEARING
Motion Calendar
(Cancels Hearing of September 5, 2002)

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Proskauer Rose, LLP's Motion for Contempt, To Strike
Defendants' Pleadings, and for Attorney's Fees**

DATE: Wednesday, September 4, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 29 day of August, 2002.

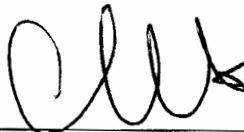
PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by Facsimile and United States Mail, this 29 day of August, 2002, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski





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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Proskauer Rose, LLP's Motion for Contempt, To Strike
Defendants' Pleadings, and for Attorney's Fees**

DATE: Thursday, September 5, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**



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

CASE NO. CA 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,

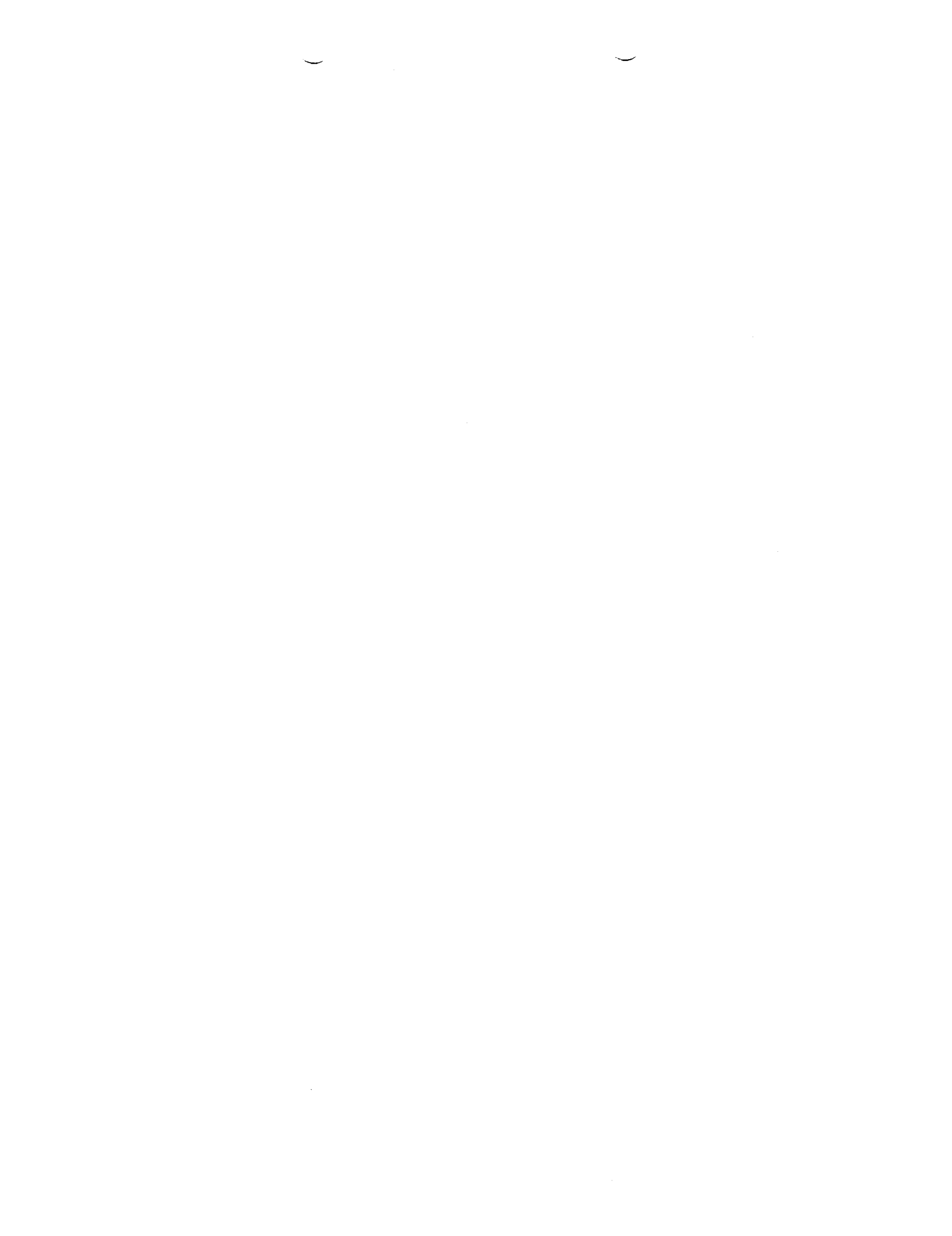
Defendants.

NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

PLEASE TAKE NOTICE that commencing at **9:00 a.m. on Thursday, September 12, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **the Corporate Representative(s) of Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc., and Iviewit Technologies, Inc. with the most knowledge concerning the allegations contained in the Amended Complaint and in the Answer and Affirmative Defenses.**

The deposition will be taken for the purpose of discovery and for any other purpose



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

CASE NO. CA 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.

NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

PLEASE TAKE NOTICE that commencing at **10:00 a.m. on Monday, September 9, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **Gerald Lewin, CPA**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The

deposition will continue from day to day until complete.

This 27 day of August, 2002.

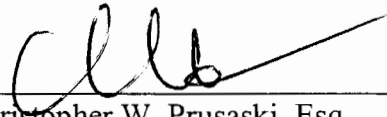
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matt Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 27 day of August, 2002, a true and correct copy of the foregoing was been furnished by facsimile and U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Fl 33480.



Christopher W. Prusaski, Esq.

cc: Ken Schanzer & Assoc.

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.

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

CASE NO. CA 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.

**PROSKAUER ROSE, LLP'S MOTION FOR CONTEMPT,
TO STRIKE DEFENDANTS' PLEADINGS, AND FOR ATTORNEY'S FEES**

Plaintiff, Proskauer Rose, LLP ("Proskauer"), pursuant to Rule 1.380(b) of the Florida Rules of Civil Procedure, hereby moves the Court for an order holding the Defendants in contempt for violating this Court's Order dated July 18, 2002, striking the Defendants' pleadings, and awarding Proskauer its attorney's fees incurred in prosecuting this motion. In support of this motion, Proskauer states as follows:

1. The Defendants' attorneys withdrew from this matter in February, 2002. At the time of the withdrawal of the Defendants' attorneys, certain discovery propounded by Proskauer upon the Defendants was outstanding.¹

¹ Proskauer served a first and second request for production on the Defendants on November 30, 2001 and January 18, 2002, respectively. In addition, Proskauer served a second set of interrogatories on the Defendants on January 18, 2002. At the time of the withdrawal of Defendants' counsel, none of the documents had been provided in response to the first request for production, and no response had been served to the second request for production and second set of interrogatories.

2. The Defendants were without attorneys for almost four months. During that four month period, no responses were filed by the Defendants to the outstanding discovery propounded by Proskauer.

3. Substitute counsel for the Defendants made an appearance in this matter on June 12, 2002. Proskauer then filed a motion to compel responses to the discovery that, by that time, had been outstanding for over five months.

4. Counsel for the Defendants agreed to an order compelling the discovery responses. Accordingly, the parties submitted an Agreed Order to the Court, which the Court executed on July 18, 2002. The Agreed Order is attached hereto as Exhibit "A." The Agreed Order required the Defendants to submit all documents responsive to Proskauer's First and Second Requests for Production, as well as serve answers to Proskauer's Second Set of Interrogatories, no later than **August 19, 2002**.

5. Based upon this Agreed Order, and knowing that responses to its discovery would be received by August 19, 2002, Proskauer noticed the taking of the deposition of a non-party witness locally on August 20, 2002 and further noticed the taking of the deposition of a non-party witness in Minnesota on August 22, 2002. Counsel for the Defendants was aware that Proskauer deliberately noticed these depositions after the discovery responses were due so that Proskauer would have the benefit of the Defendants' responses prior to the depositions.

6. On August 19, 2002, Proskauer requested that counsel for the Defendants fax the discovery responses to Proskauer so that Proskauer would be able to use the responses to prepare for the depositions on August 20, 2002 and August 22, 2002. Counsel for the Defendants did not do so. At the deposition on August 20, 2002, Proskauer made repeated requests that counsel for the Defendants fax the discovery responses, as they had not yet been received in the mail. It was

not until Wednesday, August 20, 2002, as the undersigned counsel for Proskauer was leaving for the airport to travel to Minnesota to take the deposition on a non-party witness, that counsel for the Defendants finally faxed the Defendants' answers to interrogatories to Proskauer.

7. Although the Defendants' answers to interrogatories certify that they were served by mail on August 19, 2002, Proskauer has never received these interrogatory answers in the mail. A copy of the Defendants' responses to Proskauer's Second Set of Interrogatories is attached hereto as Exhibit "B." Moreover, Proskauer has never received, by fax or mail, the documents responsive to Proskauer's first and second request for production.

8. Not only have the Defendants blatantly violated this Court's order, but Proskauer had to take the depositions of two witnesses without the benefit of having this discovery available to them. Proskauer has been further prejudiced in that it has waited for these discovery responses for seven months. This matter is currently set for trial during the Court's non-jury trial period commencing September 30, 2002.

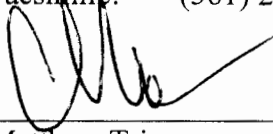
9. Due to the Defendants' willful violation of this Court's Order dated July 18, 2002, sanctions, including the striking of the Defendants' answer and affirmative defenses, are warranted. *See Kelley v. Schmidt*, 613 So. 2d 918, 919 (Fla. 5th DCA 1993) (striking a party's pleadings is appropriate where the offending conduct is willful, flagrant, or persistent). Further, Proskauer should be awarded its attorney's fees incurred in prosecuting this motion.

WHEREFORE, Proskauer respectfully requests that this Court enter an Order as follows:

- a. Finding the Defendants in contempt of the Court's July 18, 2002 order;
- b. Striking the Defendants' answer and affirmative defenses;
- c. Awarding Proskauer its attorney's fees incurred in prosecuting this motion; and
- d. Awarding any further relief that is reasonable and just.

This 21 day of August, 2002.


PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on August 21, 2002, a copy of the foregoing was furnished by Facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

**AGREED ORDER ON PLAINTIFF'S MOTION TO COMPEL DISCOVERY
RESPONSES FROM THE DEFENDANTS AND MOTION FOR EXTENSION OF TIME
WITHIN WHICH PROSKAUER SHALL FILE ITS WITNESS AND EXHIBIT LISTS**

THIS CAUSE came before the Court on Plaintiff's Motion to Compel Discovery Responses from the Defendants and Motion for Extension of Time Within Which Proskauer Shall File its Witness and Exhibit Lists and the Court, upon being advised of an agreement between the parties and counsel and being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Plaintiff's motion to compel is GRANTED. The Defendants shall produce all documents responsive to the Plaintiff's First and Second Requests for Production within 20 days of the date of this Agreed Order. Additionally, the Defendants shall serve their answers to the Plaintiff's Second Set of Interrogatories within 30 days of the date of this Agreed Order.

2. The Plaintiff's motion for extension of time to serve witness and exhibit lists is GRANTED. The Plaintiff shall serve ^{and Defendants} its witness and exhibit lists within 30 days of the service of ^{A then} the Defendants' discovery responses ordered in paragraph 1.

3. The following deadlines are hereby set and are changed from the deadlines previously set in this Court's Pretrial Order of June 11, 2002:

Rebuttal Witness/Exhibit List Due:	September 2, 2002
Mediation Completed:	September 13, 2002
Pretrial Stipulation Filed:	September 24, 2002
Discovery Cutoff:	September 20, 2002
Calendar Call:	Remains the same: September 13, 2002 at 9:00 a.m.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this ____ day of July, 2002.

SIGNED AND DATED

JUL 18 2002

Honorable Jorge Labarga **Judge Jorge Labarga**
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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,

v.

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

Defendants.

**NOTICE OF SERVICES OF ANSWERS TO SUPPLEMENTAL
INTERROGATORIES**

To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants hereby give notice of their service upon the Plaintiffs of their
answers to supplemental interrogatories in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been
provided by U.S. Mail to the above-listed addressee(s) this 19th day of August,
2002.

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

12. Identify each and every person who participated or assisted in preparing the to these interrogatories.

Answer: Eliot Bernstein.

13. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that "Plaintiff has failed to perform work, under the terms of any oral agreement between the parties, for which it seeks remuneration...", please identify each invoice attached to the Amended Complaint as Exhibit "A" which you claim contains charges for work that the Plaintiff failed to perform.

Answer:

Invoice	320581
	327337
	346259
	352748
	352749
	352751
	352750
	352752
	352753
	354153
	352748
	356497
	386159

Patent Work

Invoice	320581
	327337
	346259
	352748

General Corporate Advice

Invoice	320581
	327337
	346259
	354153
	387122
	352748
	356497

Prolow/Tiedeman work

Invoice	387122
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Immigration costs

Invoice 327337

Crossbow/Alpine Documents

Invoice 346259

354153

356497

387122

Audit Information Billings

Invoice 346259

356497

Real 3D Work

Invoice 320581

327337

356497

14. For each invoice identified in response to Interrogatory 13, please explain with particularity the service(s) billed by Plaintiff for which defendants contend was not performed.

Patent Work

Failed to perform services to protect patents.

Copyright Work

Bills for the Copyright work to protect the Intellectual Property, which was never performed.

Tiedeman/Prolow work

On information and belief, no documents were produced for this loan transaction.

There was work performed which was not authorized by Iviewit LLC. Proskauer Rose was expressly aware of such prohibition.

Additionally, there was extensive bills produced for unnecessary and unauthorized tasks.

15. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that "Plaintiff has failed to perform work, under the terms of an oral agreement between the parties, for which it seeks remuneration...", did the Defendants ever complain to or otherwise notify Proskauer Rose LLP that Plaintiff allegedly failed to perform work?

Answer: Yes

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16. If you answered Interrogatory 15 in the affirmative, please explain, as to each instance where Defendants complained to or notified Proskauer Rose LLP.

a. The date when the communication occurred.

- i. To fully assess these dates and the conversations we will need all Chris Wheeler and Proskauer notes, documents, emails and detailed descriptions of billings for any and all meetings with any of the below (section b) mentioned correspondents.
- ii. 2.29.2000 Letter from Wheeler to Utley regarding disputed billings and providing details for billings.
- iii. 1/26/00 Billing from Chris Wheeler 346259 Invoice "Conference as to follow-up on our money"
- iv. 3/24/00 Letter from Chris Wheeler to Simon Bernstein regarding bills
- v. 3/31/00 Letter from Wheeler to Simon regarding billings and trying to work out arrangements.
- vi. 3.9.00 Letter from Wheeler to Utley regarding past due amounts.
- vii. 4.10.00 Letter from Wheeler to Utley regarding bill
- viii. 10.25.99 Letter from Chris Wheeler to Brian Utley
- ix. 6.23.99 To Eliot from Chris Wheeler with Si's comments for Brian to address regarding the over billing
- x. At several Board meetings the billings of Proskauer and the work products were repeatedly questioned by all Board members and Chris Wheeler. who attended these meetings was fully aware of major concerns in the total bill and incompetence of work of product or failing to produce work products.

- May 28, 1999
- June 1, 1999
- June 30, 1999
- July 2, 1999
- August 3, 1999
- August 5, 1999
- August 23, 1999
- September 15, 1999
- September 22, 1999
- September 30, 1999
- November 1, 1999
- November 9, 1999
- February 4, 2000
- March 3, 2000
- April 6, 2000
- April 26, 2000
- July 18, 2000
- September 26, 2000
- January 25, 2001
- January 30, 2001
- March 26, 2001
- April 3, 2001

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April 5, 2001
April 9, 2001
April 14, 2001
April 20, 2001
April 26, 2001
April 26, 2001
May 8, 2001
June 7, 2001
September 4, 2001
October 23, 2001
October 29, 2001

xi. Gerald Lewin, Maurice Buchsbaum, Brian Utley, Ross Miller, Aidan Foley, William Kasser and Larry Mondragon were all commissioned by the Board to investigate the billings and inferior work products, especially in relationship to the patent pool errors and missing copyrights.

b. The parties to the communication;

- i. Gerald Lewin
- ii. Simon Bernstein
- iii. Eliot Bernstein
- iv. Donald Kane
- v. Hank Powell
- vi. Brian Utley
- vii. Kenneth Anderson
- viii. Ross Miller
- ix. William Kasser
- x. Maurice Buchsbaum
- xi. Raymond Hersh
- xii. William Dick
- xiii. Douglas Boehm
- xiv. P. Stephen Lamont
- xv. Christopher Wheeler
- xvi. Mara Lerner Robbins
- xvii. Rocky Thomson
- xviii. Raymond Joao

c. Whether the communication was oral or in writing; several correspondences between Simon Bernstein (COB) and Chris Wheeler regarding erroneous billings were in writing and oral.

- i. Correspondences between Ross Miller and Proskauer relating to negotiating settlement to the overstated bill, it was agreed to settle at 100,000 but the deal was never consummated. Several communications were oral, several were in writing.

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- i. Correspondences between Ross Miller and Proskauer relating to negotiating settlement to the overstated bill, it was agreed to settle at 100,000 but the deal was never consummated. Several communications were oral, several were in writing.
 - ii. Correspondences between Bill Kasser and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - iii. Correspondences between Raymond Hersh and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - iv. Correspondences between Maurice Buchsbaum and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - v. Correspondences between Gerald Lewin and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - vi. Correspondences between Hank Powell and Proskauer requesting information and explanations of the billings. And a review of patent billings and copyright issues that was never forthcoming. Several communications were oral, several were in writing.
- b. The substance of the communication.
- i. Over-billing
 - ii. Patent Incompetence & Repair on two separate occasions
 - iii. Requests for detailed billing, documentation to support billings, request for missing patent files, request for detailed notes, request for work products billed and destroyed.
 - iv. Liabilities arising from patent and copyright incompetence
 - v. Gross over billing for corporate structure proposed and recommended by Mr. Wheeler.
 - vi. Abuses by Msrs. Wheeler, Rubenstein and Proskauer clients of NDA's for their respective clients or patent pools they may oversee.
 - vii. Demands by the Board to limit Mr. Utley and Mr. Wheeler from running up substantial bills without Board approval. Mr. Utley was limited in incurring Proskauer or other expense items, especially whereas his friends were concerned, to a maximum \$5,000. Mr. Wheeler is aware of this and proceeds to bill far in excess for work Mr. Utley requested without proper Board approval.

17. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that (s)ome work which may have been performed on behalf of the Defendants was not performed at the Defendants' request nor pursuant to any agreement," please identify each invoice attached to the Amended Complaint as Exhibit "A" which you claim contains charges for work that was not performed at the Defendants' request.

Answer: Distance Learning Billings

Need explanation of billings to understand what charges to pertain to Internet Train/learnit/Imedia or any other distance learning incentives started by Chris Wheeler and Brian Utley.

Corporate Name Searches and Filings

Invoice 320581
327337
346259
354153
387122
352748
356497

Multiple Trademark applications

Invoice 320581
327337
346259
352748
352749
352751
352750
352752
352753
354153
352748
356497
386159

General Corporate Advice

Invoice 320581
327337
346259
354153
387122
352748
356497

18. For each invoice identified in response to Interrogatory 17, please explain with particularity the service(s) billed by Plaintiff which was not performed at the Defendants' request.

Answer:

Distance Learning
Acquisitions and merger work with NJ Distance Learning Company.

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Setup Corporations: Imedia, Ilearnit, Internet Train, etc. Name searches and trademarks.

Trademark applications

Christopher Wheeler attending Board meetings

Entire Corporate Organizations and Re-Organizations were all recommended by Proskauer Rose and where to be small incorporation fees for set-up of Mr. Wheeler's corporate scheme. Instead there are mass billings for this work.

19. As to Defendants statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that "(s)ome work which may have been performed on behalf of the Defendants was not performed at the Defendants' request nor pursuant to any agreement," did the Defendants ever complain to or otherwise notify Proskauer Rose LLP that Plaintiff allegedly performed work which was not performed at Defendants' request?

Answer: YES

20. If you answered Interrogatory 19 in the affirmative, please explain, as to each instance where Defendants complained to or notified Proskauer Rose LLP:

a. The date when the communication occurred;

- i. To fully assess these dates and the conversations we will need all Chris Wheeler notes and detailed descriptions of billings for any and all meetings with any of the below (section b) mentioned correspondents.
- ii. 2.29.2000 Letter from Wheeler to Utley regarding disputed billings and providing details for billings.
- iii. 1/26/00 Billing from Chris Wheeler 346259 Invoice "Conference as to follow-up on our money"
- iv. 3/24/00 Letter from Chris Wheeler to Simon Bernstein regarding bills
- v. 3/31/00 Letter from Wheeler to Simon regarding billings and trying to work out arrangements and reduction of bills.
- vi. 3.9.00 Letter from Wheeler to Utley regarding past due amounts.
- vii. 4.10.00 Letter from Wheeler to Utley regarding bill
- viii. At several Board meetings the billings of Proskauer and the work products were repeatedly questioned by all Board members and Chris Wheeler who attended these meetings was fully aware of major concerns in the total bill and incompetence of work of product or failing to produce work products.

May 28, 1999

June 1, 1999

June 30, 1999

July 2, 1999

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August 3, 1999
August 5, 1999
August 23, 1999
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September 22, 1999
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July 18, 2000
September 26, 2000
January 25, 2001
January 30, 2001
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April 3, 2001
April 5, 2001
April 9, 2001
April 14, 2001
April 20, 2001
April 25, 2001
April 25, 2001
May 8, 2001
June 7, 2001
September 4, 2001
October 23, 2001
October 29, 2001

- ix. Gerald Lewin, Maurice Buchsbaum, Brian Utley, Ross Miller, Aidan Foley, William Kasser and Larry Mondragon were all commissioned by the Board to investigate the billings and inferior work products, especially in relationship to the patent pool errors and missing copyrights.
- x. Several meetings were held with Chris Wheeler and Simon Bernstein (Chairman of the Board) regarding excessive billings and controlling Mr. Utley and Mr. Wheeler in the billings for personal conferences they held daily.
- xi. Chris Wheeler agreed to investigate charges that Rubenstein/Joao were forging and changing patent documents and leaving inventors off patents. Wheeler and Utley suggest using their friend William Dick Foley and Lardner to correct the gross negligence uncovered in Rubenstein/Joao work.

- b. The parties to the communication:
 - i. Gerald Lewin
 - ii. Simon Bernstein

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- iii. Eliot Bernstein
 - iv. Donald Kane
 - v. Hank Powell
 - vi. Brian Utley
 - vii. Kenneth Anderson
 - viii. Ross Miller
 - ix. William Kasser
 - x. Maurice Buchsbaum
 - xi. Raymond Hersh
 - xii. William Dick
 - xiii. Douglas Boehm
 - xiv. P. Stephen Lamont
 - xv. Christopher Wheeler
 - xvi. Mara Lerner Robbins
 - xvii. Rocky Thomson
- c. Whether the communication was oral or in writing; and
- i. Several correspondences between Simon Bernstein (COB) and Chris Wheeler regarding erroneous billings were in writing and oral.
 - ii. Correspondences between Ross Miller and Proskauer relating to negotiating settlement to the overstated bill, it was agreed to settle at 100,000 but the deal was never perfected. Several communications were oral, several were in writing.
 - iii. Correspondences between Bill Kasser and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - iv. Correspondences between Raymond Hersh and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - v. Correspondences between Maurice Buchsbaum and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - vi. Correspondences between Gerald Lewin and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - vii. Correspondences between Hank Powell and Proskauer requesting information and explanations of the billings. And a review of patent billings and copyright issues that was never forthcoming. Several communications were oral, several were in writing.
- d. The substance of the communication.
- i. Over billing
 - ii. Patent Incompetence & Repair on two separate occasions
 - iii. Requests for detailed billing, documentation to support billings, request for missing patent files, request for detailed notes, request for work products billed and destroyed.
 - iv. Liabilities arising from patent and copyright incompetence

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Page 9 of 18

- v. Gross over billing for corporate structure proposed and recommended by Mr. Wheeler
- vi. Abuses by Messrs. Wheeler, Rubenstein, Joao clients, of NDA's for their respective clients and patent pools.
- vii. Demands by the Board to limit Mr. Utley and Mr. Wheeler from running up substantial bills without Board approval. Mr. Utley was limited in incurring Proskauer or other expense items, especially whereas his friends were concerned, to a maximum \$5,000. Mr. Wheeler is aware of this and proceeds to bill far in excess of this limit

Pertaining to interrogatories 12-20 investigation continues.

INTERVIEWIT.LLC WAS THE PARTY THAT
RETAINES THE PLAINTIFF, NOT ANY OF
THE OTHER PARTIES.

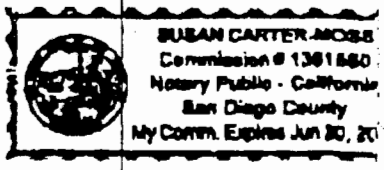
[Signature]
 Signature
E. I. Benstein
 Print name
Secretary
 Print title

STATE OF CALIFORNIA)
) SS.
 COUNTY OF SAN DIEGO)

On the 19th of August 2002, Eliot I. Benstein who is personally known to me or produced US Passport #034581170 as identification, appeared before me personally and stated under oath that the answers set forth in this response to Plaintiff's First Set of Interrogatories are based on his/her personal knowledge and are true and correct.

[Signature]
 Name of Notary Public
 My Commission Expires: *June 30, 2006*
 (SEAL)

State of California) SS
 County of San Diego)
 Subscribed and sworn to (or affirmed)
 before me on the 19th day
 of August (month) 2002 (year).
 by Eliot I. Benstein
Susan Carter-Moss
 Susan Carter-Moss/Notary Public



[Handwritten notes]
 August 19, 2002



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

CASE NO. CA 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.

NOTICE OF FILING DEPOSITION TRANSCRIPT

Plaintiff, Proskauer Rose LLP, by and through its undersigned counsel, hereby gives
notice of the filing of the original Telephonic Deposition of Brian Utley, consisting of Volumes I
and II, which was taken on August 22, 2002 and August 23, 2002.

This 25th day of October, 2002.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

8/22/02

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (561) 241-7145

Individual & Firm: CHRISTOPHER W. PRUSASKI, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 08/21/02 10:20 A.M. **File # _____**

Total number of Pages (INCLUDING this cover sheet) 13

RE: IVIEWIT.COM

Document(s) Attached: SUPPLEMENTAL INTERROGATORIES

Comments: AS DISCUSSED.

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 25th day of October, 2002, a true and correct copy of the foregoing has been furnished by U.S. Mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Fl 33480.



Christopher W. Prusaski, Esq.



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

CASE NO. CA 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.

NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

PLEASE TAKE NOTICE that commencing at 10:00 a.m. on **Wednesday, September 4, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **RAYMOND T. HERSH**.

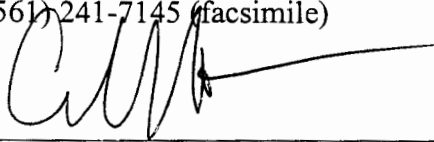
The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The

8/19/02

deposition will continue from day to day until complete.

This 19 day of August, 2002.

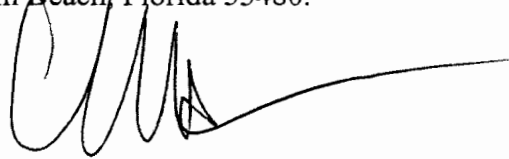
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matt Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 19 day of August, 2002, a true and correct copy of the foregoing has been furnished by facsimile and U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



Christopher W. Prusaski, Esq.

cc: Ken Schanzer & Assoc.

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.



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,

v.

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

Defendants.

**NOTICE OF SERVICES OF ANSWERS TO SUPPLEMENTAL
INTERROGATORIES**

To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants hereby give notice of their service upon the Plaintiffs of their
answers to supplemental interrogatories in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been
provided by U.S. Mail to the above-listed addressee(s) this 19th day of August,
2002.

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

12. Identify each and every person who participated or assisted in preparing the to these interrogatories.

Answer: Eliot Bernstein.

13. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that "Plaintiff has failed to perform work, under the terms of any oral agreement between the parties, for which it seeks remuneration...", please identify each invoice attached to the Amended Complaint as Exhibit "A" which you claim contains charges for work that the Plaintiff failed to perform.

Answer:

Invoice	320581
	327337
	346259
	352748
	352749
	352751
	352750
	352752
	352753
	354153
	352748
	356497
	386159

Patent Work

Invoice	320581
	327337
	346259
	352748

General Corporate Advice

Invoice	320581
	327337
	346259
	354153
	387122
	352748
	356497

Prolow/Tiedeman work	
Invoice	387122

Immigration costs

Invoice 327337

Crossbow/Alpine Documents

Invoice 346259

354153

356497

387122

Audit Information Billings

Invoice 346259

356497

Real 3D Work

Invoice 320581

327337

356497

14. For each invoice identified in response to Interrogatory 13, please explain with particularity the service(s) billed by Plaintiff for which defendants contend was not performed.

Patent Work

Failed to perform services to protect patents.

Copyright Work

Bills for the Copyright work to protect the Intellectual Property, which was never performed.

Tiedeman/Prolow work

On information and belief, no documents were produced for this loan transaction.

There was work performed which was not authorized by Iviewit LLC. Proskauer Rose was expressly aware of such prohibition.

Additionally, there was extensive bills produced for unnecessary and unauthorized tasks.

15. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that "Plaintiff has failed to perform work, under the terms of an oral agreement between the parties, for which it seeks remuneration...", did the Defendants ever complain to or otherwise notify Proskauer Rose LLP that Plaintiff allegedly failed to perform work?

Answer: Yes

8/19/2002 3:30PM

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16. If you answered Interrogatory 15 in the affirmative, please explain, as to each instance where Defendants complained to or notified Proskauer Rose LLP.

a. The date when the communication occurred.

- i. To fully assess these dates and the conversations we will need all Chris Wheeler and Proskauer notes, documents, emails and detailed descriptions of billings for any and all meetings with any of the below (section b) mentioned correspondents.
- ii. 2.29.2000 Letter from Wheeler to Utley regarding disputed billings and providing details for billings.
- iii. 1/26/00 Billing from Chris Wheeler 346259 Invoice "Conference as to follow-up on our money"
- iv. 3/24/00 Letter from Chris Wheeler to Simon Bernstein regarding bills
- v. 3/31/00 Letter from Wheeler to Simon regarding billings and trying to work out arrangements.
- vi. 3.9.00 Letter from Wheeler to Utley regarding past due amounts.
- vii. 4.10.00 Letter from Wheeler to Utley regarding bill
- viii. 10.25.99 Letter from Chris Wheeler to Brian Utley
- ix. 6.23.99 To Eliot from Chris Wheeler with Si's comments for Brian to address regarding the over billing
- x. At several Board meetings the billings of Proskauer and the work products were repeatedly questioned by all Board members and Chris Wheeler who attended these meetings was fully aware of major concerns in the total bill and incompetence of work of product or failing to produce work products.

May 28, 1999
June 1, 1999
June 30, 1999
July 2, 1999
August 3, 1999
August 5, 1999
August 23, 1999
September 15, 1999
September 22, 1999
September 30, 1999
November 1, 1999
November 9, 1999
February 4, 2000
March 3, 2000
April 6, 2000
April 26, 2000
July 18, 2000
September 26, 2000
January 25, 2001
January 30, 2001
March 26, 2001
April 3, 2001

April 5, 2001

April 9, 2001

April 14, 2001

April 20, 2001

April 26, 2001

April 26, 2001

May 8, 2001

June 7, 2001

September 4, 2001

October 23, 2001

October 29, 2001

xi. Gerald Lewin, Maurice Buchsbaum, Brian Utley, Ross Miller, Aidan Foley, William Kasser and Larry Mondragon were all commissioned by the Board to investigate the billings and inferior work products, especially in relationship to the patent pool errors and missing copyrights.

b. The parties to the communication;

- i. Gerald Lewin
- ii. Simon Bernstein
- iii. Eliot Bernstein
- iv. Donald Kane
- v. Hank Powell
- vi. Brian Utley
- vii. Kenneth Anderson
- viii. Ross Miller
- ix. William Kasser
- x. Maurice Buchsbaum
- xi. Raymond Hersh
- xii. William Dick
- xiii. Douglas Boehm
- xiv. P. Stephen Lamont
- xv. Christopher Wheeler
- xvi. Mara Lerner Robbins
- xvii. Rocky Thomson
- xviii. Raymond Joao

c. Whether the communication was oral or in writing; several correspondences between Simon Bernstein (COB) and Chris Wheeler regarding erroneous billings were in writing and oral.

- i. Correspondences between Ross Miller and Proskauer relating to negotiating settlement to the overstated bill, it was agreed to settle at 100,000 but the deal was never consummated. Several communications were oral, several were in writing.

8/19/2002 3:30PM

Page 4 of 18

- i. Correspondences between Ross Miller and Proskauer relating to negotiating settlement to the overstated bill, it was agreed to settle at 100,000 but the deal was never consummated. Several communications were oral, several were in writing.
 - ii. Correspondences between Bill Kasser and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - iii. Correspondences between Raymond Hersh and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - iv. Correspondences between Maurice Buchsbaum and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - v. Correspondences between Gerald Lewin and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - vi. Correspondences between Hank Powell and Proskauer requesting information and explanations of the billings. And a review of patent billings and copyright issues that was never forthcoming. Several communications were oral, several were in writing.
- b. The substance of the communication.
- i. Over-billing
 - ii. Patent Incompetence & Repair on two separate occasions
 - iii. Requests for detailed billing, documentation to support billings, request for missing patent files, request for detailed notes, request for work products billed and destroyed.
 - iv. Liabilities arising from patent and copyright incompetence
 - v. Gross over billing for corporate structure proposed and recommended by Mr. Wheeler.
 - vi. Abuses by Messrs. Wheeler, Rubenstein and Proskauer clients of NDA's for their respective clients or patent pools they may oversee.
 - vii. Demands by the Board to limit Mr. Utley and Mr. Wheeler from running up substantial bills without Board approval. Mr. Utley was limited in incurring Proskauer or other expense items, especially whereas his friends were concerned, to a maximum \$5,000. Mr. Wheeler is aware of this and proceeds to bill far in excess for work Mr. Utley requested without proper Board approval.

17. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that {s}ome work which may have been performed on behalf of the Defendants was not performed at the Defendants' request nor pursuant to any agreement," please identify each invoice attached to the Amended Complaint as Exhibit "A" which you claim contains charges for work that was not performed at the Defendants' request.

Answer: Distance Learning Billings

Need explanation of billings to understand what charges to pertain to Internet Train/Ilearnit/Imedia or any other distance learning incentives started by Chris Wheeler and Brian Utley.

Corporate Name Searches and Filings

Invoice 320581
327337
346259
354153
387122
352748
356497

Multiple Trademark applications

Invoice 320581
327337
346259
352748
352749
352751
352750
352752
352753
354153
352748
356497
386159

General Corporate Advice

Invoice 320581
327337
346259
354153
387122
352748
356497

18. For each invoice identified in response to Interrogatory 17, please explain with particularity the service(s) billed by Plaintiff which was not performed at the Defendants' request.

Answer:

Distance Learning
Acquisitions and merger work with NJ Distance Learning Company.

Setup Corporations: Imedia, Ilearnit, Internet Train, etc. Name searches and trademarks.

Trademark applications

Christopher Wheeler attending Board meetings

Entire Corporate Organizations and Re-Organizations were all recommended by Proskauer Rose and where to be small incorporation fees for set-up of Mr. Wheeler's corporate scheme. Instead there are mass billings for this work.

19. As to Defendants statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that "{s}ome work which may have been performed on behalf of the Defendants was not performed at the Defendants' request nor pursuant to any agreement," did the Defendants ever complain to or otherwise notify Proskauer Rose LLP that Plaintiff allegedly performed work which was not performed at Defendants' request?

Answer: YES

20. If you answered Interrogatory 19 in the affirmative, please explain, as to each instance where Defendants complained to or notified Proskauer Rose LLP:

a. The date when the communication occurred;

- i. To fully assess these dates and the conversations we will need all Chris Wheeler notes and detailed descriptions of billings for any and all meetings with any of the below (section b) mentioned correspondents.
- ii. 2.29.2000 Letter from Wheeler to Utley regarding disputed billings and providing details for billings.
- iii. 1/26/00 Billing from Chris Wheeler 346259 Invoice "Conference as to follow-up on our money"
- iv. 3/24/00 Letter from Chris Wheeler to Simon Bernstein regarding bills
- v. 3/31/00 Letter from Wheeler to Simon regarding billings and trying to work out arrangements and reduction of bills.
- vi. 3.9.00 Letter from Wheeler to Utley regarding past due amounts.
- vii. 4.10.00 Letter from Wheeler to Utley regarding bill
- viii. At several Board meetings the billings of Proskauer and the work products were repeatedly questioned by all Board members and Chris Wheeler who attended these meetings was fully aware of major concerns in the total bill and incompetence of work of product or failing to produce work products.

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June 1, 1999

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July 2, 1999

8/19/2002 3:30PM

Page 7 of 18

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April 9, 2001
April 14, 2001
April 20, 2001
April 25, 2001
April 25, 2001
May 8, 2001
June 7, 2001
September 4, 2001
October 23, 2001
October 29, 2001

- ix. Gerald Lewin, Maurice Buchsbaum, Brian Utley, Ross Miller, Aidan Foley, William Kasser and Larry Mondragon were all commissioned by the Board to investigate the billings and inferior work products, especially in relationship to the patent pool errors and missing copyrights.
- x. Several meetings were held with Chris Wheeler and Simon Bernstein (Chairman of the Board) regarding excessive billings and controlling Mr. Utley and Mr. Wheeler in the billings for personal conferences they held daily.
- xi. Chris Wheeler agreed to investigate charges that Rubenstein/Joao were forging and changing patent documents and leaving inventors off patents. Wheeler and Utley suggest using their friend William Dickson, Aidan Foley and Lardner to correct the gross negligence uncovered in Rubenstein/Joao work.

- b. The parties to the communication;
 - i. Gerald Lewin
 - ii. Simon Bernstein

- iii. Eliot Bernstein
- iv. Donald Kane
- v. Hank Powell
- vi. Brian Utley
- vii. Kenneth Anderson
- viii. Ross Miller
- ix. William Kasser
- x. Maurice Buchsbaum
- xi. Raymond Hersh
- xii. William Dick
- xiii. Douglas Boehm
- xiv. P. Stephen Lamont
- xv. Christopher Wheeler
- xvi. Mara Lerner Robbins
- xvii. Rocky Thomson

- c. Whether the communication was oral or in writing; and
 - i. Several correspondences between Simon Bernstein (COB) and Chris Wheeler regarding erroneous billings were in writing and oral.
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 - iv. Liabilities arising from patent and copyright incompetence

- v. Gross over billing for corporate structure proposed and recommended by Mr. Wheeler
- vi. Abuses by Mssts: Wheeler, Rubenstein, Joao clients, of NDA's for their respective clients and patent pools.
- vii. Demands by the Board to limit Mr. Utley and Mr. Wheeler from running up substantial bills without Board approval. Mr. Utley was limited in incurring Proskauer or other expense items, especially whereas his friends were concerned, to a maximum \$5,000. Mr. Wheeler is aware of this and proceeds to bill far in excess of this limit

Pertaining to interrogatories 12-20 investigation continues.

JVIEWIT.LLC WAS THE PARTY THAT
RETAINES THE PLAINTIFF, NOT ANY OF
THE OTHER PARTIES.

[Signature]
Signature
Eliot Benstein
Print name
[Signature]
Print title

STATE OF CALIFORNIA)
)SS.
COUNTY OF SAN DIEGO)

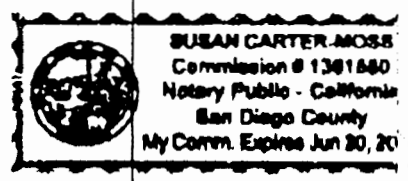
On the 19th of August 2002, Eliot I. Benstein who is personally known to me or produced US Passport #034581170 as identification, appeared before me personally and stated under oath that the answers set forth in this response to Plaintiff's First Set of Interrogatories are based on his/her personal knowledge and are true and correct.

[Signature]
Name of Notary Public
My Commission Expires: *June 2006*

(SEAL)

State of California)
County of San Diego) SS

Subscribed and sworn to (or affirmed)
before me on this 19th day
of August (month) 2002 (year).
by *[Signature]*
Susan Carter-Moss/Notary Public



[Handwritten notes]
Notary Public
Aug 19, 2002

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (561) 241-7145

Individual & Firm: CHRISTOPHER W. PRUSASKI, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 08/21/02 10:20 A.M. **File # _____**

Total number of Pages (INCLUDING this cover sheet) 13

RE: IVIEWIT.COM

Document(s) Attached: SUPPLEMENTAL INTERROGATORIES

Comments: AS DISCUSSED.

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Aug 21 2002 9:40am

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Aug 21	9:35am	Fax Sent	2417145	4:34	14	OK

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,

v.

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

Defendants.

DEFENDANTS RESPONSE TO SECOND REQUEST FOR PRODUCTION

Defendants hereby respond to the second request for production served by the
Plaintiff under the services date of January 18, 2002 as follows:

1. Will be produced.
2. Will be produced.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been
provided by U.S. Mail this 14th day of August, 2002 to: Christopher W. Prusaski,
Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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

CASE NO. CA 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.

**AGREED ORDER GRANTING PLAINTIFF'S MOTION TO TAKE
FOREIGN DEPOSITION AND ORDER APPOINTING COMMISSIONER**

THIS MATTER came before the Court on the Plaintiff's Motion to Take Foreign Deposition and Motion to Appoint Commissioner and the Court, after having been advised of an agreement of the parties and counsel and being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED that the Motion is GRANTED. The Court hereby appoints Pat Carl & Associates Court Reporters, 4527 Sunset Road, Minneapolis, MN 55416 as a Commissioner for the taking of the deposition of Brian Utley.

DONE AND ORDERED in West Palm Beach, Palm Beach County, Florida this ___ day of August, 2002.

Hon. Jorge Labarga
Circuit Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480



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,

v.

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

Defendants.

_____/

**DEFENDANTS MOTION FOR LEAVE TO AMEND TO JOIN
INDISPENSABLE PARTIES TO ACTION AND TO CONTINUE TRIAL
SETTING BASED ON NEW EVIDENCE**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS,
INC. and IVIEWIT TECHNOLOGIES, INC., by and through their undersigned
counsel, hereby move this Court for Leave to Amend their Answer and to continue
the trial setting in this matter and as grounds therefore would state as follows:

1. That on August 22, 2002 and continuing through August 23, 2002, the
Plaintiff took the deposition of Brian G. Utley, the former President and chief
operating officer of the Defendants.

2. That during the taking of such deposition, under cross examination by the undersigned, Brian Utley testified that the only written retainer of the Plaintiff by any of the Iviewit entities was that document attached as Exhibit "A" to the Plaintiff's initial complaint in this matter, a true and correct copy of which is attached hereto as Exhibit "1".

3. That further Mr. Utley testified that the services by Plaintiff were made to "...all the Iviewit entities..." or words to that effect.

4. Plaintiff had, as former legal counsel for the Defendants, been the law firm responsible for the formation of the various Iviewit entities, including Iviewit.com.LLC.

5. Plaintiff has failed to join Iviewit.com, LLC in this action, which is a proper and necessary party to this action.

6. That upon information and belief, the Plaintiff has failed to join Iviewit.com, LLC in that such entity is currently the subject of a Chapter 11 Bankruptcy proceeding, Case No. 01-33407 BKC-SHF, which has since such filing been converted to a Chapter 7 proceeding and which is awaiting the first meeting of creditors. A true and correct notice of the involuntary petition form as to such entity is attached hereto as Exhibit "2".

7. That the services provided to the Plaintiff, and which form the basis for the

Plaintiff's claims for damages in this matter, included services provided to Iviewit.com, LLC, as evidenced by that portion of the billing statement, as dated August 24, 1999, which specifically references the providing of services by the Plaintiff to Iviewit.com.LLC, a true and correct copy of which is attached hereto as Exhibit "3".

8. That the failure of the Defendants to be permitted to join such parties to this action shall work a prejudice on the Defendants and may, depending on the outcome of the pending Chapter 7 Bankruptcy proceedings, create the possibility of inconsistent results in the outcome of this matter.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order permitting the Defendants to amend their answer in this matter and to join as third parties to this action Iviewit, LLC and Iviewit.com, LLC.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this _____ day of August, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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

CASE NO. CA 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.

**PLAINTIFF'S MOTION TO TAKE FOREIGN
DEPOSITION AND MOTION TO APPOINT COMMISSIONER**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby moves for an order allowing the taking of a witness deposition in Minneapolis, Minnesota, and for an order appointing a commissioner for the taking of the deposition. In support of this motion, Proskauer states as follows:

1. Brian Utley ("Utley"), a former principal of the Defendant corporations, resides in Minneapolis, Minnesota. Utley has agreed to have his deposition taken by Proskauer for purposes of discovery in this matter. Proskauer believes that Utley's testimony is important to Proskauer's ability to prove its case in this matter.

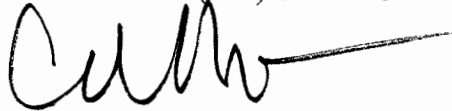
2. Proskauer requests that the Court appoint Pat Carl & Associates Court Reporters, 4527 Sunset Road, Minneapolis, MN 55416, as a commissioner for the taking of Utley's deposition in this matter.

3. The undersigned counsel for Proskauer has conferred with counsel for the Defendants, and counsel for the Defendants has no objection to the relief requested in this motion.

WHEREFORE, Proskauer respectfully requests that this Court enter an order allowing Proskauer to take the deposition of Utley in Minneapolis, Minnesota, appointing Pat Carl & Associates Court Reporters, 4527 Sunset Road, Minneapolis, MN 55416 as a commissioner for the taking of Utley's deposition, and granting any further relief that is reasonable and just.

This 15th day of August, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



David J. George
Florida Bar No. 0898570
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on August 15th, 2002, a copy of the foregoing was furnished by Facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

SUBPOENA FOR DEPOSITION

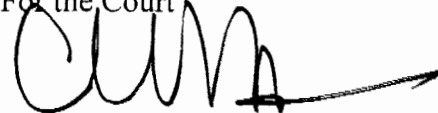
**TO: William Kasser
991 N.W. 9th Street
Boca Raton, FL 33486**

YOU ARE COMMANDED to appear before a person authorized to take depositions at the office of Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, FL 33431-7360, on the 20th day of August, 2002, at 11:00 a.m. for the taking of your deposition in this action. If you fail to appear, you may be in contempt of court.

You are subpoenaed to appear by the following attorney, and unless excused from this subpoena by this attorney or the Court, you shall respond to this subpoena as directed.

DATED this 1st day of August, 2002.

Christopher Prusaski, Esq.
For the Court



Proskauer Rose LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, FL 33431
(561) 241-7400
Florida Bar No. 121525

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.



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

CASE NO. CA 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.

NOTICE OF TAKING DEPOSITION

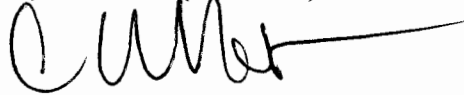
**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

PLEASE TAKE NOTICE that commencing at **9:00 a.m. on Thursday, August 22, 2002**, before Pat Carl & Associates Court Reporters, 5841 Cedar Lake Road, St. Louis Park, Minnesota 55416 (763.591.0535), the attorney for Plaintiff will take the deposition upon oral examination of **BRIAN G. UTLEY**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

This 1st day of August, 2002.

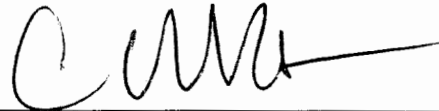
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 1st day of August, 2002, a true and correct copy of the foregoing was been furnished by U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



Christopher W. Prusaski, Esq.

cc: Pat Carl & Associates Court Reporters



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

CASE NO. CA 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.

NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

PLEASE TAKE NOTICE that commencing at **11:00 a.m. on Tuesday, August 20, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **WILLIAM KASSER**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

This 7st day of August, 2002.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matt Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 7st day of August, 2002, a true and correct copy of the foregoing has been furnished by facsimile and U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



Christopher W. Prusaski, Esq.

cc: Ken Schanzer & Assoc.

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.



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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida z33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

Plaintiff's Motion to Take Foreign Deposition and Motion to Appoint Commissioner

DATE: Thursday, August 15, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 1st day of August, 2002.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

By: 

Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by Facsimile and United States Mail, this 1st day of August, 2002, to:

Steven Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

By: 

Christopher Prusaski



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

CASE NO. CA 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.

**AGREED ORDER ON PLAINTIFF'S MOTION TO COMPEL DISCOVERY
RESPONSES FROM THE DEFENDANTS AND MOTION FOR EXTENSION OF TIME
WITHIN WHICH PROSKAUER SHALL FILE ITS WITNESS AND EXHIBIT LISTS**

THIS CAUSE came before the Court on Plaintiff's Motion to Compel Discovery Responses from the Defendants and Motion for Extension of Time Within Which Proskauer Shall File its Witness and Exhibit Lists and the Court, upon being advised of an agreement between the parties and counsel and being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Plaintiff's motion to compel is GRANTED. The Defendants shall produce all documents responsive to the Plaintiff's First and Second Requests for Production within 20 days of the date of this Agreed Order. Additionally, the Defendants shall serve their answers to the Plaintiff's Second Set of Interrogatories within 30 days of the date of this Agreed Order.

2. The Plaintiff's motion for extension of time to serve witness and exhibit lists is GRANTED. The Plaintiff shall serve ^{and Defendants} its witness and exhibit lists within 30 days of the service of ^{them} the Defendants' discovery responses ordered in paragraph 1.

3. The following deadlines are hereby set and are changed from the deadlines previously set in this Court's Pretrial Order of June 11, 2002:

Rebuttal Witness/Exhibit List Due: September 2, 2002
Mediation Completed: September 13, 2002
Pretrial Stipulation Filed: September 24, 2002
Discovery Cutoff: September 20, 2002
Calendar Call: Remains the same: September 13, 2002 at 9:00 a.m.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this _____ day of July, 2002.

SIGNED AND DATED
JUL 18 2002

Judge Jorge Labarga

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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

CASE NO. CA 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.

**ORDER COMPELLING THE DEFENDANTS
TO OBTAIN COUNSEL AND SETTING STATUS CHECK**

THIS CAUSE came before the Court on June 12, 2002 on the Plaintiff's Notice that the Parties Have Not Settled and Motion to Compel the Defendants to Obtain Counsel and to Set a Status Check and the Court, after being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Plaintiff has represented to the Court that the parties have been unable to settle this matter.
2. Within 15 days of the date of this Order, Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., shall retain new counsel and a notice of appearance shall be filed with the Court. A corporation cannot represent itself and cannot appear in court without an attorney. Szteinbaum v. Kaes Inversiones y Valores, CA, 476 So. 2d 247, 248 (Fla. 3d DCA 1985).

3. A Status Check is hereby set for **June 28, 2002 at 8:45 a.m.** in Courtroom 11-B, Palm Beach County Courthouse, 205 N. Dixie Highway, West Palm Beach, Florida.

APPEARANCE OF THE DEFENDANTS AND NEW COUNSEL IS MANDATORY. FAILURE OF THE DEFENDANTS AND NEW COUNSEL TO ATTEND MAY RESULT IN A DEFAULT BEING ENTERED AGAINST THE DEFENDANTS.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day of June, 2002.

SIGNED AND DATED

JUN 12 2002

Honorable Jorge Labarga
Circuit Court Judge
Judge Jorge Labarga

Copies furnished to:

For Plaintiff:

David J. George, Esq. & Christopher W. Prusaski, Esq., Proskauer Rose LLP, 2255 Glades Road, Suite 340W, Boca Raton, Florida 33431;

For Defendants:

William Kasser, 991 NW 9th Street, Boca Raton, FL 33486; and

P. Stephen Lamont, Chief Executive Officer, Director, I View It Technologies, Inc., 10 Mela, Rancho Palos Verdes, Cal. 90275



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,

v.

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

Defendants.

NOTICE OF APPEARANCE

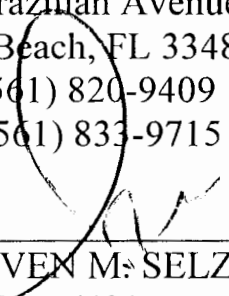
To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

YOU ARE HEREBY NOTIFIED that undersigned hereby enters its
appearance as counsel of record for the Defendants in the above-styled matter and
that henceforth copies of all pleadings, motions and other papers should be served
upon the undersigned.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been
provided by U.S. Mail and hand delivery to the above-listed addressee(s) this 12TH
day of June, 2002.

6/12/02

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 FIFTEENTH JUDICIAL CIRCUIT,
IN AND FOR PALM BEACH COUNTY, FLORIDA
CIVIL DIVISION

PROSKAUER ROSE LLP

CASE NUMBER: CL 01 4671 AB

Plaintiff(s),

vs.

IVIEWIT.COM, INC, et al

Defendant(s).

ORDER RESETTING JURY TRIAL

NOTICE

This order contains deadlines and other requirements which will be strictly enforced. Please take the time to read this order carefully and immediately. Additionally, please take the time to diary all deadlines now.

THIS CAUSE, after having been properly noticed for trial, is hereby scheduled to be tried for 2 days sometime during the three (3) month docket commencing **SEPTEMBER 30, 2002**.

It is further **ORDERED** as follows:

- 1) **CALENDAR CALL** shall be held on **FRIDAY, SEPTMBER 13, 2002 at 9:00 A.M.**

in Courtroom 11A, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida.¹

¹Please note that the calendar call has been purposely scheduled to take place two (2) weeks prior to the commencement of the first week of the three month docket. This should be plenty of time for the attorneys or parties in the first case to be tried to issue and serve their trial subpoenas and to finalize trial presentations.

6/11/02

- A) All attorneys of record, or parties not represented by counsel, must be present at calendar call and must arrive on time (the Court will not wait). Attorneys shall not send paralegals, secretaries or any other person who is not a member of the Florida Bar to cover calendar call.
- B) All attorneys (or parties if unrepresented) are **ORDERED** to bring their scheduling calendars to the calendar call.
- C) The case will be assigned a **SPECIAL SETTING** during the three (3) month docket at calendar call. Once the case is specially set, it will not be continued or removed. Therefore, **MAKE SURE TO BRING YOUR CALENDAR AND THAT IT IS UP TO DATE.**
- D) The Court WILL NOT entertain requests for continuances during calendar call. Motions for continuance MUST be raised PRIOR to calendar call during the Uniform Motion Calendar.

2) **MOTION PRACTICE PHASE ENDS AND TRIAL PHASE BEGINS**

Upon taking the bench at 9:30 A. M. on the first day of trial, the Court will send the bailiff to the jury assembly room for a jury panel. Voir dire will begin immediately upon the arrival of the panel in the courtroom. In other words, on the first day of your special setting, the motion practice phase of the case ends and the trial phase begins.

- A) The Court **WILL NOT** hear any motions during the trial phase that should have been heard during the motion practice phase of the case. This includes motions in limine which will take longer than the time it takes the bailiff to bring up a jury panel (about 30 minutes), objections raised during depositions, or any other motion that should have been heard during the nine month to one year period that the case was on the docket awaiting calendar call.²

²One half hour slots from 8:15 A. M. to 8:45 A. M. have been set aside each morning (Monday – Thursday) to hear motions. The Court has also reserved every Friday (the entire day) to hear motions. This is in addition to the hearing time available during the Uniform Motion Calendar (8:45 – 9:30 A. M. Monday – Thursday). Thus, attorneys and parties are afforded plenty of opportunity to present their motions before trial. DO NOT WAIT until the last minute to attempt to schedule the hearing on your motion(s), as there is typically a 4–5 week waiting period to get a hearing early in the morning, and a 4-5 month waiting period to get a specially set hearing on Fridays. There is no waiting period for the Uniform Motion Calendar.

3) All parties are ordered to participate in MEDIATION which must occur no later than 45 days prior to calendar call. If anyone has a problem scheduling mediation, the Court is available every day (except Fridays) during the Uniform Motion Docket to deal with the problem. Again, DO NOT WAIT until the last minute.

4) All parties are ordered to comply with the **UNIFORM PRETRIAL ORDER**. Material non-compliance with this Order may result in the imposition of sanctions, the striking of pleadings, the striking of the case from the docket or other such action as justice requires.

5) If this cause is disposed of for any reason (settlement) at any time prior to the trial date, you are hereby ordered to immediately advise the undersigned judge so that we may provide the backup case with as much notice as possible.

6) The attorneys are ordered to provide the Court with their proposed jury instructions (standard and special) and the verdict forms at the commencement of the trial (prior to voir dire). Failure to follow this requirement and failure to file a pre-trial stipulation prior to voir dire may result in the striking of the case from the docket, in addition to other sanctions.

DONE AND ORDERED this 11th day of June, 2002, at West Palm Beach, Palm Beach County, Florida.

SIGNED AND DATED

JUN 11 2002

JORGE LABARGA
Circuit Court Judge
~~Judge Jorge Labarga~~

Copies furnished to attorneys/parties listed on notice/motion:

Matthew Triggs, Esq.
2255 Glades Road, Suite 340W
Boca Raton, FL 33431

Spencer Sax, Esq.
301 Yamato Road, Suite 4150
Boca Raton, FL 33431



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

CASE NO. CA 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.



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MOTION TO CONTINUE TRIAL

Plaintiff, Proskauer Rose, LLP ("Proskauer"), by and through its undersigned counsel, moves the Court for an order removing this matter from the non-jury trial docket commencing July 2, 2002 and resetting this matter for the following trial period. In support of this motion, Proskauer states as follows:

1. This matter is scheduled for non-jury trial during the three (3) month trial docket commencing July 2, 2002. This matter has not previously been scheduled for trial.
2. The Defendants' counsel withdrew from this matter on February 4, 2002. On April 18, 2002, the parties represented to the Court at a status check that they have reached a settlement of this matter in principal and are currently working towards reducing the settlement to writing with all due diligence. At that time, the Court entered an order directing the parties to immediately notify the Court when they have finally settled this matter.
3. Because this matter is still currently set on the Court's non-jury trial docket commencing July 2, 2002, certain pretrial deadlines are approaching. Therefore, it would be in

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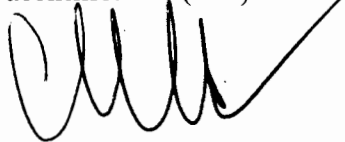
the best interests of the parties that this matter be removed from the current non-jury trial docket commencing July 2, 2002 and reset on the following non-jury trial docket while the parties finalize their settlement.

4. Counsel for the Plaintiff has conferred with the corporate representative of the Defendant corporations, and he has no objection to the relief requested in this motion.

WHEREFORE, Proskauer respectfully requests that the Court enter an order removing this matter from the three (3) month non-jury trial docket commencing July 2, 2002 and resetting this matter on the following non-jury trial docket, and grant any further relief that is reasonable and just.

This 15th day of May, 2002.

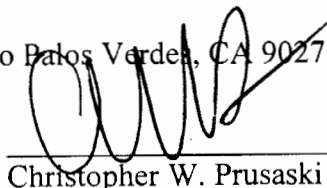
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



David J. George
Florida Bar No. 0898570
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on May 15, 2002, a copy of the foregoing was furnished by U.S. Mail to **Mr. William Kasser**, Iviewit.com, Inc., Iviewit Holdings, Inc., Iviewit Technologies, Inc., 991 NW 9th Street, Boca Raton, FL 33486; **P. Stephen Lamont**, Chief Executive Officer, Director, I View It Technologies, Inc., 10 Mela, Rancho Palos Verdes, CA 90275.



Christopher W. Prusaski



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

PROSKAUER ROSE LLP, New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

**DEFENDANTS, IVIEWIT.COM, INC.; IVIEWIT HOLDINGS, INC.; AND IVIEWIT
TECHNOLOGIES, INC., RESPONSES AND OBJECTIONS TO PLAINTIFF'S FIRST
REQUEST FOR PRODUCTION TO DEFENDANTS**

COMES NOW the Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., AND IVIEWIT TECHNOLOGIES, INC., (sometimes hereinafter jointly referred to as "IVIEWIT"), by and through undersigned counsel, and pursuant to the applicable Florida Rules of Civil Procedure, and files its responses and objections to Plaintiff's First Request for Production of Documents to Defendants with certificate of service date of November 30, 2001, as follows:

1. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege. However, without waiving said objection, all responsive documents are being produced.
2. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege.

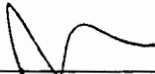
However, without waiving said objection, all responsive documents are being produced.

3. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege. However, without waiving said objection, all responsive documents are being produced.
4. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege. However, without waiving said objection, all responsive documents are being produced.
5. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege. However, without waiving said objection, all responsive documents are being produced.
6. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege. However, without waiving said objection, all responsive documents are being produced.

WE HEREBY certify that a true and correct copy of the forgoing has been furnished via hand delivery to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W, 2255 Glades Road, Boca Raton, Florida 33431, this 21st day of January 2002.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
Telephone: 561-994-4499
Facsimile: 561-994-4985

By: _____


Spencer M. Sax
Florida Bar No.: 312241
Ilene S. Schnall
Florida Bar No.: 710474

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

CASE NO. CA 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.

ORDER ON PLAINTIFF'S MOTION FOR EXTENSION OF TIME
TO SERVE WITNESS AND EXHIBIT LISTS

THIS CAUSE came before the Court on February 11, 2002, on Plaintiff, Proskauer Rose
LLP's Motion for Extension of Time to Serve Witness and Exhibit Lists, and the Court having
reviewed the motion, hearing the argument of the parties, and being otherwise duly advised in
the premises, it is hereby

ORDERED and ADJUDGED that motion be and the same is hereby GRANTED. The
parties shall serve their Witness and Exhibit lists within ten (10) days of the filing a Notice of
Appearance by Defendants' substitute counsel.

DONE and ORDERED at West Palm Beach, Palm Beach County, Florida, this _____ day
of February, 2002.

SIGNED AND DATED

FEB 11 2002

Judge Jorge Labarga
Honorable Jorge Labarga
Circuit Court Judge

Proskauer Rose v. Iviewit.Com
Case No. CA 01-04671 AB
Page Two

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

William Kasser
991 N.W. 9th Street
Boca Raton FL 33486

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

CASE NO. CA 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.

**PROSKAUER'S MOTION TO COMPEL DISCOVERY RESPONSES FROM
THE DEFENDANTS AND MOTION FOR EXTENSION OF TIME WITHIN
WHICH PROSKAUER SHALL FILE ITS WITNESS AND EXHIBIT LISTS**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby moves the Court for an order compelling the Defendants to serve their responses to the Plaintiff's first and second requests for production and second set of interrogatories and further moves the Court for an order extending the time within which Proskauer shall serve its trial exhibit and witness lists. In support of this motion, Proskauer states as follows:

1. Proskauer served a first and second request for production on the Defendants on November 30, 2001 and January 18, 2002, respectively. In addition, Proskauer served a second set of interrogatories on the Defendants on January 18, 2002. Copies of Proskauer's first and second request for production and second set of interrogatories are attached hereto as Exhibit "A."

2. In the Defendants' response to Proskauer's first request for production, dated January 21, 2002, the Defendants stated that "all responsive documents are being produced." A copy of Defendants' response to Proskauer's request for production is attached hereto as Exhibit "B." However, no documents were ever produced by the Defendants. Further, the Defendants have never responded to Proskauer's second request for production or second set of interrogatories.

3. On February 4, 2002, the Defendants' counsel withdrew from this matter. During the next four (4) months, the parties attempted to settle this matter. However, because this matter was set for non-jury trial at the time when the Defendants' counsel withdrew, pretrial deadlines approached during the four (4) month period wherein the Defendants were without counsel. On February 11, 2002, this Court granted Proskauer's request for an extension of time to serve witness and exhibit lists, and ordered that the parties shall serve their witness and exhibit lists within 10 days of the filing of a notice of appearance by counsel for the Defendants. A copy of the Court's order is attached hereto as Exhibit "C."

4. As settlement attempts continued, Proskauer moved for a continuance of the trial in this matter. This Court granted Proskauer's motion for continuance of trial on May 21, 2002 and reset this matter on the Court's non-jury trial docket commencing September 30, 2002. However, pursuant to the Court's Uniform Pretrial Procedures, the time for filing the exhibit and witness lists predates the time when the case was reset for trial.

5. After settlement attempts failed, the Defendants' new counsel appeared in this matter on July 12, 2002.

6. Proskauer is unable to file its trial witness and exhibit lists during the time period specified in either the Court's Order dated February 11, 2002 or in the Court's Uniform Pretrial

Procedures, because (i) the Defendants have never provided any documents responsive to Proskauer's first request for production, (ii) the Defendants have never served a response to Proskauer's second request for production, and (iii) the Defendants have never served answers to Proskauer's second set of interrogatories. Regardless of which Order controls the time for serving exhibit and witness lists, the Defendants' failure to respond to discovery requests makes Proskauer's timely compliance impossible.

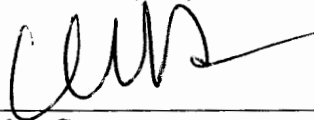
7. Proskauer will suffer great prejudice if it is made to serve its witness and exhibit lists without having the benefit of the Defendants' discovery responses. Although Proskauer has been diligent in its efforts to pursue discovery in this matter, the withdrawal of the Defendants' counsel has significantly delayed Proskauer's ability to receive responses to its discovery requests.

WHEREFORE, Proskauer respectfully requests that the Court order the following:

- a. That the Defendants shall produce the documents responsive to Proskauer's first request for production dated November 30, 2001 and second request for production dated January 18, 2002 within 20 days;
- b. That the Defendants shall serve their answers to Proskauer's second set of interrogatories dated January 18, 2002 within 20 days;
- c. That the deadlines for Proskauer filing its trial witness and exhibit lists be extended until 30 days after it receives the Defendants' responses to the aforementioned discovery; and
- d. That the Court order any further relief that is reasonable and just.

This 18 day of June, 2002.

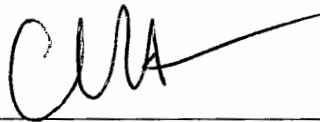
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



David J. George
Florida Bar No. 0898570
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on June 18, 2002, a copy of the foregoing was furnished by Facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

ROTHY H. WILK,
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

PLAINTIFF'S FIRST REQUEST FOR PRODUCTION TO DEFENDANTS

Plaintiff Proskauer Rose LLP, pursuant to Rule 1.350 of the Florida Rules of Civil Procedure, hereby requests that Defendants IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and IVIEWIT TECHNOLOGIES, INC. produce for inspection and copying the following documents and things within thirty (30) days after service of this request.

Definitions and Instructions

1. In responding to this request, all designated documents in Defendants' possession, custody or control are to be produced. These include documents in the possession, custody or control of Defendants' attorneys, their investigators or any third party to whom Defendants have surrendered possession, custody or control or who upon Defendants' request would surrender possession, custody or control to Defendants.

2. Each request for documents to be produced, whether memoranda, reports, letters or other documents of any description, contemplates production of the document in its entirety, without abbreviation or expurgation.

3. If any document herein requested was formerly in the possession, custody or control of Defendants and has been lost or destroyed, Defendants are requested to submit in lieu of each such document a written statement which:

- (1) describes in detail the nature of the document and its contents;
- (2) identifies the person who prepared or authorized the document and, if applicable, the person or persons to whom the document was sent; and
- (3) specifies, if possible, the date on which the document was lost or destroyed, and, if destroyed, the conditions of and reasons for such destruction and the persons requesting and performing the destruction.

4. If there are no responsive documents to a request, so state in writing.

5. These requests shall be deemed continuing, so as to require supplemental production if Defendants receive or generate additional documents in the designated categories between the time of original production and the time of trial.

6. In the event that any document called for by this request is withheld on the basis of a claim of privilege, that document is to be identified in writing pursuant to Florida Rule of Civil Procedure 1.280(b)(5).

7. As used herein, the term "Plaintiff" shall mean the Plaintiff Proskauer Rose LLP.

8. As used herein, the term "Defendants" shall mean the Defendants, individually and collectively, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and IVIEWIT TECHNOLOGIES, INC., and each of their agents, employees, officers, directors, and attorneys.

9. "Document" shall include any written or recorded or graphic matter, or any electronic or computer stored data, however produced or reproduced, within the possession, custody or control of Defendants, or their agents or attorneys, including the original and every non-identical copy or draft thereof, regardless of the origin or location, including, but not limited to, correspondence, notes, personal diaries, proposals, telegrams, telexes, memoranda, tape recordings, video recordings, transcripts, notes or summaries of telephone or personal conversations, employee handbooks, employee manuals, calendars, logs, journals, reports, minutes, charts, drawings, photographs, agreements, court or administrative agency papers (whether or not filed), pamphlets, brochures, checks, contracts, or any other publications and drafts or translations of any document. Any document bearing any marks, such as initials, receipt stamps, or any note or comment that was not a part of the original text, is to be considered a separate document for purposes of these interrogatories.

Documents Requested

1. Any and all documents reflecting communications between any of the Defendants and the Plaintiff relating to any of the invoices attached to the Amended Complaint as Exhibit "A", including without limitation correspondence, letters, notes, emails, faxes, messages, or memoranda.

* 2. Any and all nonprivileged documents reflecting communications between any of the Defendants and any third parties relating to or concerning the work performed by Plaintiff as reflected in the invoices attached to the Amended Complaint, the claims asserted by Plaintiff in this litigation, and/or the defenses raised by the Defendants.

3. Any and all documents in the Defendants' possession, custody, or control relating to or concerning the work performed by as reflected in the invoices attached to the Amended

Complaint, the claims asserted by Plaintiff in this litigation, and/or the defenses raised by the Defendants.

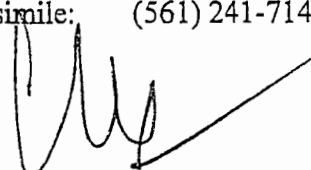
4. Any and all documents showing any payments made by any of the Defendants to the Plaintiff at any time, including without limitation, canceled checks, statements, receipts, letters, correspondence, memoranda, and notes.

5. Any and all documents which relate to or support the Defendants' Third Affirmative Defense that "the monies that Plaintiff claims are owed are unreasonable and do not bear a relation to the value of the services provided."

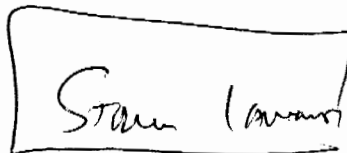
6. Any and all documents which relate to or support the Defendants' Fifth Affirmative Defense that "Plaintiff has already been adequately compensated for its services."

This 30 day of November, 2001.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525



CERTIFICATE OF SERVICE

I certify that on November 30, 2001, a copy of the foregoing was served by Facsimile and U.S. Mail on Spencer M. Sax, Esq., Sachs, Sax & Klein, P.A., 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.



Christopher W. Prusaski

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION
JAN 22 2002
COPY / ORIGINAL
RECEIVED FOR FILING

PLAINTIFF'S SECOND REQUEST FOR PRODUCTION TO DEFENDANTS

Plaintiff Proskauer Rose LLP, pursuant to Rule 1.350 of the Florida Rules of Civil Procedure, hereby requests that Defendants IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and IVIEWIT TECHNOLOGIES, INC. produce for inspection and copying the following documents and things within thirty (30) days after service of this request.

Definitions and Instructions

1. In responding to this request, all designated documents in Defendants' possession, custody or control are to be produced. These include documents in the possession, custody or control of Defendants' attorneys, their investigators or any third party to whom Defendants have surrendered possession, custody or control or who upon Defendants' request would surrender possession, custody or control to Defendants.

2. Each request for documents to be produced, whether memoranda, reports, letters or other documents of any description, contemplates production of the document in its entirety, without abbreviation or expurgation.

3. If any document herein requested was formerly in the possession, custody or control of Defendants and has been lost or destroyed, Defendants are requested to submit in lieu of each such document a written statement which:

- (1) describes in detail the nature of the document and its contents;
- (2) identifies the person who prepared or authorized the document and, if applicable, the person or persons to whom the document was sent; and
- (3) specifies, if possible, the date on which the document was lost or destroyed, and, if destroyed, the conditions of and reasons for such destruction and the persons requesting and performing the destruction.

4. If there are no responsive documents to a request, so state in writing.

5. These requests shall be deemed continuing, so as to require supplemental production if Defendants receive or generate additional documents in the designated categories between the time of original production and the time of trial.

6. In the event that any document called for by this request is withheld on the basis of a claim of privilege, that document is to be identified in writing pursuant to Florida Rule of Civil Procedure 1.280(b)(5).

7. As used herein, the term "Plaintiff" shall mean the Plaintiff Proskauer Rose LLP.

8. As used herein, the term "Defendants" shall mean the Defendants, individually and collectively, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and IVIEWIT TECHNOLOGIES, INC., and each of their agents, employees, officers, directors, and attorneys.

9. "Document" shall include any written or recorded or graphic matter, or any electronic or computer stored data, however produced or reproduced, within the possession, custody or control of Defendants, or their agents or attorneys, including the original and every non-identical copy or draft thereof, regardless of the origin or location, including, but not limited to, correspondence, notes, personal diaries, proposals, telegrams, telexes, memoranda, tape recordings, video recordings, transcripts, notes or summaries of telephone or personal conversations, employee handbooks, employee manuals, calendars, logs, journals, reports, minutes, charts, drawings, photographs, agreements, court or administrative agency papers (whether or not filed), pamphlets, brochures, checks, contracts, or any other publications and drafts or translations of any document. Any document bearing any marks, such as initials, receipt stamps, or any note or comment that was not a part of the original text, is to be considered a separate document for purposes of these interrogatories.

Documents Requested

1. Any and all documents, including but not limited to correspondence, notes, telephone messages, e-mails and the like, which support and/or relate to the allegation contained in Defendants' Second Amended Affirmative Defense dated December 20, 2001 that "Plaintiff has failed to perform work, under the terms of any oral agreement between the parties, for which it seeks remuneration"

2. Any and all documents, including but not limited to correspondence, notes, telephone messages, e-mails and the like, which support and/or relate to the allegation contained in Defendants' Second Amended Affirmative Defense dated December 20, 2001 that "[s]ome work which may have been performed on behalf of the Defendant was not performed at the Defendants' request nor pursuant to any agreement."

This 18 day of January, 2002.

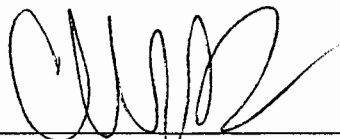
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I certify that on January 18, 2002, a copy of the foregoing was served by *Facsimile* on
Spencer M. Sax, Esq., Sachs, Sax & Klein, P.A., 301 Yamato Road, Suite 4150, Boca Raton, FL
33431.



Christopher W. Prusaski

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

JAN 22 2002

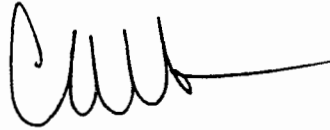
COPY / ORIGINAL
RECEIVED FOR FILING

**NOTICE OF SERVING PLAINTIFF'S SECOND
SET OF INTERROGATORIES NOS. 12-20 TO DEFENDANTS**

Plaintiff Proskauer Rose LLP, pursuant to Rule 1.340 of the Florida Rules of Civil Procedure, hereby gives notice that it has served the attached Second Set of Interrogatories numbered 12-20 upon Defendants IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and IVIEWIT TECHNOLOGIES, INC. and requests that the Defendants answer the Interrogatories within thirty (30) days of the date of service. In responding to the attached Interrogatories, Defendants are to use the Definitions set forth in Schedule A and the Instructions set forth in Schedule B. Defendants and their counsel should review the Definitions and Instructions before preparing Defendants' responses.

This 18 day of January, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I certify that on January 18, 2002, the original plus one copy of these Interrogatories were served by *Facsimile* on Spencer M. Sax, Esq., Sachs, Sax & Klein, P.A., 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.



Christopher W. Prusaski

Schedule A - Definitions

1. "Plaintiff" shall mean the Plaintiff Proskauer Rose LLP.
2. "Defendants" shall mean the Defendants, individually and collectively, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and IVIEWIT TECHNOLOGIES, INC., and each of their agents, employees, officers, directors, and attorneys.
3. The "Amended Complaint" shall refer to the Amended Complaint filed in this action and served under certificate of service dated August 3, 2001.
4. The "Answer and Affirmative Defenses" shall refer to the Defendants' Answer and Affirmative Defenses filed in this action and served under certificate of service dated November 2, 2001.
5. The "Amended Second Affirmative Defense" shall refer to the Defendants' Amended Second Affirmative Defense filed in this action and served under certificate of service dated December 20, 2001.
6. "Invoices" shall mean the invoices attached to the Amended Complaint as Exhibit "A".
7. "Document" shall include any written or recorded or graphic matter, or any electronic or computer stored data, however produced or reproduced, within the possession, custody or control of Defendants, or their agents or attorneys, including the original and every non-identical copy or draft thereof, regardless of the origin or location, including, but not limited to, correspondence, notes, personal diaries, proposals, telegrams, telexes, memoranda, tape recordings, video recordings, transcripts, notes or summaries of telephone or personal conversations, employee handbooks, employee manuals, calendars, logs, journals, reports, minutes, charts, drawings, photographs, agreements, court or administrative agency papers (whether or not filed), pamphlets, brochures,

checks, contracts, or any other publications and drafts or translations of any document. Any document bearing any marks, such as initials, receipt stamps, or any note or comment that was not a part of the original text, is to be considered a separate document for purposes of these interrogatories.

8. The connective terms “and” and “or” shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the discovery request all responses that might otherwise be construed to be outside of its scope.

9. Using the singular form of any word includes the plural and vice versa.

10. “Identify” means describe in detail and as fully as possible the occurrence, act, situation, event, item, etc. to be identified.

11. “Identify” when used with reference to a person means to state:

- (i) her or his full name and present (or, if the present is not known, her or his last known) address and telephone number; and
- (ii) her or his present (or, if the present is not known, her or his last known) position or place of employment.

12. “Identify” when used with reference to a statement means:

- (i) state the date and place it was made;
- (ii) state whether the statement or representation was oral or written;
- (iii) if oral, identify the oral communication in which it was made and any recording made thereof;
- (iv) if in writing, identify the document in which it was made as set forth in paragraph 12 of these definitions; and

- (v) provide the names, addresses, employers, and positions of all persons who made this statement or who were present at the time it was made.

13. To “identify” a document means to state the date of the document, its title (if any), its author(s), the nature of the document (e.g., letter, memorandum), the name of each person to whom it was addressed or distributed, the substance of its contents, its physical location, and the name and address of its custodian or custodians.

14. “Person” means the plural as well as the singular and includes any natural person and any firm, corporation, association, partnership, joint venture, governmental body, or other form of entity.

Schedule B - Instructions

1. In answering each interrogatory, Defendants are requested to furnish all information known or available to them, regardless of whether this information is possessed directly by Defendants or their attorneys or other agents or representatives.

2. If Defendants cannot answer any of the interrogatories in full, Defendants should answer to the extent possible, specifying the reasons for their inability to respond in full.

3. If any interrogatory is only partially answered, Defendants should state whatever information, knowledge, or belief they have concerning the unanswered portion.

4. The interrogatories are continuing in nature. If, after answering the interrogatories, Defendants obtain or become aware of any further responsive information, they are required to make a supplemental interrogatory answer.

5. If Defendants claim that any information requested by any interrogatory is immune from discovery on the grounds of privilege, they should specify the basis of the privilege and provide

a description of the information sufficient to enable the Court to decide if they have properly invoked the privilege.

6. If the information provided in an interrogatory answer is not within Defendants' personal knowledge, they should identify each person to whom the information is a matter of personal knowledge, if known.

Interrogatories

12. Identify each and every person who participated or assisted in preparing the answers to these Interrogatories.

13. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated December 20, 2001 that "Plaintiff has failed to perform work, under the terms of any oral agreement between the parties, for which it seeks remuneration . . .", please identify each invoice attached to the Amended Complaint as Exhibit "A" which you claim contains charges for work that the Plaintiff failed to perform.

14. For each invoice identified in response to Interrogatory 13, please explain with particularity the service(s) billed by Plaintiff for which Defendants contend was not performed.

15. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated December 20, 2001 that "Plaintiff has failed to perform work, under the terms of any oral agreement between the parties, for which it seeks remuneration . . .", did the Defendants ever complain to or otherwise notify Proskauer Rose LLP that Plaintiff allegedly failed to perform work?

16. If you answered Interrogatory 15 in the affirmative, please explain, as to each instance where Defendants complained to or notified Proskauer Rose LLP:

- a. The date when the communication occurred;

- b. The parties to the communication;

- c. Whether the communication was oral or in writing; and

- d. The substance of the communication.

17. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated December 20, 2001 that "[s]ome work which may have been performed on behalf of the Defendants was not performed at the Defendants' request nor pursuant to any agreement," please identify each invoice attached to the Amended Complaint as Exhibit "A" which you claim contains charges for work that was not performed at the Defendants' request.

18. For each invoice identified in response to Interrogatory 17, please explain with particularity the service(s) billed by Plaintiff which was not performed at the Defendants' request.

19. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated December 20, 2001 that "[s]ome work which may have been performed on behalf of the Defendants was not performed at the Defendants' request nor pursuant to any agreement," did the Defendants ever complain to or otherwise notify Proskauer Rose LLP that Plaintiff allegedly performed work which was not performed at Defendants' request?

20. If you answered Interrogatory 19 in the affirmative, please explain, as to each instance where Defendants complained to or notified Proskauer Rose LLP:

a. The date when the communication occurred;

b. The parties to the communication;

c. Whether the communication was oral or in writing; and

d. The substance of the communication.

Signature

Print name

Print title

STATE OF FLORIDA)
) ss.
COUNTY OF _____)

On _____, 2002, _____, who is personally known to me or produced _____ as identification, appeared before me personally and stated under oath that the answers set forth in this response to Plaintiff's First Set of Interrogatories are based on his/her personal knowledge and are true and correct.

Name of Notary Public
My Commission Expires:

(SEAL)

—

—

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Plaintiff's Motion to Compel Discovery Responses from the Defendants
and Motion for Extension of Time Within Which Proskauer Shall File Its
Witness and Exhibit Lists**

DATE: Thursday, July 18, 2002
TIME: 8:45 a.m.
JUDGE: The Honorable Jorge Labarga

6143/60145-255 BRLIB1/337915 v1

6/18/02


**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 18 day of June, 2002.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

By: 

David J. George
Florida Bar No. 0898570
Christopher W. Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 18 day of June, 2002, to:

Steven Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Fl 33480

By: 

Christopher Prusaski

1

2

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

CASE NO. CA 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.

**PROSKAUER'S MOTION TO COMPEL DISCOVERY RESPONSES FROM
THE DEFENDANTS AND MOTION FOR EXTENSION OF TIME WITHIN
WHICH PROSKAUER SHALL FILE ITS WITNESS AND EXHIBIT LISTS**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby moves the Court for an order compelling the Defendants to serve their responses to the Plaintiff's first and second requests for production and second set of interrogatories and further moves the Court for an order extending the time within which Proskauer shall serve its trial exhibit and witness lists. In support of this motion, Proskauer states as follows:

1. Proskauer served a first and second request for production on the Defendants on November 30, 2001 and January 18, 2002, respectively. In addition, Proskauer served a second set of interrogatories on the Defendants on January 18, 2002. Copies of Proskauer's first and second request for production and second set of interrogatories are attached hereto as Exhibit "A."

2. In the Defendants' response to Proskauer's first request for production, dated January 21, 2002, the Defendants stated that "all responsive documents are being produced." A copy of Defendants' response to Proskauer's request for production is attached hereto as Exhibit "B." However, no documents were ever produced by the Defendants. Further, the Defendants have never responded to Proskauer's second request for production or second set of interrogatories.

3. On February 4, 2002, the Defendants' counsel withdrew from this matter. During the next four (4) months, the parties attempted to settle this matter. However, because this matter was set for non-jury trial at the time when the Defendants' counsel withdrew, pretrial deadlines approached during the four (4) month period wherein the Defendants were without counsel. On February 11, 2002, this Court granted Proskauer's request for an extension of time to serve witness and exhibit lists, and ordered that the parties shall serve their witness and exhibit lists within 10 days of the filing of a notice of appearance by counsel for the Defendants. A copy of the Court's order is attached hereto as Exhibit "C."

4. As settlement attempts continued, Proskauer moved for a continuance of the trial in this matter. This Court granted Proskauer's motion for continuance of trial on May 21, 2002 and reset this matter on the Court's non-jury trial docket commencing September 30, 2002. However, pursuant to the Court's Uniform Pretrial Procedures, the time for filing the exhibit and witness lists predates the time when the case was reset for trial.

5. After settlement attempts failed, the Defendants' new counsel appeared in this matter on July 12, 2002.

6. Proskauer is unable to file its trial witness and exhibit lists during the time period specified in either the Court's Order dated February 11, 2002 or in the Court's Uniform Pretrial

Procedures, because (i) the Defendants have never provided any documents responsive to Proskauer's first request for production, (ii) the Defendants have never served a response to Proskauer's second request for production, and (iii) the Defendants have never served answers to Proskauer's second set of interrogatories. Regardless of which Order controls the time for serving exhibit and witness lists, the Defendants' failure to respond to discovery requests makes Proskauer's timely compliance impossible.

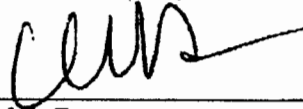
7. Proskauer will suffer great prejudice if it is made to serve its witness and exhibit lists without having the benefit of the Defendants' discovery responses. Although Proskauer has been diligent in its efforts to pursue discovery in this matter, the withdrawal of the Defendants' counsel has significantly delayed Proskauer's ability to receive responses to its discovery requests.

WHEREFORE, Proskauer respectfully requests that the Court order the following:

- a. That the Defendants shall produce the documents responsive to Proskauer's first request for production dated November 30, 2001 and second request for production dated January 18, 2002 within 20 days;
- b. That the Defendants shall serve their answers to Proskauer's second set of interrogatories dated January 18, 2002 within 20 days;
- c. That the deadlines for Proskauer filing its trial witness and exhibit lists be extended until 30 days after it receives the Defendants' responses to the aforementioned discovery; and
- d. That the Court order any further relief that is reasonable and just.

This 18 day of June, 2002.

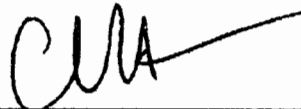
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



David J. George
Florida Bar No. 0898570
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on June 18, 2002, a copy of the foregoing was furnished by Facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski





MT, DJB, CWP, P.
FILE COPY

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

PROSKAUER ROSE LLP, New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

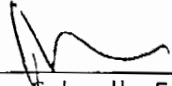
_____ /

**NOTICE OF DEFENDANTS' RESPONSE TO PLAINTIFF'S FIRST SET OF
INTERROGATORIES TO DEFENDANTS**

COME NOW the Defendants, IVIEWIT.COM, INC.; IVIEWIT HOLDINGS, INC.; and
IVIEWIT TECHNOLOGIES, INC., by and through undersigned counsel, and hereby responds
to Plaintiff's First Set of Interrogatories as follows:

I HEREBY certify that a true and correct copy of the forgoing has been furnished by
hand delivery to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W
2255 Glades Road, Boca Raton, Florida 33431, this 21st day of January, 2002.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: 
Ilene Schnall, Esq.
Florida Bar No.710474

1/21/02

↑↑ #2

1/21

1. Identify each and every person who participated or assisted in preparing the answers to these interrogatories.

William R. Kasser
Employee, Iviewit.com, Inc

2. List the names and addresses of all persons who are believed or known by Defendants, their agents, or their attorneys to have any knowledge concerning any of the issues in this lawsuit, and specify the subject matter about which the witness has knowledge.

Brian G. Utley
1930 S.W. 8th Street
Boca Raton, FL 33486

Raymond T. Hersh
23077 Via Stiel
Boca Raton, FL 33423



Both parties are believed to have knowledge about services rendered by Proskauer Rose LLP to Iviewit.com, Inc.; Iviewit Holdings, Inc.; and Iviewit Technologies, Inc.

3. Identify the representative(s) of the Defendants with the most knowledge as to the allegations contained in the Amended Complaint and the Answer and Affirmative Defenses.

William Kasser
991 N.W. 9th Street
Boca Raton, FL 33486

4. Are there any invoices attached to the amended Complaint as Exhibit "A" which the Defendants claim were paid?

Yes.

5. If Defendants' answer to interrogatory number 4 is in the affirmative, please identify as to each invoice:
- a. the invoice number;
343 838
 - b. the date of payment;
March 8, 2000
 - c. the amount paid;
\$43,470.94
 - d. the check number
1475

6. Do the Defendants claim that there are any invoices attached to the Amended Complaint as Exhibit "A" that were not received by the Defendants?

There are invoices that the Defendants have no record of receiving.

7. If the answer to interrogatory number 6 was in the affirmative, please identify the invoice number of each invoice which Defendants claim was not received.

The Defendants have no record of receiving the following invoices:

343840
349188
349189
349190
349191
349859
349888
352748
352749
352750
352751
352752
352753
356503
363830
363831
363832
363833
363834
363835
363836
363837
363840
363841
363844
363970
368322
371505
371753
380021
380022
380023
380024
380025
395537

8. Did the Defendants notify Proskauer Rose LLP of a complaint and/or objection as to any of the invoices attached to the amended Complaint as Exhibit "A"?

The Defendants do not know if there were any complaints and/or objection as to any of the invoices attached to the Amended Complaint as Exhibit "A".

9. If the answer to interrogatory number 8 was in the affirmative, please identify as to each invoice where an objection and/or complaint was made:
- a. the invoice number;
 - b. the date of the complaint and/or objection;
 - c. the name of the agent or employee of Defendants who lodged the complaint and/or objection;
 - d. whether the complaint and/or objection was verbal or in writing;
 - e. The name of the agent or employee of Proskauer Rose LLP who was contacted with the complaint and/or objection; and
 - f. Describe the substance of the objection and/or complaint.

10. As to Defendants' statement contained in Defendants' Third Affirmative Defense that "the monies that Plaintiff claims are owed are unreasonable and do not bear a relation to the value of the services provided," please identify each invoice attached to the Amended Complaint as Exhibit "A" which you contend reflects as "unreasonable" charge as described in the Third Affirmative Defense.

As the invoices attached to the Amended Complaint as Exhibit A do not reflect what services were performed for which charge, it is unreasonable, if not impossible for Defendants to identify each invoice attached as Exhibit A which reflects an unreasonable charge.

11. For each invoice identified in response to Interrogatory 10, please explain with particularity the service(s) performed by the Plaintiff for which defendants contend the charge was "unreasonable" as stated in the Third Affirmative Defense.

See Answer to Interrogatory 10.

IVIEWIT.COM, INC.

By: William R. Kasser
William R. Kasser

WILLIAM R. KASSER
Print Name

EMPLOYEE
Print title

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On January 16, 2001, WILLIAM R. KASSER, who is personally known to me or produced [Signature] as identification, appeared before me personally and stated under oath that the answers set forth in this response to Plaintiff's First Set of Interrogatories are based on his personal knowledge and are true and correct.

Linda Plant
Name of Notary Public
My Commission Expires:

(SEAL)

OFFICIAL NOTARY SEAL
LINDA PLANT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC708855
MY COMMISSION EXP. JAN. 15, 2002

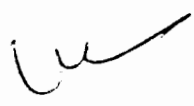


IN THE CIRCUIT COURT OF THE FIFTEENTH JUDICIAL CIRCUIT
IN AND FOR PALM BEACH COUNTY, FLORIDA

PROSKAUER ROSE LLP, New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,



v.

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

Defendants.

**DEFENDANTS, IVIEWIT.COM, INC.; IVIEWIT HOLDINGS, INC.; AND IVIEWIT
TECHNOLOGIES, INC.'S, RESPONSES TO PLAINTIFF'S REQUEST FOR
ADMISSIONS TO DEFENDANT PROPOUNDED ON NOVEMBER 30, 2001**

COME NOW the Defendants, IVIEWIT.COM, INC.; IVIEWIT HOLDINGS, INC.; and
IVIEWIT TECHNOLOGIES, INC., by and through undersigned counsel, and hereby respond
to Plaintiff's Request for Admissions to Defendants as follows:

1. a. Admit.
- b. The Defendants are without knowledge as to whether the invoice was
sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
- c. Denied.
- d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP
performed the work as reflected on the invoice.
- e. None of the current agents, employees or representatives of the
Defendants objected to this invoice being untimely. However, the
Defendants are without knowledge as to whether any of the prior agents,



1/21/02

employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.

2.
 - a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
3.
 - a. Admit.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. Admit.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.

- e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
4.
 - a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
 5.
 - a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.

- b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
- 6.
- a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.

- e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
- 7.
- a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
- 8.
- a. Admit.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.

- c. Admit.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
- 9.
- a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.

10.
 - a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
11.
 - a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.

- d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
- 12.
- a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.

13.
 - a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
14.
 - a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.

- d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
- 15.
- a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
- 16.
- a. Admit.

- b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. Admit.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
- 17.
- a. Admit.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. Admit.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.

18.
 - a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
19.
 - a. Admit.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. Admit.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the

Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.

20.
 - a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
21.
 - a. The Defendants have no records which reflect receipt of this invoice nor do they have a copy of the invoice in their records.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.

- c. As the Defendants have no knowledge of receipt of this invoice, the Defendants are without knowledge as to the status of payment of this invoice.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
 - e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
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 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
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 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
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 - a. Admit.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.
 - c. Admit.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.

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- 35.
- a. Admit.
 - b. The Defendants are without knowledge as to whether the invoice was sent by PROSKAUER ROSE LLP on the date reflected on the invoice.

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 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
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 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
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 - c. Admit.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.

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- 44.
- a. Admit.
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 - c. Admit.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.
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 - c. Admit.
 - d. The Plaintiff is without knowledge as to whether PROSKAUER ROSE LLP performed the work as reflected on the invoice.

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- a. Admit.
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 - c. Admit.
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- 49.
- a. The Defendants have one document to their knowledge which reflects receipt of this invoice, but they do not have a copy of the invoice in their records.

- e. None of the current agents, employees or representatives of the Defendants objected to this invoice being untimely. However, the Defendants are without knowledge as to whether any of the prior agents, employees or representatives of the Defendants objected to or complained to the Plaintiff about the invoice being untimely.
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 - c. Admit.

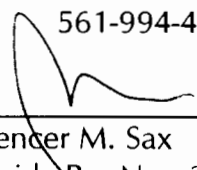
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 - c. Defendants are without knowledge as to status of payment of this invoice.
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I HEREBY certify that a true and correct copy of the forgoing has been furnished via hand delivery to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W, 2255 Glades Road, Boca Raton, Florida 33431, this 21st day of January 2002.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
Telephone: 561-994-4499
Facsimile: 561-994-4985

By: _____


Spencer M. Sax
Florida Bar No.: 312241
Ilene S. Schnall
Florida Bar No.: 710474



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

PROSKAUER ROSE LLP, New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

**DEFENDANTS, IVIEWIT.COM, INC.; IVIEWIT HOLDINGS, INC.; AND IVIEWIT
TECHNOLOGIES, INC., RESPONSES AND OBJECTIONS TO PLAINTIFF'S FIRST
REQUEST FOR PRODUCTION TO DEFENDANTS**

COMES NOW the Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., AND IVIEWIT TECHNOLOGIES, INC., (sometimes hereinafter jointly referred to as "IVIEWIT"), by and through undersigned counsel, and pursuant to the applicable Florida Rules of Civil Procedure, and files its responses and objections to Plaintiff's First Request for Production of Documents to Defendants with certificate of service date of November 30, 2001, as follows:

1. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege. However, without waiving said objection, all responsive documents are being produced.
2. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege.

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1/22/02

However, without waiving said objection, all responsive documents are being produced.

3. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege. However, without waiving said objection, all responsive documents are being produced.
4. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege. However, without waiving said objection, all responsive documents are being produced.
5. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege. However, without waiving said objection, all responsive documents are being produced.
6. Objection to the extent that this request calls for Defendant, IVIEWIT, to produce documents protected by attorney/client and/or work product privilege. However, without waiving said objection, all responsive documents are been produced.

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

PROSKAUER ROSE LLP, 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.

CASE NO. CA 01-04671AB

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FILED

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DEPUTY CLERK
CLERK CIRCUIT COURT

BY CAROL VERLETT D.C.

**NOTICE OF DEFENDANTS' RESPONSE TO PLAINTIFF'S FIRST SET OF
INTERROGATORIES TO DEFENDANTS**

COME NOW the Defendants, IVIEWIT.COM, INC.; IVIEWIT HOLDINGS, INC.; and
IVIEWIT TECHNOLOGIES, INC., by and through undersigned counsel, and hereby responds
to Plaintiff's First Set of Interrogatories as follows:

I HEREBY certify that a true and correct copy of the forgoing has been furnished by
hand delivery to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W
2255 Glades Road, Boca Raton, Florida 33431, this 21st day of January, 2002.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By:

[Signature]

Ilene Schnall, Esq.
Florida Bar No.710474

(35)

1.21/02

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

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

v.

CASE NO. CA-01-04671AB

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

Defendants.

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CLERK OF COURT
Palm Beach County
Florida

**DEFENDANTS', VIEWIT.COM, INC., VIEWIT HOLDINGS, INC.,
AND VIEWIT TECHNOLOGIES, INC.,
AMENDED SECOND AFFIRMATIVE DEFENSE TO PLAINTIFF'S AMENDED COMPLAINT**

COME NOW, Defendants, VIEWIT.COM, INC., VIEWIT HOLDINGS, INC., and
VIEWIT TECHNOLOGIES, INC. hereby, through undersigned counsel, and, files its Amended
Second Affirmative Defense as follows:

AMENDED SECOND AFFIRMATIVE DEFENSE

Plaintiff has failed to meet all conditions precedent to the bringing of this action against
Defendants in that:

- 1) Plaintiff has failed to perform work, under the terms of any oral agreement
between the parties, for which it seeks remuneration; and/or
- 2) Some work which may have been performed on behalf of the Defendants was
not performed at the Defendants' request nor pursuant to any agreement.

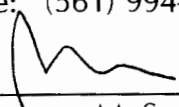
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12/1/14

I HEREBY certify that a true and correct copy of the forgoing has been furnished via US Mail and facsimile to Matthew Triggs, Esq. and Christopher W. Prusaski, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades Road, Boca Raton, Florida 33431 on this the 26th day of December 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants-
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: _____


Spencer M. Sax
Florida Bar No.: 312241
Ilene S. Schnall
Florida Bar No. 0710474

1

1

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

FILED
NOV 16 AM 11:07
CLERK OF COURT
Palm Beach County, Florida

REPLY

Plaintiff Proskauer Rose LLP hereby replies to the Defendants' Seventh Affirmative Defense and states:

1. Plaintiff denies the Defendants' Seventh Affirmative Defense and specifically avoids same by stating that the Plaintiff's claims for open account and account stated are only directed against Defendant IVIEWIT.COM, INC.

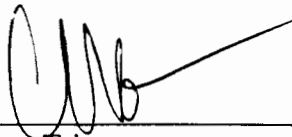
WHEREFORE Plaintiff Proskauer Rose LLP respectfully requests that the Court grant the relief requested in the Amended Complaint and grant any further relief that is reasonable and just.

(2)

11/15/01

DATED: November 15, 2001.

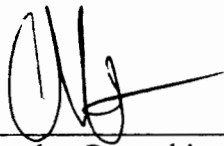
PROSKAUER ROSE LLP
Counsel for the Plaintiff
One Boca Place — Suite 340 West
2255 Glades Road
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 15 day of November, 2001, a true and correct copy of the foregoing was furnished by U.S. Mail to Spencer M. Sax, Esq., Sachs, Sax & Klein, P.A., Attorneys for the Defendants, 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.



Christopher Prusaski

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

MOTION TO STRIKE AFFIRMATIVE DEFENSES

Plaintiff Proskauer Rose LLP, pursuant to Florida Rule of Civil Procedure 1.140, moves this Court to strike the Second, Sixth, Eighth, and Eleventh Affirmative Defenses asserted by the Defendants and in support states as follows:

Preliminary Statement

This is an action for unpaid legal fees. The Amended Complaint asserts four counts: breach of oral contract, account stated, open account, and quantum meruit. After this Court denied the Defendants' Motion to Dismiss the Amended Complaint, the Defendants served their Answer and asserted eleven Affirmative Defenses on November 2, 2001. A copy is attached as Exhibit "A." For the reasons set forth below, the Second, Sixth, Eighth, and Eleventh Affirmative Defenses are legally insufficient and should be stricken.

22

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Second Affirmative Defense

Plaintiff has failed to meet all conditions precedent to the bringing of this action against Defendants.

The Second Affirmative Defense violates Florida Rule of Civil Procedure 1.120, which states that “[i]n pleading the performance or occurrence of conditions precedent, it is sufficient to aver generally that all conditions precedent have been performed or have occurred. *A denial of performance or occurrence shall be made specifically and with particularity.*” Fla. R. Civ. P. 1.120(c) (emphasis added); *see also Cooke v. Insurance Co. of N. Am.*, 652 So. 2d 1154, 1156 (Fla. 2d DCA 1995) (the denial of conditions precedent must be made with specificity and particularity). Here, this bare conclusory statement lacks the particularity required by the Rules and must be stricken.

Sixth Affirmative Defense

Plaintiff’s claims should be stricken because Plaintiff failed to attach to its Amended Complaint all documents upon which it bases its claims, in violation of the Florida Rules of Civil Procedure 1.130.

This defense should be stricken for three reasons. First, it is redundant of the First Affirmative Defense,¹ which states that Plaintiff failed to state a cause of action. Second, it is a second attempt by the Defendants to make this argument after the Court already rejected it by denying the Defendants’ motion to dismiss. *See Safeco Ins. Co. of Am. v. Ware*, 401 So. 2d 1129, 1130 (Fla. 4th DCA 1981) (a motion to dismiss is the proper method to challenge the alleged failure to attach an exhibit to a pleading). Finally, it is merely a bare conclusion which does not give rise

¹The First Affirmative Defense states that “Plaintiff’s Amended Complaint fails to state a cause of action upon which relief can be granted in that Defendants herein were not parties to any contract or agreement with Plaintiff and Plaintiff’s allegations are in direct conflict with the relevant written documents.”

to a true defense to the Amended Complaint. *See Tropical Exterminators, Inc. v. Murray*, 171 So. 2d 432, 433 (Fla. 2d DCA 1965) (affirmative defenses do not merely deny the complaint, but must raise new matters that defeat an apparently valid claim); *Cady v. Chevy Chase Sav. & Loan, Inc.* 528 So. 2d 136, 137-38 (affirmative defenses are insufficient as a matter of law when lacking in any real allegations of ultimate fact demonstrating a good defense to the complaint). For any of these reasons, the Sixth Affirmative Defense must be stricken.

Eighth Affirmative Defense

Plaintiff's claim for quantum meruit should be stricken in light of Plaintiff's simultaneous claims for breach of contract, open account, and account stated. Such claims are inherently inconsistent with and repugnant with each other.

Not only does this defense utterly ignore the alternative pleading requirement stated in the Rules of Civil Procedure, the Defendants are again attempting to reargue an issue which was raised in their motion to dismiss and denied by this Court. The law is clear that a plaintiff is free to assert alternative theories of breach of contract, quantum meruit, and account stated as long as it later elects its remedies. Fla. R. Civ. P. 1.110(b); *Alvarez v. Puelo*, 561 So. 2d 437, 437-38 (Fla. 2d DCA 1990). The striking of this defense is clearly warranted.

Eleventh Affirmative Defense


Plaintiff's demand for attorney's fees should be stricken as Plaintiff has failed to state a contractual or statutory basis thereto.

This is not a proper defense and it should be stricken. *See Tropical Exterminators*, 171 So. 2d at 433; *Cady*, 528 So. 2d at 137-38. While the Defendants failed to raise this issue in their motion to dismiss, a motion to strike is the proper method to raise this argument. *See Fla. R. Civ. P.* 1.140(f).

WHEREFORE, Plaintiff Proskauer Rose LLP respectfully requests that the Court enter an order striking the Second, Sixth, Eighth, and Eleventh Affirmative Defenses and grant any further relief that is reasonable and just.

DATED: November 15, 2001.

PROSKAUER ROSE LLP
Counsel for the Plaintiff
One Boca Place — Suite 340 West
2255 Glades Road
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 15 day of November, 2001, a true and correct copy of the foregoing was furnished by U.S. Mail to Spencer M. Sax, Esq., Sachs, Sax & Klein, P.A., Attorneys for the Defendants, 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.



Christopher Prusaski

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

PROSKAUER ROSE LLP, a New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

**DEFENDANTS', IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC.
AND IVIEWIT TECHNOLOGIES, INC.,
ANSWER AND AFFIRMATIVE DEFENSES TO PLAINTIFF'S AMENDED COMPLAINT**

COME NOW, Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and
IVIEWIT TECHNOLOGIES, INC. hereby, through undersigned counsel, and answer and assert
affirmative defenses to Plaintiff's Amended Complaint as follows:

1. Without knowledge, therefore denied.
2. Admitted.
3. Admitted.
4. Admitted.
5. Denied.
6. Admitted that venue is proper in Palm Beach County, Florida. All allegations
not specifically admitted are denied.
7. Denied.

EXHIBIT A

8. Denied.
9. Denied.
10. Denied.
11. Denied.
12. Denied.
13. Denied.
14. Denied.

COUNT I - BREACH OF CONTRACT

15. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 14 above as if specifically set forth herein.

16. Denied.
17. Denied.
18. Denied.
19. Denied.
20. Denied.

COUNT II - ACCOUNT STATED

21. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 14 above as specifically set forth herein.

22. Denied.
23. Denied.
24. Admitted that PROSKAUER furnished a list of the alleged outstanding statements to Defendant IVIEWIT.COM, INC. All allegations not specifically admitted are

denied.

25. Denied.

26. Denied.

27. Denied.

COUNT III - OPEN ACCOUNT

28. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 6 above as if specifically set forth herein.

29. Denied.

30. Denied.

31. Denied.

COUNT IV - QUANTUM MERUIT

32. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 6 above as if specifically set forth herein.

33. Denied.

34. Denied.

35. Denied.

36. Denied.

37. Denied.

38. Defendants deny that Plaintiff is entitled to any of the relief requested in the "WHEREFORE" clauses of the Amended Complaint.

AFFIRMATIVE DEFENSES

First Affirmative Defense

39. Plaintiff's Amended Complaint fails to state a cause of action upon which relief can be granted in that Defendants herein were not parties to any contract or agreement with Plaintiff and Plaintiff's allegations are in direct conflict with the relevant written documents.

Second Affirmative Defense

40. Plaintiff has failed to meet all conditions precedent to the bringing of this action against Defendants.

Third Affirmative Defense

41. Even assuming, *arguendo*, that Plaintiff can state causes of action against Defendants herein, the monies that Plaintiff claims are owed are unreasonable and do not bear a relation to the value of the services provided. Thus, Plaintiff's recovery herein, if any, should be reduced accordingly.

Fourth Affirmative Defenses

42. Plaintiff's claims against the Defendants herein are barred or should be stricken in that Plaintiff did not provide any services to Defendants and, thus, Plaintiff would be unjustly enriched if permitted to make any recovery against them.

Fifth Affirmative Defense

43. Even assuming, *arguendo*, that Plaintiff can state causes of action against Defendants herein, Plaintiff's claims are barred because Plaintiff has already been adequately compensated for its services.

Sixth Affirmative Defense

44. Plaintiff's claims should be stricken because Plaintiff failed to attach to its Amended Complaint all documents upon which it bases its claims, in violation of the Florida Rules of Civil Procedure 1.130.

Seventh Affirmative Defense

45. Plaintiff's claims for account stated and open account do not state causes of action against the Defendants to whom the invoices attached to the Amended Complaint were not directed.

Eighth Affirmative Defense

46. Plaintiff's claim for quantum meruit should be stricken in light of Plaintiff's simultaneous claims for breach of contract, open account, and account stated. Such claims are inherently inconsistent with and repugnant to each other.

Ninth Affirmative Defense

47. Plaintiff's claims should be dismissed because Plaintiff has failed to join an indispensable party, namely iviewit LLP.

Tenth Affirmative Defense

48. Liability, if any, to Plaintiff for the relief requested against Defendants herein is that of a non-party, namely iviewit LLP. Thus, recovery, if any, against Defendants herein should be reduced accordingly.

Eleventh Affirmative Defense

49. Plaintiff's demands for attorneys' fees should be stricken as Plaintiff has failed

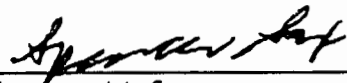
to state a contractual or statutory basis for entitlement thereto.

50. Defendants reserve the right to amend their affirmative defenses if appropriate as discovery progresses.

WHEREFORE, Defendants respectfully request that this Honorable Court enter judgment in favor of Defendants and against Plaintiff, award attorneys fees pursuant to Section 57.105, Florida Statutes, and award such other and further relief this Court deems appropriate.

I HEREBY certify that a true and correct copy of the forgoing has been furnished via facsimile to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades Road, Boca Raton, Florida 33431, November 2, 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: 

Spencer M. Sax
Florida Bar No.: 312241
Rachelle R. McBride
Florida Bar No.: 0072801



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

PROSKAUER ROSE LLP, a New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.



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CLERK OF COURT
CIRCUIT CIVIL 6

**DEFENDANTS', IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC.,
AND IVIEWIT TECHNOLOGIES, INC.,
ANSWER AND AFFIRMATIVE DEFENSES TO PLAINTIFF'S AMENDED COMPLAINT**

COME NOW, Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and
IVIEWIT TECHNOLOGIES, INC. hereby, through undersigned counsel, and answer and assert
affirmative defenses to Plaintiff's Amended Complaint as follows:

1. Without knowledge, therefore denied.
2. Admitted.
3. Admitted.
4. Admitted.
5. Denied.
6. Admitted that venue is proper in Palm Beach County, Florida. All allegations

not specifically admitted are denied.

7. Denied.

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19

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13. Denied.
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AFFIRMATIVE DEFENSES

First Affirmative Defense

39. Plaintiff's Amended Complaint fails to state a cause of action upon which relief can be granted in that Defendants herein were not parties to any contract or agreement with Plaintiff and Plaintiff's allegations are in direct conflict with the relevant written documents.

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40. Plaintiff has failed to meet all conditions precedent to the bringing of this action against Defendants.

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49. Plaintiff's demands for attorneys' fees should be stricken as Plaintiff has failed

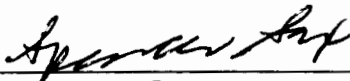
to state a contractual or statutory basis for entitlement thereto.

50. Defendants reserve the right to amend their affirmative defenses if appropriate as discovery progresses.

WHEREFORE, Defendants respectfully request that this Honorable Court enter judgment in favor of Defendants and against Plaintiff, award attorneys fees pursuant to Section 57.105, Florida Statutes, and award such other and further relief this Court deems appropriate.

I HEREBY certify that a true and correct copy of the forgoing has been furnished via facsimile to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades Road, Boca Raton, Florida 33431, November 2, 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: 

Spencer M. Sax
Florida Bar No.: 312241
Rachelle R. McBride
Florida Bar No.: 0072801



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

PROSKAUER ROSE LLP, New
York limited liability partnership,
Plaintiff,

CASE NO. CA 01-04671AB

v.

VIEWIT.COM, INC., a Delaware corporation,
VIEWIT HOLDINGS, INC., a Delaware corporation, and
VIEWIT TECHNOLOGIES, INC., a Delaware corporation,
Defendants.



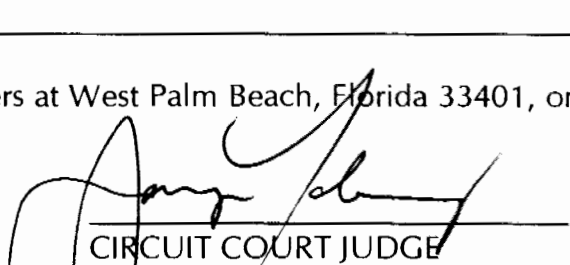
11/13

**ORDER ON DEFENDANTS', VIEWIT.COM, INC., VIEWIT HOLDINGS, INC.
AND VIEWIT TECHNOLOGIES, INC.
MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT**

THIS CAUSE having come before the Court upon Defendants', VIEWIT.COM, INC.,
VIEWIT HOLDINGS, INC. and VIEWIT TECHNOLOGIES, INC., Motion to Dismiss Plaintiff's
Amended Complaint, and the Court having reviewed the Court file, having heard argument
of counsel, and being otherwise fully advised in the premises, it is:

ORDERED AND ADJUDGED: That Defendants', VIEWIT.COM, INC., VIEWIT
HOLDINGS, INC. and VIEWIT TECHNOLOGIES, INC. Motion to Dismiss Plaintiff's Amended
Complaint, is hereby GRANTED/DENIED

DONE AND ORDERED in Chambers at West Palm Beach, Florida 33401, on this 11th
day of OCTOBER, 2001.



CIRCUIT COURT JUDGE



Copies furnished to:
Spencer M. Sax, Esq., Sachs, Sax & Klein, P.A., 301 Yamato Road, Suite 4150, Boca Raton, FL 33431
Matthew Triggs, Esq., Proskauer Rose, LLP, One Boca Place, Suite 340 W, 2755 Glades Road, Boca Raton, FL 33431
M:\Litigation\viewit.com\Pleading\Order on Def's Mtn to Dismiss amended complaint.wpd

10/11/01



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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

FILED
OCT 2 10 10:15 AM
CLERK OF COURT

**PLAINTIFF'S RESPONSE TO DEFENDANTS'
MOTION TO DISMISS AMENDED COMPLAINT**

Plaintiff PROSKAUER ROSE LLP ("Proskauer") hereby responds to Defendants' Motion to Dismiss Amended Complaint and states as follows:

1. This is an action for unpaid legal fees. The Amended Complaint asserts four counts: breach of oral contract, account stated, open account, and quantum meruit. The Amended Complaint at ¶ 7 clearly sets forth the contractual relationship between the parties by stating that Proskauer entered into an oral agreement with Defendants pursuant to which Proskauer would provide legal services. The Amended Complaint also states that Proskauer performed the work pursuant to the oral contract (¶11), that Defendants accepted Proskauer's services (¶12), and that Defendants refused to pay the sum of \$369,460.97 after timely invoices were sent (¶13). The Amended Complaint

1A

9/28/11

attaches the invoices and an accounting as Exhibits “A” and “B,” respectively. The invoices identify the Defendant IVIEWIT.COM, INC.

2. The basis for Defendants’ motion to dismiss is that the original Complaint attached a retainer agreement which named “iviewit LLC” as a party thereto. As a result, Defendants urge dismissal, arguing that iviewit LLC is an indispensable party to this action. Furthermore, Defendants argue that the retainer agreement attached to the original Complaint controls and allegedly contradicts the allegations of an oral contract in the Amended Complaint (which does not attach a retainer agreement). However, this argument is legally defective and the motion to dismiss must be denied.

3. Florida law is clear that a complaint need only state ultimate facts sufficient to show the existence of a cause of action. Greenwald v. Triple D Prop., Inc., 424 So. 2d 185, 185-86 (Fla. 4th DCA 1986). As stated above, the Amended Complaint clearly alleges the existence of an oral agreement to provide legal services between Proskauer and Defendants. This Court must assume that all material factual allegations in the Amended Complaint are true and must draw all reasonable inferences in favor of Proskauer. See East Caribbean Dev. & Inv. Corp. v. K-K Auto Serv., 435 So. 2d 364, 365 (Fla. 4th DCA 1983);¹ see also Fountainbleau Hotel Corp. v. Walters, 246 So. 2d 563, 565 (Fla. 1971) (it is not necessary for the plaintiff to state the theory of its case in the complaint). While Proskauer acknowledges that it previously entered into a written retainer agreement with “iviewit LLC,” there is nothing inconsistent with that fact and Proskauer’s assertion at ¶7 of the

¹In Palm Bch. County v. Savage Constr. Co., 627 So. 2d 1332 (Fla. 4th DCA 1993), the Fourth District cautioned that “the objective of all pleadings is merely to provide a method for setting out the opposing contentions of the parties. No longer are we concerned with the ‘tricks and technicalities of the trade.’”

Amended Complaint that it entered into a subsequent oral agreement to provide legal services to Defendants.

4. Furthermore, Defendants have inappropriately attempted to inject extrinsic “facts” into their argument, arguing at ¶ 7 of the motion to dismiss that the entity that actually contracted with Proskauer for payment of fees is “iviewit LLC” and that there is no written contract between Proskauer and Defendants. Plainly, Defendants’ contention regarding the identity of the proper defendant raises an issue of fact, which the court cannot resolve at the motion to dismiss stage.² Cintron v. Osmose Wood Preserving, Inc., 681 So. 2d 859, 860-61 (Fla. 5th DCA 1996). As for Defendants’ assertion that they are not a party to a written contract, the Amended Complaint clearly states that it is not based upon a written retainer agreement. To the contrary, it is based on an oral agreement. That there is no written agreement between Proskauer and Defendants is of absolutely no consequence, as Florida law does not require a written agreement to provide legal services in such circumstances. See Rule Reg. Fla. Bar 4-1.5.

5. It should also be noted that Defendants’ statement at ¶ 11 that Counts II and III cannot be maintained against IVIEWIT HOLDINGS, INC. or IVIEWIT TECHNOLOGIES, INC. merely because the invoices identify “IVIEWIT.COM, INC.” simply misses the mark, as Counts II (account stated) and III (open account) are only pled against Defendant IVIEWIT.COM, INC. — the entity identified on the invoices. Any argument that Proskauer has not stated a viable claim against Defendant IVIEWIT.COM, INC. is frivolous.

6. Count IV (quantum meruit) is maintainable against all of Defendants, as Proskauer has alleged at ¶7-12 of the Amended Complaint that it performed services for all Defendants for

²Proskauer is prepared to prove the existence of the contractual relationship at the time of trial.

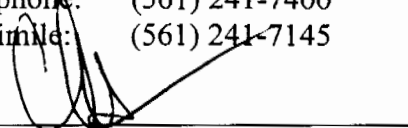
which the parties understood that compensation was to be paid. See Daniel Levine & Co. Realtors v. Beach Enters., Ltd., 549 So. 2d 1131, 1132 (Fla. 3d DCA 1989). The law is clear that a plaintiff may bring an action under an implied contract regardless of whether or not the parties have entered into a written contract. Banks v. Steinhardt, 427 So. 2d 1054, 1056 (Fla. 4th DCA 1983). A plaintiff is also free to assert alternative theories of breach of contract and quantum meruit as long as it later elects its remedies. Fla. R. Civ. P. 1.110(b); Alvarez v. Puelo, 561 So. 2d 437, 437-38 (Fla. 2d DCA 1990).

7. As can be seen, the Amended Complaint sets forth all of the ultimate facts required to state claims for breach of contract, open account, account stated, and quantum meruit. Simply put, Defendants' motion to dismiss is without merit and achieves nothing but delay. The legal fees that remain due and owing are, quite frankly, substantial. Pursuant to the authority of this Court, Proskauer specifically requests as award of attorney's fees incurred in opposing Defendants' dilatory motions, pursuant to § 57.105(1), Florida Statutes.

WHEREFORE, PROSKAUER ROSE LLP respectfully requests that this Court deny Defendants' motion to dismiss, grant Proskauer an award of attorney's fees pursuant to § 57.105, Florida Statutes, and grant any further relief that is reasonable and just.

DATED: September 28, 2001.

PROSKAUER ROSE LLP
Counsel for the Plaintiff
One Boca Place — Suite 340 West
2255 Glades Road
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Christopher W. Prusaski
Florida Bar No. 121525



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

PROSKAUER ROSE LLP, a New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

01 AUG 14 AM 10:12
CLERK OF COURT
STATE OF FLORIDA
15TH JUDICIAL CIRCUIT
P.O. BOX 1000
PALM BEACH, FL 33402

**DEFENDANTS', IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC.,
AND IVIEWIT TECHNOLOGIES, INC.,
MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT**

405200B

COME NOW the Defendants, IVIEWIT.COM, INC., a Delaware corporation, IVIEWIT HOLDINGS, INC., a Delaware corporation and IVIEWIT TECHNOLOGIES, INC., a Delaware corporation (collectively referred to herein as "IVIEWIT"), by and through their undersigned counsel, and pursuant to Florida Rules of Civil Procedure 1.140 and 1.190 and applicable case law, hereby file this, their Motion to Dismiss Plaintiff's, PROSKAUER ROSE LLP, a New York limited liability partnership (hereinafter referred to as "PROSKAUER"), Amended Complaint, on the following grounds:

1. On or about May 2, 2001, Plaintiff, PROSKAUER, filed a Complaint against Defendants, IVIEWIT, for an alleged breach of a contract, account stated, open account, and quantum meruit.

2. With certificate of service date of June 11, 2001, Defendants, IVIEWIT, filed and served their Motion to Dismiss Plaintiff's Complaint on the grounds that Plaintiff failed to state a cause of action against Defendants for which relief may be granted and failed to satisfy conditions precedent prior to bringing the within action. One of the grounds raised in Defendants' Motion to Dismiss Plaintiff's Complaint was Plaintiff's failure to post a nonresident cost bond pursuant to Fla. Stat., §57.011.

3. Thereafter, with certificate of service date of June 15, 2001, Plaintiff served its Notice of Filing Nonresident Cost Bond with the Clerk of this Court.

4. One of the other grounds raised in Defendants' Motion to Dismiss Plaintiff's Complaint was that Plaintiff had sued the wrong party Defendant because Plaintiff had entered into a contract with a non-party, iviewit LLC, and was attempting to impute the alleged breach of contract claim to Defendants who were not parties to the contract between Plaintiff and iviewit LLC. The written contract (which was attached as Exhibit A to Plaintiff's Complaint) was between Plaintiff and iviewit LLC, not between Plaintiff and Defendants. Therefore, Defendants filed a Motion to Dismiss Plaintiff's Complaint for failure to state a cause of action against these Defendants.

5. Thereafter, with certificate of service date of August 3, 2001, Plaintiff served an Amended Complaint against Defendants for an alleged breach of contract, account stated, open account and quantum meruit. The exhibits attached to Plaintiff's Amended Complaint removed the written contract between Plaintiff and iviewit LLC and simply attached as exhibits

certain invoices addressed to Defendant, IVIEWIT.COM, INC. However, there are no documents attached to Plaintiff's Amended Complaint which show any agreement or contract entered into between Plaintiff and Defendants.

6. Therefore, Plaintiff's Amended Complaint should be dismissed as well for failure to state a cause of action against Defendants for which relief may be granted and for failure to join and/or name an indispensable party, namely, iviewit LLC.

7. Although in the Amended Complaint Plaintiff has removed the written contract between Plaintiff and iviewit LLC (which was previously attached as an exhibit to Plaintiff's Complaint) in an attempt to defeat Defendants' Motion to Dismiss, the facts of this case still remain and cannot be refuted. Plaintiff's Amended Complaint arises out of an alleged Engagement Agreement entered into between Plaintiff and iviewit LLC, on or about October 8, 1999, for representation in connection with general corporate advice. There is no agreement or contract between Plaintiff and Defendants despite Plaintiff's attempt to attach as exhibits to its Amended Complaint invoices which are simply addressed to one of the Defendants. These "invoices" cannot form the basis of a claim for breach of contract against Defendants.

8. Because iviewit LLC is clearly the proper party that entered into the written contract for legal services with Plaintiff, iviewit LLC is the necessary and proper party Defendant in this action. Because Plaintiff has failed to name and/or join iviewit LLC as an indispensable party, Plaintiff's Amended Complaint should be dismissed and Defendants should be dismissed with prejudice.

9. Exhibit A to Plaintiff's Amended Complaint revealed that the subject alleged contract was between Plaintiff and iviewit LLC and Plaintiff cannot avoid that fact by simply

failing to attach this contract as an exhibit to Plaintiff's Amended Complaint.

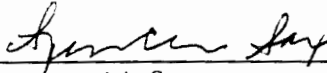
10. On a Motion to Dismiss, a trial court must consider exhibits attached to and incorporated in a Complaint. *Harry Pepper and Associates, Inc. v. Lasseter*, 247 So.2d 736 (Fla. 3d DCA 1971). Any inconsistency between the general allegations of material fact in a Complaint and the specific facts revealed by an attached exhibit has the effect of neutralizing each allegation, thus rendering the pleading objectionable. *Id.* Because the allegations in Plaintiff's Amended Complaint state that Defendants breached the subject agreement and Exhibit A which was previously attached to Plaintiff's Complaint reveals that the agreement was with iviewit LLC, there are inconsistencies in the pleadings such that Plaintiff's Amended Complaint is subject to being dismissed.

11. Moreover, because the invoices attached to the Amended Complaint were sent to Defendant, IVIEWIT.COM.INC. and not to Defendants, IVIEWIT HOLDINGS, INC., or IVIEWIT TECHNOLOGIES, INC., Counts II, III and IV cannot be maintained against these Defendants.

WHEREFORE, Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., respectfully request that this Honorable Court dismiss Plaintiff's, PROSKAUER ROSE LLP, Amended Complaint for the reasons as stated above, to award Defendants their reasonable attorneys' fees and costs for having to defend this action and for such other further relief as this Court deems just and proper.

I HEREBY certify that a true and correct copy of the forgoing has been furnished by U.S.
Mail to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades
Road, Boca Raton, Florida 33431, this 13 day of August, 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: 
Spencer M. Sax
Florida Bar No.: 312241



61045-255

PLEASE DATE STAMP
AND RETURN TO
ACKNOWLEDGE RECEIPT

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

CASE NO. CA 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.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

AUG 06 2001

COPY / ORIGINAL
RECEIVED FOR FILING

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AMENDED COMPLAINT

Plaintiff, PROSKAUER ROSE LLP ("PROSKAUER"), by and through its undersigned
counsel, hereby sues Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and
IVIEWIT TECHNOLOGIES, INC., and states as follows:

PARTIES

1. PROSKAUER is a New York limited liability partnership that is authorized to
and conducts business in the State of Florida as a law firm, with offices located in Palm Beach
County, Florida.
2. IVIEWIT.COM, INC. is a Delaware corporation that is authorized to and conducts
business in the State of Florida, with offices located in Palm Beach County, Florida.
3. IVIEWIT HOLDINGS, INC. is a Delaware corporation that is authorized to and
conducts business in the State of Florida, with offices located in Palm Beach County, Florida.

↑ 2) 8/3/01

4. IVIEWIT TECHNOLOGIES, INC. is a Delaware corporation that is authorized to and conducts business in the State of Florida, with offices located in Palm Beach County, Florida.

JURISDICTION AND VENUE

5. This is an action for damages in excess of fifteen thousand dollars (\$15,000.00), exclusive of interest, attorneys' fees and costs.

6. Venue lies in Palm Beach County pursuant to section 47.011, Fla. Stat., in that this cause of action arose in Boca Raton, Florida and all payments were to be made to PROSKAUER at its Boca Raton, Florida office.

FACTUAL BACKGROUND

7. Prior to the commencement of this action, PROSKAUER entered into an oral agreement (the "Agreement") with Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and IVIEWIT TECHNOLOGIES, INC. (collectively referred to as "IVIEWIT"), pursuant to which IVIEWIT retained PROSKAUER to provide legal services on their behalf.

8. All payments owed pursuant to the Agreement were to be made to PROSKAUER at its Boca Raton, Florida office.

9. Pursuant to the Agreement, IVIEWIT agreed to pay PROSKAUER for all legal services performed and to reimburse PROSKAUER for all costs advanced on its behalf.

10. Pursuant to the Agreement, IVIEWIT was to pay all bills as submitted.

11. As soon as the Agreement was consummated, PROSKAUER immediately began providing legal services and incurred attorney time, costs and expenses on IVIEWIT's behalf.

12. IVIEWIT accepted the benefit of PROSKAUER's services under the Agreement.

13. Despite IVIEWIT's obligations to pay PROSKAUER pursuant to the Agreement, and PROSKAUER's demands for payment, IVIEWIT owes PROSKAUER \$369,460.97 (three hundred sixty-nine thousand four hundred sixty and 97/100 dollars), exclusive of interest, attorneys' fees and costs.

14. All conditions precedent to this action have been performed, have occurred, or have been waived.

Count I - Breach of Contract

15. PROSKAUER realleges and incorporates herein the allegations contained in paragraphs 1 through 14 above.

16. PROSKAUER provided legal services to IVIEWIT pursuant to the Agreement and rendered invoices for those services.

17. Despite PROSKAUER's repeated demands, IVIEWIT breached the Agreement by failing to pay the total amount due and owing for such services.

18. As a result of IVIEWIT's breach, PROSKAUER has been damaged in the amount of \$369,460.97, plus interest.

19. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

20. Because there are no justiciable issues of law or fact regarding whether IVIEWIT owes PROSKAUER \$369,460.97 pursuant to the Agreement, PROSKAUER is therefore entitled to an award of attorneys' fees and costs pursuant to section 57.105, Fla. Stat.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT for \$369,460.97, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

Count II - Account Stated

21. PROSKAUER realleges and incorporates the allegations contained in paragraphs 1 through 6 above.

22. Before the institution of this action, PROSKAUER provided legal services to IVIEWIT.COM, INC., and although IVIEWIT.COM, INC. made infrequent payments on its account, the balance owed to PROSKAUER is \$369,460.97 as of May 1, 2001.

23. PROSKAUER rendered statements to IVIEWIT.COM, INC. reflecting the work performed for IVIEWIT.COM, INC. and reflecting the amount owed. IVIEWIT.COM, INC. did not object to the statements. True and correct copies of the statements are attached hereto as Exhibit "A."

24. Also, on April 16, 2001, PROSKAUER furnished an entire list of the outstanding statements to IVIEWIT.COM, INC., to which IVIEWIT.COM, INC. never objected. A true and correct copy of the April 16 letter enclosing the list of outstanding statements is attached hereto as Exhibit "B."

25. Accordingly, IVIEWIT.COM, INC. is obligated to pay PROSKAUER \$369,460.97 that is due with interest since April 16, 2001 on the account.

26. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

27. Because there are no justiciable issues of law or fact regarding whether IVIEWIT.COM, INC. owes PROSKAUER \$369,460.97 pursuant to the Agreement, PROSKAUER is therefore entitled to an award of attorneys' fees and costs pursuant to section 57.105, Fla. Stat.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT.COM, INC. for \$369,460.97, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

Count III - Open Account

28. PROSKAUER realleges and incorporates the allegations contained in paragraphs 1 through 6 above.

29. IVIEWIT.COM, INC. owes PROSKAUER \$369,460.97 that is due with interest since April 16, 2001, according to Composite Exhibit "A" and Exhibit "B."

30. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

31. Because there are no justiciable issues of law or fact regarding whether IVIEWIT.COM, INC. owes PROSKAUER \$369,460.97 pursuant to the Agreement, PROSKAUER is therefore entitled to an award of attorneys' fees and costs pursuant to section 57.105, Fla. Stat.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT.COM, INC. for \$369,460.97, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

Count IV - Quantum Meruit

32. PROSKAUER realleges and incorporates the allegations contained in paragraphs 1 through 6 above.

33. PROSKAUER performed legal services for IVIEWIT at IVIEWIT's request and with its knowledge. In addition, PROSKAUER advanced various costs on IVIEWIT's behalf, at its request and with its knowledge.

34. IVIEWIT received and accepted the benefit of the legal services performed and costs advanced on its behalf by PROSKAUER, but has failed and refused to pay for the balance owed for said services and costs.

35. By accepting PROSKAUER's legal services without paying therefor, IVIEWIT has been unjustly enriched in an amount representing the reasonable value of services provided and costs expended.


36. The reasonable value of PROSKAUER's services provided and costs advanced on IVIEWIT's behalf for which PROSKAUER has not been paid is \$369,460.97.

37. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT for damages in an amount to be proven at trial, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

This 3rd day of August, 2001.

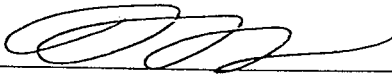
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340 West
2255 Glades Road
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 3rd day of August, 2001, a true and correct copy of the foregoing was been furnished by facsimile (without exhibits) and U.S. mail (with exhibits) to **Spencer M. Sax, Esq.**, Sachs, Sax & Klein, P.A., Attorneys for Defendants, 301 Yamato Road, Suite 4150, Boca Raton, Florida 33431.



Matthew Triggs

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

343838
January 31, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$82,235.00
DISBURSEMENTS AND CHARGES:	\$3,080.54
	<hr/>
TOTAL DUE:	\$85,315.54

TOTAL OF CURRENT INVOICE:

\$85,315.54



IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

343840
January 31, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: HUIZENGA LOAN
FILE #: 40017.0025

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,273.75
DISBURSEMENTS AND CHARGES:	\$26.25
	<hr/>
TOTAL DUE:	\$1,300.00

TOTAL OF CURRENT INVOICE:

\$1,300.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

346259
February 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No.13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JANUARY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$72,712.50
DISBURSEMENTS AND CHARGES: \$3,636.90

TOTAL DUE: \$76,349.40

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
08/24/99	327337	\$98,878.10	(\$58,347.55)	\$40,530.55
09/25/99	330767	\$44,206.08	\$.00	\$44,206.08
10/12/99	333536	\$42,038.20	\$.00	\$42,038.20
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349188
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1540454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,195.00
DISBURSEMENTS AND CHARGES: \$ 60.21
TOTAL: \$1,255.21

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
06/30/99	826370	\$11,250.00	\$.00	\$11,250.00
06/30/99	826371	\$2,700.00	\$.00	\$ 2,700.00
06/30/99	826372	\$2,644.90	\$.00	\$ 2,644.90
10/20/99	334208	\$223.25	\$.00	\$ 223.25
10/20/99	829813	\$900.00	\$.00	\$ 900.00
10/20/99	829814	\$2,625.00	\$.00	\$ 2,625.00
12/16/99	339495	\$96.60	\$.00	\$ 96.60
TOTAL OF PRIOR OUTSTANDING INVOICES				\$20,439.75
TOTAL OF CURRENT INVOICE				<u>\$ 1,255.21</u>
TOTAL AMOUNT DUE				<u>\$21,694.96</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349189
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1542454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/9/US
FILE #: 40017.0003

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$37.50
DISBURSEMENTS AND CHARGES:	<u>\$14.30</u>
TOTAL DUE:	<u>\$51.80</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349190
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0008

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$27.50
DISBURSEMENTS AND CHARGES:	<u>\$1.61</u>
TOTAL DUE:	<u>\$29.11</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349191
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$4,032

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
12/20/99	339661	\$611.94	\$.00	\$ 611.94
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	\$ 881.64
TOTAL OF PRIOR OUTSTANDING INVOICES				\$2,493.58
TOTAL OF CURRENT INVOICE				<u>\$4,032.00</u>
TOTAL AMOUNT DUE				<u>\$6,525.58</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349378
March 16, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$81,993.75
DISBURSEMENTS AND CHARGES: \$4,377.31

TOTAL DUE: \$86,371.06

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$20,120.62)	\$21,917.58
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349859
March 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$118.90

TOTAL DUE: \$118.90

TOTAL OF CURRENT INVOICE:

\$118.90

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349888
March 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/38/US
FILE #: 40017.0004

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$14.43

TOTAL DUE: \$14.43

TOTAL OF CURRENT INVOICE: \$14.43

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352749
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/9/US
FILE #: 40017.0003

FOR DISBURSEMENTS AND CHARGES INCURRED FOR THE PERIOD
ENDED MARCH 31, 2000 AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$58.53

TOTAL DUE: \$58.53

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/15/00	349189	\$51.80	\$.00	\$51.80
TOTAL OF PRIOR OUTSTANDING INVOICES:				-\$51.80
TOTAL OF CURRENT INVOICE:				<u>\$58.53</u>
BALANCE DUE:				<u>\$110.33</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352750..
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC..
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/42/US
FILE #: 40017.0005

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$588.75
DISBURSEMENTS AND CHARGES:	<u>\$ 0.40</u>
TOTAL DUE:	<u><u>\$589.15</u></u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352751 ..
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No.13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/38/US
FILE #: 40017.0007

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$76.25

TOTAL DUE: \$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352752.
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/38/US
FILE #: 40017.0010

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$76.25

TOTAL DUE: \$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352753
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,842.50
DISBURSEMENTS AND CHARGES: \$ 396.00
TOTAL DUE: \$2,238.50

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/20/99	339661	\$611.94	\$.00	\$611.94
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	\$881.64
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$6,525.58
TOTAL OF CURRENT INVOICE:				<u>\$2,238.50</u>
BALANCE DUE:				<u>\$8,764.08</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

354153 ..
April 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$10,442.50
DISBURSEMENTS AND CHARGES:	\$430.08
TOTAL DUE:	\$10,872.58

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$28,525.72)	\$13,512.48
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

356497
May 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No.13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED APRIL 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$14,476.25
DISBURSEMENTS AND CHARGES: \$347.03
TOTAL DUE: \$14,823.28

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$28,525.72)	\$13,512.48
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

356503
May 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED APRIL 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$125.00
DISBURSEMENTS AND CHARGES:	\$23.22
TOTAL DUE:	\$148.22

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/21/00	349859	\$118.90	\$.00	\$118.90

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

360344
June 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MAY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$14,324.50
DISBURSEMENTS AND CHARGES:	\$551.21
TOTAL DUE:	\$14,875.71

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$6,959.48)	\$43,194.62
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363830
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PRELIMINARY TRADEMARK SEARCH AND ANALYSIS FOR
A SITE FOR SORE EYES

TOTAL FEES: \$400.00

TOTAL DUE: \$400.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION:
MR. ELIOT I. BERNSTEIN

363831
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0027

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR THE PREPARATION AND FILING OF NEW TRADEMARK
APPLICATION FOR IVIEWIT.COM

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363832
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: A SITE FOR SORE EYES/38/US
FILE #: 40017.0030

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING OF NEW TRADEMARK APPLICATION FOR
A SITE FOR SORE EYES IN CLASS 38

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363833..
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: A SITE FOR SORE EYES/42/US
FILE #: 40017.0031

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR
A SITE FOR SORE EYES CLASS 42

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363834
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1340454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR
IVIEWIT IN CLASS 42

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363835
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR
IVIEWIT LOGO IN CLASS 42

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363836
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$2,866.25
DISBURSEMENTS AND CHARGES:	\$51.01
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TOTAL DUE:	\$2,917.26

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363837
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No.13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,657.00
DISBURSEMENTS AND CHARGES:	\$10.02
TOTAL DUE:	<hr/> \$1,667.02

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363840
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0008

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,385.00
DISBURSEMENTS AND CHARGES:	\$17.03
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TOTAL DUE:	\$1,402.03

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363841
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/38/US
FILE #: 40017.0007

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$110.00
DISBURSEMENTS AND CHARGES:	\$.81
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TOTAL DUE:	\$110.81

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360.
ATTENTION: MR. ELIOT I. BERNSTEIN

363844
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/38/US
FILE #: 40017.0033

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION
FOR IVIEWIT LOGO IN CLASS 38

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363970 ..
July 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,902.00
DISBURSEMENTS AND CHARGES:	\$15.40
	<hr/>
TOTAL DUE:	\$1,917.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

368322
August 22, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 2000
PREPARATION AND FILING RECORDS OF CHANGE OF NAME
FOR 8 TRADEMARK APPLICATIONS

TOTAL FEES: \$650.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

368777
August 24, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$11,787.50
DISBURSEMENTS AND CHARGES: \$398.52

TOTAL DUE: \$12,186.02

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$25,506.68)	\$24,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371505..
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$165.00

TOTAL DUE: \$165.00

TOTAL OF CURRENT INVOICE:

\$165.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371752..
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$6,458.00
DISBURSEMENTS AND CHARGES:	\$263.47
	<hr/>
TOTAL DUE:	\$6,721.47

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371753
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$470.00
DISBURSEMENTS AND CHARGES:	\$36.80
	<hr/>
TOTAL DUE:	\$506.80

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

376560.
October 13, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED SEPTEMBER 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,807.50
DISBURSEMENTS AND CHARGES: \$27.09
TOTAL DUE: \$7,834.59

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$314,079.88
TOTAL OF CURRENT INVOICE:				\$7,834.59
BALANCE DUE:				\$321,914.47

PROSKAUER ROSE LLP

PROSKAUER ROSE LLP

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380021
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$825.00

TOTAL DUE: \$825.00

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	\$881.64
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$11,234.40
TOTAL OF CURRENT INVOICE:				\$825.00
BALANCE DUE:				\$12,059.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380022
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0027

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$90.00
DISBURSEMENTS AND CHARGES:	\$12.91
TOTAL DUE:	\$102.91

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363831	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$102.91
BALANCE DUE:				\$1,077.91

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380023
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$82.00
DISBURSEMENTS AND CHARGES: \$.92
TOTAL DUE: \$82.92

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363835	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$82.92
BALANCE DUE:				\$1,057.92

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352748.
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$87.50
DISBURSEMENTS AND CHARGES: \$10.02
TOTAL DUE: \$97.52

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/20/99	334208	\$223.25	\$.00	\$223.25
10/20/99	829813	\$900.00	\$.00	\$900.00
10/20/99	829814	\$2,625.00	\$.00	\$2,625.00
12/16/99	339495	\$96.60	\$.00	\$96.60
03/15/00	349188	\$1,255.21	\$.00	\$1,255.21
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$5,100.06
TOTAL OF CURRENT INVOICE:				<u>\$ 97.52</u>
BALANCE DUE:				<u>\$5,197.58</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380024
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No.13-1640454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK GENERAL FILE
FILE #: 40017.0035

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$82.00

TOTAL DUE: \$82.00

TOTAL OF CURRENT INVOICE: \$82.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380025
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$90.00
DISBURSEMENTS AND CHARGES: \$7.76

TOTAL DUE: \$97.76

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363834	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$97.76
BALANCE DUE:				\$1,072.76

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

381460
November 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,466.25

DISBURSEMENTS AND CHARGES: \$80.95

TOTAL DUE: \$7,547.20

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

382111 ..
December 6, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$10,138.75
DISBURSEMENTS AND CHARGES: \$24.00
TOTAL DUE: \$10,162.75

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

387122 ..
January 18, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$18,332.50
LESS ADJUSTMENT	<u>-1,332.50</u>
	\$17,000.00
DISBURSEMENTS AND CHARGES:	\$544.77
	<u> </u>
TOTAL DUE:	\$17,544.77

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

391231
February 9, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JANUARY 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$18,053.75

DISBURSEMENTS AND CHARGES: \$861.52

TOTAL DUE: \$18,915.27

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

394765
March 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1540454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 28, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,230.00
DISBURSEMENTS AND CHARGES: \$73.45

TOTAL DUE: \$7,303.45

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77
02/09/01	391231	\$18,915.27	\$.00	\$18,915.27

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

395537
March 12, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 28, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$630.00
DISBURSEMENTS AND CHARGES: \$2.76

TOTAL DUE: \$632.76

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
11/17/00	380021	\$825.00	\$.00	\$825.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$10,177.76
TOTAL OF CURRENT INVOICE:				\$632.76
BALANCE DUE:				<u>\$10,810.52</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399271
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$137.00
DISBURSEMENTS AND CHARGES:	\$10.66
	<hr/>
TOTAL DUE:	\$147.66

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363835	\$975.00	\$.00	\$975.00
11/17/00	380023	\$82.92	\$.00	\$82.92

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399272
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/38/US
FILE #: 40017.0033

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$137.00
DISBURSEMENTS AND CHARGES:	\$.46
	<hr/>
TOTAL DUE:	\$137.46

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363844	\$975.00	\$.00	\$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399273
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No.13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$120.00
DISBURSEMENTS AND CHARGES:	\$203.91
TOTAL DUE:	\$323.91

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363834	\$975.00	\$.00	\$975.00
11/17/00	380025	\$97.76	\$.00	\$97.76

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399274
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$4,882.00
DISBURSEMENTS AND CHARGES:	\$68.64
	<hr/>
TOTAL DUE:	\$4,950.64

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
11/17/00	380021	\$825.00	\$.00	\$825.00
03/12/01	395537	\$632.76	\$.00	\$632.76

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399275..
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/38/US
FILE #: 40017.0010

**FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
FIXED FEE FOR PREPARATION AND FILING OF EXTENSION REQUEST**

TOTAL FEES: \$500.00

TOTAL DUE: \$500.00

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
04/18/00	352752	\$76.25	\$.00	\$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. BRIAN G. UTLEY

400158
April 11, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$18,695.00

DISBURSEMENTS AND CHARGES: \$186.61

TOTAL DUE: \$18,881.61

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77
02/09/01	391231	\$18,915.27	\$.00	\$18,915.27
03/06/01	394765	\$7,303.45	(\$7,000.00)	\$303.45

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere In Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702
cwheeler@proskauer.com

April 16, 2001

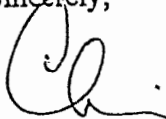
Mr. Brian G. Utley
iviewit.com, Inc.
2255 Glades Road, #337-W
Boca Raton, FL 33431

Re: Past-Due Invoices

Dear Brian:

As a follow-up to my letter of April 16, 2001, enclosed please find a list of outstanding invoices due and owing.

Sincerely,



Christopher C. Wheeler

cc: Albert W. Gortz



APR 13 2001
13:07

* OPEN INVOICES *

VIEWIT.COM, INC.

ENT: 40017

PE	NUMBER	DATE	FEE	COSTS	OTHER	TOTAL
LL	343838	01/31/00	82235.00	3080.54	.00	85315.54
BR	1777	01/05/01	-15390.40	-3080.54	.00	-18470.94
BR	1832	01/30/01	-25000.00	.00	.00	-25000.00
	SUBTOTAL		41844.60	.00	.00	41844.60
LL	343840	01/31/00	1273.75	26.25	.00	1300.00
LL	346259	02/17/00	72712.50	3636.90	.00	76349.40
LL	349188	03/15/00	1195.00	60.21	.00	1255.21
LL	349189	03/15/00	37.50	14.30	.00	51.80
LL	349190	03/15/00	27.50	1.61	.00	29.11
LL	349191	03/15/00	4032.00	.00	.00	4032.00
LL	349378	03/16/00	81993.75	4377.31	.00	86371.06
LL	349859	03/21/00	.00	118.90	.00	118.90
LL	349888	03/21/00	.00	14.43	.00	14.43
LL	352748	04/18/00	87.50	10.02	.00	97.52
LL	352749	04/18/00	.00	58.53	.00	58.53
LL	352750	04/18/00	588.75	.40	.00	589.15
LL	352751	04/18/00	76.25	.00	.00	76.25
LL	352752	04/18/00	76.25	.00	.00	76.25
LL	352753	04/18/00	1842.50	396.00	.00	2238.50
LL	354153	04/30/00	10442.50	430.08	.00	10872.58
LL	356497	05/30/00	14476.25	347.03	.00	14823.28
LL	356503	05/30/00	125.00	23.22	.00	148.22
LL	360344	06/30/00	14324.50	551.21	.00	14875.71
LL	363830	07/21/00	400.00	.00	.00	400.00
LL	363831	07/21/00	975.00	.00	.00	975.00
LL	363832	07/21/00	975.00	.00	.00	975.00
LL	363833	07/21/00	974.19	.81	.00	975.00

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* OPEN INVOICES *

AGENT: 40017 IVIEWIT.COM, INC.

TYPE	NUMBER	DATE	FEES	COSTS	OTHER	TOTAL
----	-----*	-----*	-----*	-----*	-----*	-----*
LL	363834	07/21/00	975.00	.00	.00	975.00
LL	363835	07/21/00	975.00	.00	.00	975.00
LL	363836	07/21/00	2866.25	51.01	.00	2917.26
LL	363837	07/21/00	1657.00	10.02	.00	1667.02
LL	363840	07/21/00	1385.00	17.03	.00	1402.03
LL	363841	07/21/00	110.00	.81	.00	110.81
LL	363844	07/21/00	975.00	.00	.00	975.00
LL	363970	07/30/00	1902.00	15.40	.00	1917.40
LL	368322	08/22/00	648.00	2.00	.00	650.00
LL	368777	08/24/00	11787.50	398.52	.00	12186.02
LL	371505	09/20/00	165.00	.00	.00	165.00
LL	371752	09/20/00	6458.00	263.47	.00	6721.47
LL	371753	09/20/00	470.00	36.80	.00	506.80
LL	376560	10/13/00	7807.50	27.09	.00	7834.59
LL	380021	11/17/00	825.00	.00	.00	825.00
LL	380022	11/17/00	90.00	12.91	.00	102.91
LL	380023	11/17/00	82.00	.92	.00	82.92
LL	380024	11/17/00	82.00	.00	.00	82.00
LL	380025	11/17/00	90.00	7.76	.00	97.76
LL	381460	11/30/00	7466.25	80.95	.00	7547.20
LL	382111	12/06/00	10138.75	24.00	.00	10162.75
PAYBR	1777	01/05/01	-4616.00	-24.00	.00	-4640.00
			5522.75	.00	.00	5522.75
	SUBTOTAL					
LL	387122	01/18/01	17000.00	544.77	.00	17544.77
PAYBR	1832	01/30/01	-4143.23	-544.77	.00	-4688.00
			12856.77	.00	.00	12856.77
	SUBTOTAL					
3ILL	391231	02/09/01	18053.75	861.52	.00	18915.27
BILL	394765	03/06/01	7230.00	73.45	.00	7303.45

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* OPEN INVOICES *

IENT: 40017 IVIEWIT.COM, INC.

YBR	NUMBER	DATE	FEE	COSTS	OTHER	TOTAL
1961	395537	03/28/01	-6926.55	-73.45	.00	-7000.00
	SUBTOTAL		303.45	.00	.00	303.45
LL	395537	03/12/01	630.00	2.76	.00	632.76
LL	399271	04/06/01	137.00	10.66	.00	147.66
LL	399272	04/06/01	137.00	.46	.00	137.46
LL	399273	04/06/01	120.00	203.91	.00	323.91
LL	399274	04/06/01	4882.00	68.64	.00	4950.64
LL	399275	04/06/01	472.12	27.88	.00	500.00
LL	400158	04/11/01	18695.00	186.61	.00	18881.61
	GRAND TOTAL		357106.63	12354.34	.00	369460.97



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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

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

CASE NO. CA 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.

**AGREED ORDER ON PLAINTIFF'S MOTION TO COMPEL DISCOVERY
RESPONSES FROM THE DEFENDANTS AND MOTION FOR EXTENSION OF TIME
WITHIN WHICH PROSKAUER SHALL FILE ITS WITNESS AND EXHIBIT LISTS**

THIS CAUSE came before the Court on Plaintiff's Motion to Compel Discovery Responses from the Defendants and Motion for Extension of Time Within Which Proskauer Shall File its Witness and Exhibit Lists and the Court, upon being advised of an agreement between the parties and counsel and being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Plaintiff's motion to compel is GRANTED. The Defendants shall produce all documents responsive to the Plaintiff's First and Second Requests for Production within 20 days of the date of this Agreed Order. Additionally, the Defendants shall serve their answers to the Plaintiff's Second Set of Interrogatories within 20 days of the date of this Agreed Order.

2. The Plaintiff's motion for extension of time to serve witness and exhibit lists is GRANTED. The Plaintiff shall serve its witness and exhibit lists within 30 days of the service of the Defendants' discovery responses ordered in paragraph 1.

3. The following deadlines are hereby set and are changed from the deadlines previously set in this Court's Pretrial Order of June 11, 2002:

Rebuttal Witness/Exhibit List Due:	September 2, 2002
Mediation Completed:	September 13, 2002
Pretrial Stipulation Filed:	September 24, 2002
Discovery Cutoff:	September 20, 2002
Calendar Call:	Remains the same: September 13, 2002 at 9:00 a.m.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this ____ day of July, 2002.

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480



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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Plaintiff's Motion to Compel Discovery Responses from the Defendants
and Motion for Extension of Time Within Which Proskauer Shall File Its
Witness and Exhibit Lists**

DATE: Thursday, July 18, 2002
TIME: 8:45 a.m.
JUDGE: The Honorable Jorge Labarga


**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 18 day of June, 2002.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145


By: 

David J. George
Florida Bar No. 0898570
Christopher W. Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 18 day of June, 2002, to:

Steven Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Fl 33480

By: 

Christopher Prusaski



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

CASE NO. CA 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.

AGREED ORDER RESETTING STATUS CHECK

THIS CAUSE came before the Court upon agreement of the parties and the Court being duly advised in the premises it is thereupon

ORDERED AND ADJUDGED as follows:

1. The Court's Order dated June 12, 2002 required the parties to appear for a status check on June 28, 2002 at 8:45 a.m.
2. Because the Court's Uniform Motion Calendar is suspended during the week of June 24, 2002, the status check is hereby set for Thursday, July 18, 2002 at 8:45 a.m. in Courtroom 11B, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this ____ day
of _____, 200__.

SIGNED AND DATED

JUN 27 2002

Honorable Jorge Labadie ~~Jorge Labadie~~
Circuit Court Judge

Proskauer Rose LLP v. Iviewit.com
Case No. CA 01-04671 AB
Page Two

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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

PROSKAUER ROSE LLP, New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

FILED
01 JUN 12 AM 11:54
JIM WILKINSON, CLERK
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

**DEFENDANTS', IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC.
AND IVIEWIT TECHNOLOGIES, INC.
MOTION TO DISMISS PLAINTIFF'S COMPLAINT**

COMES NOW the Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC. ("IVIEWIT"), by and through their undersigned counsel, and pursuant to the applicable Florida Rules of Civil Procedure, hereby files this, their Motion to Dismiss Plaintiff's PROSKAUER ROSE LLP ("PROSKAUER"), Complaint, on the following grounds:

1. On or about May 2, 2001, Plaintiff, PROSKAUER, filed a Complaint against Defendants, IVIEWIT, for an alleged breach of a contract, account stated, open account, and quantum meruit. IVIEWIT was served with a copy of the Summons and Complaint on May 3, 2001.

2. Pursuant to an agreement between the parties, IVIEWIT was given an extension of time to file a response to Plaintiff's Complaint on or before June 11, 2001.

6-A

6/11/01

3. Plaintiff's Complaint arises out of an alleged Engagement Agreement entered into on or about October 8, 1999, for representation in connection with general corporate advice. In the Complaint, Plaintiff alleges that Defendants, IVIEWIT, breached the Engagement Agreement by failing to pay the total amount due and owing thereunder.

4. Plaintiff's Complaint should be dismissed for failure to state a cause of action against Defendants, IVIEWIT, for which relief may be granted. Furthermore, Plaintiff's Complaint against Defendants, IVIEWIT, should be dismissed for failure to satisfy conditions precedent prior to bringing this action.

5. Plaintiff, PROSKAUER, is a New York limited liability partnership, thus Plaintiff, PROSKAUER, is a non-resident corporation in the State of Florida and is required by Section 57.011, Florida Statutes, to post a bond prior to bringing this action. "Section 57.011, F. S., requires non-resident plaintiffs to post a bond with surety conditioned to pay all costs adjudged against plaintiff in the action applied to non-resident corporation despite contention that it applies only to persons." *Sound City, Inc. v. Kenwood Electronics, Inc.*, 330 So.2d 163 (Fla. 1st DCA 1976). Although PROSKAUER is authorized to and conducts business in the State of Florida, such authorization does not automatically satisfy the provision of Section 57.011, Florida Statutes, requiring a non-resident plaintiff to file a bond with approved security, conditioned for payment of all costs and charges which may be adjudged against him. *Op. Atty. Gen.*, 064-179, (Dec. 15, 1964). Accordingly, Plaintiff's Complaint should be dismissed or failure to file a bond.

6. Plaintiff, PROSKAUER, alleges in Paragraph 7 of its Complaint, that on or about October 8, 1999, Iviewit LLC entered into an engagement agreement with Plaintiff wherein Plaintiff would provide legal services to Iviewit LLC. Plaintiff attached the agreement as

Exhibit "A" to the Complaint. Plaintiff's allegations in the Complaint and facts revealed by Exhibit "A" are inconsistent. Plaintiff has sued Defendants, IVIEWIT for breach of contract, however Exhibit "A" reveals that Iviewit LLC entered the engagement agreement with PROSKAUER, not Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC.

7. On a Motion to Dismiss, a trial court must consider exhibits attached to and incorporated in a Complaint. *Harry Pepper and Associates, Inc. v. Lasseter*, 247 So.2d 736 (Fla. 3rd DCA 1971). Any inconsistency between the general allegations of material fact in a Complaint and the specific facts revealed by an attached exhibit has the effect of neutralizing each allegation, thus rendering the pleading objectionable. *Id.* Because the allegations in Plaintiff's Complaint state that Defendants, IVIEWIT breached the subject engagement agreement and Exhibit "A" attached to Plaintiff's Complaint reveals that the agreement was with Iviewit LLC, there are inconsistencies between the Complaint and the Exhibit "A" attached thereto such that Plaintiff's Complaint is subject to being dismissed.

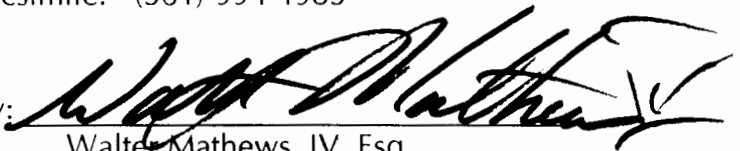
8. Furthermore, in Paragraph 8 of the Complaint, Plaintiff alleges that it entered into an agreement with Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., to provide legal services to Defendants, IVIEWIT, under the same terms and conditions as those in the engagement agreement between PROSKAUER and Iviewit LLC. However, Plaintiff failed to attach the alleged agreement to its Complaint. Where a complaint is based on a written instrument, the complaint does not state a cause of action until the instrument or an adequate portion thereof is attached to or incorporated in the complaint. *Samuels v. King Motor Co. of Fort Lauderdale* 782 So.2d 489 (Fla. 4th DCA 2001.); Fla.R. Civ.P., 1.130(a).

WHEREFORE, Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., respectfully requests that this Court enter an Order dismissing Plaintiff's, PROSKAUER ROSE LLP, Complaint for the reasons as stated above and for such other further relief as this Court deems just and proper.

I HEREBY certify that a true and correct copy of the forgoing has been furnished by U.S. Mail to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades Road, Boca Raton, Florida 33431, this 11 day of June, 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By:



Walter Mathews, IV, Esq.
Florida Bar No. 0000388



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

CASE NO.

CA '01 - 04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

v.

① IVIEWIT.COM, INC., a Delaware corporation,
② IVIEWIT HOLDINGS, INC., a Delaware corporation, and
③ IVIEWIT TECHNOLOGIES, INC., a Delaware corporation,

Defendants.

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COMPLAINT

Plaintiff, PROSKAUER ROSE LLP ("PROSKAUER"), by and through its undersigned
counsel, hereby sues Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and
IVIEWIT TECHNOLOGIES, INC

1. PROSKAUER is a
and conducts business in the State
County, Florida.

EXTRAS

authorized to
in Palm Beach

2. IVIEWIT.COM, IN
business in the State of Florida, wi

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rida.

3. IVIEWIT HOLDIN
conducts business in the State of Florida, with offices located in Palm Beach County, Florida.

complaint

thorized to and

①

5/2/01

4. IVIEWIT TECHNOLOGIES, INC. is a Delaware corporation that is authorized to and conducts business in the State of Florida, with offices located in Palm Beach County, Florida.

JURISDICTION AND VENUE

5. This is an action for damages in excess of fifteen thousand dollars (\$15,000.00), exclusive of interest, attorneys' fees and costs.

6. Venue lies in Palm Beach County pursuant to section 47.011, Fla. Stat., in that this cause of action arose in Boca Raton, Florida and all payments were to be made to PROSKAUER at its Boca Raton, Florida office.

FACTUAL BACKGROUND

7. On or about October 8, 1999, iviewit LLC entered into an engagement agreement with PROSKAUER, pursuant to which iviewit LLC retained PROSKAUER to provide legal services on its behalf. A true and correct copy of the engagement agreement is attached hereto as Exhibit "A."

8. Soon thereafter, PROSKAUER entered into an agreement with Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and IVIEWIT TECHNOLOGIES, INC. (collectively referred to as "IVIEWIT"), pursuant to which IVIEWIT retained PROSKAUER to provide legal services on their behalf under the same terms and conditions as those in the engagement agreement between PROSKAUER and iviewit LLC (hereinafter referred to as the "Agreement").

9. All payments owed pursuant to the Agreement were to be made to PROSKAUER at its Boca Raton, Florida office.

10. Pursuant to the Agreement, IVIEWIT agreed to pay PROSKAUER for all legal services performed and to reimburse PROSKAUER for all costs advanced on its behalf.

11. Pursuant to the Agreement, IVIEWIT was to pay all bills as submitted.

12. As soon as the Agreement was consummated, PROSKAUER immediately began providing legal services and incurred attorney time, costs and expenses on IVIEWIT's behalf.

13. IVIEWIT accepted the benefit of PROSKAUER's services under the Agreement.

14. PROSKAUER rendered periodic invoices and a final billing to IVIEWIT for the performance of its services pursuant to the Agreement. Although IVIEWIT paid some of the amounts owed to PROSKAUER, it failed to pay the remaining balance owed to PROSKAUER of \$369,460.97 pursuant to the invoices. True and correct copies of the invoices (with time detail omitted) are collectively attached hereto as Composite Exhibit "B."

15. Despite IVIEWIT's obligations to pay PROSKAUER pursuant to the Agreement, and PROSKAUER's repeated demands for payment, IVIEWIT owes PROSKAUER \$369,460.97 (three hundred sixty-nine thousand four hundred sixty and 97/100 dollars), exclusive of interest, attorneys' fees and costs.

16. All conditions precedent to this action have been performed, have occurred, or have been waived.

Count I - Breach of Contract

17. PROSKAUER realleges and incorporates herein the allegations contained in paragraphs 1 through 16 above.

18. PROSKAUER provided legal services to IVIEWIT pursuant to the Agreement and rendered invoices to IVIEWIT for those services.

19. Despite PROSKAUER's repeated demands, IVIEWIT breached the Agreement by failing to pay the total amount due and owing for such services.

20. As a result of IVIEWIT's breach, PROSKAUER has been damaged in the amount of \$369,460.97, plus interest.

21. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

22. Because there are no justiciable issues of law or fact regarding whether IVIEWIT owes PROSKAUER \$369,460.97 pursuant to the Agreement, PROSKAUER is therefore entitled to an award of attorneys' fees and costs pursuant to section 57.105, Fla. Stat.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT for \$369,460.97, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

Count II - Account Stated

23. PROSKAUER realleges and incorporates the allegations contained in paragraphs 1 through 16 above.

24. Before the institution of this action, PROSKAUER provided legal services to IVIEWIT, and although IVIEWIT made infrequent payments on its account, the balance owed to PROSKAUER is \$369,460.97 as of May 1, 2001.

25. PROSKAUER rendered statements to IVIEWIT reflecting the amount owed, and IVIEWIT did not object to the statements. True and correct copies of the statements are attached hereto as Exhibit "B."

26. Also, on April 16, 2001, PROSKAUER furnished an entire list of the outstanding statements to IVIEWIT, to which IVIEWIT never objected. A true and correct copy of the April 16 letter enclosing the list of outstanding statements is attached hereto as Exhibit "C."

27. Accordingly, IVIEWIT is obligated to pay PROSKAUER \$369,460.97 that is due with interest since April 16, 2001 on the account.

28. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

29. Because there are no justiciable issues of law or fact regarding whether IVIEWIT owes PROSKAUER \$369,460.97 pursuant to the Agreement, PROSKAUER is therefore entitled to an award of attorneys' fees and costs pursuant to section 57.105, Fla. Stat.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT for \$369,460.97, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

Count III - Open Account

30. PROSKAUER realleges and incorporates the allegations contained in paragraphs 1 through 16 above.

31. IVIEWIT owes PROSKAUER \$369,460.97 that is due with interest since April 16, 2001, according to Composite Exhibit "B" and Exhibit "C."

32. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

33. Because there are no justiciable issues of law or fact regarding whether IVIEWIT owes PROSKAUER \$369,460.97 pursuant to the Agreement, PROSKAUER is therefore entitled to an award of attorneys' fees and costs pursuant to section 57.105, Fla. Stat.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT for \$369,460.97, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

Count IV - Quantum Meruit

34. PROSKAUER realleges and incorporates the allegations contained in paragraphs 1 through 6 above.

35. PROSKAUER performed legal services for IVIEWIT at IVIEWIT's request and with its knowledge. In addition, PROSKAUER advanced various costs on IVIEWIT's behalf, at its request and with its knowledge.

36. IVIEWIT received and accepted the benefit of the legal services performed and costs advanced on its behalf by PROSKAUER, but has failed and refused to pay for the balance owed for said services and costs.

37. By accepting PROSKAUER's legal services without paying therefor, IVIEWIT has been unjustly enriched in an amount representing the reasonable value of services provided and costs expended.

38. The reasonable value of PROSKAUER's services provided and costs advanced on IVIEWIT's behalf for which PROSKAUER has not been paid is \$369,460.97.

39. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT for damages in an amount to be proven at trial, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

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

CASE NO.

CA '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.

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COMPLAINT

Plaintiff, PROSKAUER ROSE LLP ("PROSKAUER"), by and through its undersigned
counsel, hereby sues Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and
IVIEWIT TECHNOLOGIES, INC., and states as follows:

PARTIES

1. PROSKAUER is a New York limited liability partnership that is authorized to
and conducts business in the State of Florida as a law firm, with offices located in Palm Beach
County, Florida.
2. IVIEWIT.COM, INC. is a Delaware corporation that is authorized to and conducts
business in the State of Florida, with offices located in Palm Beach County, Florida.
3. IVIEWIT HOLDINGS, INC. is a Delaware corporation that is authorized to and
conducts business in the State of Florida, with offices located in Palm Beach County, Florida.

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4. IVIEWIT TECHNOLOGIES, INC. is a Delaware corporation that is authorized to and conducts business in the State of Florida, with offices located in Palm Beach County, Florida.

JURISDICTION AND VENUE

5. This is an action for damages in excess of fifteen thousand dollars (\$15,000.00), exclusive of interest, attorneys' fees and costs.

6. Venue lies in Palm Beach County pursuant to section 47.011, Fla. Stat., in that this cause of action arose in Boca Raton, Florida and all payments were to be made to PROSKAUER at its Boca Raton, Florida office.

FACTUAL BACKGROUND

7. On or about October 8, 1999, iviewit LLC entered into an engagement agreement with PROSKAUER, pursuant to which iviewit LLC retained PROSKAUER to provide legal services on its behalf. A true and correct copy of the engagement agreement is attached hereto as Exhibit "A."

8. Soon thereafter, PROSKAUER entered into an agreement with Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and IVIEWIT TECHNOLOGIES, INC. (collectively referred to as "IVIEWIT"), pursuant to which IVIEWIT retained PROSKAUER to provide legal services on their behalf under the same terms and conditions as those in the engagement agreement between PROSKAUER and iviewit LLC (hereinafter referred to as the "Agreement").

9. All payments owed pursuant to the Agreement were to be made to PROSKAUER at its Boca Raton, Florida office.

10. Pursuant to the Agreement, IVIEWIT agreed to pay PROSKAUER for all legal services performed and to reimburse PROSKAUER for all costs advanced on its behalf.

11. Pursuant to the Agreement, IVIEWIT was to pay all bills as submitted.

12. As soon as the Agreement was consummated, PROSKAUER immediately began providing legal services and incurred attorney time, costs and expenses on IVIEWIT's behalf.

13. IVIEWIT accepted the benefit of PROSKAUER's services under the Agreement.

14. PROSKAUER rendered periodic invoices and a final billing to IVIEWIT for the performance of its services pursuant to the Agreement. Although IVIEWIT paid some of the amounts owed to PROSKAUER, it failed to pay the remaining balance owed to PROSKAUER of \$369,460.97 pursuant to the invoices. True and correct copies of the invoices (with time detail omitted) are collectively attached hereto as Composite Exhibit "B."

15. Despite IVIEWIT's obligations to pay PROSKAUER pursuant to the Agreement, and PROSKAUER's repeated demands for payment, IVIEWIT owes PROSKAUER \$369,460.97 (three hundred sixty-nine thousand four hundred sixty and 97/100 dollars), exclusive of interest, attorneys' fees and costs.

16. All conditions precedent to this action have been performed, have occurred, or have been waived.

Count I - Breach of Contract

17. PROSKAUER realleges and incorporates herein the allegations contained in paragraphs 1 through 16 above.

18. PROSKAUER provided legal services to IVIEWIT pursuant to the Agreement and rendered invoices to IVIEWIT for those services.

19. Despite PROSKAUER's repeated demands, IVIEWIT breached the Agreement by failing to pay the total amount due and owing for such services.

20. As a result of IVIEWIT's breach, PROSKAUER has been damaged in the amount of \$369,460.97, plus interest.

21. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

22. Because there are no justiciable issues of law or fact regarding whether IVIEWIT owes PROSKAUER \$369,460.97 pursuant to the Agreement, PROSKAUER is therefore entitled to an award of attorneys' fees and costs pursuant to section 57.105, Fla. Stat.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT for \$369,460.97, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

Count II - Account Stated

23. PROSKAUER realleges and incorporates the allegations contained in paragraphs 1 through 16 above.

24. Before the institution of this action, PROSKAUER provided legal services to IVIEWIT, and although IVIEWIT made infrequent payments on its account, the balance owed to PROSKAUER is \$369,460.97 as of May 1, 2001.

25. PROSKAUER rendered statements to IVIEWIT reflecting the amount owed, and IVIEWIT did not object to the statements. True and correct copies of the statements are attached hereto as Exhibit "B."

26. Also, on April 16, 2001, PROSKAUER furnished an entire list of the outstanding statements to IVIEWIT, to which IVIEWIT never objected. A true and correct copy of the April 16 letter enclosing the list of outstanding statements is attached hereto as Exhibit "C."

27. Accordingly, IVIEWIT is obligated to pay PROSKAUER \$369,460.97 that is due with interest since April 16, 2001 on the account.

28. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

29. Because there are no justiciable issues of law or fact regarding whether IVIEWIT owes PROSKAUER \$369,460.97 pursuant to the Agreement, PROSKAUER is therefore entitled to an award of attorneys' fees and costs pursuant to section 57.105, Fla. Stat.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT for \$369,460.97, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

Count III - Open Account

30. PROSKAUER realleges and incorporates the allegations contained in paragraphs 1 through 16 above.

31. IVIEWIT owes PROSKAUER \$369,460.97 that is due with interest since April 16, 2001, according to Composite Exhibit "B" and Exhibit "C."

32. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

33. Because there are no justiciable issues of law or fact regarding whether IVIEWIT owes PROSKAUER \$369,460.97 pursuant to the Agreement, PROSKAUER is therefore entitled to an award of attorneys' fees and costs pursuant to section 57.105, Fla. Stat.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT for \$369,460.97, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

Count IV - Quantum Meruit

34. PROSKAUER realleges and incorporates the allegations contained in paragraphs 1 through 6 above.

35. PROSKAUER performed legal services for IVIEWIT at IVIEWIT's request and with its knowledge. In addition, PROSKAUER advanced various costs on IVIEWIT's behalf, at its request and with its knowledge.

36. IVIEWIT received and accepted the benefit of the legal services performed and costs advanced on its behalf by PROSKAUER, but has failed and refused to pay for the balance owed for said services and costs.

37. By accepting PROSKAUER's legal services without paying therefor, IVIEWIT has been unjustly enriched in an amount representing the reasonable value of services provided and costs expended.

38. The reasonable value of PROSKAUER's services provided and costs advanced on IVIEWIT's behalf for which PROSKAUER has not been paid is \$369,460.97.

39. PROSKAUER will incur attorneys' fees and costs as a result of prosecuting this action.

WHEREFORE, PROSKAUER demands judgment in its favor and against IVIEWIT for damages in an amount to be proven at trial, together with pre-judgment and post-judgment interest, attorneys' fees, costs, and such further relief as this Court deems just and proper.

This 2nd day of May, 2001.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matthew Triggs
Florida Bar No. 0865745

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere In Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702

September 8, 1999

Mr. Brian G. Utley
iviewit LLC
c/o Goldstein Lewin
1900 Corporate Boulevard, Suite 300-E
Boca Raton, FL 33431

Re: Engagement Agreement for iviewit LLC

Dear Brian:

Thank you for the opportunity to represent iviewit LLC in connection with general corporate advice (the "Work") and such other matters as we may undertake on your behalf from time to time. As is our Firm's custom, we are writing to confirm our agreement regarding such representation.

Our fees for services performed will be billed at our regular hourly rates. Currently, these rates range from \$135.00 to \$385.00 per hour for all legal services performed by the Firm's attorneys in our Boca Raton office. The hourly rate charged by any particular attorney within the range mentioned depends on such factors as that lawyer's experience, familiarity with the subject matter being worked upon, and such other factors as have been determined by the Firm in establishing the normal hourly rates for its attorneys. Time spent by any legal assistant is currently charged at \$90.00 per hour.

In addition to the fees described above, you agree to reimburse and pay us for all disbursements made by us, and our customary charges for in-house services in connection with the legal services performed under this agreement, including document reproduction and facsimile charges, computerized legal research, overtime (if required), travel expenses, court filing fees, postage, messenger and overnight courier fees, long-distance telephone charges, document preparation charges, word processing, taxes and miscellaneous expenses.

We anticipate billing you on a monthly basis, with payment of all monies due within 30 days of receipt. We will send you periodic statements setting forth the amount of the fees, disbursements and charges to which we are entitled and the basis for their calculation. Although, as noted above, we will ordinarily bill you monthly for fees, disbursements and charges of the preceding

PROSKAUER ROSE LLP

Mr. Brian G. Utley
September 8, 1999
Page 2

month, we may occasionally defer billing for a given month (or months) if the accrued fees and costs do not warrant current billing or if other circumstances would make it more convenient to defer billing.

We are waiving a retainer at this time, but we reserve the right to ask for one at any time.

You have the right to discharge us as your counsel in connection with the Work at any time, but such discharge shall not affect our right to be paid all our previously incurred but unpaid fees, and all our previously incurred but unpaid charges and disbursements, in accordance with this letter agreement.

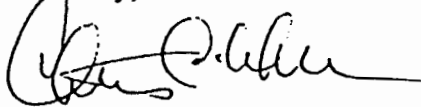
We may from time to time, either at your request or at our own initiative, provide you with an estimate of fees or costs that we reasonably anticipate will be incurred in connection with the Work. It is understood that such estimates, which are predicated on a variety of assumptions, are subject to unforeseen circumstances and are by their nature inexact.

If you agree that the foregoing meets with your approval, please sign and return to me the enclosed copy of this letter as soon as possible.

We very much appreciate the opportunity to represent you in this matter.

Best regards.

Cordially,



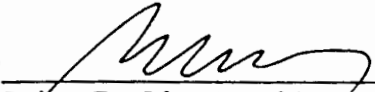
Christopher C. Wheeler

PROSKAUER ROSE LLP

Mr. Brian G. Utley
September 8, 1999
Page 3

I hereby accept the legal representation by Proskauer Rose LLP
on the terms and conditions set forth above.

iviewit LLC

By: 
Brian G. Utley, President

Dated: 10/8/99

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

343838
January 31, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

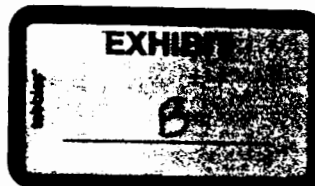
CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$82,235.00
DISBURSEMENTS AND CHARGES:	\$3,080.54
	<hr/>
TOTAL DUE:	\$85,315.54

TOTAL OF CURRENT INVOICE:

\$85,315.54



IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

343840
January 31, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: HUIZENGA LOAN
FILE #: 40017.0025

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,273.75
DISBURSEMENTS AND CHARGES:	\$26.25
	<hr/>
TOTAL DUE:	\$1,300.00

TOTAL OF CURRENT INVOICE:

\$1,300.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

346259
February 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JANUARY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$72,712.50
DISBURSEMENTS AND CHARGES:	\$3,636.90
	<hr/>
TOTAL DUE:	\$76,349.40

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
08/24/99	327337	\$98,878.10	(\$58,347.55)	\$40,530.55
09/25/99	330767	\$44,206.08	\$.00	\$44,206.08
10/12/99	333536	\$42,038.20	\$.00	\$42,038.20
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349188
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,195.00
DISBURSEMENTS AND CHARGES: \$ 60.21
TOTAL: \$1,255.21

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
06/30/99	826370	\$11,250.00	\$.00	\$11,250.00
06/30/99	826371	\$2,700.00	\$.00	\$ 2,700.00
06/30/99	826372	\$2,644.90	\$.00	\$ 2,644.90
10/20/99	334208	\$223.25	\$.00	\$ 223.25
10/20/99	829813	\$900.00	\$.00	\$ 900.00
10/20/99	829814	\$2,625.00	\$.00	\$ 2,625.00
12/16/99	339495	\$96.60	\$.00	\$ 96.60
TOTAL OF PRIOR OUTSTANDING INVOICES				\$20,439.75
TOTAL OF CURRENT INVOICE				<u>\$ 1,255.21</u>
TOTAL AMOUNT DUE				<u>\$21,694.96</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349189
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/9/US
FILE #: 40017.0003

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$37.50
DISBURSEMENTS AND CHARGES:	<u>\$14.30</u>
TOTAL DUE:	<u>\$51.80</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349190
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0008

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$27.50
DISBURSEMENTS AND CHARGES:	<u>\$1.61</u>
TOTAL DUE:	<u>\$29.11</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349191
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1640454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$4,032

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
12/20/99	339661	\$611.94	\$.00	\$ 611.94
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	<u>\$ 881.64</u>
TOTAL OF PRIOR OUTSTANDING INVOICES				\$2,493.58
TOTAL OF CURRENT INVOICE				<u>\$4,032.00</u>
TOTAL AMOUNT DUE				<u>\$6,525.58</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349378
March 16, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$81,993.75
DISBURSEMENTS AND CHARGES:	\$4,377.31
TOTAL DUE:	\$86,371.06

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$20,120.62)	\$21,917.58
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352748
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$87.50
DISBURSEMENTS AND CHARGES: \$10.02
TOTAL DUE: \$97.52

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/20/99	334208	\$223.25	\$.00	\$223.25
10/20/99	829813	\$900.00	\$.00	\$900.00
10/20/99	829814	\$2,625.00	\$.00	\$2,625.00
12/16/99	339495	\$96.60	\$.00	\$96.60
03/15/00	349188	\$1,255.21	\$.00	\$1,255.21
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$5,100.06
TOTAL OF CURRENT INVOICE:				<u>\$ 97.52</u>
BALANCE DUE:				<u>\$5,197.58</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352749
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/9/US
FILE #: 40017.0003

FOR DISBURSEMENTS AND CHARGES INCURRED FOR THE PERIOD
ENDED MARCH 31, 2000 AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$58.53

TOTAL DUE: \$58.53

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/15/00	349189	\$51.80	\$.00	\$51.80
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$51.80
TOTAL OF CURRENT INVOICE:				<u>\$58.53</u>
BALANCE DUE:				<u>\$110.33</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352750
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/42/US
FILE #: 40017.0005

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$588.75
DISBURSEMENTS AND CHARGES:	<u>\$ 0.40</u>
TOTAL DUE:	<u>\$589.15</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352751
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/38/US
FILE #: 40017.0007

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$76.25

TOTAL DUE: \$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352752
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/38/US
FILE #: 40017.0010

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$76.25

TOTAL DUE: \$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352753
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,842.50
DISBURSEMENTS AND CHARGES: \$ 396.00
TOTAL DUE: \$2,238.50

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/20/99	339661	\$611.94	\$.00	\$611.94
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	\$881.64
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$6,525.58
TOTAL OF CURRENT INVOICE:				<u>\$2,238.50</u>
BALANCE DUE:				<u>\$8,764.08</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

354153
April 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$10,442.50
DISBURSEMENTS AND CHARGES:	\$430.08
	<hr/>
TOTAL DUE:	\$10,872.58

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
10/12/99	333536	\$42,038.20	(\$28,525.72)	\$13,512.48
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

356497
May 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No.13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED APRIL 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$14,476.25
DISBURSEMENTS AND CHARGES:	\$347.03
TOTAL DUE:	\$14,823.28

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$28,525.72)	\$13,512.48
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

356503
May 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED APRIL 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$125.00
DISBURSEMENTS AND CHARGES:	\$23.22
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TOTAL DUE:	\$148.22

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
03/21/00	349859	\$118.90	\$.00	\$118.90

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

360344
June 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MAY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$14,324.50
DISBURSEMENTS AND CHARGES:	\$551.21
TOTAL DUE:	\$14,875.71

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$6,959.48)	\$43,194.62
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363830
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PRELIMINARY TRADEMARK SEARCH AND ANALYSIS FOR
A SITE FOR SORE EYES

TOTAL FEES:	\$400.00
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TOTAL DUE:	\$400.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION:
MR. ELIOT I. BERNSTEIN

363831
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0027

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR THE PREPARATION AND FILING OF NEW TRADEMARK
APPLICATION FOR IVIEWIT.COM

TOTAL FEES:	\$975.00
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TOTAL DUE:	\$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363832
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: A SITE FOR SORE EYES/38/US
FILE #: 40017.0030

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING OF NEW TRADEMARK APPLICATION FOR
A SITE FOR SORE EYES IN CLASS 38

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363833
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: A SITE FOR SORE EYES/42/US
FILE #: 40017.0031

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR
A SITE FOR SORE EYES CLASS 42

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363834
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR
IVIEWIT IN CLASS 42

TOTAL FEES:	\$975.00
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TOTAL DUE:	\$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363835
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR
IVIEWIT LOGO IN CLASS 42

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363836
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$2,866.25
DISBURSEMENTS AND CHARGES:	\$51.01
	<hr/>
TOTAL DUE:	\$2,917.26

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363837
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,657.00
DISBURSEMENTS AND CHARGES:	\$10.02
	<hr/>
TOTAL DUE:	\$1,667.02

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363840
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0008

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,385.00
DISBURSEMENTS AND CHARGES:	\$17.03
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TOTAL DUE:	\$1,402.03

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363841
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/38/US
FILE #: 40017.0007

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$110.00
DISBURSEMENTS AND CHARGES:	\$.81
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TOTAL DUE:	\$110.81

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363844
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/38/US
FILE #: 40017.0033

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION
FOR IVIEWIT LOGO IN CLASS 38

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

368322
August 22, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 2000
PREPARATION AND FILING RECORDS OF CHANGE OF NAME
FOR 8 TRADEMARK APPLICATIONS

TOTAL FEES: \$650.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

368777
August 24, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$11,787.50
DISBURSEMENTS AND CHARGES: \$398.52

TOTAL DUE: \$12,186.02

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$25,506.68)	\$24,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371505
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$165.00

TOTAL DUE: \$165.00

TOTAL OF CURRENT INVOICE: \$165.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371752
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$6,458.00
DISBURSEMENTS AND CHARGES:	\$263.47
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TOTAL DUE:	\$6,721.47

Apr 16 2001
13:01:47

* OPEN INVOICES *
IVIEWIT.COM, INC.

CLIENT: 40017

TYPE	NUMBER	DATE	FEE	COSTS	OTHER	TOTAL
PAYBR	1961	03/28/01	-6926.55	-73.45	.00	-7000.00
	SUBTOTAL		303.45	.00	.00	303.45
BILL	395537	03/12/01	630.00	2.76	.00	632.76
BILL	399271	04/06/01	137.00	10.66	.00	147.66
BILL	399272	04/06/01	137.00	.46	.00	137.46
BILL	399273	04/06/01	120.00	203.91	.00	323.91
BILL	399274	04/06/01	4882.00	68.64	.00	4950.64
BILL	399275	04/06/01	472.12	27.88	.00	500.00
BILL	400158	04/11/01	18695.00	186.61	.00	18881.61
	GRAND TOTAL		357106.63	12354.34	.00	369460.97

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371753
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$470.00
DISBURSEMENTS AND CHARGES:	\$36.80
	<hr/>
TOTAL DUE:	\$506.80

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

376560
October 13, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED SEPTEMBER 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,807.50
DISBURSEMENTS AND CHARGES: \$27.09
TOTAL DUE: \$7,834.59

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47

TOTAL OF PRIOR OUTSTANDING INVOICES: \$314,079.88
TOTAL OF CURRENT INVOICE: \$7,834.59
BALANCE DUE: \$321,914.47

PROSKAUER ROSE LLP
2000

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380021
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$825.00

TOTAL DUE: \$825.00

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	\$881.64
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$11,234.40
TOTAL OF CURRENT INVOICE:				\$825.00
BALANCE DUE:				\$12,059.40 =====

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380022
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0027

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$90.00
DISBURSEMENTS AND CHARGES:	\$12.91
TOTAL DUE:	\$102.91

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363831	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$102.91
BALANCE DUE:				\$1,077.91

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380023
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$82.00
DISBURSEMENTS AND CHARGES:	\$.92
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TOTAL DUE:	\$82.92

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363835	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$82.92
BALANCE DUE:				\$1,057.92

PROSKAUER ROSE LLP

2000

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380024
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK GENERAL FILE
FILE #: 40017.0035

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$82.00
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TOTAL DUE:	\$82.00

TOTAL OF CURRENT INVOICE: \$82.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380025
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$90.00
DISBURSEMENTS AND CHARGES:	\$7.76
	<hr/>
TOTAL DUE:	\$97.76

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363834	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$97.76
BALANCE DUE:				\$1,072.76
				=====

IVIEWIT.COM, INC.
 2255 GLADES ROAD
 SUITE 337 WEST
 BOCA RATON, FL 33431-7360
 ATTENTION: MR. ELIOT I. BERNSTEIN

381460
 November 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
 Suite 340 West
 Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
 MATTER NAME: GENERAL CORPORATE ADVICE
 FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
 CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
 AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$7,466.25
DISBURSEMENTS AND CHARGES:	\$80.95
	<hr/>
TOTAL DUE:	\$7,547.20

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

382111
December 6, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$10,138.75
DISBURSEMENTS AND CHARGES: \$24.00

TOTAL DUE: \$10,162.75

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

387122
January 18, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$18,332.50
LESS ADJUSTMENT	<u>-1,332.50</u>
	\$17,000.00
DISBURSEMENTS AND CHARGES:	\$544.77
	<hr/>
TOTAL DUE:	\$17,544.77

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

391231
February 9, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JANUARY 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$18,053.75
DISBURSEMENTS AND CHARGES: \$861.52

TOTAL DUE: \$18,915.27

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77

IVIEWIT.COM, INC.
 2255 GLADES ROAD
 SUITE 337 WEST
 BOCA RATON, FL 33431-7360
 ATTENTION: MR. ELIOT I. BERNSTEIN

394765
 March 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
 Suite 340 West
 Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
 MATTER NAME: GENERAL CORPORATE ADVICE
 FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
 CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 28, 2001
 AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,230.00
 DISBURSEMENTS AND CHARGES: \$73.45
 TOTAL DUE: \$7,303.45

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77
02/09/01	391231	\$18,915.27	\$.00	\$18,915.27

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

395537
March 12, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 28, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$630.00
DISBURSEMENTS AND CHARGES: \$2.76
TOTAL DUE: \$632.76

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
11/17/00	380021	\$825.00	\$.00	\$825.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$10,177.76
TOTAL OF CURRENT INVOICE:				\$632.76
BALANCE DUE:				\$10,810.52 =====

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399271
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$137.00
DISBURSEMENTS AND CHARGES:	\$10.66
	<hr/>
TOTAL DUE:	\$147.66

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363835	\$975.00	\$.00	\$975.00
11/17/00	380023	\$82.92	\$.00	\$82.92

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399272
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/38/US
FILE #: 40017.0033

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$137.00
DISBURSEMENTS AND CHARGES:	\$.46
	<hr/>
TOTAL DUE:	\$137.46

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363844	\$975.00	\$.00	\$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399273
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$120.00
DISBURSEMENTS AND CHARGES:	\$203.91
	<hr/>
TOTAL DUE:	\$323.91

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363834	\$975.00	\$.00	\$975.00
11/17/00	380025	\$97.76	\$.00	\$97.76

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399274
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$4,882.00
DISBURSEMENTS AND CHARGES: \$68.64
TOTAL DUE: \$4,950.64

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
11/17/00	380021	\$825.00	\$.00	\$825.00
03/12/01	395537	\$632.76	\$.00	\$632.76

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399275
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/38/US
FILE #: 40017.0010

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
FIXED FEE FOR PREPARATION AND FILING OF EXTENSION REQUEST

TOTAL FEES: \$500.00

TOTAL DUE: \$500.00

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
04/18/00	352752	\$76.25	\$.00	\$76.25

IVIEWIT.COM, INC.
 2255 GLADES ROAD
 SUITE 337 WEST
 BOCA RATON, FL 33431-7360
 ATTENTION: MR. BRIAN G. UTLEY

400158
 April 11, 2001

PROSKAUER ROSE LLP

2255 Glades Road
 Suite 340 West
 Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
 MATTER NAME: GENERAL CORPORATE ADVICE
 FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
 CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
 AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$18,695.00
DISBURSEMENTS AND CHARGES:	\$186.61
<hr/>	
TOTAL DUE:	\$18,881.61

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77
02/09/01	391231	\$18,915.27	\$.00	\$18,915.27
03/06/01	394765	\$7,303.45	(\$7,000.00)	\$303.45

PROSKAUER ROSE LLP

225 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702
cwheeler@proskauer.com

April 16, 2001

Mr. Brian G. Utley
iviewit.com, Inc.
2255 Glades Road, #337-W
Boca Raton, FL 33431

Re: Past-Due Invoices

Dear Brian:

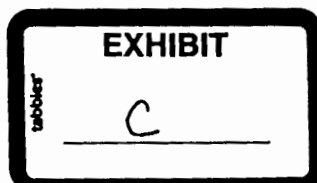
As a follow-up to my letter of April 16, 2001, enclosed please find a list of outstanding invoices due and owing.

Sincerely,



Christopher C. Wheeler

cc: Albert W. Gortz



Apr 16 2001
13:01:47

CLIENT: 40017 * OPEN INVOICES *
IVIEWIT.COM, INC.

TYPE	NUMBER	DATE	FEE	COSTS	OTHER	TOTAL
BILL	343838	01/31/00	82235.00	3080.54	.00	85315.54
PAYBR	1777	01/05/01	-15390.40	-3080.54	.00	-18470.94
PAYBR	1832	01/30/01	-25000.00	.00	.00	-25000.00
	SUBTOTAL		41844.60	.00	.00	41844.60
BILL	343840	01/31/00	1273.75	26.25	.00	1300.00
BILL	346259	02/17/00	72712.50	3636.90	.00	76349.40
BILL	349188	03/15/00	1195.00	60.21	.00	1255.21
BILL	349189	03/15/00	37.50	14.30	.00	51.80
BILL	349190	03/15/00	27.50	1.61	.00	29.11
BILL	349191	03/15/00	4032.00	.00	.00	4032.00
BILL	349378	03/16/00	81993.75	4377.31	.00	86371.06
BILL	349859	03/21/00	.00	118.90	.00	118.90
BILL	349888	03/21/00	.00	14.43	.00	14.43
BILL	352748	04/18/00	87.50	10.02	.00	97.52
BILL	352749	04/18/00	.00	58.53	.00	58.53
BILL	352750	04/18/00	588.75	.40	.00	589.15
BILL	352751	04/18/00	76.25	.00	.00	76.25
BILL	352752	04/18/00	76.25	.00	.00	76.25
BILL	352753	04/18/00	1842.50	396.00	.00	2238.50
BILL	354153	04/30/00	10442.50	430.08	.00	10872.58
BILL	356497	05/30/00	14476.25	347.03	.00	14823.28
BILL	356503	05/30/00	125.00	23.22	.00	148.22
BILL	360344	06/30/00	14324.50	551.21	.00	14875.71
BILL	363830	07/21/00	400.00	.00	.00	400.00
BILL	363831	07/21/00	975.00	.00	.00	975.00
BILL	363832	07/21/00	975.00	.00	.00	975.00
BILL	363833	07/21/00	974.19	.81	.00	975.00

Apr 16 2001
13:01:47

* OPEN INVOICES *
IVIEWIT.COM, INC.

CLIENT: 40017

TYPE	NUMBER	DATE	FEES	COSTS	OTHER	TOTAL
BILL	363834	07/21/00	975.00	.00	.00	975.00
BILL	363835	07/21/00	975.00	.00	.00	975.00
BILL	363836	07/21/00	2866.25	51.01	.00	2917.26
BILL	363837	07/21/00	1657.00	10.02	.00	1667.02
BILL	363840	07/21/00	1385.00	17.03	.00	1402.03
BILL	363841	07/21/00	110.00	.81	.00	110.81
BILL	363844	07/21/00	975.00	.00	.00	975.00
BILL	363970	07/30/00	1902.00	15.40	.00	1917.40
BILL	368322	08/22/00	648.00	2.00	.00	650.00
BILL	368777	08/24/00	11787.50	398.52	.00	12186.02
BILL	371505	09/20/00	165.00	.00	.00	165.00
BILL	371752	09/20/00	6458.00	263.47	.00	6721.47
BILL	371753	09/20/00	470.00	36.80	.00	506.80
BILL	376560	10/13/00	7807.50	27.09	.00	7834.59
BILL	380021	11/17/00	825.00	.00	.00	825.00
BILL	380022	11/17/00	90.00	12.91	.00	102.91
BILL	380023	11/17/00	82.00	.92	.00	82.92
BILL	380024	11/17/00	82.00	.00	.00	82.00
BILL	380025	11/17/00	90.00	7.76	.00	97.76
BILL	381460	11/30/00	7466.25	80.95	.00	7547.20
BILL	382111	12/06/00	10138.75	24.00	.00	10162.75
PAYBR	1777	01/05/01	-4616.00	-24.00	.00	-4640.00
			5522.75	.00	.00	5522.75
BILL	387122	01/18/01	17000.00	544.77	.00	17544.77
PAYBR	1832	01/30/01	-4143.23	-544.77	.00	-4688.00
			12856.77	.00	.00	12856.77
BILL	391231	02/09/01	18053.75	861.52	.00	18915.27
BILL	394765	03/06/01	7230.00	73.45	.00	7303.45

Apr 16 2001
13:01:47

* OPEN INVOICES *

CLIENT: 40017 IVIEWIT.COM, INC.

TYPE	NUMBER	DATE	FEE	COSTS	OTHER	TOTAL
PAYBR	1961	03/28/01	-6926.55	-73.45	.00	-7000.00
	SUBTOTAL		303.45	.00	.00	303.45
BILL	395537	03/12/01	630.00	2.76	.00	632.76
BILL	399271	04/06/01	137.00	10.66	.00	147.66
BILL	399272	04/06/01	137.00	.46	.00	137.46
BILL	399273	04/06/01	120.00	203.91	.00	323.91
BILL	399274	04/06/01	4882.00	68.64	.00	4950.64
BILL	399275	04/06/01	472.12	27.88	.00	500.00
BILL	400158	04/11/01	18695.00	186.61	.00	18881.61
	GRAND TOTAL		357106.63	12354.34	.00	369460.97

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,

v.

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

Defendants.

ORDER ON DEFENDANTS' MOTION TO ENLARGE TIME FOR
DISCOVERY

This matter coming before the Court on the Defendants' Motion to Enlarge Time for Discovery, and the Court having heard argument of counsel for both Plaintiff and Defendants and otherwise being advised in the premises and having considered the grounds for the Motion and considered applicable law, it is FOUND,

ORDERED AND ADJUDGED as follows:

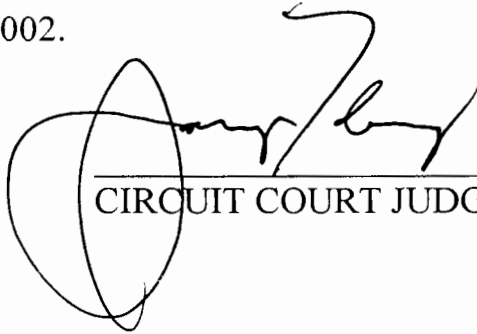
1. Defendant's Motion to Enlarge Time for Discovery is hereby

GRANTED.

9/30/02

2. - Discovery cutoff shall be November 15, 2002

^{30th} DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this
30th day of September, 2002.



CIRCUIT COURT JUDGE

Copies to:

Steven M. Selz, Esq.
214 Brazilian Ave., #220
Palm Beach, FL 33480

Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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,

v.

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

Defendants.

**DEFENDANTS' MOTION TO ENLARGE TIME FOR
FILING OF PRE-TRIAL STIPULATION**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order enlarging time within which the parties may file a pre-
trial stipulation in this matter and as grounds therefore would state as follows:

1. This matter is currently set on the trial docket of this Court for a 4 day non-
jury trial commencing December 16, 2002.
2. That based on the prior orders of this Court, as extended by prior agreed
orders, the parties have extended discovery and deadlines in this matter.

ptd

3. That there remain outstanding issues regarding discovery which have yet to be resolved and that would prevent the Defendants from being able to fully frame the issues for this Court, there being at least two (2) pending depositions. Additionally, the parties have not undertaken the mediation in this matter. The previous order in this matter contemplated that all discovery would have been completed prior to the filing of the pre-trial stipulation.

4. That the Plaintiff will not be prejudiced by an enlargement of time in this matter, so as to require that the pre-trial stipulation in this matter be filed after the completion of both discovery and mediation.

5. This motion is interposed in good faith and not for purposes of delay.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order extending the deadline for the filing of the pre-trial stipulation until November 30, 2002.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 26th day of September, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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,

v.

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.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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: Wednesday, October 2, 2002.

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

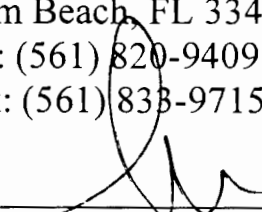
Matter: Defendants' Motion To Enlarge Time to File Pre-Trial Stipulation

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 26th day of September,

9/26/02

2002 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,

v.

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

Defendants.

**DEFENDANTS' MOTION TO ENLARGE TIME FOR
FILING OF PRE-TRIAL STIPULATION**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order enlarging time within which the parties may file a pre-
trial stipulation in this matter and as grounds therefore would state as follows:

1. This matter is currently set on the trial docket of this Court for a 4 day non-
jury trial commencing December 16, 2002.
2. That based on the prior orders of this Court, as extended by prior agreed
orders, the parties have extended discovery and deadlines in this matter.

9/26/02

3. That there remain outstanding issues regarding discovery which have yet to be resolved and that would prevent the Defendants from being able to fully frame the issues for this Court, there being at least two (2) pending depositions. Additionally, the parties have not undertaken the mediation of this matter. The previous order in this matter contemplated that all discovery would have been completed prior to the filing of the pre-trial stipulation.

4. That the Plaintiff will not be prejudiced by an enlargement of time in this matter, so as to require that the pre-trial stipulation in this matter be filed after the completion of both discovery and mediation.

5. This motion is interposed in good faith and not for purposes of delay.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order extending the deadline for the filing of the pre-trial stipulation until November 30, 2002.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 26th day of September, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

SELZ & MUVDI SELZ, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Plaintiff's Motion to Compel the Defendants' Compliance
with Previous Court Orders and for Sanctions**

DATE: October 10, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

9/20/02

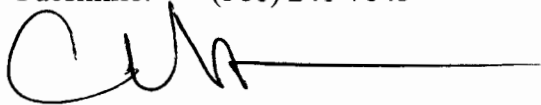
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 26 day of September, 2002.

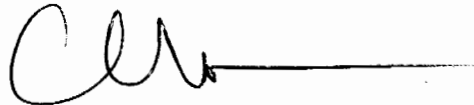
PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 26 day of September, 2002, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

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,

v.

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.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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: Wednesday, October 2, 2002.

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

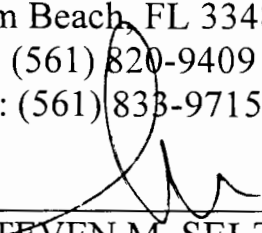
Place: Palm Beach County Courthouse, 205 North Dixie Highway, West
Palm Beach, Florida 33401

Matter: Defendants' Motion To Enlarge Time to File Pre-Trial Stipulation

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 26TH day of September,

2002 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,

v.

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

Defendants.

**DEFENDANTS' MOTION TO ENLARGE TIME FOR
FILING OF PRE-TRIAL STIPULATION**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order enlarging time within which the parties may file a pre-
trial stipulation in this matter and as grounds therefore would state as follows:

1. This matter is currently set on the trial docket of this Court for a 4 day non-
jury trial commencing December 16, 2002.
2. That based on the prior orders of this Court, as extended by prior agreed
orders, the parties have extended discovery and deadlines in this matter.

12/10/02

3. That there remain outstanding issues regarding discovery which have yet to be resolved and that would prevent the Defendants from being able to fully frame the issues for this Court, there being at least two (2) pending depositions. Additionally, the parties have not undertaken the mediation of this matter. The previous order in this matter contemplated that all discovery would have been completed prior to the filing of the pre-trial stipulation.

4. That the Plaintiff will not be prejudiced by an enlargement of time in this matter, so as to require that the pre-trial stipulation in this matter be filed after the completion of both discovery and mediation.

5. This motion is interposed in good faith and not for purposes of delay.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order extending the deadline for the filing of the pre-trial stipulation until November 30, 2002.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 26th day of September, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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,

v.

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

Defendants.

NOTICE OF FILING

TO: Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
give notice of the filing of the original transcription of the proceedings before this
Court as held on September 11, 2002, the original of which is attached hereto as
Exhibit "A".

I HEREBY CERTIFY that a true and correct copy of the foregoing has been

9/11/02

provided by U.S. Mail and fax transmission this 26th day of September, 2002 to:
the above-referenced addressee.

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 LLP, a New
York limited liability partnership,

Plaintiff,

vs.

No. CA 01-04671 AB

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

Defendants.

-----/

The above-entitled cause came on for Hearing
before The Honorable Jorge Labarga, Circuit Judge, at
the Palm Beach County Courthouse, West Palm Beach,
Palm Beach County, Florida, on the 11th day of
September, 2002, commencing at 8:45 o'clock A.M.

APPEARANCES:

PROSKAUER ROSE
by: MATTHEW TRIGGS, ESQ.
and CHRISTOPHER W. PRUSASKI, ESQ.
Appearing on behalf of the Plaintiff.

SELZ & MUVDI SELZ, P.A.
by: STEVEN M. SELZ, ESQ.
Appearing by telephone on behalf of the Defendants.

Certified Copy

1 MR. SELZ: Your Honor, may I approach?

2 Actually, it's real simple, Your Honor.

3 THE COURT: Sure. Come on up.

4 Motion for Leave to Amend to Join
5 Indispensable Parties to Action and to Continue
6 Trial Setting Based on New Evidence.

7 MR. SELZ: Okay.

8 THE COURT: Last time a lawyer said it's
9 real simple, you know, I got a ten-page opinion
10 from the Fourth DCA reversing me, so I'm not
11 buying that anymore.

12 MR. SELZ: Okay. Your Honor, if I may,
13 briefly this is the scenario, Proskauer Rose is
14 suing Iviewit.com, Iviewit Holdings and Iviewit
15 Technologies for legal fees.

16 THE COURT: I've got a bad back. This is
17 not my chair and I'm having a hard time. Go
18 ahead.

19 MR. SELZ: Basically, this is the
20 situation, Your Honor. We took the deposition
21 of Mr. Brian Utley, who is the president of
22 Iviewit. He testified basically there is only
23 one Retainer Agreement that he signed with
24 Proskauer Rose, which is attached to our motion
25 as Exhibit 1.

1 It basically is with Iviewit LLC, which
2 is not a party to this action, Your Honor.
3 Okay. That's number one.

4 Number two, is there is an additional
5 party. And this is all referenced in the
6 billing that Proskauer is seeking as the basis
7 for their claim. There's another entity,
8 Iviewit.com LLC, which is now in bankruptcy.

9 So you've got these two entities, Iviewit
10 LLC and Iviewit.com LLC, neither of which were
11 made parties to this action, but on the face of
12 the billing statement, which I've attached as
13 another exhibit, Exhibit 3 to my motion.

14 And if you take a look, you'd see there
15 are multiple references. Almost on every page
16 of that billing statement, there is a reference
17 to Iviewit LLC or Iviewit.com LLC.

18 And what opposing counsel has said as
19 well, they're not suing over that particular
20 billing statement.

21 But Your Honor, all they've attached to
22 the Complaint is a summary of the bills. They
23 haven't attached any specific delineation of
24 the specific services that were provided, who
25 were they provided to. It basically says,

1 total hours, charge, this is what you owe.

2 Now, in their original Complaint that was
3 filed in this matter, they actually had
4 attached a copy of the Retainer Agreement with
5 Iviewit LLC.

6 Previous counsel had moved to dismiss the
7 Complaint for failure to join an indispensable
8 party. Your Honor denied that basically
9 saying, look, on the face of the Complaint,
10 because they filed an Amended Complaint
11 subsequently, there is no basis. I'm going to
12 look at the four corners. The four corners
13 don't demonstrate somehow that this is not an
14 indispensable party.

15 But now clearly, from the deposition
16 testimony of Mr. Utley, that was the Retainer
17 Agreement that was signed and which apparently
18 formed the contractual relationship between
19 Proskauer Rose and the Iviewit entities.

20 So we're stuck in a situation, Your
21 Honor, where, you know, we've got third parties
22 who are not parties to this action currently
23 who were provided with legal services by the
24 plaintiff, who apparently signed the Retainer
25 Agreement with the plaintiff, which was the

1 basis for their contractual claims, but are not
2 joined in this action.

3 What we want to do is get everyone who is
4 involved in this one case so we don't have the
5 possibility of rights being adjudicated for
6 these other parties and obligations when
7 they're not made a party to it.

8 THE COURT: What do you intend to do?
9 Add these people as parties?

10 MR. SELZ: I want to add these people as
11 third parties to this action, Your Honor, bring
12 them in, because they are parties who have some
13 liability here, and continue to go forward
14 within discovery on this case to ascertain
15 exactly which one of these services -- We don't
16 have a form complete copy of the document.

17 THE COURT: When is the case set for
18 trial?

19 MR. SELZ: It's actually coming up on the
20 next docket, Your Honor.

21 MR. TRIGGS: September 30th docket.

22 MR. SELZ: September 30th docket.

23 THE COURT: You have a docket call the
24 day after tomorrow.

25 MR. SELZ: Correct, Your Honor. That is

1 correct.

2 THE COURT: I mean, you're bringing this
3 to my attention two days before docket. I've
4 been here every day for the last year. Where
5 have you been?

6 MR. SELZ: Your Honor, I just got into
7 the case pretty recently, a couple months ago.
8 And --

9 THE COURT: How is that his client's
10 fault?

11 MR. SELZ: It's not, Your Honor. But it
12 is his client's fault, the fact that they
13 clearly knew who they signed the Retainer
14 Agreement with because they put it on the
15 initial pleadings. They can't proclaim
16 innocence of this knowledge and at the same
17 time hide behind it and say, well, they're not
18 really an indispensable party so --

19 THE COURT: Let me hear from him.

20 MR. TRIGGS: I'm Matt Triggs. I'm with
21 Proskauer Rose. I'm here representing
22 Proskauer Rose.

23 The motion is not well founded, Your
24 Honor. We are, as it's just been represented
25 to you, on this docket coming up on September

1 30th. This case has been pending for over a
2 year. We've already been rolled over once.
3 Proskauer is owed approximately \$400,000 in
4 legal fees. This is a case where if we don't
5 get this thing to trial, justice delayed is
6 justice denied.

7 They certainly could have raised this
8 motion ages ago.

9 And as far as the substance of the
10 motion, Your Honor, as Mr. Selz has represented
11 to you, they have raised this --

12 THE COURT: I'm listening. I just want
13 to get my notebook.

14 MR. TRIGGS: They did raise this months
15 ago, Your Honor. In fact, they moved to
16 dismiss raising the same argument that Mr. Selz
17 is representing to you today, Your Honor. You
18 denied that motion months and months ago.

19 I have prepared a very short memo of law
20 on this, Your Honor. And if I could approach,
21 I will hand it to you along with the cases that
22 I've cited in there.

23 But the - the Engle case that we have
24 cited stands for the proposition that if you
25 are raising a failure to join an indispensable

1 party, you do it once.

2 Your Honor, they did it once. You
3 considered it and you denied it.

4 This case procedurally should go forward
5 for that reason alone.

6 As far as the substance goes, the motion
7 that was filed by the defendants here is
8 completely silent on what the test is for
9 failure to join an indispensable party.

10 It is completely silent because the test
11 is a very difficult test, as we have laid out
12 in our very short motion - I'm sorry - memo
13 there, Your Honor.

14 The test is that the party has to be so
15 essential to the suit that no decision can be
16 rendered without their joinder.

17 We've cited to a number of cases. One of
18 them is a Supreme Court case of Hertz. It's at
19 453 So.2d. 12. You've got to be so essential
20 that a judgment is essentially meaningless
21 without the joinder of these parties.

22 What we contend, what we've alleged in
23 our Amended Complaint is that there initially
24 was an engagement agreement with one entity,
25 but thereafter, we had an oral contract with

1 the three entities that we sued for this
2 \$400,000 in legal fees.

3 I'm entitled to put on my case, prove I
4 have an contract with his three clients. And
5 if I convince you, we prevail.

6 He's entitled to put on a defense saying,
7 we didn't contract with these folks. We don't
8 owe this money.

9 There is absolutely no prohibition to you
10 deciding that issue, deciding whether I'm right
11 or whether Mr. Selz is right in entering a
12 judgment.

13 A judgment in this case will not impact
14 these other two folks that he now on the eve of
15 trial contends are defendants.

16 THE COURT: Okay. Guys, I've got to go.
17 I heard from each side. I think I've got a
18 grip on it.

19 Look, as I said before, the case is set
20 for docket call the day after tomorrow. The
21 case has been rolled over once already. It's
22 been on my trial docket for a year. And when
23 you see my trial orders setting cases for
24 trial, I - I took the extra step of pretty much
25 setting down in the first page of the order a

1 statement that says, this order contains
2 deadlines and other requirements which will be
3 strictly enforced. Please take the time to
4 read this order carefully and immediately.
5 Additionally, please take the time to diary all
6 deadlines now.

7 I state in there that I have set aside
8 one half hour slots every morning from 8:15 to
9 8:45 to hear special set hearings. I set aside
10 all day Friday. I set aside a week between
11 docket calls to hear nothing but special set
12 hearings. I have the uniform motion calendar
13 every morning. I have been -- With the
14 exception for the two weeks that I took for
15 vacation in July, I have been here every single
16 morning this whole past year.

17 And I am sorry, but you can't come in two
18 days before docket call and tell me, I just got
19 retained. I want to turn this case upside down
20 again.

21 So as the Fourth District said in the
22 case of Noble - N-o-b-l-e - versus Martin
23 County Memorial -- That is at 710 So.2d. 567,,
24 Fourth District Court of Appeals, 1997, they
25 said, there comes a point in time in litigation

1 where each party is entitled to some finality.
2 The rule of liberality in permitting amendment
3 of pleadings gradually diminishes as the case
4 progresses to trial.

5 And we're two days before docket call.
6 Case has been rolled over once. I'm sorry.
7 It's time to fish and cut bait.

8 So on the motion to amend to join
9 indispensable party is denied. And we will
10 proceed at trial as is.

11 And if I'm wrong, I'm wrong. Been wrong
12 before. Thank you. Can I give you this back?

13 MR. SELZ: Your Honor, just very briefly,
14 we've got one other quick problem.

15 THE COURT: I've got to go. You guys
16 have used up your 15 minutes of fame.

17 MR. SELZ: Your Honor, we've got a
18 problem with a principal witness who's got a
19 health problem.

20 THE COURT: I understand. If you want to
21 wait around a bit, let me take care of some
22 other people, I'll have time. Let me take care
23 of other people. They've got other hearings,
24 they've got to go to.

25 (Thereupon, a recess was taken.)

1 MR. SELZ: Okay, Your Honor.

2 THE COURT: Okay. You guys are back.

3 MR. SELZ: We're back.

4 THE COURT: This is the -- See, I already
5 forgot.

6 MR. SELZ: This is Proskauer Rose versus
7 Iviewit.

8 THE COURT: The fee hearing.

9 MR. SELZ: Yes. If I may approach, Your
10 Honor? The last issue that we had, Your Honor
11 - and this really goes both to the request for
12 a continuance and also with regard to an order
13 extending the pre-trial deadlines that you
14 previously entered.

15 Eliot Bernstein, who is the corporate
16 representative in this matter and who is really
17 necessary for a mediation that we're going to
18 conduct after the calendar call --

19 THE COURT: Right.

20 MR. SELZ: -- unfortunately, his wife is
21 seven months pregnant. That's not the
22 unfortunate part.

23 The unfortunate part is she has some kind
24 of hemorrhaging. And she's under a doctor's
25 care. And he's out in California. And quite

1 frankly, he's expressed to me that he has
2 serious concern about her health. Her treating
3 Ob-Gyn has advised that he remain in California
4 because of the seriousness of the condition.

5 THE COURT: The lady who is pregnant is
6 in California?

7 MR. SELZ: Yes. She's in California.
8 And she's seven months pregnant and she has
9 bleeding. And they're concerned about whether
10 or not they're going to have to do some kind of
11 Cesarean Section or take some kind of remedial
12 surgical steps. There is both concern of her
13 health and safety and the baby's health and
14 safety.

15 And so right now, I just, you know, he
16 told me just a couple of days ago that this was
17 going on. And I got a letter from the Ob-Gyn
18 indicating that that's the situation that's
19 being currently undertaken.

20 The problem we've got, Your Honor, is
21 we've got this court-ordered mediation to take
22 place by the 13th. He's saying to me, I'm not
23 going to leave my wife. I can't leave to do
24 that.

25 THE COURT: I understand. Let me ask you

1 this, we're going to have docket call the day
2 after tomorrow. What's going to happen is it's
3 a three-month docket. We can schedule this
4 case towards the end of the docket, December,
5 November.

6 MR. SELZ: That would be fine.

7 THE COURT: Hopefully, by the end, the
8 baby will have arrived and you know - you know,
9 hopefully everything will be okay with her and
10 she will be in a position to - to give, you
11 know, to attend mediation or whatever.

12 MR. SELZ: That's the hope, Your Honor.
13 You know, obviously, the idea was she's seven
14 months now. Two more months she will be full
15 term.

16 THE COURT: What you do need to do if you
17 want to help yourselves out and help me out --

18 MR. TRIGGS: Yes.

19 THE COURT: -- is you're supposed to
20 bring your calendars with you to calendar call
21 so we can coordinate a date when everybody's
22 available. Make sure your calendars are up to
23 date. Secretaries sometimes don't plug in
24 vacations.

25 Number two, why don't you call each other

1 before Friday and agree on a week? I mean, how
2 long do you think it will take? Four days,
3 five days. Fine. Why don't we agree to go the
4 third week of, you know, November or the first
5 week of December.

6 And when you come to docket call, judge,
7 we have agreed to go the first week of
8 December. And you know, you're out of here.
9 You know, I'll give you whatever you want.

10 MR. TRIGGS: Okay.

11 MR. SELZ: The other issue we've got is
12 the mediation, which has already been ordered
13 by this court in a prior order for the 13th.

14 THE COURT: You need to reschedule that.

15 MR. TRIGGS: I'm obviously sympathetic to
16 the situation, Your Honor. I'm fine with
17 moving mediation.

18 The important thing to me is keeping on
19 the docket. And the tail end of the docket
20 would be fine.

21 THE COURT: Why don't you do - you're in
22 touch with her and her family - and find out
23 when things happen and when she can do this.
24 And you guys reschedule mediation.

25 MR. SELZ: Okay. I guess we've got some

1 depositions they want to take of Mr. Bernstein.
2 I wanted to be able to attend those. I don't
3 know if we can continue the discovery deadline.

4 THE COURT: I have no problem continuing
5 it. If you guys agree to it, that's fine.

6 MR. SELZ: Okay. Because I just want to
7 be able to get this thing going to trial
8 obviously with everyone being able to present
9 what they've got to present and not having a
10 problem with his wife.

11 THE COURT: As a sitting judge, I can't
12 justify endangering somebody's life over one
13 case. I've got 1200 of these. If it gets
14 rolled over to another docket, whatever it
15 takes - we don't want to go there - but if
16 that's what it takes, that's what it takes.

17 Right now, it seems that if we set it
18 towards the end of the docket and we keep some
19 fire to your feet, things will get done.

20 MR. SELZ: Okay.

21 THE COURT: And hopefully, she will have
22 her baby and everything will be great.

23 MR. TRIGGS: Your Honor, could I raise
24 just one other issue and we will leave? I know
25 we've got many things we're bringing before

1 you. You entered an order requiring some
2 discovery coming our way quite sometime ago.
3 That discovery was due three weeks ago by your
4 court order.

5 THE COURT: What's going on?

6 MR. SELZ: Again --

7 MR. TRIGGS: We've got one of the two
8 things. We got responses to interrogatories.
9 We have no documents. And we noticed it for an
10 8:45 last week. I think it was last week. And
11 you had no time that day and basically said,
12 come on, come back another time.

13 THE COURT: I do that.

14 MR. TRIGGS: Your Honor, I don't know
15 what to do other than if you enter an order --

16 THE COURT: What do you think?

17 MR. SELZ: Your Honor, this again, this
18 is how I really discovered this whole problem
19 with his wife was he was saying, well, I've got
20 a problem with the documents. I said, what's
21 the problem? My wife's got this problem. I've
22 got the documents. I'm - I'm trying to get
23 them copied, but I'm concerned about other
24 things right now.

25 THE COURT: What don't I just give you

1 five days. Can you do it in five days?

2 MR. SELZ: My understanding, Your Honor,
3 from what Mr. Bernstein has told me is there's
4 16 Banker's boxes of documents.

5 THE COURT: Can't he send them to
6 Kinko's?

7 MR. SELZ: That's what I'm trying to find
8 out, if he can get it done, Your Honor.

9 THE COURT: There are Kinko's in
10 California.

11 MR. TRIGGS: We're not suing
12 Mr. Bernstein. We're not suing these companies
13 that we have a claim against. I'm sure there
14 are other Iviewit people.

15 THE COURT: Let's do this. Let's give
16 them five days. Take them to Kinko's on the
17 way to hospital, drop them off, and on the way
18 back, pick them up.

19 Let's get this done so he can get his
20 paperwork. Maybe the whole case can be over
21 with when the baby comes and everybody will be
22 happy and I'll be happy.

23 MR. SELZ: Your Honor, I've got an order
24 that's a blank order with regards to our
25 previous motion.

1 THE COURT: Why don't you fill it out for
2 me and give it to Chuck and I'll sign it. Give
3 me envelopes and I'll mail it back.

4 MR. SELZ: Thank you, judge.

5 THE COURT: And I've got to go because
6 somebody else is using my courtroom.

7 (Thereupon, the hearing was concluded.)
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COURT CERTIFICATE

STATE OF FLORIDA)

COUNTY OF BROWARD)

I, TAMARA EMERICK-MASCI, Registered Professional Reporter, certify that I was authorized to and did stenographically report the foregoing proceedings and that the transcript is a true and complete record of my stenographic notes.

DATED THIS 20th day of September, 2002.



TAMARA EMERICK-MASCI
Registered Professional Reporter

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,

v.

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

Defendants.

NOTICE OF FILING

TO: Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
give notice of the filing of the original transcription of the proceedings before this
Court as held on September 11, 2002, the original of which is attached hereto as
Exhibit "A".

I HEREBY CERTIFY that a true and correct copy of the foregoing has been

9/24/02

provided by U.S. Mail and fax transmission this 26th day of September, 2002 to:
the above-referenced addressee.

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 LLP, a New
York limited liability partnership,

Plaintiff,

vs.

No. CA 01-04671 AB

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

Defendants.

-----/

The above-entitled cause came on for Hearing
before The Honorable Jorge Labarga, Circuit Judge, at
the Palm Beach County Courthouse, West Palm Beach,
Palm Beach County, Florida, on the 11th day of
September, 2002, commencing at 8:45 o'clock A.M.

APPEARANCES:

PROSKAUER ROSE
by: MATTHEW TRIGGS, ESQ.
and CHRISTOPHER W. PRUSASKI, ESQ.
Appearing on behalf of the Plaintiff.

Certified Copy

SELZ & MUVDI SELZ, P.A.
by: STEVEN M. SELZ, ESQ.
Appearing by telephone on behalf of the Defendants.

1 MR. SELZ: Your Honor, may I approach?
2 Actually, it's real simple, Your Honor.

3 THE COURT: Sure. Come on up.

4 Motion for Leave to Amend to Join
5 Indispensable Parties to Action and to Continue
6 Trial Setting Based on New Evidence.

7 MR. SELZ: Okay.

8 THE COURT: Last time a lawyer said it's
9 real simple, you know, I got a ten-page opinion
10 from the Fourth DCA reversing me, so I'm not
11 buying that anymore.

12 MR. SELZ: Okay. Your Honor, if I may,
13 briefly this is the scenario, Proskauer Rose is
14 suing Iviewit.com, Iviewit Holdings and Iviewit
15 Technologies for legal fees.

16 THE COURT: I've got a bad back. This is
17 not my chair and I'm having a hard time. Go
18 ahead.

19 MR. SELZ: Basically, this is the
20 situation, Your Honor. We took the deposition
21 of Mr. Brian Utley, who is the president of
22 Iviewit. He testified basically there is only
23 one Retainer Agreement that he signed with
24 Proskauer Rose, which is attached to our motion
25 as Exhibit 1.

1 It basically is with Iviewit LLC, which
2 is not a party to this action, Your Honor.
3 Okay. That's number one.

4 Number two, is there is an additional
5 party. And this is all referenced in the
6 billing that Proskauer is seeking as the basis
7 for their claim. There's another entity,
8 Iviewit.com LLC, which is now in bankruptcy.

9 So you've got these two entities, Iviewit
10 LLC and Iviewit.com LLC, neither of which were
11 made parties to this action, but on the face of
12 the billing statement, which I've attached as
13 another exhibit, Exhibit 3 to my motion.

14 And if you take a look, you'd see there
15 are multiple references. Almost on every page
16 of that billing statement, there is a reference
17 to Iviewit LLC or Iviewit.com LLC.

18 And what opposing counsel has said as
19 well, they're not suing over that particular
20 billing statement.

21 But Your Honor, all they've attached to
22 the Complaint is a summary of the bills. They
23 haven't attached any specific delineation of
24 the specific services that were provided, who
25 were they provided to. It basically says,

1 total hours, charge, this is what you owe.

2 Now, in their original Complaint that was
3 filed in this matter, they actually had
4 attached a copy of the Retainer Agreement with
5 Iviewit LLC.

6 Previous counsel had moved to dismiss the
7 Complaint for failure to join an indispensable
8 party. Your Honor denied that basically
9 saying, look, on the face of the Complaint,
10 because they filed an Amended Complaint
11 subsequently, there is no basis. I'm going to
12 look at the four corners. The four corners
13 don't demonstrate somehow that this is not an
14 indispensable party.

15 But now clearly, from the deposition
16 testimony of Mr. Utley, that was the Retainer
17 Agreement that was signed and which apparently
18 formed the contractual relationship between
19 Proskauer Rose and the Iviewit entities.

20 So we're stuck in a situation, Your
21 Honor, where, you know, we've got third parties
22 who are not parties to this action currently
23 who were provided with legal services by the
24 plaintiff, who apparently signed the Retainer
25 Agreement with the plaintiff, which was the

1 basis for their contractual claims, but are not
2 joined in this action.

3 What we want to do is get everyone who is
4 involved in this one case so we don't have the
5 possibility of rights being adjudicated for
6 these other parties and obligations when
7 they're not made a party to it.

8 THE COURT: What do you intend to do?
9 Add these people as parties?

10 MR. SELZ: I want to add these people as
11 third parties to this action, Your Honor, bring
12 them in, because they are parties who have some
13 liability here, and continue to go forward
14 within discovery on this case to ascertain
15 exactly which one of these services -- We don't
16 have a form complete copy of the document.

17 THE COURT: When is the case set for
18 trial?

19 MR. SELZ: It's actually coming up on the
20 next docket, Your Honor.

21 MR. TRIGGS: September 30th docket.

22 MR. SELZ: September 30th docket.

23 THE COURT: You have a docket call the
24 day after tomorrow.

25 MR. SELZ: Correct, Your Honor. That is

1 correct.

2 THE COURT: I mean, you're bringing this
3 to my attention two days before docket. I've
4 been here every day for the last year. Where
5 have you been?

6 MR. SELZ: Your Honor, I just got into
7 the case pretty recently, a couple months ago.
8 And --

9 THE COURT: How is that his client's
10 fault?

11 MR. SELZ: It's not, Your Honor. But it
12 is his client's fault, the fact that they
13 clearly knew who they signed the Retainer
14 Agreement with because they put it on the
15 initial pleadings. They can't proclaim
16 innocence of this knowledge and at the same
17 time hide behind it and say, well, they're not
18 really an indispensable party so --

19 THE COURT: Let me hear from him.

20 MR. TRIGGS: I'm Matt Triggs. I'm with
21 Proskauer Rose. I'm here representing
22 Proskauer Rose.

23 The motion is not well founded, Your
24 Honor. We are, as it's just been represented
25 to you, on this docket coming up on September

1 30th. This case has been pending for over a
2 year. We've already been rolled over once.
3 Proskauer is owed approximately \$400,000 in
4 legal fees. This is a case where if we don't
5 get this thing to trial, justice delayed is
6 justice denied.

7 They certainly could have raised this
8 motion ages ago.

9 And as far as the substance of the
10 motion, Your Honor, as Mr. Selz has represented
11 to you, they have raised this --

12 THE COURT: I'm listening. I just want
13 to get my notebook.

14 MR. TRIGGS: They did raise this months
15 ago, Your Honor. In fact, they moved to
16 dismiss raising the same argument that Mr. Selz
17 is representing to you today, Your Honor. You
18 denied that motion months and months ago.

19 I have prepared a very short memo of law
20 on this, Your Honor. And if I could approach,
21 I will hand it to you along with the cases that
22 I've cited in there.

23 But the - the Engle case that we have
24 cited stands for the proposition that if you
25 are raising a failure to join an indispensable

1 party, you do it once.

2 Your Honor, they did it once. You
3 considered it and you denied it.

4 This case procedurally should go forward
5 for that reason alone.

6 As far as the substance goes, the motion
7 that was filed by the defendants here is
8 completely silent on what the test is for
9 failure to join an indispensable party.

10 It is completely silent because the test
11 is a very difficult test, as we have laid out
12 in our very short motion - I'm sorry - memo
13 there, Your Honor.

14 The test is that the party has to be so
15 essential to the suit that no decision can be
16 rendered without their joinder.

17 We've cited to a number of cases. One of
18 them is a Supreme Court case of Hertz. It's at
19 453 So.2d. 12. You've got to be so essential
20 that a judgment is essentially meaningless
21 without the joinder of these parties.

22 What we contend, what we've alleged in
23 our Amended Complaint is that there initially
24 was an engagement agreement with one entity,
25 but thereafter, we had an oral contract with

1 the three entities that we sued for this
2 \$400,000 in legal fees.

3 I'm entitled to put on my case, prove I
4 have an contract with his three clients. And
5 if I convince you, we prevail.

6 He's entitled to put on a defense saying,
7 we didn't contract with these folks. We don't
8 owe this money.

9 There is absolutely no prohibition to you
10 deciding that issue, deciding whether I'm right
11 or whether Mr. Selz is right in entering a
12 judgment.

13 A judgment in this case will not impact
14 these other two folks that he now on the eve of
15 trial contends are defendants.

16 THE COURT: Okay. Guys, I've got to go.
17 I heard from each side. I think I've got a
18 grip on it.

19 Look, as I said before, the case is set
20 for docket call the day after tomorrow. The
21 case has been rolled over once already. It's
22 been on my trial docket for a year. And when
23 you see my trial orders setting cases for
24 trial, I - I took the extra step of pretty much
25 setting down in the first page of the order a

1 statement that says, this order contains
2 deadlines and other requirements which will be
3 strictly enforced. Please take the time to
4 read this order carefully and immediately.
5 Additionally, please take the time to diary all
6 deadlines now.

7 I state in there that I have set aside
8 one half hour slots every morning from 8:15 to
9 8:45 to hear special set hearings. I set aside
10 all day Friday. I set aside a week between
11 docket calls to hear nothing but special set
12 hearings. I have the uniform motion calendar
13 every morning. I have been -- With the
14 exception for the two weeks that I took for
15 vacation in July, I have been here every single
16 morning this whole past year.

17 And I am sorry, but you can't come in two
18 days before docket call and tell me, I just got
19 retained. I want to turn this case upside down
20 again.

21 So as the Fourth District said in the
22 case of Noble - N-o-b-l-e - versus Martin
23 County Memorial -- That is at 710 So.2d. 567,
24 Fourth District Court of Appeals, 1997, they
25 said, there comes a point in time in litigation

1 where each party is entitled to some finality.
2 The rule of liberality in permitting amendment
3 of pleadings gradually diminishes as the case
4 progresses to trial.

5 And we're two days before docket call.
6 Case has been rolled over once. I'm sorry.
7 It's time to fish and cut bait.

8 So on the motion to amend to join
9 indispensable party is denied. And we will
10 proceed at trial as is.

11 And if I'm wrong, I'm wrong. Been wrong
12 before. Thank you. Can I give you this back?

13 MR. SELZ: Your Honor, just very briefly,
14 we've got one other quick problem.

15 THE COURT: I've got to go. You guys
16 have used up your 15 minutes of fame.

17 MR. SELZ: Your Honor, we've got a
18 problem with a principal witness who's got a
19 health problem.

20 THE COURT: I understand. If you want to
21 wait around a bit, let me take care of some
22 other people, I'll have time. Let me take care
23 of other people. They've got other hearings .
24 they've got to go to.

25 (Thereupon, a recess was taken.)

1 MR. SELZ: Okay, Your Honor.

2 THE COURT: Okay. You guys are back.

3 MR. SELZ: We're back.

4 THE COURT: This is the -- See, I already
5 forgot.

6 MR. SELZ: This is Proskauer Rose versus
7 Iviewit.

8 THE COURT: The fee hearing.

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10 Honor? The last issue that we had, Your Honor
11 - and this really goes both to the request for
12 a continuance and also with regard to an order
13 extending the pre-trial deadlines that you
14 previously entered.

15 Eliot Bernstein, who is the corporate
16 representative in this matter and who is really
17 necessary for a mediation that we're going to
18 conduct after the calendar call --

19 THE COURT: Right.

20 MR. SELZ: -- unfortunately, his wife is
21 seven months pregnant. That's not the
22 unfortunate part.

23 The unfortunate part is she has some kind
24 of hemorrhaging. And she's under a doctor's
25 care. And he's out in California. And quite

1 frankly, he's expressed to me that he has
2 serious concern about her health. Her treating
3 Ob-Gyn has advised that he remain in California
4 because of the seriousness of the condition.

5 THE COURT: The lady who is pregnant is
6 in California?

7 MR. SELZ: Yes. She's in California.
8 And she's seven months pregnant and she has
9 bleeding. And they're concerned about whether
10 or not they're going to have to do some kind of
11 Cesarean Section or take some kind of remedial
12 surgical steps. There is both concern of her
13 health and safety and the baby's health and
14 safety.

15 And so right now, I just, you know, he
16 told me just a couple of days ago that this was
17 going on. And I got a letter from the Ob-Gyn
18 indicating that that's the situation that's
19 being currently undertaken.

20 The problem we've got, Your Honor, is
21 we've got this court-ordered mediation to take
22 place by the 13th. He's saying to me, I'm not
23 going to leave my wife. I can't leave to do
24 that.

25 THE COURT: I understand. Let me ask you

1 this, we're going to have docket call the day
2 after tomorrow. What's going to happen is it's
3 a three-month docket. We can schedule this
4 case towards the end of the docket, December,
5 November.

6 MR. SELZ: That would be fine.

7 THE COURT: Hopefully, by the end, the
8 baby will have arrived and you know - you know,
9 hopefully everything will be okay with her and
10 she will be in a position to - to give, you
11 know, to attend mediation or whatever.

12 MR. SELZ: That's the hope, Your Honor.
13 You know, obviously, the idea was she's seven
14 months now. Two more months she will be full
15 term.

16 THE COURT: What you do need to do if you
17 want to help yourselves out and help me out --

18 MR. TRIGGS: Yes.

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21 so we can coordinate a date when everybody's
22 available. Make sure your calendars are up to
23 date. Secretaries sometimes don't plug in
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25 Number two, why don't you call each other

1 before Friday and agree on a week? I mean, how
2 long do you think it will take? Four days,
3 five days. Fine. Why don't we agree to go the
4 third week of, you know, November or the first
5 week of December.

6 And when you come to docket call, judge,
7 we have agreed to go the first week of
8 December. And you know, you're out of here.
9 You know, I'll give you whatever you want.

10 MR. TRIGGS: Okay.

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12 the mediation, which has already been ordered
13 by this court in a prior order for the 13th.

14 THE COURT: You need to reschedule that.

15 MR. TRIGGS: I'm obviously sympathetic to
16 the situation, Your Honor. I'm fine with
17 moving mediation.

18 The important thing to me is keeping on
19 the docket. And the tail end of the docket
20 would be fine.

21 THE COURT: Why don't you do - you're in
22 touch with her and her family - and find out
23 when things happen and when she can do this.
24 And you guys reschedule mediation.

25 MR. SELZ: Okay. I guess we've got some

1 depositions they want to take of Mr. Bernstein.
2 I wanted to be able to attend those. I don't
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4 THE COURT: I have no problem continuing
5 it. If you guys agree to it, that's fine.

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4 16 Banker's boxes of documents.

5 THE COURT: Can't he send them to
6 Kinko's?

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8 out, if he can get it done, Your Honor.

9 THE COURT: There are Kinko's in
10 California.

11 MR. TRIGGS: We're not suing
12 Mr. Bernstein. We're not suing these companies
13 that we have a claim against. I'm sure there
14 are other Iviewit people.

15 THE COURT: Let's do this. Let's give
16 them five days. Take them to Kinko's on the
17 way to hospital, drop them off, and on the way
18 back, pick them up.

19 Let's get this done so he can get his
20 paperwork. Maybe the whole case can be over
21 with when the baby comes and everybody will be
22 happy and I'll be happy.

23 MR. SELZ: Your Honor, I've got an order
24 that's a blank order with regards to our
25 previous motion.

1 THE COURT: Why don't you fill it out for
2 me and give it to Chuck and I'll sign it. Give
3 me envelopes and I'll mail it back.

4 MR. SELZ: Thank you, judge.

5 THE COURT: And I've got to go because
6 somebody else is using my courtroom.

7 (Thereupon, the hearing was concluded.)
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IN THE CIRCUIT COURT OF THE 15TH
JUDICIAL CIRCUIT IN AND FOR PALM
BEACH COUNTY, FLORIDA

CASE NO. CA 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.

**PLAINTIFF'S RESPONSE TO DEFENDANTS' MOTION TO COMPEL
TAKING OF FOREIGN DEPOSITION AND FOR THE APPOINTMENT
OF A COMMISSIONER AND MOTION FOR PROTECTIVE ORDER**

Plaintiff, Proskauer Rose LLP ("Proskauer"), responds to the Defendants' Motion to Compel Taking of Foreign Deposition and for Appointment of a Commissioner served under certificate of service dated October 24, 2002 (the "Motion") and further moves, pursuant to Rule 1.280(c) of the Florida Rules of Civil Procedure, for a the entry of a protective order as to the taking of the deposition of Kenneth Rubenstein ("Mr. Rubenstein"), and as grounds states as follows:

1. This is an action by Proskauer to collect unpaid attorney's fees from the Defendants, all former clients of Proskauer.
2. The Defendants' have not alleged, in any pleading, that Proskauer failed to properly perform the work undertaken on their behalf. Notwithstanding Defendants' failure to plead any such allegation, Defendants are now putting forth an eleventh hour attempt to turn this

11/25/02

matter into a malpractice case (and delay the trial of this matter set for the week of December 16, 2002) and are attempting to harass a Proskauer attorney (who lives in New Jersey and works in New York) who never billed any time to the Iviewit matter.¹

3. Specifically, Defendants are attempting to compel Mr. Rubenstein, a partner in Proskauer's New York office, to appear for a deposition. The Motion was filed because Proskauer has refused to produce Mr. Rubenstein for his deposition.

4. The Motion is misleading and misrepresents the discovery in this matter. Citing no particular deposition testimony, Defendants' motion at paragraph 1 states that prior testimony of the deponents in this matter has revealed that Rubenstein was "involved directly in the providing of services to the Defendants. . . ." Nothing could be further from the truth.

5. Contrary to the Defendants' baseless statement that Rubenstein was involved in the representation of Proskauer, Brian Utley, Defendants' former President and Chief Operating Officer, testified in his deposition as follows:

- At Elliot Bernstein's request, Rubenstein recommended another law firm to handle Defendants' patent matters (BU:70-4, 23);²
- "Rubenstein was never involved" in any of the work, and Defendants' interrogatory answers stating otherwise are a "misrepresentation." (BU:84-5, 7, 21);
- "[o]ther than referring Iviewit to [outside counsel], Rubenstein never did any work for Iviewit" (BU:121-3);

¹ Proskauer filed a motion in limine directed to the issue of whether the Defendants can put on proof of any alleged wrongdoing by Proskauer, as the defense was never pled in any of the pleadings in this matter. The motion in limine is set for hearing on November 5, 2002.

² The abbreviation "BU__" followed by a page and line number refers to the transcript of the Deposition of Brian Utley dated August 22, 2002.

- Utley never met Rubenstein (BU:121-19);
- Rubenstein had no active role with Iviewit (BU:138-11, 24);
- “Rubenstein and Mr. Wheeler, I’ll repeat, had nothing to do with the patents and therefore, I object to them being included in the question.” (BU:150-9);

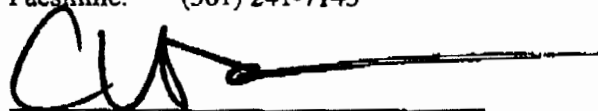
Copies of the pages of the transcript of the Deposition of Brian Utley cited above are attached hereto.

6. Defendants’ eleventh-hour desire to depose Mr. Rubenstein is nothing more than a blatantly transparent attempt to harass Mr. Rubenstein, who billed no time in the Defendants’ representation. Although Defendants plan to take the deposition of Christopher Wheeler, Proskauer’s corporate representative, the Defendants’ intent to harass Rubenstein is further made clear by the fact that the Defendants have never attempted to take the deposition of any of the myriad of Proskauer attorneys who actually did provide legal services for the Defendants.

WHEREFORE, Proskauer respectfully requests that the Court deny the Defendants’ motion to compel Mr. Rubenstein’s deposition, enter a protective order consistent with this motion, and grant any further relief that is reasonable and just.

This 25 day of October, 2002.

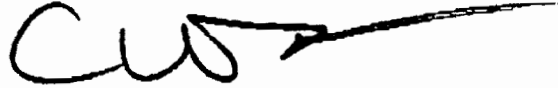
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on October 25, 2002, a copy of the foregoing was furnished by U.S. Mail and facsimile to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

-vs-

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

Defendants.

COPY

TELEPHONIC DEPOSITION

The following is the telephonic
deposition of BRIAN UTLEY, VOL. I, taken before
Traci R. Sandstrom, Court Reporter, Notary
Public, pursuant to Notice of Taking Deposition,
at 5841 Cedar Lake Road, St. Louis Park,
Minnesota 55416, commencing at approximately 9:00
a.m., August 22, 2002.

1	APPEARANCES:	2
2	On Behalf of the Plaintiff:	
3	Christopher W. Prusaski, Esquire	
4	Proskauer Rose, LLP	
5	2255 Glades Road	
6	Suite 340 West	
7	Boca Raton, Florida 33431-7360	
8	Phone No. (561) 241-7400	
9	Email: Cprusaski@proskauer.com	
10	On Behalf of the Defendants Via Telephone:	
11	Steven M. Selz, Esquire	
12	214 Brazilian Avenue	
13	Suite 220	
14	Palm Beach, Florida 33480	
15	Phone No. (561) 820-9409	
16	Email: Selzmuvei@aol.com	
17		
18	DEPOSITION REFERENCE INDEX	
19	EXAMINATIONS:	
20	By Mr. Prusaski: 4	
21	By Mr. Selz: 91	
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23	OBJECTIONS:	
24	By Mr. Selz: 24, 25, 27, 29, 37, 45, 64, 79, 86	
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26	By Mr. Prusaski: 116, 119, 120, 128, 136, 144,	
27	146, 148, 150, 160, 161	
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P R O C E E D I N G S

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2 Whereupon, the deposition of BRIAN
3 UTLEY, VOL. I was commenced at 9:00 a.m. as
4 follows:

5 ***

6 BRIAN UTLEY,
7 after having been first duly sworn, deposes
8 and says under oath as follows:

9 ***

10 EXAMINATION

11 By MR. PRUSASKI:

12 Q. Mr. Utley, my name is Chris
13 Prusaski, and I'm taking your deposition today in
14 the matter of Proskauer Rose versus Iviewit.com,
15 Inc., et al, which is a matter pending in Palm
16 Beach County Circuit Court.

17 Have you ever had your deposition
18 taken before?

19 A. Yes.

20 Q. How many times?

21 A. Oh, several. Probably four or five.

22 Q. Okay. The reason I'm asking is just
23 to generally give you a background of how
24 depositions, and I think you know. Briefly I'll
25 tell you that if I ask any questions which you

1 apologize for that. 70

2 A. Okay.

3 Q. Who is Ken Rubenstein?

4 A. Ken Rubenstein is an intellectual
5 property department head at Proskauer Rose in New
6 York, and he is the person who recommended
7 Meltzer as the patent attorneys to take care of
8 the Iviewit intellectual property matters.

9 Q. What's your background in IP?

10 A. Well, I hold a number of patents.
11 I, as general manager of a major IBM facility, an
12 intellectual property department of patent
13 attorneys reported to me. I was involved in
14 promoting IBM's intellectual property activities.
15 I sold an IBM company with intellectual property
16 attributes and a portfolio that went with the
17 company. So I've been involved in various
18 aspects of intellectual property for many years.

19 Q. Do you believe that one of the
20 reasons why you were brought into Iviewit was
21 because of your intellectual property background?

22 A. Yes.

23 Q. Who from Iviewit directed the firm
24 that Rubenstein recommended to do the IP work?

25 A. Before I joined the company, it was

1 William, D-I-C-K, and then it looks like it's cut 84
2 off, Foley & Lardner to correct the gross
3 negligence uncovered in Rubenstein/Joao work.
4 How do you respond to that statement?
5 A. Well, Rubenstein was never involved
6 in any of that work.
7 Q. Is that a misrepresentation?
8 A. That's a misrepresentation.
9 Q. Were there charges by you or anyone
10 at Iviewit that Joao was forging and changing
11 patent documents and leaving inventors off
12 patents?
13 A. No.
14 Q. How do you respond to that
15 statement?
16 A. That it's inaccurate.
17 Q. Did you and Mr. Wheeler suggest
18 using, who's described as your friend, at Foley &
19 Lardner to correct gross negligence in the
20 Rubenstein/Joao work?
21 A. Well, Rubenstein, as I said, was not
22 involved in the work.
23 Q. Okay. I'm sorry, I shouldn't have
24 said that, but I'm reading again off the
25 interrogatories.

1 was doing work, Mr. Rubenstein was doing work for 121

2 Iviewit?

3 A. I'm not aware -- other than
4 referring Iviewit to Meltzer, Rubenstein never
5 did any work for Iviewit.

6 Q. Okay. So Rubenstein's sole role,
7 from what you understand, is he referred Iviewit
8 to the Meltzer Law Firm in New York?

9 A. Yes.

10 Q. Was he ever part of an advisory
11 board member or was he an advisory board member
12 to Iviewit? And we're talking about
13 Mr. Rubenstein.

14 A. I have never used him as an advisory
15 board member?

16 Q. Are you aware of whether or not he
17 ever attended any board meetings with the
18 directors of Iviewit?

19 A. He never attended a board meeting.
20 I've never met the man.

21 Q. In regard to meetings with Proskauer
22 Rose, did you have any meetings with Proskauer
23 Rose concerning their retainer by Iviewit?

24 A. Only in the final weeks of Iviewit's
25 presence in Boca Raton.

1 engagement agreement refers to the parent company 138
2 of Iviewit.

3 Q. Well, let's go to my next question
4 on this whole thing, and that is, with regard to,
5 with regard to the approval by the board of
6 directors, we've talked prior about the board of
7 directors and Ken Rubenstein, was Ken
8 Rubenstein -- you've previously stated that he
9 didn't have any role with regard to the company,
10 no active role?

11 A. That's correct.

12 Q. And I hate to bounce back and forth
13 to you about this, he was never, like, an advisor
14 or consultant or anything like that; he was just
15 someone who was Proskauer Rose's person who did
16 work on IP?

17 A. Yeah, I can't speak to the
18 discussions that may have taken place between
19 Mr. Wheeler and Mr. Rubenstein, but --

20 Q. I'm not asking you to. I'm just
21 saying from what you know because obviously this
22 deposition testimony is given on your own
23 personal knowledge.

24 A. Yes. He played no active role in
25 the company other than having directed the

1 with those issues. Are you aware of any other 150
2 problem, other than what you've already
3 described, with regard to the patents pending or
4 granted to Iviewit as overseen by Rubenstein,
5 Mr. Wheeler or Raymond, any other problems?
6 MR. PRUSASKI: Object to the form.
7 It assumes facts not in evidence. Go ahead and
8 answer.
9 THE WITNESS: Well, Rubenstein and
10 Mr. Wheeler, I'll repeat, had nothing to do with
11 the patents and therefore, I object to them being
12 included in the question.
13 By MR. SELZ:
14 Q. Well --
15 A. They're not relevant to the
16 question.
17 Q. There's no question -- then the way
18 you answer it is by simply saying they weren't
19 involved with any problems and that's how you can
20 answer that. I'm not telling you how to answer;
21 I'm trying to break the question down for you.
22 If you want, I'll rephrase it.
23 Are you aware of any problems
24 vis-a-vis the patents by Iviewit with regard to
25 Mr. Rubenstein, other than what you've already

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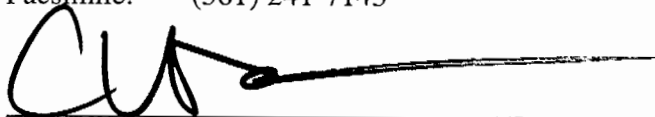
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This 25 day of October, 2002.

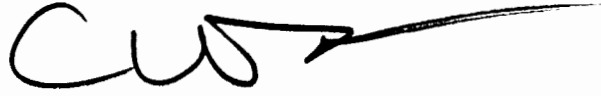
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on October 25, 2002, a copy of the foregoing was furnished by U.S. Mail and facsimile to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.

A handwritten signature in black ink, appearing to read 'CW Prusaski', with a long horizontal stroke extending to the right.

Christopher W. Prusaski

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COPY

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Traci R. Sandstrom, Court Reporter, Notary
Public, pursuant to Notice of Taking Deposition,
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Minnesota 55416, commencing at approximately 9:00
a.m., August 22, 2002.

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APPEARANCES:

2

On Behalf of the Plaintiff:

Christopher W. Prusaski, Esquire
Proskauer Rose, LLP
2255 Glades Road
Suite 340 West
Boca Raton, Florida 33431-7360
Phone No. (561) 241-7400
Email: Cprusaski@proskauer.com

On Behalf of the Defendants Via Telephone:

Steven M. Selz, Esquire
214 Brazilian Avenue
Suite 220
Palm Beach, Florida 33480
Phone No. (561) 820-9409
Email: Selzmuvei@aol.com

DEPOSITION REFERENCE INDEX

EXAMINATIONS:

By Mr. Prusaski: 4

By Mr. Selz: 91

OBJECTIONS:

By Mr. Selz: 24, 25, 27, 29, 37, 45, 64, 79, 86

By Mr. Prusaski: 116, 119, 120, 128, 136, 144,
146, 148, 150, 160, 161

P R O C E E D I N G S

4

1
2 Whereupon, the deposition of BRIAN
3 UTLEY, VOL. I was commenced at 9:00 a.m. as
4 follows:

5 ***

6 BRIAN UTLEY,

7 after having been first duly sworn, deposes
8 and says under oath as follows:

9 ***

10 EXAMINATION

11 By MR. PRUSASKI:

12 Q. Mr. Utley, my name is Chris
13 Prusaski, and I'm taking your deposition today in
14 the matter of Proskauer Rose versus Iviewit.com,
15 Inc., et al, which is a matter pending in Palm
16 Beach County Circuit Court.

17 Have you ever had your deposition
18 taken before?

19 A. Yes.

20 Q. How many times?

21 A. Oh, several. Probably four or five.

22 Q. Okay. The reason I'm asking is just
23 to generally give you a background of how
24 depositions, and I think you know. Briefly I'll
25 tell you that if I ask any questions which you

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apologize for that.

A. Okay.

Q. Who is Ken Rubenstein?

A. Ken Rubenstein is an intellectual property department head at Proskauer Rose in New York, and he is the person who recommended Meltzer as the patent attorneys to take care of the Iviewit intellectual property matters.

Q. What's your background in IP?

A. Well, I hold a number of patents. I, as general manager of a major IBM facility, an intellectual property department of patent attorneys reported to me. I was involved in promoting IBM's intellectual property activities. I sold an IBM company with intellectual property attributes and a portfolio that went with the company. So I've been involved in various aspects of intellectual property for many years.

Q. Do you believe that one of the reasons why you were brought into Iviewit was because of your intellectual property background?

A. Yes.

Q. Who from Iviewit directed the firm that Rubenstein recommended to do the IP work?

A. Before I joined the company, it was

1 William, D-I-C-K, and then it looks like it's cut 84
2 off, Foley & Lardner to correct the gross
3 negligence uncovered in Rubenstein/Joao work.
4 How do you respond to that statement?
5 A. Well, Rubenstein was never involved
6 in any of that work.
7 Q. Is that a misrepresentation?
8 A. That's a misrepresentation.
9 Q. Were there charges by you or anyone
10 at Iviewit that Joao was forging and changing
11 patent documents and leaving inventors off
12 patents?
13 A. No.
14 Q. How do you respond to that
15 statement?
16 A. That it's inaccurate.
17 Q. Did you and Mr. Wheeler suggest
18 using, who's described as your friend, at Foley &
19 Lardner to correct gross negligence in the
20 Rubenstein/Joao work?
21 A. Well, Rubenstein, as I said, was not
22 involved in the work.
23 Q. Okay. I'm sorry, I shouldn't have
24 said that, but I'm reading again off the
25 interrogatories.

1 was doing work, Mr. Rubenstein was doing work for 121
2 Iviewit?

3 A. I'm not aware -- other than
4 referring Iviewit to Meltzer, Rubenstein never
5 did any work for Iviewit.

6 Q. Okay. So Rubenstein's sole role,
7 from what you understand, is he referred Iviewit
8 to the Meltzer Law Firm in New York?

9 A. Yes.

10 Q. Was he ever part of an advisory
11 board member or was he an advisory board member
12 to Iviewit? And we're talking about
13 Mr. Rubenstein.

14 A. I have never used him as an advisory
15 board member?

16 Q. Are you aware of whether or not he
17 ever attended any board meetings with the
18 directors of Iviewit?

19 A. He never attended a board meeting.
20 I've never met the man.

21 Q. In regard to meetings with Proskauer
22 Rose, did you have any meetings with Proskauer
23 Rose concerning their retainer by Iviewit?

24 A. Only in the final weeks of Iviewit's
25 presence in Boca Raton.

1 engagement agreement refers to the parent company 138
2 of Iviewit.

3 Q. Well, let's go to my next question
4 on this whole thing, and that is, with regard to,
5 with regard to the approval by the board of
6 directors, we've talked prior about the board of
7 directors and Ken Rubenstein, was Ken
8 Rubenstein -- you've previously stated that he
9 didn't have any role with regard to the company,
10 no active role?

11 A. That's correct.

12 Q. And I hate to bounce back and forth
13 to you about this, he was never, like, an advisor
14 or consultant or anything like that; he was just
15 someone who was Proskauer Rose's person who did
16 work on IP?

17 A. Yeah, I can't speak to the
18 discussions that may have taken place between
19 Mr. Wheeler and Mr. Rubenstein, but --

20 Q. I'm not asking you to. I'm just
21 saying from what you know because obviously this
22 deposition testimony is given on your own
23 personal knowledge.

24 A. Yes. He played no active role in
25 the company other than having directed the

1 with those issues. Are you aware of any other 150
2 problem, other than what you've already
3 described, with regard to the patents pending or
4 granted to Iviewit as overseen by Rubenstein,
5 Mr. Wheeler or Raymond, any other problems?

6 MR. PRUSASKI: Object to the form.
7 It assumes facts not in evidence. Go ahead and
8 answer.

9 THE WITNESS: Well, Rubenstein and
10 Mr. Wheeler, I'll repeat, had nothing to do with
11 the patents and therefore, I object to them being
12 included in the question.

13 By MR. SELZ:

14 Q. Well --

15 A. They're not relevant to the
16 question.

17 Q. There's no question -- then the way
18 you answer it is by simply saying they weren't
19 involved with any problems and that's how you can
20 answer that. I'm not telling you how to answer;
21 I'm trying to break the question down for you.
22 If you want, I'll rephrase it.

23 Are you aware of any problems
24 vis-a-vis the patents by Iviewit with regard to
25 Mr. Rubenstein, other than what you've already

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the following:

Plaintiff's Notice of Defendants' Noncompliance in Preparing Joint Pretrial Stipulation, Motion for Leave to File a Unilateral Pretrial Statement and Motion for Attorney's Fees

DATE: October 2, 2002
TIME: 8:45 a.m.
JUDGE: The Honorable Jorge Labarga

10/25/02

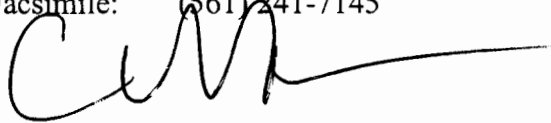
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 25 day of September, 2002.

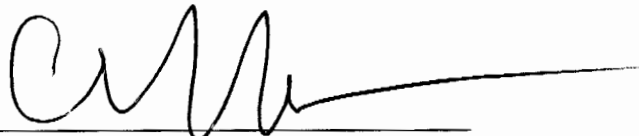
PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 25 day of September, 2002, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

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

CASE NO. CA 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.

**PLAINTIFF'S NOTICE OF DEFENDANTS' NONCOMPLIANCE IN
PREPARING JOINT PRETRIAL STIPULATION, MOTION FOR LEAVE TO FILE
A UNILATERAL PRETRIAL STATEMENT AND MOTION FOR ATTORNEY'S FEES**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order permitting it to file a Unilateral Pretrial Statement in this matter and awarding Proskauer its attorney's fees incurred in its efforts to obtain the cooperation of the Defendants in preparing a Pretrial Stipulation and as good grounds therefore states as follows:

1. By Agreed Order dated July 18, 2002, the Pretrial Stipulation was to be filed in this matter no later than September 24, 2002.
2. Proskauer prepared and faxed a proposed Pretrial Stipulation to counsel for the Defendants on September 19, 2002 with a cover letter requesting counsel's cooperation in reviewing and proposing any comments or changes to the proposed stipulation. A copy of Proskauer's September 19, 2002 letter and attached proposed Pretrial Stipulation is attached hereto as Exhibit "1."

9/24/02

3. Subsequent to sending the proposed Pretrial Stipulation to counsel for the Defendants, counsel for Proskauer sent counsel for the Defendants two letters and left several telephone messages, again requesting the cooperation of counsel for the Defendants so that the Pretrial Stipulation could be filed on time. Copies of the letters dated September 20, 2002 and September 23, 2002 are attached hereto as Exhibits "2" and "3," respectively. In fact, counsel for Proskauer was able to reach counsel for the Defendants on September 23, 2002, and counsel for the Defendants represented that he would call counsel for Proskauer back to discuss the proposed Pretrial Stipulation. He did not do so.

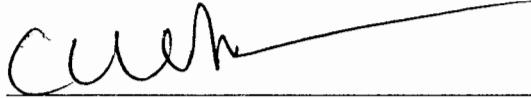
4. Counsel for the Defendants has failed to communicate with counsel for Proskauer or otherwise cooperate in any way in participating in the preparation of the Pretrial Stipulation.

5. Despite Proskauer's diligent efforts to prepare a Pretrial Stipulation pursuant to the Court's *Uniform Pretrial Instructions*, Proskauer has no choice but to request that the Court permit the filing of a Unilateral Pretrial Statement in the form attached hereto as Exhibit "4."

WHEREFORE, Proskauer respectfully requests that the Court permit Proskauer to file a Unilateral Pretrial Statement in the form attached hereto as Exhibit "4," award Proskauer its attorney's fees and costs incurred in preparing this motion, award Proskauer its attorney's fees and costs incurred in its efforts to obtain the cooperation of counsel for the Defendants relating to the Pretrial Stipulation, and awarding any further relief that is reasonable and just.

This 24 day of September, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 24, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
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NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

September 19, 2002

Via Fax and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Re: Proskauer Rose LLP v. Iviewit.com, Inc., et al.

Dear Mr. Selz:

Please find enclosed for your review a proposed Joint Pretrial Stipulation. The Joint Pretrial Stipulation must be filed with the Court no later than Tuesday, September 24, 2002. Therefore, I would be most appreciative if you would review the enclosed stipulation and call me at your earliest convenience.

I look forward to hearing from you.

Sincerely,



Christopher W. Prusaski

CWP/kem
Encl.

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

CASE NO. CA 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.

DRAFT JOINT PRETRIAL STIPULATION

Plaintiff, Proskauer Rose LLP (“Proskauer”), and Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc. and Iviewit Technologies, Inc., pursuant to this Court’s Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby file their Joint Pretrial Stipulation as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer’s Motion in Limine (set for hearing on Nov. 4, 2002); and
 - b. Proskauer’s Motion to Strike the Items 3, 4 and 5 on the Defendants’ Trial Exhibit List (set for hearing on Oct. 3, 2002).

2. The following facts require no proof at trial:
 - a. The invoices attached to the Amended Complaint as Exhibit “A” were sent to Iviewit.com, Inc. by Proskauer on or about the date reflected on each invoice;

DRAFT

- b. The invoices attached to the Amended Complaint as Exhibit “A” were received by Iviewit.com, Inc. on or about the date reflected on each invoice;
 - c. The invoices attached to the Amended Complaint as Exhibit “B” total \$369,460.97; and
 - d. The invoices attached to the Amended Complaint as Exhibit “B” have not been paid.
3. The following are disputed issues of law and fact to be tried:
- a. Whether Proskauer entered into an oral contract with Iviewit.com, Inc., Iviewit Technologies, Inc. and Iviewit Holdings, Inc. to provide legal services in exchange for payment for those services;
 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the balance owed by Defendants as \$369,460.97;
 - f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
 - g. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;

DRAFT

- h. Whether Proskauer provided Defendants with statements of account reflecting a balance owed of \$369,460.97;
 - i. Whether the Defendants knowingly and voluntarily accepted the legal services provided by Proskauer and retained the benefit conferred;
 - j. Whether the circumstances are such that it would be inequitable for the Defendants to retain the benefit without paying the value thereof to Proskauer;
 - k. Whether the Defendants have been unjustly enriched in an amount representing the reasonable value of the legal services provided by Proskauer for which payment has not been received;
 - l. Whether the reasonable value for the services rendered by Proskauer for which payment has not been received is \$369,460.97;
 - m. Whether Proskauer billed the Defendants for services which Proskauer did not receive permission from the Defendants to perform; and
 - n. Whether Proskauer or, alternatively, the Defendants are entitled to an award of attorney's fees pursuant to section 57.105, Florida Statutes.
4. Plaintiff's lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "A." Defendants' lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "B."
5. The trial will last approximately 2-3 days.
6. The following attorneys are designated trial counsel:

For the Plaintiff:

Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq.,
Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca
Raton, Florida 33431.

For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480.

7. Peremptory Challenges: not applicable; non-jury trial.

PROSKAUER ROSE LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

SELZ & MUVDI SELZ, P.A.
Attorneys for the Defendants
214 Brazilian Ave., Suite 220
Palm Beach, Florida 33480
Telephone: (561) 820-9409
Facsimile: (561) 833-9715

DRAFT

Matthew Triggs
Florida Bar No. 865745
Christopher W. Prusaski
Florida Bar No. 121525

Dated: Sept. ___, 2002.

Steven M. Selz
Florida Bar No. 777420

Dated: Sept. ___, 2002.

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

CASE NO. CA 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.

PLAINTIFF'S MOTION FOR PROTECTIVE ORDER

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to Rule 1.280(c) of the Florida Rules of Civil Procedure, moves the Court for the entry of a protective order and as grounds states as follows:

1. The non-jury trial of this matter is on the Court's current non-jury trial docket and has been set by the Court to take place during the week of December 16, 2002. Pursuant to an Agreed Order dated July 18, 2002, the parties agreed that the discovery cutoff in this matter would occur on September 20, 2002. A copy of the order is attached hereto as Exhibit 1.
2. On September 19, 2002, counsel for the Defendants served a request for production on counsel for the Plaintiff. A copy of the request for production is attached hereto as Exhibit 2. The request for production, served one day prior to the agreed upon discovery cutoff, is violative of this Court's Uniform Pretrial Procedures, which requires at paragraph H that "all discovery must be *completed*" by the date of the discovery cutoff (emphasis added).

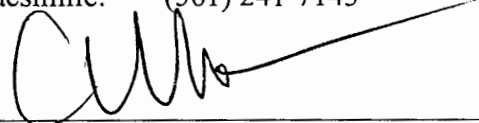
3. The Defendants have had sixteen months to serve a request for production in a timely manner and have chosen not to do so.¹

4. Proskauer has requested that the Defendants withdraw their inappropriate discovery request; however, the Defendants have refused to do so.

WHEREFORE, Proskauer requests that the Court enter a protective order as to the Defendants' request for production and grant any further relief that is reasonable and just.

This 24 day of September, 2002.

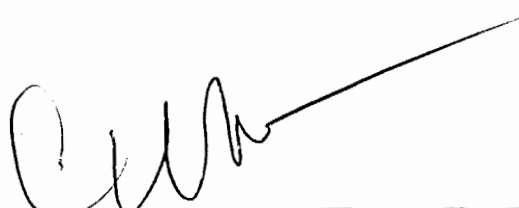
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 24, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

¹ Additionally, the current attorney for the Defendants appeared in this matter on July 12, 2002 and, shortly thereafter, agreed to set the discovery cutoff at September 20, 2002.

PROSKAUER ROSE LLP

2255 U.S. Road
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NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

September 20, 2002

Via Fax and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

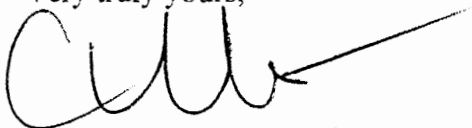
Re.: Proskauer Rose LLP v. Iviewit.com, Inc. et al.

Dear Mr. Selz:

Yesterday I faxed you a proposed Joint Pretrial Stipulation for your review and comment. Because the stipulation is due on Tuesday, please call me with your comments as soon as possible.

Thank you for your cooperation.

Very truly yours,

A handwritten signature in black ink, appearing to read 'C. Prusaski', with a long horizontal line extending to the right from the end of the signature.

Christopher W. Prusaski

CWP/kem

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
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NEW YORK
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Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

September 23, 2002

Via Fax and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Re.: Proskauer Rose LLP v. Iviewit.com, Inc. et al.

Dear Mr. Selz:

As you know, the Joint Pretrial Stipulation must be filed tomorrow. I faxed you a proposed stipulation last week and, despite a letter on Friday and several telephone messages, I have not heard from you. Please call me so that we can get this project completed and filed on time.

Very truly yours,



Christopher W. Prusaski

CWP/kem

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

CASE NO. CA 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.

PLAINTIFF'S UNILATERAL PRETRIAL STATEMENT

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to this Court's Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby files its Unilateral Pretrial Statement as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer's Motion in Limine (hearing date: November 4, 2002);
 - b. Proskauer's Motion to Strike the Defendants' Trial Exhibit List (hearing date: October 3, 2002); and
 - c. Proskauer's Motion for Protective Order (not yet set for hearing).
2. The following facts require no proof at trial:
 - a. The invoices attached to the Amended Complaint as Exhibit "A" were sent to Iviewit.com, Inc. by Proskauer on or about the date reflected on each invoice;

- b. The invoices attached to the Amended Complaint as Exhibit “A” were received by Iviewit.com, Inc. on or about the date reflected on each invoice;
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 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the balance owed by Defendants as \$369,460.97;
 - f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
 - g. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;

For the Plaintiff:

Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq.,
Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca
Raton, Florida 33431.

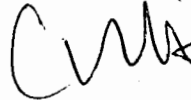
For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480.

7. Peremptory Challenges: not applicable; non-jury trial.

This 24 day of September, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 24, 2002, a copy of the foregoing was furnished by U.S.
Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm
Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL WITNESS LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following witnesses that it may call in connection with the trial of this matter:

1. Christopher C. Wheeler, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
2. Donald E. Thompson, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
3. Joseph R. Cook, Esq. (*Expert Witness*)
Hunt, Cook, Riggs, Mehr & Miller, P.A.
2200 Corporate Blvd., N.W.
Suite 401
Boca Raton, FL 33431

Mr. Cook will provide expert testimony regarding the reasonableness of the Plaintiff's outstanding invoices to the Defendants. No

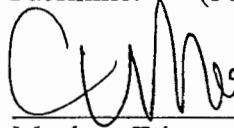
written reports have been generated by this expert. A copy of Mr. Cook's *curriculum vitae* is attached hereto as Exhibit "A."

4. Brian G. Utley
9541 Virginia Avenue South
Bloomington, MN 55438
5. Raymond T. Hersh
23077 Via Stel
Boca Raton, FL 33423
6. Gerald Lewin, CPA
c/o Goldstein & Lewin Accountants
1900 N.W. Corporate Boulevard
East Building - Suite 300
Boca Raton, FL 33431
7. William Kasser
991 N.W. 9th Street
Boca Raton, FL 33486
8. Simon Bernstein
7020 Lions Head Lane
Boca Raton, FL 33486
9. Eliot Bernstein
c/o Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480
10. Maurice Buchsbaum
20805 Cipres Way
Boca Raton, FL
11. All witnesses referenced in Defendants' Exhibit List.
12. All witnesses revealed during the remainder of the discovery period in this case, including any witnesses to be revealed in any documents to be produced or depositions to be conducted.
13. All Impeachment Witnesses.
14. All Rebuttal Witnesses.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

JOSEPH R. COOK, ESQ.

EDUCATION: Graduated, State University of New York, Buffalo, NY, 1974
Magna Cum Laude, Phi Beta Kappa, Omicron Delta Epsilon

Graduated Albany Law School, Albany New York, 1977
Cum Laude
Justinian Honorary Law Society
Legal Writing Instructor, Member and Editor, Albany Law Review

EMPLOYMENT:

1977-1979- Appointed Attorney Advisor to The Honorable Charles R. Simpson, United States Tax Court

1979-1984 Associated with Bond, Schoeneck & King, Boca Raton, Florida

1985 – present Shareholder, Managing Partner, Hunt, Cook, Riggs, Mehr & Miller, P.A.

PROFESSIONAL AFFILIATIONS AND ASSOCIATIONS:

Admitted to practice in New York, Florida, District of Columbia, United States Tax Court, United States Federal Court.

Member, American Bar Association, New York State Bar Association, Florida Bar Association, South Palm Beach County Bar Association, National Association of Bond Lawyers

PUBLICATIONS:

The Continuing Evolution of Industrial Development Bond Financing, Florida Bar Journal, January, 1985 Edition.

The Tax Court: An Historical Analysis, Part V, appearing in the Albany Law Review, 41 Alb. L. Rev. 639 (1977), and 42 Alb. L. Rev. 161 (1978), later reprinted in book form by Commerce Clearing House.

SPECIAL INTERESTS:

Lead Counsel for multi-million dollar Bond transactions, involving several law firms, lenders and institutions throughout the country.

EXHIBIT A

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL EXHIBIT LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following exhibits that it may use in connection with the trial of this matter:

1. Proskauer Rose LLP Invoice #343838 and itemized billing statement dated Jan. 31, 2000
2. Proskauer Rose LLP Invoice #343840 and itemized billing statement dated Jan. 31, 2000
3. Proskauer Rose LLP Invoice #346259 and itemized billing statement dated Feb. 17, 2000
4. Proskauer Rose LLP Invoice #349188 and itemized billing statement dated Mar. 15, 2000

5. Proskauer Rose LLP Invoice #349189 and itemized billing statement dated Mar.
15, 2000
6. Proskauer Rose LLP Invoice #349190 and itemized billing statement dated Mar.
15, 2000
7. Proskauer Rose LLP Invoice #349191 and itemized billing statement dated Mar.
15, 2000
8. Proskauer Rose LLP Invoice #349378 and itemized billing statement dated Mar.
16, 2000
9. Proskauer Rose LLP Invoice #349859 and itemized billing statement dated Mar.
21, 2000
10. Proskauer Rose LLP Invoice #349888 and itemized billing statement dated Mar.
21, 2000
11. Proskauer Rose LLP Invoice #352748 and itemized billing statement dated Apr.
18, 2000
12. Proskauer Rose LLP Invoice #352749 and itemized billing statement dated Apr.
18, 2000
13. Proskauer Rose LLP Invoice #352750 and itemized billing statement dated Apr.
18, 2000
14. Proskauer Rose LLP Invoice #352751 and itemized billing statement dated Apr.
18, 2000
15. Proskauer Rose LLP Invoice #352752 and itemized billing statement dated Apr.
18, 2000

16. Proskauer Rose LLP Invoice #352753 and itemized billing statement dated Apr. 18, 2000
17. Proskauer Rose LLP Invoice #354153 and itemized billing statement dated Apr. 30, 2000
18. Proskauer Rose LLP Invoice #356497 and itemized billing statement dated May 30, 2000
19. Proskauer Rose LLP Invoice #356503 and itemized billing statement dated May 30, 2000
20. Proskauer Rose LLP Invoice #360344 and itemized billing statement dated June 30, 2000
21. Proskauer Rose LLP Invoice #363830 and itemized billing statement dated July 21, 2000
22. Proskauer Rose LLP Invoice #363831 and itemized billing statement dated July 21, 2000
23. Proskauer Rose LLP Invoice #363832 and itemized billing statement dated July 21, 2000
24. Proskauer Rose LLP Invoice #363833 and itemized billing statement dated July 21, 2000
25. Proskauer Rose LLP Invoice #363834 and itemized billing statement dated July 21, 2000
26. Proskauer Rose LLP Invoice #363835 and itemized billing statement dated July 21, 2000

27. Proskauer Rose LLP Invoice #363836 and itemized billing statement dated July 21, 2000
28. Proskauer Rose LLP Invoice #363837 and itemized billing statement dated July 21, 2000
29. Proskauer Rose LLP Invoice #363840 and itemized billing statement dated July 21, 2000
30. Proskauer Rose LLP Invoice #363841 and itemized billing statement dated July 21, 2000
31. Proskauer Rose LLP Invoice #363844 and itemized billing statement dated July 21, 2000
32. Proskauer Rose LLP Invoice #363970 and itemized billing statement dated July 30, 2000
33. Proskauer Rose LLP Invoice #368322 and itemized billing statement dated Aug. 22, 2000
34. Proskauer Rose LLP Invoice #368777 and itemized billing statement dated Aug. 24, 2000
35. Proskauer Rose LLP Invoice #371752 and itemized billing statement dated Sept. 20, 2000
36. Proskauer Rose LLP Invoice #371505 and itemized billing statement dated Sept. 20, 2000
37. Proskauer Rose LLP Invoice #371753 and itemized billing statement dated Sept. 20, 2000

38. Proskauer Rose LLP Invoice #376560 and itemized billing statement dated Oct.
13, 2000
39. Proskauer Rose LLP Invoice #380021 and itemized billing statement dated Nov.
17, 2000
40. Proskauer Rose LLP Invoice #380022 and itemized billing statement dated Nov.
17, 2000
41. Proskauer Rose LLP Invoice #380023 and itemized billing statement dated Nov.
17, 2000
42. Proskauer Rose LLP Invoice #380024 and itemized billing statement dated Nov.
17, 2000
43. Proskauer Rose LLP Invoice #380025 and itemized billing statement dated Nov.
17, 2000
44. Proskauer Rose LLP Invoice #381460 and itemized billing statement dated Nov.
30, 2000
45. Proskauer Rose LLP Invoice #382111 and itemized billing statement dated Dec.
6, 2000
46. Proskauer Rose LLP Invoice #387122 and itemized billing statement dated Jan.
18, 2001
47. Proskauer Rose LLP Invoice #391231 and itemized billing statement dated Feb.
9, 2001
48. Proskauer Rose LLP Invoice #394765 and itemized billing statement dated Mar.
6, 2001

76. Letter from Christopher C. Wheeler to Ross Miller dated May 31, 2001 (“Re. iviewit.com, Inc. Accounts Receivable”)

77. Letter from Ilene S. Schnall, Esq. to Christopher W. Prusaski, Esq. dated Jan. 21, 2002 attaching “the only document that [Defendants] have that is responsive to [Proskauer’s] First Request for Production of Documents to Defendants.”

78. Closing binder regarding Securities Purchase Agreement between Iviewit Holdings, Inc. and the investors defined in the Securities Purchase Agreement dated February 24, 2000, with subparts 1 through 17.

79. Closing binder regarding Securities Purchase Agreement between Iviewit Holdings, Inc. and Alpine Venture Capital Partners, LP dated December 13, 2000, with subparts 1 through 15.

80. Closing binder regarding the reorganization of Iviewit.com, LLC, with subparts A through H.

81. Convertible Promissory Note between Iviewit Holdings, Inc. and Tiedemann Prolow, LLC (Proskauer document #287912).

82. Warrant Certificate for Purchase of Class B Non-Voting Common Stock (Proskauer document #287922).

83. Iviewit Holdings, Inc. 2000 Long-Term Incentive Plan (Proskauer document #262554).

84. Stock Option Agreement between Iviewit Holdings, Inc. and Mitch Welsch (Proskauer document #273367).

85. Agreement for Purchase and Sale of Assets between Iviewit Holdings, Inc. and iLearnit, Inc. (Proskauer document #294195).

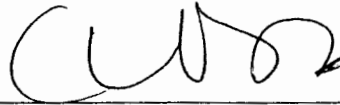
86. Agreement and Plan of Exchange between Iviewit Holdings, Inc. and Internet Train, Inc. (Proskauer document #744).
87. Iviewit Technologies, Inc. Non-Disclosure and Proprietary Rights Agreement (Proskauer document #256413).
88. Iviewit Holdings, Inc. Confidential Private Offering Memorandum dated Jan. 14, 2000 (Proskauer document #259732).
89. Security Agreement between Iviewit Holdings, Inc. and Joan Stark dated Jan. 10, 2000 (Proskauer doc #248121) and related investment letter dated Jan. 10, 2000 (Proskauer doc. #248135).
90. Technology License Agreement between Iviewit Technologies, Inc. and Greg Manning Auctions, Inc. (Proskauer doc #289044).
91. License Agreement between Iviewit Holdings, Inc. and Internet Train, Inc. dated Dec. 29, 1999 (Proskauer doc #294675).
92. Transcript of deposition of William Kasser, including all exhibits thereto.
93. Transcript of deposition of Brian G. Utley, including all exhibits thereto.
94. Transcript of deposition of Gerald Lewin, CPA, including all exhibits thereto.
95. Transcript of deposition of Raymond Hersh, including all exhibits thereto.
96. Transcript of deposition of any other persons deposed in this matter prior to trial, including all exhibits thereto.
97. Defendants' Answers to Proskauer's First Interrogatories.
98. Defendants' Answers to Proskauer's Second Interrogatories.
99. Defendants' Response to Proskauer's Request for Admissions.
100. Defendants' Response to Proskauer's First Request for Production.

101. Defendants' Response to Proskauer's Second Request for Production.
102. All pleadings in the Court's file in this action, including all attachments and exhibits thereto.
103. All items identified in Defendants' exhibit list.
104. Documents to be produced by the Defendants pursuant to the Court's orders compelling production.
105. Summaries of Proskauer's financial documentation relating to the billing of the Defendants.
106. Demonstrative exhibits.
107. All rebuttal exhibits.
108. All impeachment exhibits.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

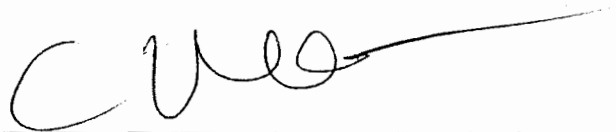
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

①

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

CA 01-04671 AB

Plaintiff,

v.

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

Defendants.

_____ /

DEFENDANTS' WITNESS & EXHIBIT LIST

To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants, by and through their undersigned counsel and pursuant to the
Order Setting Jury Trial in this matter hereby file this, their witness and exhibit list
in this matter.

Witnesses:

1. Raymond Joao- 750 Lexington Avenue, New York, NY 10022

EXHIBIT B

2. Gerald W. Stanley- 224 Spinnaker Drive, Vero Beach, FL 32963
3. Christopher Wheeler- One Boca Place, Suite 340 West, Boca Raton, FL 33431
4. Kenneth Rubenstein-1585 Broadway, New York, NY 10036
5. William Kasser- address unknown
6. Brian Utley-address unknown
7. Elliot Bernstein
8. Simon Bernstein
9. Any and all witnesses listed or called by Plaintiff.

Exhibits:

1. All billing statements or other documents attached to the pleadings in this matter.
2. All transcriptions of depositions and exhibits thereto.
3. Plaintiff's entire file as to the representation of the Defendants.
4. All documents regarding the patenting of the intellectual property of Defendants.
5. All documents regarding the patenting of intellectual property of Brian Utley.
6. Any documents or other exhibits listed by the Plaintiff.

Defendants hereby reserves the right to amend this Witness and Exhibit List

pending completion of discovery in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 3rd day of September, 2002.

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

CASE NO. CA 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.

**PLAINTIFF'S MOTION TO STRIKE ITEMS
3, 4 AND 5 ON DEFENDANTS' EXHIBIT LIST**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order striking the items listed as numbers 3, 4 and 5 on the Defendants' Trial Exhibit List dated September 3, 2002 and in support thereof states as follows:

1. The Defendants' have improperly listed the following "bulk" documents on its trial exhibit list without making any effort to describe the documents such that Proskauer can identify them prior to trial. The Defendants' exhibit list contains, in part, the following:

3. Plaintiff's entire file as to the representation of the Defendants.
4. All documents regarding the patenting of the intellectual property of Defendants.
5. All documents regarding the patenting of intellectual property of Brian Utley.

A copy of the Defendants' exhibit list is attached hereto as Exhibit "A."

2. This Court's Uniform Pretrial Instructions attaches the Clerk of the Court's *Guidelines for Preparation of Exhibits for Premarking in Circuit Civil Jury Trials*. The *Guidelines* state as follows:

6. The exhibit lists must be legible and *specific, with each exhibit being listed and numbered accordingly*.

7. The exhibit lists which state 'all', 'any', and 'any and all' are not acceptable.

(emphasis added). A copy of the *Guidelines* is attached hereto as Exhibit "B."

3. While this matter is a non-jury trial, the Defendants' improper listing of exhibits flies in the face of this Court's guidelines and places Proskauer in a position of prejudice in not knowing what specific documents the Defendants plan to use at trial.

WHEREFORE, Proskauer respectfully requests that this Court strike the items listed as Exhibit numbers 3, 4 and 5 on the Defendants' trial exhibit list and grant any further relief that is reasonable and just.

This 18 day of September, 2002.

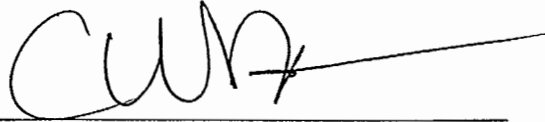
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.

A handwritten signature in black ink, appearing to read 'CWP', with a long horizontal line extending to the right from the end of the signature.

Christopher W. Prusaski

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

CASE NO. CA 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.

**AGREED ORDER ON PLAINTIFF'S MOTION TO COMPEL DISCOVERY
RESPONSES FROM THE DEFENDANTS AND MOTION FOR EXTENSION OF TIME
WITHIN WHICH PROSKAUER SHALL FILE ITS WITNESS AND EXHIBIT LISTS**

THIS CAUSE came before the Court on Plaintiff's Motion to Compel Discovery Responses from the Defendants and Motion for Extension of Time Within Which Proskauer Shall File its Witness and Exhibit Lists and the Court, upon being advised of an agreement between the parties and counsel and being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Plaintiff's motion to compel is GRANTED. The Defendants shall produce all documents responsive to the Plaintiff's First and Second Requests for Production within 20 days of the date of this Agreed Order. Additionally, the Defendants shall serve their answers to the Plaintiff's Second Set of Interrogatories within 30 days of the date of this Agreed Order.

2. The Plaintiff's motion for extension of time to serve witness and exhibit lists is GRANTED. The Plaintiff shall serve ^{and Defendants} its witness and exhibit lists within 30 days of the service of ^{then} the Defendants' discovery responses ordered in paragraph 1. ?

3. The following deadlines are hereby set and are changed from the deadlines previously set in this Court's Pretrial Order of June 11, 2002:

Rebuttal Witness/Exhibit List Due: September 2, 2002
Mediation Completed: September 13, 2002
Pretrial Stipulation Filed: September 24, 2002
Discovery Cutoff: September 20, 2002
Calendar Call: Remains the same: September 13, 2002 at 9:00 a.m.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this ____
day of July, 2002.

SIGNED AND DATED

JUL 18 2002

Honorable Jorge Labarga **Judge Jorge Labarga**
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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,

v.

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

Defendants.

DEFENDANTS' REQUEST FOR PRODUCTION OF DOCUMENTS

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., requests that the Plaintiff, PROSKAUER ROSE,
L.L.P., pursuant to Rule 1.350 of the Florida Rules of Civil Procedure and within the
time required by said Rule, to produce all documents as set forth below.

This request for production is intended to cover all documents within the
possession, custody or control of Plaintiff, or any of its agents, servants, employees,
accountants, attorneys and any other person or entities subject to Plaintiff's actual or
constructive custody or control, wherever so located.

DOCKETED 

I. DEFINITIONS AND INSTRUCTIONS

1. "Documents" shall mean, without limitation, any kind of written or graphic matter however produced or reproduced, of any kind or description, whether sent or received, or neither, including originals, copies and drafts thereof and including but not limited to papers, books, letters, correspondence, telegrams, cables, telex corporate communications, calender or diary entries, airplane tickets, travel itineraries, appointment books, minutes, transcripts, telephone company bills and/or statements reflecting telephone calls placed, received or charged, reports and recordings of telephone or other conversations or of interviews, or of conferences and/or other meetings, statements, summaries, opinions, reports, studies, analyses, evacuations, contracts, agreements, journals, checks, check stubs, purchase orders change orders, invoices, bills, receipts, cash receipts, cash receipt journals, balance sheets, income statements, auditor's notes, deposit receipts, cash disbursement journals, general ledgers, records of disbursement, computer printouts, bank statements, credit reports, books of account, financial statements to banks of or any other persons or entities, statements, to banks, duplicate deposit receipts, canceled checks, statistical record, lists, tabulations,

instructions, specifications, manuals, pamphlets, publications, raw and refined data, graphs, drawings, advertisements, lists meeting minutes, magnetic tapes, or discs, punch cards, computer printouts, proposals, recommendations and any other data or records kept by electronic, photographic or mechanical means and things similar to the foregoing however denominated.

2. Whenever appropriate throughout this subpoena, the singular form of a word shall be interpreted to include the plural and vice versa, so as to require the broadest possible production.
3. "And" and "or" shall be construed conjunctively or disjunctively, so as to require the broadest possible production.
4. In the event any document has been lost or removed fro the purpose of this action or for any other purpose, please state the name and address of the person who removed the document, the date of the document, the title of the document (if any), the subject matter of the document with reasonable specificity, the name of the person authoring such document, the name of the person to whom such document was given to transmitted, the present location and custodian of such document or any copies thereof.
5. If Production of a document is withheld on the grounds of privilege

or otherwise, state the following for each document withheld:

- a. The type of document (i.e., correspondence, memorandum, telex, etc.);
 - b. The date of the document;
 - c. The person who signed the document
 - d. The person who received the document; and
 - e. The reason for withholding production.
6. The document to be produced in response to this request for production shall be segregated according to the specific requests to which such documents are responsive. If a document(s) is/are responsive to more than one paragraph of this subpoena, the document(s) need only be produced once.

All work product, files and all billings for I View It and any/ and all affiliated companies including but not limited to: Iviewit Technologies, Inc., Iviewit.com LLC, Iviewit LLC, Iviewit.com, Uview, Uview.com, Ilearnit, Imedia, Iviewit Holdings, LLC, I.C., Cyberfyds, RealView and any and all affiliated companies. Including work generated by all Proskauer partners, employees and affiliates, relating to any and all I View It companies in any format including: All files of any form including but not limited to: Tapes, Emails, Board meeting notes, Draft documents, Mailed items, Receipts for mailed items,, Hand delivered items, Computer files of any type in any form including backups, Inter-office correspondence regarding I View It or any of it's companies, Letters, All Expense Records and supporting backup including Cell phone, corporate phones, personal home phone records for all attorney's on any/all matters relating to I View It and its billings, Palm Pilot or other PDA files, Microfiche, Stored Documents, Transcriptions, Video Conference Records, Meeting Room Schedules and any other form of communication, including but not limited to the following documents:

1. All/ANY Patent, Trademark, Copyright and Trade Secret
Provisional Documents and notes for any/all of the above
Pending Applications and notes for any/all of the above
Assignment Documents
Communications both Inter-office and between other law firms or lawyers relating in any way to I View It and the above
Binders
2. Investigations results and notes or files or evidence of any sort held on behalf of I view it by Proskauer relating to:
Infringement matters
Meltzer Lippe investigation
Raymond Joao investigation
Patent Fraud Investigations
Brian Utley Investigations
Foley and Lardner Investigations
3. Sealed documents and/or any other documents delivered by your client to your office for safe keeping.
4. All transactions for:
Crossbow Ventures
Huiznega Holdings
Jason Gregg
Alpine Ventures
All Loan documents for any individual or company
Tiedemann Prolow
Donald Kane
Alan Shapiro
Alan Young
Ellen DeGeneres
Alanis Morrisette
Atlas Entertainment
Simon Bernstein
Mitchel Welsch
Kenneth Anderson

Brian Utley
Michael Reale
Subscription Agreements
Notes
William Barber
Andrew Chessler
Hollywood.com
Webcasts
Wachovia
Selman
Deutsche Telecom
Michael Fox
Reale 3D
Disney

5. All employment, non-compete, COI's, papers and drafts for all employees, including but not limited to:

Brian Utley
Michael Reale
James Armstrong
Guy Iantoni
Jill Iantoni
Ellot Bernstein

6. All lease documents including but not limited to:
Rental agreements
Furniture agreements
Equipment leases, etc.

7. All audit information and correspondences regarding each and every audit of Viewit or any of its affiliates

8. All correspondences of any type between Proskauer and Goldstein Lewin and Gerald Lewin including but not limited to:

Foley and Lardner
Mr. Axelrod
Holland & Knight
Tom Wippman
George Villasana
Matt Rosen
Armstrong Hirsh Jackoway & Tyerman
Richard Rosman
Saybrook Capital
David Kaiserman
Alan Epstein
Stuart Rosow
Mr. Kohner
Arthur Anderson
Hassan Miah
Kevin O'Donnel
Dollinger
FAU or any member
Mitchell Rubenstein

9. Taped conversation of patent call between Zakirul Shirajee, Eliot Bernstein, Raymond Joao and Gerald Lewin. The original tape is requested, please retain a copy only.
10. All taped or video conference conversations of any sort relating to I View It and any matters on the billings.
11. All correspondences and documents of any sort relating to I View It for each of the following Proskauer partners or other firm lawyers including but not limited to:
 - Chris Wheeler
 - Al Gortz
 - Greg Reed
 - Ken Rubenstein
 - Mara Lerner Robbins
 - Jill Zamas
 - Gayle Coleman
 - Gloria Burfield
 - Rocky Thompson
 - A Levy
 - Kevin Healey
 - Stuart Kapp
 - D. Paris Jr.
 - Rod Bell
 - Marcy Hahn Saperstein
 - B. Schiff
 - S. Romoff
 - H. Coates Jr
 - R. Rowe
 - Ed Restaino
 - Susan Weiner
 - R. Storette
 - A. Gutwein
 - Gregg Goldman
 - J. Silver
 - L. Gardner
 - R. Foster
12. Any and all documents relating to I Viewit matters with any of the following attorneys, firms or others:
 - William Dick
 - Raymond Joao
 - Steven Becker
 - Douglas Boehm
 - Stephen Filipek
 - Meltzer Lippe Goldstein & Schnissel
13. All documents of any sort relating to Gruntal including but not limited to
14. All documents and files of any sort relating to RYJO or Ryan Huisman including but not limited to
15. All documents, files, notes, etc of any sort relating to patent application 5865-2

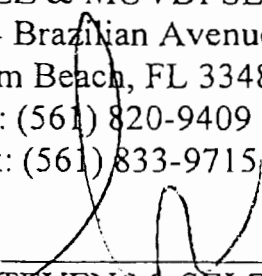
16. All consulting agreements documents, drafts and files
17. All term sheet documents, drafts and files
18. All patent documents that were in any way replaced including the replaced documents
19. All documents relating to Real3D, Intel, SGI, & Lockheed and I View It.
20. All documents relating to any transactions with Iviewit and Distance Learning Companies and or objectives including but not limited to:
 Trademarks
 Patents
 Trade Secrets
 Corporate Filings
 Incorporation documents for any company opened or intended to be opened
 All documents relating to any transaction of any sort with Internet Train, Ilearnit, Imedia, etc.
21. All documents relating to Proskauer Rose marketing letter for I View It products to its clients
22. All documents relating to the acceptance of I View It stock by Proskauer or any affiliate, including interoffice correspondences and partner letters and communications.
23. All documents detailing the hiring of Kenneth Rubenstein.
24. All records pertaining to I View It and AOLTW or any affiliate
25. All correspondences of any sort relating to Ron Assaf and Sensormatic
26. Description and notes for meeting on 6/2/99 with Gerald Lewin, Chris Wheeler and Mr. Bernstein billed as "lengthy conversation."
27. All documents of any sort relating to investigation of COI with Goldstein Lewin, Visula Data and I View It.
28. All filings of name changes for any I View It entity
29. All copies of all NDA's for all clients of Proskauer Rose and all copies of retained NDA's for all I View It companies for any potential client or investor.
30. All analyses of corporate structure and any form of document or file relating to such.
31. Phone records for Al Gortz , Chris Wheeler and Kenneth Rubenstein relating to initial conversations with anyone relating to I View It or it's subs
32. All records and copies of business plans and distribution lists of such plans.

33. All copies of checks relating to any viewit or sub transactions
34. All notes and correspondences of meetings held with Foley and Lardner
35. All correspondence, meeting notes, relating Brian Utley billings.

At the offices of Selz & Muvdi Selz, P.A., at the address set forth below and that if any of the information normally contained in the documents, or in some other for, electronic or otherwise, has been photographed, recorded or is retained on a computer or other electronic device, defendant is hereby requested to obtain such information, translated, if necessary, into a reasonably usable form.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 19th day of September, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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

CASE NO. CA 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.

**PLAINTIFF'S MOTION TO COMPEL THE DEFENDANTS'
COMPLIANCE WITH PREVIOUS COURT ORDERS AND FOR SANCTIONS**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves for an order compelling the Defendants to comply with the previous Orders of this Court dated July 18, 2002 and September 12, 2002, and awarding sanctions against the Defendants, and in support thereof states as follows:

1. Pursuant to an Agreed Order dated July 18, 2002, the Defendants were required to serve a response to Proskauer's First and Second Requests for Production no later than August 19, 2002. A copy of the July 18, 2002 Agreed Order is attached hereto as Exhibit 1. The Defendants failed to comply with the Agreed Order.

2. This Court then entered an Order on September 12, 2002, requiring the Defendants to comply with the July 18, 2002 Order no later than September 17, 2002. A copy of the September 12, 2002 Order is attached hereto as Exhibit 2. On September 17, 2002, the Defendants produced approximately 1,500 pages of documents to Proskauer. The Defendants

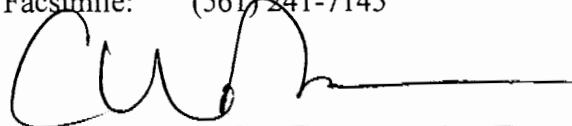
did not, however, serve any response to the requests for production, or otherwise notify Proskauer as to whether all the documents the Court ordered to be produced have been produced, or whether any documents were being withheld.

3. Prior to the filing of this motion, counsel for Proskauer wrote to counsel for the Defendants, asking that he acknowledge that a complete production has been made. As of the filing of this motion, counsel for the Defendants has not done so. Defendants' refusal to respond to Proskauer's inquiry regarding Defendants' document production leads to the inescapable conclusion that Defendants have yet to produce all responsive documents.

WHEREFORE, Proskauer requests that the Court enter an order compelling the Defendants to serve a response to Proskauer's requests for production, award sanctions against the Defendants for violating the orders of this Court (including but not limited to the attorney's fees incurred in prosecuting this motion), and awarding any further relief that is reasonable and just.

This 24 day of September, 2002.

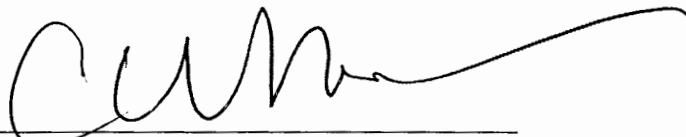
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 24, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

**AGREED ORDER ON PLAINTIFF'S MOTION TO COMPEL DISCOVERY
RESPONSES FROM THE DEFENDANTS AND MOTION FOR EXTENSION OF TIME
WITHIN WHICH PROSKAUER SHALL FILE ITS WITNESS AND EXHIBIT LISTS**

THIS CAUSE came before the Court on Plaintiff's Motion to Compel Discovery Responses from the Defendants and Motion for Extension of Time Within Which Proskauer Shall File its Witness and Exhibit Lists and the Court, upon being advised of an agreement between the parties and counsel and being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Plaintiff's motion to compel is GRANTED. The Defendants shall produce all documents responsive to the Plaintiff's First and Second Requests for Production within 20 days of the date of this Agreed Order. Additionally, the Defendants shall serve their answers to the Plaintiff's Second Set of Interrogatories within 30 days of the date of this Agreed Order.

2. The Plaintiff's motion for extension of time to serve witness and exhibit lists is GRANTED. The Plaintiff ^{and Defendants} shall serve ^A its ^{then} witness and exhibit lists within 30 days of the service of the Defendants' discovery responses ordered in paragraph 1.

3. The following deadlines are hereby set and are changed from the deadlines previously set in this Court's Pretrial Order of June 11, 2002:

Rebuttal Witness/Exhibit List Due:	September 2, 2002
Mediation Completed:	September 13, 2002
Pretrial Stipulation Filed:	September 24, 2002
Discovery Cutoff:	September 20, 2002
Calendar Call:	Remains the same: September 13, 2002 at 9:00 a.m.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this ____ day of July, 2002.

SIGNED AND DATED

JUL 18 2002

Honorable Jorge Labarga
Circuit Court Judge

Judge Jorge Labarga

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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,

v.

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

DOROTHY H. WELLS
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

SEP 20 2002
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Defendants.

SECOND RE-NOTICE OF TAKING OF DEPOSITION
(Due to Illness of Counsel)

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

<u>DEPONENT</u>	<u>DATE AND TIME</u>	<u>LOCATION</u>
Christopher Wheeler, Esq.	Tuesday, September 24, 2002, 11:00 am	One Boca Place, Suite 340W Boca Raton, FL 33431

These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.
These depositions are being taken for purposes of discovery, for use at a trial or

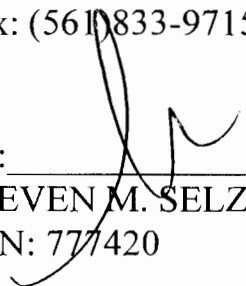
9. 3. 02

fro such other purposes as are permitted under the Florida Rules of Civil Procedure.

PLEASE GOVERN YOURSELF ACCORDINGLY.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 10th day of September, 2002 to the above-listed addressee.

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

CC: Esquire Deposition Services, Inc. (via facsimile)
In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodations to participate in this proceeding should contact the Court ADA Coordinator at (561) 357-5512 no later than seven days prior to the proceeding. If hearing impaired, contact the Court TDD number (305) 831-8288, or Florida Relay Services (800-955-8771) for assistance.

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,

v.

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

Defendants.

NOTICE OF TAKING OF DEPOSITION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

<u>DEPONENT</u>	<u>DATE AND TIME</u>	<u>LOCATION</u>
Christopher Wheeler, Esq.	Friday, September 20, 2002	One Boca Place, Suite 340W Boca Raton, FL 33431

These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.
These depositions are being taken for purposes of discovery, for use at a trial or

9/19/02

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,

v.

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

Defendants.

~~DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION~~

~~SEP 19 2002~~

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DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

SEP 20 2002

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

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: Monday, September 30, 2002.

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

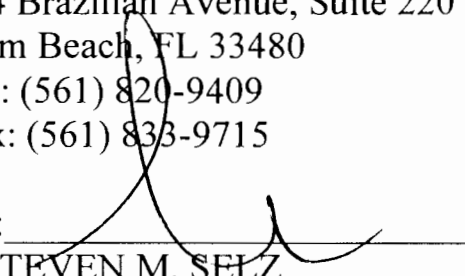
Matter: Defendants' Motion To Extend Discovery Deadline

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 20th day of September,

9/20/02

2002 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,

v.

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

Defendants.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

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DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

SEP 20 2002
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RECEIVED FOR FILING

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

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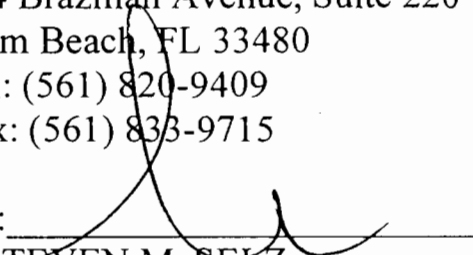
Place: Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401

Matter: Defendants' Motion To Extend Discovery Deadline

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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,

v.

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

Defendants.
_____ /

DOROTHY
CLERK OF CIRCUIT
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CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

SEP 20 2002

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DEFENDANTS MOTION TO EXTEND DISCOVERY DEADLINES

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order extending discovery deadlines in this matter and as
grounds therefore would state as follows:

1. That on September 11, 2002 the parties appeared before the Court on the
Defendants' Motion to Continue trial setting and for leave to amend their answer.
2. That at such hearing, and based on the evidence provided that the principal
of the Defendants, Elliott Bernstein, was unavailable for mediation and depositions,

this Court instructed that counsel for both the Plaintiff and Defendants were to coordinate an extension of the discovery deadlines in this matter.

3. Although counsel for the Defendants has attempted in good faith to work with counsel for Plaintiff for an agreed extension of the discovery in this matter, counsel for Plaintiff has failed to do so.

4. This matter is currently set on the docket for a 4 day non-jury trial commencing on December 16, 2002.

5. Counsel for Defendants has suggested that the new discovery cut-off date be not later than November 15, 2002 and that the mediation of this matter, which has yet to take place, be held the following week.

6. Based on the inability of the parties to agree as to a date for the extension of discovery in this matter, Defendants respectfully request that the Court set the discovery deadline in this matter for November 15, 2002.

7. This motion is interposed in good faith and not for purposes of delay.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order extending the discovery deadline in this matter until November 15, 2002.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 20th day of September, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton,

FL 33431.

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,

v.

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.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

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DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

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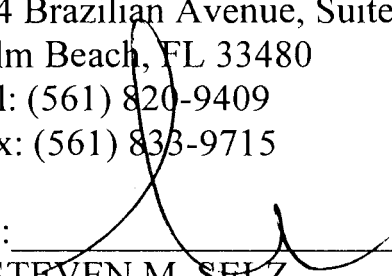
Matter: Defendants' Motion To Extend Discovery Deadline

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9/20/02

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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,

v.

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

Defendants.
_____ /

DOROTHY
CLERK OF CIRCUIT COURT
CIRCUIT COURT

SEP 1

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CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

SEP 20 2002

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DEFENDANTS MOTION TO EXTEND DISCOVERY DEADLINES

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
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FL 33431.

SELZ & MUVDI SELZ, P.A.
214 Brazilian Avenue, Suite 220
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STEVEN M. SELZ
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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,

v.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

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

SEP 20 2002
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Defendants.

DEFENDANTS' REQUEST FOR PRODUCTION OF DOCUMENTS

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., requests that the Plaintiff, PROSKAUER ROSE,
L.L.P., pursuant to Rule 1.350 of the Florida Rules of Civil Procedure and within the
time required by said Rule, to produce all documents as set forth below.

This request for production is intended to cover all documents within the
possession, custody or control of Plaintiff, or any of its agents, servants, employees,
accountants, attorneys and any other person or entities subject to Plaintiff's actual or
constructive custody or control, wherever so located.

9/19/02

I. DEFINITIONS AND INSTRUCTIONS

1. "Documents" shall mean, without limitation, any kind of written or graphic matter however produced or reproduced, of any kind or description, whether sent or received, or neither, including originals, copies and drafts thereof and including but not limited to papers, books, letters, correspondence, telegrams, cables, telex corporate communications, calender or diary entries, airplane tickets, travel itineraries, appointment books, minutes, transcripts, telephone company bills and/or statements reflecting telephone calls placed, received or charged, reports and recordings of telephone or other conversations or of interviews, or of conferences and/or other meetings, statements, summaries, opinions, reports, studies, analyses, evacuations, contracts, agreements, journals, checks, check stubs, purchase orders change orders, invoices, bills, receipts, cash receipts, cash receipt journals, balance sheets, income statements, auditor's notes, deposit receipts, cash disbursement journals, general ledgers, records of disbursement, computer printouts, bank statements, credit reports, books of account, financial statements to banks of or any other persons or entities, statements, to banks, duplicate deposit receipts, canceled checks, statistical record, lists, tabulations,

instructions, specifications, manuals, pamphlets, publications, raw and refined data, graphs, drawings, advertisements, lists meeting minutes, magnetic tapes, or discs, punch cards, computer printouts, proposals, recommendations and any other data or records kept by electronic, photographic or mechanical means and things similar to the foregoing however denominated.

2. Whenever appropriate throughout this subpoena, the singular form of a word shall be interpreted to include the plural and vice versa, so as to require the broadest possible production.
3. “And” and “or” shall be construed conjunctively or disjunctively, so as to require the broadest possible production.
4. In the event any document has been lost or removed from the purpose of this action or for any other purpose, please state the name and address of the person who removed the document, the date of the document, the title of the document (if any), the subject matter of the document with reasonable specificity, the name of the person authoring such document, the name of the person to whom such document was given or transmitted, the present location and custodian of such document or any copies thereof.
5. If Production of a document is withheld on the grounds of privilege

or otherwise, state the following for each document withheld:

- a. The type of document (i.e., correspondence, memorandum, telex, etc.);
 - b. The date of the document;
 - c. The person who signed the document
 - d. The person who received the document; and
 - e. The reason for withholding production.
6. The document to be produced in response to this request for production shall be segregated according to the specific requests to which such documents are responsive. If a document(s) is/are responsive to more than one paragraph of this subpoena, the document(s) need only be produced once.

All work product, files and all billings for I View It and any/ and all affiliated companies including but not limited to: Iviewit Technologies, Inc., Iviewit.com LLC, Iviewit LLC, Iviewit.com, Uview, Uview.com, Ilearnit, Imedia, Iviewit Holdings, LLC, I.C., Cyberfyds, RealView and any and all affiliated companies. Including work generated by all Proskauer partners, employees and affiliates, relating to any and all I View It companies in any format including: All files of any form including but not limited to: Tapes, Emails, Board meeting notes, Draft documents, Mailed items, Receipts for mailed items,, Hand delivered items, Computer files of any type in any form including backups, Inter-office correspondence regarding I View It or any of it's companies, Letters, All Expense Records and supporting backup including Cell phone, corporate phones, personal home phone records for all attorney's on any/all matters relating to I View It and its billings, Palm Pilot or other PDA files, Microfiche, Stored Documents, Transcriptions, Video Conference Records, Meeting Room Schedules and any other form of communication, including but not limited to the following documents:

1. All/ANY Patent, Trademark, Copyright and Trade Secret
Provisional Documents and notes for any/all of the above
Pending Applications and notes for any/all of the above
Assignment Documents
Communications both Inter-office and between other law firms or lawyers relating in any way to I View It and the above
Binders
2. Investigations results and notes or files or evidence of any sort held on behalf of I view It by Proskauer relating to:
Infringement matters
Meltzer Lippe investigation
Raymond Joao investigation
Patent Fraud Investigations
Brian Utley Investigations
Foley and Lardner Investigations
3. Sealed documents and/or any other documents delivered by your client to your office for safe keeping.
4. All transactions for:
Crossbow Ventures
Huiznega Holdings
Jason Gregg
Alpine Ventures
All Loan documents for any individual or company
Tiedemann Prolow
Donald Kane
Alan Shapiro
Alan Young
Ellen DeGeneres
Alan's Morrisette
Atlas Entertainment
Simon Bernstein
Mitchel Welsch
Kenneth Anderson

Brian Utley
Michael Reale
Subscription Agreements
Notes
William Barber
Andrew Chessler
Hollywood.com
Webcasts
Wachovia
Selman
Deutsche Telecom
Michael Fox
Reale 3D
Disney

5. All employment, non-competes, COI's, papers and drafts for all employees, including but not limited to:

Brian Utley
Michael Reale
James Armstrong
Guy Iantoni
Jill Iantoni
Ellot Bernstein

6. All lease documents including but not limited to:
Rental agreements
Furniture agreements
Equipment leases, etc.

7. All audit information and correspondences regarding each and every audit of Viewit or any of its affiliates

8. All correspondences of any type between Proskauer and Goldstein Lewin and Gerald Lewin including but not limited to:

Foley and Lardner
Mr. Akselrod
Holland & Knight
Tom Wippman
George Villasana
Matt Rosen
Armstrong Hirsh Jackoway & Tyerman
Richard Rosman
Saybrook Capital
David Kalserman
Alan Epstein
Stuart Rosow
Mr. Kohner
Arthur Anderson
Hassan Miah
Kevin O'Donnell
Dollinger
FAU or any member
Mitchell Rubenstein

9. Taped conversation of patent call between Zakirul Hossain, Eliot Bernstein, Raymond Joao and Gerald Lewin. The original tape is requested, please retain a copy only.
10. All taped or video conference conversations of any sort relating to I View It and any matters on the billings.
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 - Mara Lerner Robbins
 - Jill Zamas
 - Gayle Coleman
 - Gloria Burfield
 - Rocky Thompson
 - A Levy
 - Kevin Healey
 - Stuart Kapp
 - D. Paris Jr.
 - Rod Bell
 - Marcy Hahn Saperstein
 - B. Schiff
 - S. Romoff
 - H. Coates Jr
 - R. Rowe
 - Ed Restalno
 - Susan Weiner
 - R. Storette
 - A. Gutwein
 - Gregg Goldman
 - J. Silver
 - L. Gardner
 - R. Foster
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 - William Dick
 - Raymond Joao
 - Steven Becker
 - Douglas Boehm
 - Stephen Fillpek
 - Meltzer Lippe Goldstein & Schnissel
13. All documents of any sort relating to Gruntal including but not limited to
14. All documents and files of any sort relating to RYJO or Ryan Huisman including but not limited to
15. All documents, files, notes, etc of any sort relating to patent application 5865-2

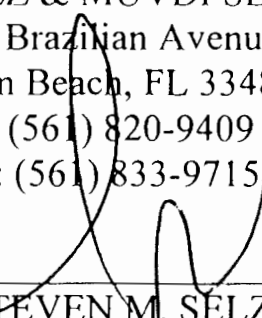
16. All consultant agreements documents, drafts and files
17. All term sheet documents, drafts and files
18. All patent documents that were in any way replaced including the replaced documents
19. All documents relating to Real3D, Intel, SGI, & Lockheed and I View It.
20. All documents relating to any transactions with Iviewit and Distance Learning Companies and or objectives including but not limited to:
 - Trademarks
 - Patents
 - Trade Secrets
 - Corporate FilingsIncorporation documents for any company opened or intended to be opened
All documents relating to any transaction of any sort with Internet Train, Ilearnit, Imedia, etc.
21. All documents relating to Proskauer Rose marketing letter for I View It products to its clients
22. All documents relating to the acceptance of I View It stock by Proskauer or any affiliate, including interoffice correspondences and partner letters and communications.
23. All documents detailing the hiring of Kenneth Rubenstein.
24. All records pertaining to I View It and AOLTW or any affiliate
25. All correspondences of any sort relating to Ron Assaf and Sensormatic
26. Description and notes for meeting on 6/2/99 with Gerald Lewin, Chris Wheeler and Mr. Bernstein billed as "lengthy conversation."
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28. All filings of name changes for any I View It entity
29. All copies of all NDA's for all clients of Proskauer Rose and all copies of retained NDA's for all I View It companies for any potential client or investor.
30. All analyses of corporate structure and any form of document or file relating to such.
31. Phone records for Al Gortz , Chris Wheeler and Kenneth Rubenstein relating to initial conversations with anyone relating to I View It or it's subs
32. All records and copies of business plans and distribution lists of such plans.

33. All copies of checks relating to any lviewit or sub transactions
34. All notes and correspondences of meetings held with Foley and Lardner
35. All correspondence, meeting notes, relating Brian Utley billings.

At the offices of Selz & Muvdi Selz, P.A., at the address set forth below and that if any of the information normally contained in the documents, or in some other for, electronic or otherwise, has been photographed, recorded or is retained on a computer or other electronic device, defendant is hereby requested to obtain such information, translated, if necessary, into a reasonably usable form.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 19th day of September, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Sep 19 2002 11:31am

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Sep 19	11:28am	Fax Sent	2417145	2:19	12	OK

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,

v.

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

DOROTHY H. WALKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

SEP 20 2002

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Defendants.
_____/

RE-NOTICE OF TAKING OF DEPOSITION
(Changes Time Only)

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

<u>DEPONENT</u>	<u>DATE AND TIME</u>	<u>LOCATION</u>
Christopher Wheeler, Esq.	Friday, September 20, 2002, 11:00 am	One Boca Place, Suite 340W Boca Raton, FL 33431

These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.

These depositions are being taken for purposes of discovery, for use at a trial or

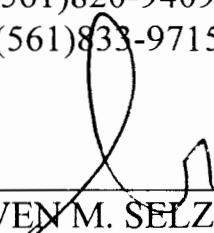
9/19/02

fro such other purposes as are permitted under the Florida Rules of Civil Procedure.

PLEASE GOVERN YOURSELF ACCORDINGLY.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 14th day of September, 2002 to the above-listed addressee.

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

CC: Esquire Deposition Services, Inc. (via facsimile)
In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodations to participate in this proceeding should contact the Court ADA Coordinator at (561) 357-5512 no later than seven days prior to the proceeding. If hearing impaired, contact the Court TDD number (305) 831-8288, or Florida Relay Services (800-955-8771) for assistance.

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

Plaintiff's Motion to Strike Items 3, 4 and 5 on Defendants' Exhibit List

DATE: October 3, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

9/19/02

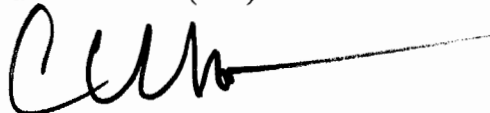
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 19 day of September, 2002.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 19 day of September, 2002, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

Nov 5, 2002

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

CASE NO. CA 01-04671 AB

*IN LIMINE
- Discovery Status on Court
- No Preclusion
Per IT*

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.

*ADDITIONAL / PRE-TRIAL
STIP - 11/24*

*- 9/19/02 -
APP
- NO Preclusion
- NO Preclusion
- NO Preclusion
- NO Preclusion
- NO Preclusion*

**ORDER SETTING HEARING
(SPECIALLY SET - 15 MINUTES RESERVED)**

A hearing will take place before me on the following matter:

PLAINTIFF'S MOTION IN LIMINE

TIME: 8:00 a.m.
DATE: November 5, 2002
PLACE: Palm Beach County Courthouse
205 N. Dixie Highway
West Palm Beach, FL 33401

*- Motion and Per Discovery
- NO Preclusion
- NO Preclusion
- NO Preclusion
- NO Preclusion
- NO Preclusion*

The attorneys must be in Court on time. The Court will not wait. The parties must submit the following to the Court one week before the hearing: (1) copy of all relevant pleadings; (2) copy of memorandum of law; and (3) copy of all case law authority. This hearing cannot be canceled unless the issues of this Motion have been settled. Notices of unavailability filed after the date of this Order shall not apply to this specially set hearing.

9/19/02

Proskauer Rose LLP v. Iviewit.com, Inc.
Case No. CA 01-04671 AB

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800) 955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This ____ day of September, 2002.

Judge Jorge Labarga
Circuit Judge

Copies furnished to:

Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

✓

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,

v.

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

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

SEP 2 8 2002
COPY / ORIGINAL
RECEIVED FOR FILING

Defendants.

_____ /

DEFENDANTS' REQUEST FOR PRODUCTION OF DOCUMENTS

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., requests that the Plaintiff, PROSKAUER ROSE, L.L.P., pursuant to Rule 1.350 of the Florida Rules of Civil Procedure and within the time required by said Rule, to produce all documents as set forth below.

This request for production is intended to cover all documents within the possession, custody or control of Plaintiff, or any of its agents, servants, employees, accountants, attorneys and any other person or entities subject to Plaintiff's actual or constructive custody or control, wherever so located.

9/17/02

I. DEFINITIONS AND INSTRUCTIONS

1. "Documents" shall mean, without limitation, any kind of written or graphic matter however produced or reproduced, of any kind or description, whether sent or received, or neither, including originals, copies and drafts thereof and including but not limited to papers, books, letters, correspondence, telegrams, cables, telex corporate communications, calender or diary entries, airplane tickets, travel itineraries, appointment books, minutes, transcripts, telephone company bills and/or statements reflecting telephone calls placed, received or charged, reports and recordings of telephone or other conversations or of interviews, or of conferences and/or other meetings, statements, summaries, opinions, reports, studies, analyses, evacuations, contracts, agreements, journals, checks, check stubs, purchase orders change orders, invoices, bills, receipts, cash receipts, cash receipt journals, balance sheets, income statements, auditor's notes, deposit receipts, cash disbursement journals, general ledgers, records of disbursement, computer printouts, bank statements, credit reports, books of account, financial statements to banks of or any other persons or entities, statements, to banks, duplicate deposit receipts, canceled checks, statistical record, lists, tabulations,

instructions, specifications, manuals, pamphlets, publications, raw and refined data, graphs, drawings, advertisements, lists meeting minutes, magnetic tapes, or discs, punch cards, computer printouts, proposals, recommendations and any other data or records kept by electronic, photographic or mechanical means and things similar to the foregoing however denominated.

2. Whenever appropriate throughout this subpoena, the singular form of a word shall be interpreted to include the plural and vice versa, so as to require the broadest possible production.
3. “And” and “or” shall be construed conjunctively or disjunctively, so as to require the broadest possible production.
4. In the event any document has been lost or removed from the purpose of this action or for any other purpose, please state the name and address of the person who removed the document, the date of the document, the title of the document (if any), the subject matter of the document with reasonable specificity, the name of the person authoring such document, the name of the person to whom such document was given or transmitted, the present location and custodian of such document or any copies thereof.
5. If Production of a document is withheld on the grounds of privilege

or otherwise, state the following for each document withheld:

- a. The type of document (i.e., correspondence, memorandum, telex, etc.);
 - b. The date of the document;
 - c. The person who signed the document
 - d. The person who received the document; and
 - e. The reason for withholding production.
6. The document to be produced in response to this request for production shall be segregated according to the specific requests to which such documents are responsive. If a document(s) is/are responsive to more than one paragraph of this subpoena, the document(s) need only be produced once.

All work product, files and all billings for I View It and any/ and all affiliated companies including but not limited to: Iviewit Technologies, Inc., Iviewit.com LLC, Iviewlt LLC, Iviewlt.com, Uview, Uview.com, Ilearnit, Imedia, Iviewit Holdings, LLC, I.C., Cyberfyds, RealView and any and all affiliated companies. Including work generated by all Proskauer partners, employees and affiliates, relating to any and all I View It companies in any format including: All files of any form including but not limited to: Tapes, Emails, Board meeting notes, Draft documents, Mailed items, Receipts for mailed items,, Hand delivered Items, Computer files of any type in any form including backups, Inter-office correspondence regarding I View It or any of it's companies, Letters, All Expense Records and supporting backup including Cell phone, corporate phones, personal home phone records for all attorney's on any/all matters relating to I View It and its billings, Palm Pilot or other PDA files, Microfiche, Stored Documents, Transcriptions, Video Conference Records, Meeting Room Schedules and any other form of communication, including but not limited to the following documents:

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Matt Rosen
Armstrong Hirsh Jackoway & Tyerman
Richard Rosman
Saybrook Capital
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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
FIFTEENTH JUDICIAL CIRCUIT IN AND
FOR PALM BEACH COUNTY, FLORIDA

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

**PROSKAUER'S MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANTS'
MOTION TO JOIN INDISPENSABLE PARTIES AND TO CONTINUE TRIAL**

Proskauer Rose LLP files this memorandum of law in opposition to the motion to join indispensable parties and to continue trial filed by Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc., and Iviewit Technologies, Inc. (collectively "Iviewit"). As demonstrated herein, Iviewit's motion is not well founded. For two equally compelling reasons, the motion should be denied and this matter should proceed to trial without further delay.

I. **THE COURT HAS ALREADY CONSIDERED AND REJECTED THIS DEFENSE ONCE**

Months ago, Iviewit moved to dismiss Proskauer's Amended Complaint, arguing that Iviewit, LLC was an indispensable party. A copy of Iviewit's motion to dismiss is attached as Exhibit A. The Court denied that motion by order dated October 11, 2001. A copy of that order is attached as Exhibit B.

9/15/02

Having already brought a motion to dismiss alleging a failure to join an indispensable party and lost, Iviewit cannot do so yet again. *See Engel Mortgage Co. v. Dowd*, 355 So. 2d 1210, 1212 (Fla. 1st DCA 1977) (the intent of Rule 1.140 is to permit the defense of failure to join an indispensable party **one time**) (emphasis added). Such a defense can only be raised by answer or motion to dismiss and thereafter only by motion for judgment on the pleadings or at trial. *See Fla. R. Civ. P. 1.140(b); Fla. R. Civ. P. 1.140(h)(2)*. Having chosen to raise this matter by way of motion to dismiss and lost, Iviewit cannot now re-litigate this issue.

II. THERE ARE NO OTHER INDISPENSABLE PARTIES

Even ignoring the procedural bar to Iviewit's motion, the motion has no basis. As the Amended Complaint plainly reveals, this is a straightforward action for unpaid legal fees. Proskauer has sued the entities for which it contends it provided legal services. As a matter of law, there cannot be any other indispensable parties.

Under Florida law, an indispensable party is one who has not only an interest in the subject matter of the controversy, but an interest of such a nature that a final decree cannot be rendered between other parties to the suit, or cannot be rendered without leaving the controversy in such a situation that its final determination may be inconsistent with equity and good conscience. *City of Riviera Beach v. Bjorklund*, 563 So. 2d 1114, 1115 (Fla. 4th DCA 1990) (citing *Nat'l Title Ins. Co. v. Oscar E. Dooly Assocs., Inc.*, 377 So. 2d 730, 731 (Fla. 3d DCA 1980)). Thus, a party is indispensable if:

- (1) he/she has such an interest in the subject matter of the action that final adjudication cannot be made without affecting his/her interests; or
- (2) a final decree cannot be rendered without leaving the controversy in such a situation that its final resolution is inequitable.

Cooper, Inc. v. City of Miami Beach, 512 So. 2d 324, 325 (Fla. 3d DCA 1987).

Indispensable parties are necessary parties that are so essential to a suit that no final decision can be rendered without their joinder. *Hertz Corp. v. Piccolo*, 453 So. 2d 12, 14 (Fla. 1984). The mere fact that a party's absence may lead to multiple litigation is not sufficient reason to declare him/her an indispensable party. *Cooper*, 512 So. 2d at 325.

Given this test, there is no good faith basis to suggest that Iviewit, LLC or Iviewit.com, LLC are indispensable parties. Proskauer has sued the entities for which it contends it performed legal services and has not been paid. But even if there were some legitimate debate as to this point (which there is not), Iviewit would be entitled to defend Proskauer's claim by alleging that it did not contract with Proskauer for Proskauer to perform legal services. There is absolutely no requirement under Florida law that Proskauer be forced to sue the entities that Iviewit apparently wants it to sue. Clearly, any such mandate would be absurd.

Apparently ignoring the requirements of section 57.105, Florida Statutes, which clearly contemplates that a party conduct a reasonable investigation before asserting claims or defenses, Iviewit suggests that Proskauer did not sue Iviewit.com, LLC because that entity was in bankruptcy at the time. Iviewit also suggests that the invoice it attached to its motion proves that Iviewit.com, LLC is a proper party because the invoice in question references Iviewit.com, LLC.

Purposefully or not, Iviewit overlooks two dispositive facts in making such arguments. First, even a cursory investigation of the filing dates of the two matters would have established that Proskauer filed its lawsuit **prior to** the bankruptcy filing in question. Second, the invoice that Iviewit references and suggests to the Court "forms the basis for [Proskauer's] claims for damages" was **paid in full** over two years ago. *See* Motion at ¶ 7. Thus, even assuming Proskauer had, at some point


in time, performed work for that entity, Proskauer has been paid for those services. Such facts were readily available to Iviewit at the time of the filing of its motion.

III. IVIEWIT SHOULD NOT BE PERMITTED TO DELAY TRIAL

Section 57.105(3), Florida Statutes, expressly prohibits actions taken primarily for the purpose of unreasonable delay. Here, Iviewit's sole motivation is delay. By alleging that Iviewit.com, LLC is an indispensable party, Iviewit seeks to delay trial. Given its bankruptcy filing, it could not be added as a party to this litigation at this time. In making its motion, Iviewit ignores the fact that Proskauer sued Iviewit prior to any bankruptcy filing, it ignores the fact that the invoice that forms the sole basis for Iviewit's motion was paid long ago, and it ignores the prohibition found in section 57.105(3), Florida Statutes, regarding unreasonably delay. The fact that Iviewit has chosen to file its motion on the eve of calendar call when this matter has been pending for over one year speaks volumes of the true motivation driving the motion. Simply put, Iviewit's motion has no factual or legal foundation, it is procedurally barred, and should be denied.

This 10th day of September, 2002.


PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

By: 
Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by Facsimile and United States Mail, this 10th day of September, 2002, to:

Steven Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

By: 
Matthew Triggs

FILE COPY

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

PROSKAUER ROSE LLP, a New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

**DEFENDANTS', IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC.
AND IVIEWIT TECHNOLOGIES, INC.,
MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT**

COME NOW the Defendants, IVIEWIT.COM, INC., a Delaware corporation, IVIEWIT HOLDINGS, INC., a Delaware corporation and IVIEWIT TECHNOLOGIES, INC., a Delaware corporation (collectively referred to herein as "IVIEWIT"), by and through their undersigned counsel, and pursuant to Florida Rules of Civil Procedure 1.140 and 1.190 and applicable case law, hereby file this, their Motion to Dismiss Plaintiff's, PROSKAUER ROSE LLP, a New York limited liability partnership (hereinafter referred to as "PROSKAUER"), Amended Complaint, on the following grounds:

1. On or about May 2, 2001, Plaintiff, PROSKAUER, filed a Complaint against Defendants, IVIEWIT, for an alleged breach of a contract, account stated, open account, and quantum meruit.

EXHIBIT A

2. With certificate of service date of June 11, 2001, Defendants, IVIEWIT, filed and served their Motion to Dismiss Plaintiff's Complaint on the grounds that Plaintiff failed to state a cause of action against Defendants for which relief may be granted and failed to satisfy conditions precedent prior to bringing the within action. One of the grounds raised in Defendants' Motion to Dismiss Plaintiff's Complaint was Plaintiff's failure to post a nonresident cost bond pursuant to Fla. Stat., §57.011.

3. Thereafter, with certificate of service date of June 15, 2001, Plaintiff served its Notice of Filing Nonresident Cost Bond with the Clerk of this Court.

4. One of the other grounds raised in Defendants' Motion to Dismiss Plaintiff's Complaint was that Plaintiff had sued the wrong party Defendant because Plaintiff had entered into a contract with a non-party, iviewit LLC, and was attempting to impute the alleged breach of contract claim to Defendants who were not parties to the contract between Plaintiff and iviewit LLC. The written contract (which was attached as Exhibit A to Plaintiff's Complaint) was between Plaintiff and iviewit LLC, not between Plaintiff and Defendants. Therefore, Defendants filed a Motion to Dismiss Plaintiff's Complaint for failure to state a cause of action against these Defendants.

5. Thereafter, with certificate of service date of August 3, 2001, Plaintiff served an Amended Complaint against Defendants for an alleged breach of contract, account stated, open account and quantum meruit. The exhibits attached to Plaintiff's Amended Complaint removed the written contract between Plaintiff and iviewit LLC and simply attached as exhibits

certain invoices addressed to Defendant, IVIEWIT.COM, INC. However, there are no documents attached to Plaintiff's Amended Complaint which show any agreement or contract entered into between Plaintiff and Defendants.

6. Therefore, Plaintiff's Amended Complaint should be dismissed as well for failure to state a cause of action against Defendants for which relief may be granted and for failure to join and/or name an indispensable party, namely, iviewit LLC.

7. Although in the Amended Complaint Plaintiff has removed the written contract between Plaintiff and iviewit LLC (which was previously attached as an exhibit to Plaintiff's Complaint) in an attempt to defeat Defendants' Motion to Dismiss, the facts of this case still remain and cannot be refuted. Plaintiff's Amended Complaint arises out of an alleged Engagement Agreement entered into between Plaintiff and iviewit LLC, on or about October 8, 1999, for representation in connection with general corporate advice. There is no agreement or contract between Plaintiff and Defendants despite Plaintiff's attempt to attach as exhibits to its Amended Complaint invoices which are simply addressed to one of the Defendants. These "invoices" cannot form the basis of a claim for breach of contract against Defendants.

8. Because iviewit LLC is clearly the proper party that entered into the written contract for legal services with Plaintiff, iviewit LLC is the necessary and proper party Defendant in this action. Because Plaintiff has failed to name and/or join iviewit LLC as an indispensable party, Plaintiff's Amended Complaint should be dismissed and Defendants should be dismissed with prejudice.

9. Exhibit A to Plaintiff's Amended Complaint revealed that the subject alleged contract was between Plaintiff and iviewit LLC and Plaintiff cannot avoid that fact by simply

failing to attach this contract as an exhibit to Plaintiff's Amended Complaint.

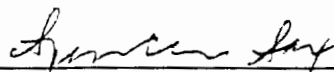
10. On a Motion to Dismiss, a trial court must consider exhibits attached to and incorporated in a Complaint. *Harry Pepper and Associates, Inc. v. Lasseter*, 247 So.2d 736 (Fla. 3d DCA 1971). Any inconsistency between the general allegations of material fact in a Complaint and the specific facts revealed by an attached exhibit has the effect of neutralizing each allegation, thus rendering the pleading objectionable. *Id.* Because the allegations in Plaintiff's Amended Complaint state that Defendants breached the subject agreement and Exhibit A which was previously attached to Plaintiff's Complaint reveals that the agreement was with iviewit LLC, there are inconsistencies in the pleadings such that Plaintiff's Amended Complaint is subject to being dismissed.

11. Moreover, because the invoices attached to the Amended Complaint were sent to Defendant, IVIEWIT.COM.INC. and not to Defendants, IVIEWIT HOLDINGS, INC., or IVIEWIT TECHNOLOGIES, INC., Counts II, III and IV cannot be maintained against these Defendants.

WHEREFORE, Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., respectfully request that this Honorable Court dismiss Plaintiff's, PROSKAUER ROSE LLP, Amended Complaint for the reasons as stated above, to award Defendants their reasonable attorneys' fees and costs for having to defend this action and for such other further relief as this Court deems just and proper.

I HEREBY certify that a true and correct copy of the forgoing has been furnished by U.S.
Mail to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades
Road, Boca Raton, Florida 33431, this 13 day of August, 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: 

Spencer M. Sax
Florida Bar No.: 312241

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

PROSKAUER ROSE LLP, New
York limited liability partnership,
Plaintiff,

CASE NO. CA 01-04671AB

v.

VIEWIT.COM, INC., a Delaware corporation,
VIEWIT HOLDINGS, INC., a Delaware corporation, and
VIEWIT TECHNOLOGIES, INC., a Delaware corporation,
Defendants.

**ORDER ON DEFENDANTS', VIEWIT.COM, INC., VIEWIT HOLDINGS, INC.
AND VIEWIT TECHNOLOGIES, INC.
MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT**

THIS CAUSE having come before the Court upon Defendants', VIEWIT.COM, INC.,
VIEWIT HOLDINGS, INC. and VIEWIT TECHNOLOGIES, INC., Motion to Dismiss Plaintiff's
Amended Complaint, and the Court having reviewed the Court file, having heard argument
of counsel, and being otherwise fully advised in the premises, it is:

ORDERED AND ADJUDGED: That Defendants', VIEWIT.COM, INC., VIEWIT
HOLDINGS, INC. and VIEWIT TECHNOLOGIES, INC. Motion to Dismiss Plaintiff's Amended
Complaint, is hereby GRANTED DENIED

DONE AND ORDERED in Chambers at West Palm Beach, Florida 33401, on this ___
day of _____, 2001.

CIRCUIT COURT JUDGE

Copies furnished to:
Spencer M. Sax, Esq., Sachs, Sax & Klein, P.A., 301 Yamato Road, Suite 4150, Boca Raton, FL 33431
Matthew Triggs, Esq., Proskauer Rose, LLP, One Boca Place, Suite 340 W, 2255 Glades Road, Boca Raton, FL 33431
M:\Litigation\viewit.com\Pleading\Order on Def's Mtn to Dismiss amended complaint.wpd

EXHIBIT B

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL EXHIBIT LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following exhibits that it may use in connection with the trial of this matter:

1. Proskauer Rose LLP Invoice #343838 and itemized billing statement dated Jan. 31, 2000
2. Proskauer Rose LLP Invoice #343840 and itemized billing statement dated Jan. 31, 2000
3. Proskauer Rose LLP Invoice #346259 and itemized billing statement dated Feb. 17, 2000
4. Proskauer Rose LLP Invoice #349188 and itemized billing statement dated Mar. 15, 2000

5. Proskauer Rose LLP Invoice #349189 and itemized billing statement dated Mar. 15, 2000
6. Proskauer Rose LLP Invoice #349190 and itemized billing statement dated Mar. 15, 2000
7. Proskauer Rose LLP Invoice #349191 and itemized billing statement dated Mar. 15, 2000
8. Proskauer Rose LLP Invoice #349378 and itemized billing statement dated Mar. 16, 2000
9. Proskauer Rose LLP Invoice #349859 and itemized billing statement dated Mar. 21, 2000
10. Proskauer Rose LLP Invoice #349888 and itemized billing statement dated Mar. 21, 2000
11. Proskauer Rose LLP Invoice #352748 and itemized billing statement dated Apr. 18, 2000
12. Proskauer Rose LLP Invoice #352749 and itemized billing statement dated Apr. 18, 2000
13. Proskauer Rose LLP Invoice #352750 and itemized billing statement dated Apr. 18, 2000
14. Proskauer Rose LLP Invoice #352751 and itemized billing statement dated Apr. 18, 2000
15. Proskauer Rose LLP Invoice #352752 and itemized billing statement dated Apr. 18, 2000

16. Proskauer Rose LLP Invoice #352753 and itemized billing statement dated Apr. 18, 2000
17. Proskauer Rose LLP Invoice #354153 and itemized billing statement dated Apr. 30, 2000
18. Proskauer Rose LLP Invoice #356497 and itemized billing statement dated May 30, 2000
19. Proskauer Rose LLP Invoice #356503 and itemized billing statement dated May 30, 2000
20. Proskauer Rose LLP Invoice #360344 and itemized billing statement dated June 30, 2000
21. Proskauer Rose LLP Invoice #363830 and itemized billing statement dated July 21, 2000
22. Proskauer Rose LLP Invoice #363831 and itemized billing statement dated July 21, 2000
23. Proskauer Rose LLP Invoice #363832 and itemized billing statement dated July 21, 2000
24. Proskauer Rose LLP Invoice #363833 and itemized billing statement dated July 21, 2000
25. Proskauer Rose LLP Invoice #363834 and itemized billing statement dated July 21, 2000
26. Proskauer Rose LLP Invoice #363835 and itemized billing statement dated July 21, 2000

27. Proskauer Rose LLP Invoice #363836 and itemized billing statement dated July 21, 2000
28. Proskauer Rose LLP Invoice #363837 and itemized billing statement dated July 21, 2000
29. Proskauer Rose LLP Invoice #363840 and itemized billing statement dated July 21, 2000
30. Proskauer Rose LLP Invoice #363841 and itemized billing statement dated July 21, 2000
31. Proskauer Rose LLP Invoice #363844 and itemized billing statement dated July 21, 2000
32. Proskauer Rose LLP Invoice #363970 and itemized billing statement dated July 30, 2000
33. Proskauer Rose LLP Invoice #368322 and itemized billing statement dated Aug. 22, 2000
34. Proskauer Rose LLP Invoice #368777 and itemized billing statement dated Aug. 24, 2000
35. Proskauer Rose LLP Invoice #371752 and itemized billing statement dated Sept. 20, 2000
36. Proskauer Rose LLP Invoice #371505 and itemized billing statement dated Sept. 20, 2000
37. Proskauer Rose LLP Invoice #371753 and itemized billing statement dated Sept. 20, 2000

38. Proskauer Rose LLP Invoice #376560 and itemized billing statement dated Oct. 13, 2000
39. Proskauer Rose LLP Invoice #380021 and itemized billing statement dated Nov. 17, 2000
40. Proskauer Rose LLP Invoice #380022 and itemized billing statement dated Nov. 17, 2000
41. Proskauer Rose LLP Invoice #380023 and itemized billing statement dated Nov. 17, 2000
42. Proskauer Rose LLP Invoice #380024 and itemized billing statement dated Nov. 17, 2000
43. Proskauer Rose LLP Invoice #380025 and itemized billing statement dated Nov. 17, 2000
44. Proskauer Rose LLP Invoice #381460 and itemized billing statement dated Nov. 30, 2000
45. Proskauer Rose LLP Invoice #382111 and itemized billing statement dated Dec. 6, 2000
46. Proskauer Rose LLP Invoice #387122 and itemized billing statement dated Jan. 18, 2001
47. Proskauer Rose LLP Invoice #391231 and itemized billing statement dated Feb. 9, 2001
48. Proskauer Rose LLP Invoice #394765 and itemized billing statement dated Mar. 6, 2001

49. Proskauer Rose LLP Invoice #395537 and itemized billing statement dated Mar. 12, 2001
50. Proskauer Rose LLP Invoice #399271 and itemized billing statement dated Apr. 6, 2001
51. Proskauer Rose LLP Invoice #399272 and itemized billing statement dated Apr. 6, 2001
52. Proskauer Rose LLP Invoice #399273 and itemized billing statement dated Apr. 6, 2001
53. Proskauer Rose LLP Invoice #399274 and itemized billing statement dated Apr. 6, 2001
54. Proskauer Rose LLP Invoice #399275 and itemized billing statement dated Apr. 6, 2001
55. Proskauer Rose LLP Invoice #400158 and itemized billing statement dated Apr. 11, 2001
56. Proskauer Rose LLP list of "Open Invoices" for Iviewit
57. Letter from Christopher C. Wheeler to Brian G. Utley dated Sept. 8, 1999 ("Re. Engagement Agreement for iviewit LLC")
58. Letter from Christopher C. Wheeler to Brian G. Utley dated Oct. 12, 1999 ("Re. Additional Payment")
59. Letter from Christopher C. Wheeler to Brian G. Utley dated Oct. 25, 1999 ("Re. Reminder Regarding Additional Payment")
60. Letter from Christopher C. Wheeler to Brian G. Utley dated Feb. 29, 2000
61. Letter from Christopher C. Wheeler to Brian G. Utley dated Mar. 9, 2000

62. Letter from Christopher C. Wheeler to Simon Bernstein dated Mar. 24, 2000
63. Letter from Christopher C. Wheeler to Simon Bernstein dated Mar. 31, 2000
("Re. Past-Due Accounts")
64. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 10, 2000
65. Memorandum from Brian G. Utley to Christopher C. Wheeler dated Apr. 11, 2000 ("Re. Payment Plan")
66. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 19, 2000
67. Letter from Christopher C. Wheeler to Brian G. Utley dated May 15, 2000
68. Letter from Brian G. Utley to Christopher C. Wheeler dated May 30, 2000
69. Letter from Christopher C. Wheeler to Brian G. Utley dated Dec. 29, 2000 ("Re. Past-Due Accounts")
70. Letter from Christopher C. Wheeler to Brian G. Utley dated Jan. 4, 2001
71. Letter from Christopher C. Wheeler to Brian G. Utley dated Jan. 18, 2001 ("Re. January 15 Payment Towards Past-Due Amounts")
72. Letter from Christopher C. Wheeler to Brian G. Utley dated Mar. 28, 2001 (4 pages)
73. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 16, 2001 (2 pages) ("Re. Past-Due Accounts")
74. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 16, 2001 with 3-page list of open invoices ("Re. Past-Due Invoices")
75. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 27, 2001 (3 pages) ("Re. Retainer and Past-Due Accounts")

76. Letter from Christopher C. Wheeler to Ross Miller dated May 31, 2001 (“Re. iviewit.com, Inc. Accounts Receivable”)
77. Letter from Ilene S. Schnall, Esq. to Christopher W. Prusaski, Esq. dated Jan. 21, 2002 attaching “the only document that [Defendants] have that is responsive to [Proskauer’s] First Request for Production of Documents to Defendants.”
78. Closing binder regarding Securities Purchase Agreement between Iviewit Holdings, Inc. and the investors defined in the Securities Purchase Agreement dated February 24, 2000, with subparts 1 through 17.
79. Closing binder regarding Securities Purchase Agreement between Iviewit Holdings, Inc. and Alpine Venture Capital Partners, LP dated December 13, 2000, with subparts 1 through 15.
80. Closing binder regarding the reorganization of Iviewit.com, LLC, with subparts A through H.
81. Convertible Promissory Note between Iviewit Holdings, Inc. and Tiedemann Prolow, LLC (Proskauer document #287912).
82. Warrant Certificate for Purchase of Class B Non-Voting Common Stock (Proskauer document #287922).
83. Iviewit Holdings, Inc. 2000 Long-Term Incentive Plan (Proskauer document #262554).
84. Stock Option Agreement between Iviewit Holdings, Inc. and Mitch Welsch (Proskauer document #273367).
85. Agreement for Purchase and Sale of Assets between Iviewit Holdings, Inc. and iLearnit, Inc. (Proskauer document #294195).

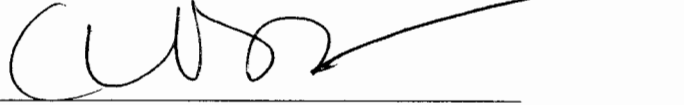
86. Agreement and Plan of Exchange between Iviewit Holdings, Inc. and Internet Train, Inc. (Proskauer document #744).
87. Iviewit Technologies, Inc. Non-Disclosure and Proprietary Rights Agreement (Proskauer document #256413).
88. Iviewit Holdings, Inc. Confidential Private Offering Memorandum dated Jan. 14, 2000 (Proskauer document #259732).
89. Security Agreement between Iviewit Holdings, Inc. and Joan Stark dated Jan. 10, 2000 (Proskauer doc #248121) and related investment letter dated Jan. 10, 2000 (Proskauer doc. #248135).
90. Technology License Agreement between Iviewit Technologies, Inc. and Greg Manning Auctions, Inc. (Proskauer doc #289044).
91. License Agreement between Iviewit Holdings, Inc. and Internet Train, Inc. dated Dec. 29, 1999 (Proskauer doc #294675).
92. Transcript of deposition of William Kasser, including all exhibits thereto.
93. Transcript of deposition of Brian G. Utley, including all exhibits thereto.
94. Transcript of deposition of Gerald Lewin, CPA, including all exhibits thereto.
95. Transcript of deposition of Raymond Hersh, including all exhibits thereto.
96. Transcript of deposition of any other persons deposed in this matter prior to trial, including all exhibits thereto.
97. Defendants' Answers to Proskauer's First Interrogatories.
98. Defendants' Answers to Proskauer's Second Interrogatories.
99. Defendants' Response to Proskauer's Request for Admissions.
100. Defendants' Response to Proskauer's First Request for Production.

101. Defendants' Response to Proskauer's Second Request for Production.
102. All pleadings in the Court's file in this action, including all attachments and exhibits thereto.
103. All items identified in Defendants' exhibit list.
104. Documents to be produced by the Defendants pursuant to the Court's orders compelling production.
105. Summaries of Proskauer's financial documentation relating to the billing of the Defendants.
106. Demonstrative exhibits.
107. All rebuttal exhibits.
108. All impeachment exhibits.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

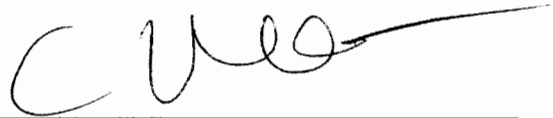
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

**PLAINTIFF'S MOTION TO STRIKE ITEMS
3, 4 AND 5 ON DEFENDANTS' EXHIBIT LIST**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order striking the items listed as numbers 3, 4 and 5 on the Defendants' Trial Exhibit List dated September 3, 2002 and in support thereof states as follows:

1. The Defendants' have improperly listed the following "bulk" documents on its trial exhibit list without making any effort to describe the documents such that Proskauer can identify them prior to trial. The Defendants' exhibit list contains, in part, the following:

3. Plaintiff's entire file as to the representation of the Defendants.
4. All documents regarding the patenting of the intellectual property of Defendants.
5. All documents regarding the patenting of intellectual property of Brian Utley.

A copy of the Defendants' exhibit list is attached hereto as Exhibit "A."

2. This Court's Uniform Pretrial Instructions attaches the Clerk of the Court's *Guidelines for Preparation of Exhibits for Premarking in Circuit Civil Jury Trials*. The *Guidelines* state as follows:

6. The exhibit lists must be legible and *specific, with each exhibit being listed and numbered accordingly*.

7. The exhibit lists which state 'all', 'any', and 'any and all' are not acceptable.

(emphasis added). A copy of the *Guidelines* is attached hereto as Exhibit "B."

3. While this matter is a non-jury trial, the Defendants' improper listing of exhibits flies in the face of this Court's guidelines and places Proskauer in a position of prejudice in not knowing what specific documents the Defendants plan to use at trial.

WHEREFORE, Proskauer respectfully requests that this Court strike the items listed as Exhibit numbers 3, 4 and 5 on the Defendants' trial exhibit list and grant any further relief that is reasonable and just.

This 18 day of September, 2002.

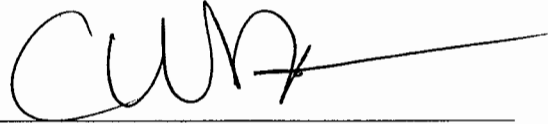
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.

A handwritten signature in black ink, appearing to read 'CWA', with a long horizontal line extending to the right from the end of the signature.

Christopher W. Prusaski

00143.200
DSG
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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,

v.

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

Defendants.

_____ /

DEFENDANTS' WITNESS & EXHIBIT LIST

To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants, by and through their undersigned counsel and pursuant to the
Order Setting Jury Trial in this matter hereby file this, their witness and exhibit list
in this matter.

Witnesses:

1. Raymond Joao- 750 Lexington Avenue, New York, NY 10022

2. Gerald W. Stanley- 224 Spinnaker Drive, Vero Beach, FL 32963
3. Christopher Wheeler- One Boca Place, Suite 340 West, Boca Raton, FL 33431
4. Kenneth Rubenstein-1585 Broadway, New York, NY 10036
5. William Kasser- address unknown
6. Brian Utley-address unknown
7. Elliot Bernstein
8. Simon Bernstein
9. Any and all witnesses listed or called by Plaintiff.

Exhibits:

1. All billing statements or other documents attached to the pleadings in this matter.
2. All transcriptions of depositions and exhibits thereto.
3. Plaintiff's entire file as to the representation of the Defendants.
4. All documents regarding the patenting of the intellectual property of Defendants.
5. All documents regarding the patenting of intellectual property of Brian Utley.
6. Any documents or other exhibits listed by the Plaintiff.

Defendants hereby reserves the right to amend this Witness and Exhibit List

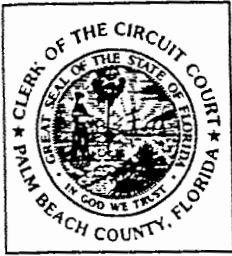
pending completion of discovery in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 30th day of September, 2002.

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



OFFICE OF THE
CLERK OF THE CIRCUIT COURT
FIFTEENTH JUDICIAL CIRCUIT PALM BEACH COUNTY

Dorothy H. Wilken
Clerk

GUIDELINES FOR PREPARATION OF EXHIBITS FOR PREMARKING IN CIRCUIT CIVIL JURY TRIALS

- ✓ 1. Please call the office of the Clerk of the Circuit Court three (3) weeks prior to the trial date for a premarking appointment. The number to call is (561) 355-4839. Please note that appointments are made only for Thursdays and Fridays, between the hours of 9am and 2pm.
2. If no one is available to answer your call, please leave a message and your call will be returned in a timely manner. All long distance calls will be returned collect. Please provide toll-free numbers if available.
3. Please have the following information available when calling to make an appointment: (1) case number, (2) style of case, (3) number of exhibits, (4) name of attorney and/or contact person (5) fax and telephone numbers. In addition, we suggest that the party making the appointment, extend a courtesy call to the other parties involved informing them of the date and time of premarking appointment.
4. If your exhibit list consist of 30 exhibits or less, please make arrangements to premark with the clerk on the morning of trial prior to court going into session.
5. All exhibits will be premarked for identification.
6. The exhibit lists must be legible and specific, with each exhibit being listed and numbered accordingly.
7. The exhibit lists which state "all", "any", and "any and all" are not acceptable. The list should be typed and each exhibit must be given a number in sequence beginning with #1. Exhibits that consist of more than one part, and cannot be marked as a composite, should be designated by number and letter, i.e., 1A, 1B, etc.
8. Depositions and pleadings are not routinely marked as exhibits.
9. The Deputy Clerk will prepare exhibit tags and affix them during the premarking. Your exhibit list, as presented, will be used as the Court's official exhibit list.
10. You may present your exhibits in individual folders, mounted or in binders. The mounting of an exhibit is the responsibility of the attorney. It is suggested that photos smaller than 8-1/2 X 11, be displayed in an album, or mounted on card stock. Any exhibit too thick to staple, must be bound in some manner, i.e., Acco-type fasteners, binders, etc. Clips are not acceptable for binding exhibits.
11. All premarked exhibits will be returned to the attorney upon signing of the receipt. If someone other than the attorney presents the exhibits for premarking, a letter of authorization from the attorney will be needed in order for that individual to remove the exhibits once the premarking is completed.
12. If possible, we recommend that all parties be present for the premarking.
13. Your cooperation in adhering to these guidelines is appreciated. If you have any questions, need to make changes or cancel, please call this office prior to the appointment at (561)355-4839.

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,

v.

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

Defendants.

_____/

NOTICE OF TAKING OF DEPOSITION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

<u>DEPONENT</u>	<u>DATE AND TIME</u>	<u>LOCATION</u>
Christopher Wheeler, Esq.	Friday, September 20, 2002	One Boca Place, Suite 340W Boca Raton, FL 33431

These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.
These depositions are being taken for purposes of discovery, for use at a trial or

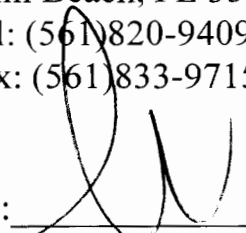
Prusaski

fro such other purposes as are permitted under the Florida Rules of Civil Procedure.

PLEASE GOVERN YOURSELF ACCORDINGLY.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 10th day of September, 2002 to the above-listed addressee.

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

CC: Esquire Deposition Services, Inc. (via facsimile)
In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodations to participate in this proceeding should contact the Court ADA Coordinator at (561) 357-5512 no later than seven days prior to the proceeding. If hearing impaired, contact the Court TDD number (305) 831-8288, or Florida Relay Services (800-955-8771) for assistance.

J

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

CASE NO. CA 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.

_____ /

PLAINTIFF'S MOTION IN LIMINE

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves for an order excluding the Defendants from presenting certain evidence at the trial in this matter, and in support thereof states:

1. This is an action to collect unpaid attorney's fees from the Defendants, who are former clients of Proskauer. This matter is on the Court's current non-jury trial docket, and is set for trial during the week of December 16, 2002.

2. The Defendants served their affirmative defenses in this matter on November 2, 2001 and also filed an amended second affirmative defense on December 20, 2001. Copies of the Defendants' affirmative defenses and amended second affirmative defense are attached hereto as Exhibits "A" and "B," respectively.

3. Now, on the eve of trial, Defendants have indicated an intention to raise matters at trial that are not properly before the Court -- matters that have not been raised in Proskauer's

9/18/02

Amended Complaint or in the Defendants' answer or affirmative defenses. Rather than focusing on the claims and defenses raised in the pleadings, Defendants have suggested that they intend to present evidence at trial regarding: (i) the alleged insufficiency of patent and copyright work performed by another firm; (ii) Proskauer's alleged failure to perform legal services to protect Defendants' patents and copyrights; and (iii) Proskauer's alleged "incompetence of work of product [sic] or failing to produce work products."¹

4. The issues that the Defendants seek to inject into the trial of this matter have never been pled as affirmative defenses. In fact, the issues that are the subject of this motion were not raised at all until August 19, 2002 in Defendants' responses to Proskauer's Interrogatories.² A copy of the Defendants answers to interrogatories is attached hereto as Exhibit "C." Proskauer was not put on notice of Defendants' eleventh hour claims, and it would be prejudiced if Defendants were allowed to otherwise prolong the trial of this matter and distract the Court by presenting evidence concerning such matters.

5. It is well established that the failure to assert an affirmative defense in the answer is a waiver of the right to raise the defense. *Nash v. Wells Fargo Guard Servs., Inc.*, 678 So. 2d 1262 (Fla. 1996); *Con-Dev of Vero Beach, Inc. v. Casano*, 272 So. 2d 203, 206 (Fla. 4th DCA 1973).³ Further, under Florida Rule of Civil Procedure 1.110(d), a party must affirmatively plead certain enumerated defenses and "any other matter constituting an avoidance or affirmative defense." *Con-Dev* at 206 (citing Fla. R. Civ. P. 1.110(d)). The First District further defined the

¹ Proskauer vigorously disputes all such baseless accusations.

² Proskauer served these interrogatories in February, 2002. The Defendants finally provided answers to the interrogatories approximately six months later, and only after the Court entered an order compelling the answers.

³ An unpled defense is not waived in the limited circumstance where the parties expressly or impliedly consent that the issue be tried. *Book v. City of Winter Park*, 718 So. 2d 945, 946 (Fla. 5th DCA 1998). That is not the case here.

miscellaneous category of Rule 1.110 as incorporating “any matter which avoids the action, and which the plaintiff is not bound to prove in the first instance in support of it, but which under the rules of evidence the defendant must firmly establish.” *Joseph Bucheck Constr. Corp. v. W.E. Music*, 420 So. 2d 410, 414 (Fla. 1st DCA 1982).

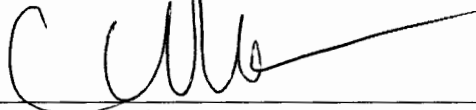
6. In the instant case, the Defendants' eleventh hour allegations related to patent and copyright work is an affirmative defense which falls under Rule 1.110 and is waived if not pled. *See Nash* at 1262 (negligence must be asserted as a defense); *Con-Dev* at 206 (an allegation that a plaintiff breached the contract under which it sued is an affirmative defense falling under “the miscellaneous category of Rule 1.110” and is waived unless raised in the pleadings). Further, the First District's holding in *Joseph Bucheck* clearly mandates that the issues raised by the Defendants herein be deemed an affirmative defense under the miscellaneous category of Rule 1.110, as they would bear the burden of proof as to all such issues at trial.

7. As such, the Defendants' failure to raise these issues as affirmative defenses requires that this Court deem the issues waived. The Defendants' last minute prejudicial attempt to change the course of this litigation shortly before trial by injecting new issues into this matter should not be tolerated by the Court.

WHEREFORE, Proskauer respectfully requests that the Court enter an order excluding certain evidence at trial consistent with this motion and granting any further relief that is reasonable and just.

This 18 day of September, 2002.

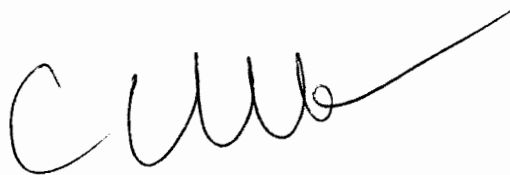
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

PROSKAUER ROSE LLP, a New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

**DEFENDANTS', VIEWIT.COM, INC., VIEWIT HOLDINGS, INC.,
AND VIEWIT TECHNOLOGIES, INC.,
ANSWER AND AFFIRMATIVE DEFENSES TO PLAINTIFF'S AMENDED COMPLAINT**

COME NOW, Defendants, VIEWIT.COM, INC., VIEWIT HOLDINGS, INC., and
VIEWIT TECHNOLOGIES, INC. hereby, through undersigned counsel, and answer and assert
affirmative defenses to Plaintiff's Amended Complaint as follows:

1. Without knowledge, therefore denied.
2. Admitted.
3. Admitted.
4. Admitted.
5. Denied.
6. Admitted that venue is proper in Palm Beach County, Florida. All allegations
not specifically admitted are denied.
7. Denied.

2

11/10/10

- 8. Denied.
- 9. Denied.
- 10. Denied.
- 11. Denied.
- 12. Denied.
- 13. Denied.
- 14. Denied.

COUNT I - BREACH OF CONTRACT

15. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 14 above as if specifically set forth herein.

- 16. Denied.
- 17. Denied.
- 18. Denied.
- 19. Denied.
- 20. Denied.

COUNT II - ACCOUNT STATED

21. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 14 above as specifically set forth herein.

- 22. Denied.
- 23. Denied.
- 24. Admitted that PROSKAUER furnished a list of the alleged outstanding statements to Defendant IVIEWIT.COM, INC. All allegations not specifically admitted are

denied.

- 25. Denied.
- 26. Denied.
- 27. Denied.

COUNT III - OPEN ACCOUNT

28. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 6 above as if specifically set forth herein.

- 29. Denied.
- 30. Denied.
- 31. Denied.

COUNT IV - QUANTUM MERUIT

32. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 6 above as if specifically set forth herein.

- 33. Denied.
- 34. Denied.
- 35. Denied.
- 36. Denied.
- 37. Denied.

38. Defendants deny that Plaintiff is entitled to any of the relief requested in the "WHEREFORE" clauses of the Amended Complaint.

AFFIRMATIVE DEFENSES

First Affirmative Defense

39. Plaintiff's Amended Complaint fails to state a cause of action upon which relief can be granted in that Defendants herein were not parties to any contract or agreement with Plaintiff and Plaintiff's allegations are in direct conflict with the relevant written documents.

Second Affirmative Defense

40. Plaintiff has failed to meet all conditions precedent to the bringing of this action against Defendants.

Third Affirmative Defense

41. Even assuming, *arguendo*, that Plaintiff can state causes of action against Defendants herein, the monies that Plaintiff claims are owed are unreasonable and do not bear a relation to the value of the services provided. Thus, Plaintiff's recovery herein, if any, should be reduced accordingly.

Fourth Affirmative Defenses

42. Plaintiff's claims against the Defendants herein are barred or should be stricken in that Plaintiff did not provide any services to Defendants and, thus, Plaintiff would be unjustly enriched if permitted to make any recovery against them.

Fifth Affirmative Defense

43. Even assuming, *arguendo*, that Plaintiff can state causes of action against Defendants herein, Plaintiff's claims are barred because Plaintiff has already been adequately compensated for its services.

Sixth Affirmative Defense

44. Plaintiff's claims should be stricken because Plaintiff failed to attach to its Amended Complaint all documents upon which it bases its claims, in violation of the Florida Rules of Civil Procedure 1.130.

Seventh Affirmative Defense

45. Plaintiff's claims for account stated and open account do not state causes of action against the Defendants to whom the invoices attached to the Amended Complaint were not directed.

Eighth Affirmative Defense

46. Plaintiff's claim for quantum meruit should be stricken in light of Plaintiff's simultaneous claims for breach of contract, open account, and account stated. Such claims are inherently inconsistent with and repugnant to each other.

Ninth Affirmative Defense

47. Plaintiff's claims should be dismissed because Plaintiff has failed to join an indispensable party, namely iviewit LLP.

Tenth Affirmative Defense

48. Liability, if any, to Plaintiff for the relief requested against Defendants herein is that of a non-party, namely iviewit LLP. Thus, recovery, if any, against Defendants herein should be reduced accordingly.

Eleventh Affirmative Defense

49. Plaintiff's demands for attorneys' fees should be stricken as Plaintiff has failed

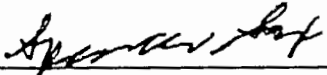
to state a contractual or statutory basis for entitlement thereto.

50. Defendants reserve the right to amend their affirmative defenses if appropriate as discovery progresses.

WHEREFORE, Defendants respectfully request that this Honorable Court enter judgment in favor of Defendants and against Plaintiff, award attorneys fees pursuant to Section 57.105, Florida Statutes, and award such other and further relief this Court deems appropriate.

I HEREBY certify that a true and correct copy of the forgoing has been furnished via facsimile to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades Road, Boca Raton, Florida 33431, November 2, 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: 

Spencer M. Sax
Florida Bar No.: 312241
Rachelle R. McBride
Florida Bar No.: 0072801

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

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

v.

CASE NO. CA 01-04671AB

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

Defendants.

**DEFENDANTS', IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC.,
AND IVIEWIT TECHNOLOGIES, INC.,
AMENDED SECOND AFFIRMATIVE DEFENSE TO PLAINTIFF'S AMENDED COMPLAINT**

COME NOW, Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and
IVIEWIT TECHNOLOGIES, INC. hereby, through undersigned counsel, and, files its Amended
Second Affirmative Defense as follows:

AMENDED SECOND AFFIRMATIVE DEFENSE

Plaintiff has failed to meet all conditions precedent to the bringing of this action against
Defendants in that:

- 1) Plaintiff has failed to perform work, under the terms of any oral agreement
between the parties, for which it seeks remuneration; and/or
- 2) Some work which may have been performed on behalf of the Defendants was
not performed at the Defendants' request nor pursuant to any agreement.

10/15/10

I HEREBY certify that a true and correct copy of the forgoing has been furnished via US Mail and facsimile to Matthew Triggs, Esq. and Christopher W. Prusaski, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades Road, Boca Raton, Florida 33431 on this the 20th day of December, 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants-
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: _____


Spencer M. Sax
Florida Bar No.: 312241
Ilene S. Schnall
Florida Bar No. 0710474

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,

v.

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

Defendants.

**NOTICE OF SERVICES OF ANSWERS TO SUPPLEMENTAL
INTERROGATORIES**

To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants hereby give notice of their service upon the Plaintiffs of their
answers to supplemental interrogatories in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been
provided by U.S. Mail to the above-listed addressee(s) this 19th day of August,
2002.

5/19/02

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

12. Identify each and every person who participated or assisted in preparing the to these interrogatories.

Answer: Eliot Bernstein.

13. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that "Plaintiff has failed to perform work, under the terms of any oral agreement between the parties, for which it seeks remuneration...", please identify each invoice attached to the Amended Complaint as Exhibit "A" which you claim contains charges for work that the Plaintiff failed to perform.

Answer:

Invoice	320581
	327337
	346259
	352748
	352749
	352751
	352750
	352752
	352753
	354153
	352748
	356497
	386159

Patent Work

Invoice	320581
	327337
	346259
	352748

General Corporate Advice

Invoice	320581
	327337
	346259
	354153
	387122
	352748
	356497

Prolow/Tiedeman work

Invoice	387122
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Immigration costs
Invoice 327337

Crossbow/Alpine Documents
Invoice 346259
354153
356497
387122

Audit Information Billings
Invoice 346259
356497

Real 3D Work
Invoice 320581
327337
356497

14. For each invoice identified in response to Interrogatory 13, please explain with particularity the service(s) billed by Plaintiff for which defendants contend was not performed.

Patent Work

Failed to perform services to protect patents.

Copyright Work

Bills for the Copyright work to protect the Intellectual Property, which was never performed.

Tiedeman/Prolow work

On information and belief, no documents were produced for this loan transaction.

There was work performed which was not authorized by Iviewit LLC. Proskauer Rose was expressly aware of such prohibition.

Additionally, there was extensive bills produced for unnecessary and unauthorized tasks.

15. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that "Plaintiff has failed to perform work, under the terms of an oral agreement between the parties, for which it seeks remuneration...", did the Defendants ever complain to or otherwise notify Proskauer Rose LLP that Plaintiff allegedly failed to perform work?

Answer: Yes

16. If you answered Interrogatory 15 in the affirmative, please explain, as to each instance where Defendants complained to or notified Proskauer Rose LLP.

a. The date when the communication occurred.

- i. To fully assess these dates and the conversations we will need all Chris Wheeler and Proskauer notes, documents, emails and detailed descriptions of billings for any and all meetings with any of the below (section b) mentioned correspondents.
- ii. 2.29.2000 Letter from Wheeler to Utley regarding disputed billings and providing details for billings.
- iii. 1/26/00 Billing from Chris Wheeler 346259 Invoice "Conference as to follow-up on our money"
- iv. 3/24/00 Letter from Chris Wheeler to Simon Bernstein regarding bills
- v. 3/31/00 Letter from Wheeler to Simon regarding billings and trying to work out arrangements.
- vi. 3.9.00 Letter from Wheeler to Utley regarding past due amounts.
- vii. 4.10.00 Letter from Wheeler to Utley regarding bill
- viii. 10.25.99 Letter from Chris Wheeler to Brian Utley
- ix. 6.23.99 To Eliot from Chris Wheeler with Si's comments for Brian to address regarding the over billing
- x. At several Board meetings the billings of Proskauer and the work products were repeatedly questioned by all Board members and Chris Wheeler. who attended these meetings was fully aware of major concerns in the total bill and incompetence of work of product or failing to produce work products.

- May 28, 1999
- June 1, 1999
- June 30, 1999
- July 2, 1999
- August 3, 1999
- August 5, 1999
- August 23, 1999
- September 15, 1999
- September 22, 1999
- September 30, 1999
- November 1, 1999
- November 9, 1999
- February 4, 2000
- March 3, 2000
- April 6, 2000
- April 26, 2000
- July 18, 2000
- September 26, 2000
- January 25, 2001
- January 30, 2001
- March 26, 2001
- April 3, 2001

8/19/2002 3:30PM

April 5, 2001
April 9, 2001
April 14, 2001
April 20, 2001
April 26, 2001
April 26, 2001
May 8, 2001
June 7, 2001
September 4, 2001
October 23, 2001
October 29, 2001

xi. Gerald Lewin, Maurice Buchsbaum, Brian Utley, Ross Miller, Aidan Foley, William Kasser and Larry Mondragon were all commissioned by the Board to investigate the billings and inferior work products, especially in relationship to the patent pool errors and missing copyrights.

b. The parties to the communication;

- i. Gerald Lewin
- ii. Simon Bernstein
- iii. Eliot Bernstein
- iv. Donald Kane
- v. Hank Powell
- vi. Brian Utley
- vii. Kenneth Anderson
- viii. Ross Miller
- ix. William Kasser
- x. Maurice Buchsbaum
- xi. Raymond Hersh
- xii. William Dick
- xiii. Douglas Boehm
- xiv. P. Stephen Lamont
- xv. Christopher Wheeler
- xvi. Mara Lerner Robbins
- xvii. Rocky Thomson
- xviii. Raymond Joao

c. Whether the communication was oral or in writing; several correspondences between Simon Bernstein (COB) and Chris Wheeler regarding erroneous billings were in writing and oral.

- i. Correspondences between Ross Miller and Proskauer relating to negotiating settlement to the overstated bill, it was agreed to settle at 100,000 but the deal was never consummated. Several communications were oral, several were in writing.

- i. Correspondences between Ross Miller and Proskauer relating to negotiating settlement to the overstated bill, it was agreed to settle at 100,000 but the deal was never consummated. Several communications were oral, several were in writing.
 - ii. Correspondences between Bill Kasser and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - iii. Correspondences between Raymond Hersh and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - iv. Correspondences between Maurice Buchsbaum and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - v. Correspondences between Gerald Lewin and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - vi. Correspondences between Hank Powell and Proskauer requesting information and explanations of the billings. And a review of patent billings and copyright issues that was never forthcoming. Several communications were oral, several were in writing.
- b. The substance of the communication.
- i. Over-billing
 - ii. Patent Incompetence & Repair on two separate occasions
 - iii. Requests for detailed billing, documentation to support billings, request for missing patent files, request for detailed notes, request for work products billed and destroyed.
 - iv. Liabilities arising from patent and copyright incompetence
 - v. Gross over billing for corporate structure proposed and recommended by Mr. Wheeler.
 - vi. Abuses by Msrs: Wheeler, Rubenstein and Proskauer clients of NDA's for their respective clients or patent pools they may oversee.
 - vii. Demands by the Board to limit Mr. Utley and Mr. Wheeler from running up substantial bills without Board approval. Mr. Utley was limited in incurring Proskauer or other expense items, especially whereas his friends were concerned, to a maximum \$5,000. Mr. Wheeler is aware of this and proceeds to bill far in excess for work Mr. Utley requested without proper Board approval.

17. As to Defendants' statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that (s)ome work which may have been performed on behalf of the Defendants was not performed at the Defendants' request nor pursuant to any agreement," please identify each invoice attached to the Amended Complaint as Exhibit "A" which you claim contains charges for work that was not performed at the Defendants' request.

Answer: Distance Learning Billings

Need explanation of billings to understand what charges to pertain to Internet Train/Ilearnit/Imedia or any other distance learning incentives started by Chris Wheeler and Brian Utley.

Corporate Name Searches and Filings

Invoice 320581
327337
346259
354153
387122
352748
356497

Multiple Trademark applications

Invoice 320581
327337
346259
352748
352749
352751
352750
352752
352753
354153
352748
356497
386159

General Corporate Advice

Invoice 320581
327337
346259
354153
387122
352748
356497

18. For each invoice identified in response to Interrogatory 17, please explain with particularity the service(s) billed by Plaintiff which was not performed at the Defendants' request.

Answer:

Distance Learning
Acquisitions and merger work with NJ Distance Learning Company.

Setup Corporations: Imedia, Ilearnit, Internet Train, etc. Name searches and trademarks.

Trademark applications

Christopher Wheeler attending Board meetings

Entire Corporate Organizations and Re-Organizations were all recommended by Proskauer Rose and where to be small incorporation fees for set-up of Mr. Wheeler's corporate scheme. Instead there are mass billings for this work.

19. As to Defendants statement contained in Defendants' Amended Second Affirmative Defense dated 12/20/01 that "{s}ome work which may have been performed on behalf of the Defendants was not performed at the Defendants' request nor pursuant to any agreement," did the Defendants ever complain to or otherwise notify Proskauer Rose LLP that Plaintiff allegedly performed work which was not performed at Defendants' request?

Answer: YES

20. If you answered Interrogatory 19 in the affirmative, please explain, as to each instance where Defendants complained to or notified Proskauer Rose LLP:

a. The date when the communication occurred;

- i. To fully assess these dates and the conversations we will need all Chris Wheeler notes and detailed descriptions of billings for any and all meetings with any of the below (section b) mentioned correspondents.
- ii. 2.29.2000 Letter from Wheeler to Utley regarding disputed billings and providing details for billings.
- iii. 1/26/00 Billing from Chris Wheeler 346259 Invoice "Conference as to follow-up on our money"
- iv. 3/24/00 Letter from Chris Wheeler to Simon Bernstein regarding bills
- v. 3/31/00 Letter from Wheeler to Simon regarding billings and trying to work out arrangements and reduction of bills.
- vi. 3.9.00 Letter from Wheeler to Utley regarding past due amounts.
- vii. 4.10.00 Letter from Wheeler to Utley regarding bill
- viii. At several Board meetings the billings of Proskauer and the work products were repeatedly questioned by all Board members and Chris Wheeler who attended these meetings was fully aware of major concerns in the total bill and incompetence of work of product or failing to produce work products.

May 28, 1999

June 1, 1999

June 30, 1999

July 2, 1999

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August 3, 1999
August 5, 1999
August 23, 1999
September 15, 1999
September 22, 1999
September 30, 1999
November 1, 1999
November 9, 1999
February 4, 2000
March 3, 2000
April 6, 2000
April 26, 2000
July 18, 2000
September 26, 2000
January 25, 2001
January 30, 2001
March 26, 2001
April 3, 2001
April 5, 2001
April 9, 2001
April 14, 2001
April 20, 2001
April 25, 2001
April 25, 2001
May 8, 2001
June 7, 2001
September 4, 2001
October 23, 2001
October 29, 2001

- ix. Gerald Lewin, Maurice Buchsbaum, Brian Utley, Ross Miller, Aidan Foley, William Kasser and Larry Mondragon were all commissioned by the Board to investigate the billings and inferior work products, especially in relationship to the patent pool errors and missing copyrights.
- x. Several meetings were held with Chris Wheeler and Simon Bernstein (Chairman of the Board) regarding excessive billings and controlling Mr. Utley and Mr. Wheeler in the billings for personal conferences they held daily.
- xi. Chris Wheeler agreed to investigate charges that Rubenstein/Joao were forging and changing patent documents and leaving inventors off patents. Wheeler and Utley suggest using their friend William Dick Foley and Lardner to correct the gross negligence uncovered in Rubenstein/Joao work.

- b. The parties to the communication;
 - i. Gerald Lewin
 - ii. Simon Bernstein

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- iii. Eliot Bernstein
- iv. Donald Kane
- v. Hank Powell
- vi. Brian Utley
- vii. Kenneth Anderson
- viii. Ross Miller
- ix. William Kasser
- x. Maurice Buchsbaum
- xi. Raymond Hersh
- xii. William Dick
- xiii. Douglas Boehm
- xiv. P. Stephen Lamont
- xv. Christopher Wheeler
- xvi. Mara Lerner Robbins
- xvii. Rocky Thomson

- c. Whether the communication was oral or in writing; and
 - i. Several correspondences between Simon Bernstein (COB) and Chris Wheeler regarding erroneous billings were in writing and oral.
 - ii. Correspondences between Ross Miller and Proskauer relating to negotiating settlement to the overstated bill, it was agreed to settle at 100,000 but the deal was never perfected. Several communications were oral, several were in writing.
 - iii. Correspondences between Bill Kasser and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - iv. Correspondences between Raymond Hersh and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - v. Correspondences between Maurice Buchsbaum and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - vi. Correspondences between Gerald Lewin and Proskauer requesting information and explanations of the billings. Several communications were oral, several were in writing.
 - vii. Correspondences between Hank Powell and Proskauer requesting information and explanations of the billings. And a review of patent billings and copyright issues that was never forthcoming. Several communications were oral, several were in writing.
- d. The substance of the communication.
 - i. Over billing
 - ii. Patent Incompetence & Repair on two separate occasions
 - iii. Requests for detailed billing, documentation to support billings, request for missing patent files, request for detailed notes, request for work products billed and destroyed.
 - iv. Liabilities arising from patent and copyright incompetence

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Page 9 of 18

- v. Gross over billing for corporate structure proposed and recommended by Mr. Wheeler
- vi. Abuses by Messrs: Wheeler, Rubenstein, Joao clients, of NDA's for their respective clients and patent pools.
- vii. Demands by the Board to limit Mr. Utley and Mr. Wheeler from running up substantial bills without Board approval. Mr. Utley was limited in incurring Proskauer or other expense items, especially whereas his friends were concerned, to a maximum \$5,000. Mr. Wheeler is aware of this and proceeds to bill far in excess of this limit

Pertaining to interrogatories 12-20 investigation continues.

JVIEWIT.LLC WAS THE PARTY THAT
RETAINES THE PLAINTIFF, NOT ANY OF
THE OTHER PARTIES.

Signature

Print name

Print title

STATE OF CALIFORNIA)
)SS.
COUNTY OF SAN DIEGO)

On the 19th of August 2002, Eliot I. Bernstein who is personally known to me or produced US Passport #034581170 as identification, appeared before me personally and stated under oath that the answers set forth in this response to Plaintiff's First Set of Interrogatories are based on his/her personal knowledge and are true and correct.

Susan Carter Moss

Name of Notary Public

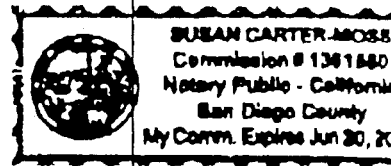
My Commission Expires: June 30, 2006

(SEAL)

State of California) SS
County of San Diego)

Subscribed and sworn to (or affirmed)
before me on the 19th day
of August (month) 2002 (year).
by *Eliot I. Bernstein*

Susan Carter Moss
Susan Carter Moss/Notary Public



Accepted and sworn to by me on the 19th day of August 2002

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL WITNESS LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury
Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following
witnesses that it may call in connection with the trial of this matter:

1. Christopher C. Wheeler, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
2. Donald E. Thompson, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
3. Joseph R. Cook, Esq. (*Expert Witness*)
Hunt, Cook, Riggs, Mehr & Miller, P.A.
2200 Corporate Blvd., N.W.
Suite 401
Boca Raton, FL 33431

Mr. Cook will provide expert testimony regarding the
reasonableness of the Plaintiff's outstanding invoices to the Defendants. No

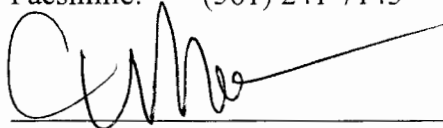
written reports have been generated by this expert. A copy of Mr. Cook's *curriculum vitae* is attached hereto as Exhibit "A."

4. Brian G. Utley
9541 Virginia Avenue South
Bloomington, MN 55438
5. Raymond T. Hersh
23077 Via Stel
Boca Raton, FL 33423
6. Gerald Lewin, CPA
c/o Goldstein & Lewin Accountants
1900 N.W. Corporate Boulevard
East Building - Suite 300
Boca Raton, FL 33431
7. William Kasser
991 N.W. 9th Street
Boca Raton, FL 33486
8. Simon Bernstein
7020 Lions Head Lane
Boca Raton, FL 33486
9. Eliot Bernstein
c/o Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480
10. Maurice Buchsbaum
20805 Cipres Way
Boca Raton, FL
11. All witnesses referenced in Defendants' Exhibit List.
12. All witnesses revealed during the remainder of the discovery period in this case, including any witnesses to be revealed in any documents to be produced or depositions to be conducted.
13. All Impeachment Witnesses.
14. All Rebuttal Witnesses.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

JOSEPH R. COOK, ESQ.

EDUCATION: Graduated, State University of New York, Buffalo, NY, 1974
Magna Cum Laude, Phi Beta Kappa, Omicron Delta Epsilon

Graduated Albany Law School, Albany New York, 1977
Cum Laude
Justinian Honorary Law Society
Legal Writing Instructor, Member and Editor, Albany Law Review

EMPLOYMENT:

1977-1979- Appointed Attorney Advisor to The Honorable Charles R. Simpson, United States Tax Court

1979-1984 Associated with Bond, Schoeneck & King, Boca Raton, Florida

1985 – present Shareholder, Managing Partner, Hunt, Cook, Riggs, Mehr & Miller, P.A.

PROFESSIONAL AFFILIATIONS AND ASSOCIATIONS:

Admitted to practice in New York, Florida, District of Columbia, United States Tax Court, United States Federal Court.

Member, American Bar Association, New York State Bar Association, Florida Bar Association, South Palm Beach County Bar Association, National Association of Bond Lawyers

PUBLICATIONS:

The Continuing Evolution of Industrial Development Bond Financing, Florida Bar Journal, January, 1985 Edition.

The Tax Court: An Historical Analysis, Part V, appearing in the Albany Law Review, 41 Alb. L. Rev. 639 (1977), and 42 Alb. L. Rev. 161 (1978), later reprinted in book form by Commerce Clearing House.

SPECIAL INTERESTS:

Lead Counsel for multi-million dollar Bond transactions, involving several law firms, lenders and institutions throughout the country.

EXHIBIT A

2255 Trades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

PROSKAUER ROSE LLP

Date September 10, 2002

Client-Matter 0918.60145.255

Fax Transmittal

Total Pages (Including Cover) 12

From Matthew Triggs

Sender's Voice Number 561.995.4736

For assistance call 561.241.7400

To Steven Selz, Esquire

Fax No. 561.833.9715

Company Selz & Muvdi Selz, P.A.

Voice No. 561.820.9409

Message

Please see the attached.

Confidentiality Note: This message is confidential and intended only for the use of the addressee(s) named above. It may contain legally privileged material. Dissemination, distribution or copying of this message, other than by such addressee(s), is strictly prohibited. If you have received this message in error, please immediately notify us by telephone and return the original to us at the address above. We will reimburse you for the cost of the telephone call and postage. Thank you.

9/13/02

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

**PROSKAUER'S MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANTS'
MOTION TO JOIN INDISPENSABLE PARTIES AND TO CONTINUE TRIAL**

Proskauer Rose LLP files this memorandum of law in opposition to the motion to join indispensable parties and to continue trial filed by Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc., and Iviewit Technologies, Inc. (collectively "Iviewit"). As demonstrated herein, Iviewit's motion is not well founded. For two equally compelling reasons, the motion should be denied and this matter should proceed to trial without further delay.

I. **THE COURT HAS ALREADY CONSIDERED AND REJECTED THIS DEFENSE ONCE**

Months ago, Iviewit moved to dismiss Proskauer's Amended Complaint, arguing that Iviewit, LLC was an indispensable party. A copy of Iviewit's motion to dismiss is attached as Exhibit A. The Court denied that motion by order dated October 11, 2001. A copy of that order is attached as Exhibit B.

Having already brought a motion to dismiss alleging a failure to join an indispensable party and lost, Iviewit cannot do so yet again. See *Engel Mortgage Co. v. Dowd*, 355 So. 2d 1210, 1212 (Fla. 1st DCA 1977) (the intent of Rule 1.140 is to permit the defense of failure to join an indispensable party **one time**) (emphasis added). Such a defense can only be raised by answer or motion to dismiss and thereafter only by motion for judgment on the pleadings or at trial. See Fla. R. Civ. P. 1.140(b); Fla. R. Civ. P. 1.140(h)(2). Having chosen to raise this matter by way of motion to dismiss and lost, Iviewit cannot now re-litigate this issue.

II. THERE ARE NO OTHER INDISPENSABLE PARTIES

Even ignoring the procedural bar to Iviewit's motion, the motion has no basis. As the Amended Complaint plainly reveals, this is a straightforward action for unpaid legal fees. Proskauer has sued the entities for which it contends it provided legal services. As a matter of law, there cannot be any other indispensable parties.

Under Florida law, an indispensable party is one who has not only an interest in the subject matter of the controversy, but an interest of such a nature that a final decree cannot be rendered between other parties to the suit, or cannot be rendered without leaving the controversy in such a situation that its final determination may be inconsistent with equity and good conscience. *City of Riviera Beach v. Bjorklund*, 563 So. 2d 1114, 1115 (Fla. 4th DCA 1990) (citing *Nat'l Title Ins. Co. v. Oscar E. Dooly Assocs., Inc.*, 377 So. 2d 730, 731 (Fla. 3d DCA 1980)). Thus, a party is indispensable if:

- (1) he/she has such an interest in the subject matter of the action that final adjudication cannot be made without affecting his/her interests; or
- (2) a final decree cannot be rendered without leaving the controversy in such a situation that its final resolution is inequitable.

Cooper, Inc. v. City of Miami Beach, 512 So. 2d 324, 325 (Fla. 3d DCA 1987).

Indispensable parties are necessary parties that are so essential to a suit that no final decision can be rendered without their joinder. *Hertz Corp. v. Piccolo*, 453 So. 2d 12, 14 (Fla. 1984). The mere fact that a party's absence may lead to multiple litigation is not sufficient reason to declare him/her an indispensable party. *Cooper*, 512 So. 2d at 325.

Given this test, there is no good faith basis to suggest that Iviewit, LLC or Iviewit.com, LLC are indispensable parties. Proskauer has sued the entities for which it contends it performed legal services and has not been paid. But even if there were some legitimate debate as to this point (which there is not), Iviewit would be entitled to defend Proskauer's claim by alleging that it did not contract with Proskauer for Proskauer to perform legal services. There is absolutely no requirement under Florida law that Proskauer be forced to sue the entities that Iviewit apparently wants it to sue. Clearly, any such mandate would be absurd.

Apparently ignoring the requirements of section 57.105, Florida Statutes, which clearly contemplates that a party conduct a reasonable investigation before asserting claims or defenses, Iviewit suggests that Proskauer did not sue Iviewit.com, LLC because that entity was in bankruptcy at the time. Iviewit also suggests that the invoice it attached to its motion proves that Iviewit.com, LLC is a proper party because the invoice in question references Iviewit.com, LLC.

Purposefully or not, Iviewit overlooks two dispositive facts in making such arguments. First, even a cursory investigation of the filing dates of the two matters would have established that Proskauer filed its lawsuit **prior to** the bankruptcy filing in question. Second, the invoice that Iviewit references and suggests to the Court "forms the basis for [Proskauer's] claims for damages" was **paid in full** over two years ago. See Motion at ¶ 7. Thus, even assuming Proskauer had, at some point

in time, performed work for that entity, Proskauer has been paid for those services. Such facts were readily available to Iviewit at the time of the filing of its motion.

III. IVIEWIT SHOULD NOT BE PERMITTED TO DELAY TRIAL

Section 57.105(3), Florida Statutes, expressly prohibits actions taken primarily for the purpose of unreasonable delay. Here, Iviewit's sole motivation is delay. By alleging that Iviewit.com, LLC is an indispensable party, Iviewit seeks to delay trial. Given its bankruptcy filing, it could not be added as a party to this litigation at this time. In making its motion, Iviewit ignores the fact that Proskauer sued Iviewit prior to any bankruptcy filing, it ignores the fact that the invoice that forms the sole basis for Iviewit's motion was paid long ago, and it ignores the prohibition found in section 57.105(3), Florida Statutes, regarding unreasonably delay. The fact that Iviewit has chosen to file its motion on the eve of calendar call when this matter has been pending for over one year speaks volumes of the true motivation driving the motion. Simply put, Iviewit's motion has no factual or legal foundation, it is procedurally barred, and should be denied.

This 18th day of September, 2002.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

By: 

Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by Facsimile and United States Mail, this 10th day of September, 2002, to:

Steven Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

By: 
Matthew Triggs

FILE COPY

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

PROSKAUER ROSE LLP, a New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

**DEFENDANTS', IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC.
AND IVIEWIT TECHNOLOGIES, INC.,
MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT**

COME NOW the Defendants, IVIEWIT.COM, INC., a Delaware corporation, IVIEWIT HOLDINGS, INC., a Delaware corporation and IVIEWIT TECHNOLOGIES, INC., a Delaware corporation (collectively referred to herein as "IVIEWIT"), by and through their undersigned counsel, and pursuant to Florida Rules of Civil Procedure 1.140 and 1.190 and applicable case law, hereby file this, their Motion to Dismiss Plaintiff's, PROSKAUER ROSE LLP, a New York limited liability partnership (hereinafter referred to as "PROSKAUER"), Amended Complaint, on the following grounds:

1. On or about May 2, 2001, Plaintiff, PROSKAUER, filed a Complaint against Defendants, IVIEWIT, for an alleged breach of a contract, account stated, open account, and quantum meruit.

EXHIBIT A

2. With certificate of service date of June 11, 2001, Defendants, IVIEWIT, filed and served their Motion to Dismiss Plaintiff's Complaint on the grounds that Plaintiff failed to state a cause of action against Defendants for which relief may be granted and failed to satisfy conditions precedent prior to bringing the within action. One of the grounds raised in Defendants' Motion to Dismiss Plaintiff's Complaint was Plaintiff's failure to post a nonresident cost bond pursuant to Fla. Stat., §57.011.

3. Thereafter, with certificate of service date of June 15, 2001, Plaintiff served its Notice of Filing Nonresident Cost Bond with the Clerk of this Court.

4. One of the other grounds raised in Defendants' Motion to Dismiss Plaintiff's Complaint was that Plaintiff had sued the wrong party Defendant because Plaintiff had entered into a contract with a non-party, iviewit LLC, and was attempting to impute the alleged breach of contract claim to Defendants who were not parties to the contract between Plaintiff and iviewit LLC. The written contract (which was attached as Exhibit A to Plaintiff's Complaint) was between Plaintiff and iviewit LLC, not between Plaintiff and Defendants. Therefore, Defendants filed a Motion to Dismiss Plaintiff's Complaint for failure to state a cause of action against these Defendants.

5. Thereafter, with certificate of service date of August 3, 2001, Plaintiff served an Amended Complaint against Defendants for an alleged breach of contract, account stated, open account and quantum meruit. The exhibits attached to Plaintiff's Amended Complaint removed the written contract between Plaintiff and iviewit LLC and simply attached as exhibits

certain invoices addressed to Defendant, IVIEWIT.COM, INC. However, there are no documents attached to Plaintiff's Amended Complaint which show any agreement or contract entered into between Plaintiff and Defendants.

6. Therefore, Plaintiff's Amended Complaint should be dismissed as well for failure to state a cause of action against Defendants for which relief may be granted and for failure to join and/or name an indispensable party, namely, iviewit LLC.

7. Although in the Amended Complaint Plaintiff has removed the written contract between Plaintiff and iviewit LLC (which was previously attached as an exhibit to Plaintiff's Complaint) in an attempt to defeat Defendants' Motion to Dismiss, the facts of this case still remain and cannot be refuted. Plaintiff's Amended Complaint arises out of an alleged Engagement Agreement entered into between Plaintiff and iviewit LLC, on or about October 8, 1999, for representation in connection with general corporate advice. There is no agreement or contract between Plaintiff and Defendants despite Plaintiff's attempt to attach as exhibits to its Amended Complaint invoices which are simply addressed to one of the Defendants. These "invoices" cannot form the basis of a claim for breach of contract against Defendants.

8. Because iviewit LLC is clearly the proper party that entered into the written contract for legal services with Plaintiff, iviewit LLC is the necessary and proper party Defendant in this action. Because Plaintiff has failed to name and/or join iviewit LLC as an indispensable party, Plaintiff's Amended Complaint should be dismissed and Defendants should be dismissed with prejudice.

9. Exhibit A to Plaintiff's Amended Complaint revealed that the subject alleged contract was between Plaintiff and iviewit LLC and Plaintiff cannot avoid that fact by simply

failing to attach this contract as an exhibit to Plaintiff's Amended Complaint.

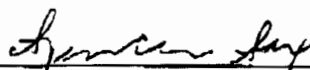
10. On a Motion to Dismiss, a trial court must consider exhibits attached to and incorporated in a Complaint. *Harry Pepper and Associates, Inc. v. Lasseter*, 247 So.2d 736 (Fla. 3d DCA 1971). Any inconsistency between the general allegations of material fact in a Complaint and the specific facts revealed by an attached exhibit has the effect of neutralizing each allegation, thus rendering the pleading objectionable. *Id.* Because the allegations in Plaintiff's Amended Complaint state that Defendants breached the subject agreement and Exhibit A which was previously attached to Plaintiff's Complaint reveals that the agreement was with iviewit LLC, there are inconsistencies in the pleadings such that Plaintiff's Amended Complaint is subject to being dismissed.

11. Moreover, because the invoices attached to the Amended Complaint were sent to Defendant, IVIEWIT.COM.INC. and not to Defendants, IVIEWIT HOLDINGS, INC., or IVIEWIT TECHNOLOGIES, INC., Counts II, III and IV cannot be maintained against these Defendants.

WHEREFORE, Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., respectfully request that this Honorable Court dismiss Plaintiff's, PROSKAUER ROSE LLP, Amended Complaint for the reasons as stated above, to award Defendants their reasonable attorneys' fees and costs for having to defend this action and for such other further relief as this Court deems just and proper.

I HEREBY certify that a true and correct copy of the forgoing has been furnished by U.S.
Mail to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades
Road, Boca Raton, Florida 33431, this 13 day of August, 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: 
Spencer M. Sax
Florida Bar No.: 312241

FILE COPY

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

PROSKAUER ROSE LLP, New
York limited liability partnership,
Plaintiff,

CASE NO. CA 01-04671AB

v.

VIEWIT.COM, INC., a Delaware corporation,
VIEWIT HOLDINGS, INC., a Delaware corporation, and
VIEWIT TECHNOLOGIES, INC., a Delaware corporation,
Defendants.

**ORDER ON DEFENDANTS', VIEWIT.COM, INC., VIEWIT HOLDINGS, INC.
AND VIEWIT TECHNOLOGIES, INC.
MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT**

THIS CAUSE having come before the Court upon Defendants', VIEWIT.COM, INC.,
VIEWIT HOLDINGS, INC. and VIEWIT TECHNOLOGIES, INC., Motion to Dismiss Plaintiff's
Amended Complaint, and the Court having reviewed the Court file, having heard argument
of counsel, and being otherwise fully advised in the premises, it is:

ORDERED AND ADJUDGED: That Defendants', VIEWIT.COM, INC., VIEWIT
HOLDINGS, INC. and VIEWIT TECHNOLOGIES, INC. Motion to Dismiss Plaintiff's Amended
Complaint, is hereby GRANTED ~~DENIED~~

DONE AND ORDERED in Chambers at West Palm Beach, Florida 33401, on this ___
day of _____, 2001.

CIRCUIT COURT JUDGE

Copies furnished to:
Spencer M. Sax, Esq., Sachs, Sax & Klein, P.A., 301 Yamato Road, Suite 4150, Boca Raton, FL 33431
Matthew Triggs, Esq., Proskauer Rose, LLP, One Boca Place, Suite 340 W, 2255 Glades Road, Boca Raton, FL 33431
M:\Litigation\viewit.com\Pleading\Order on Def's Mtn to Dismiss amended complaint.wpd

EXHIBIT B

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

CASE NO. CA 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.

**ORDER SETTING HEARING
(SPECIALLY SET - 15 MINUTES RESERVED)**

A hearing will take place before me on the following matter:

**PLAINTIFF'S MOTION FOR CONTEMPT, TO STRIKE
DEFENDANTS' PLEADINGS, AND FOR ATTORNEY'S FEES**

TIME: 8:15 AM.

DATE: December 16, 2002

**PLACE: Palm Beach County Courthouse
205 N. Dixie Highway
West Palm Beach, FL 33401**

The attorneys must be in Court on time. The Court will not wait. The parties must submit the following to the Court one week before the hearing: (1) copy of all relevant pleadings; (2) copy of memorandum of law; and (3) copy of all case law authority. This hearing cannot be canceled unless the issues of this Motion have been settled. Notices of unavailability filed after the date of this Order shall not apply to this specially set hearing.

9/13/02

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800) 955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This ____ day of September, 2002.

Judge Jorge Labarga
Circuit Judge

Copies furnished to:

Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

CASE NO. CA 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.

**ORDER ON DEFENDANTS' MOTION TO JOIN INDISPENSABLE
PARTIES AND TO CONTINUE TRIAL; DEFENDANTS' *ORE TENUS*
MOTION TO POSTPONE MEDIATION; AND PLAINTIFF'S *ORE TENUS*
MOTION TO COMPEL RESPONSES TO REQUESTS FOR PRODUCTION**

THIS CAUSE came before the Court on September 11, 2002, on Defendants' motion to join indispensable parties and to continue trial; Defendants' *Ore Tenus* motion to postpone mediation; and Plaintiff's *Ore Tenus* motion to compel responses to requests for production.

After being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Defendants' motion to join indispensable parties is DENIED;
 2. The Defendants' motion to continue trial is DENIED;
 3. The Defendants' *ore tenus* motion to postpone mediation deadline is GRANTED;
- and

9/12/02

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FILE COPY

MT: DJG: CWP
PJM
Docketing

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

CASE NO. CA 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.

**ORDER ON DEFENDANTS' MOTION TO JOIN INDISPENSABLE
PARTIES AND TO CONTINUE TRIAL; DEFENDANTS' *ORE TENUS*
MOTION TO POSTPONE MEDIATION; AND PLAINTIFF'S *ORE TENUS*
MOTION TO COMPEL RESPONSES TO REQUESTS FOR PRODUCTION**

THIS CAUSE came before the Court on September 11, 2002, on Defendants' motion to
join indispensable parties and to continue trial; Defendants' *Ore Tenus* motion to postpone
mediation; and Plaintiff's *Ore Tenus* motion to compel responses to requests for production.

After being fully advised in the premises, it is hereby


ORDERED AND ADJUDGED as follows:

1. The Defendants' motion to join indispensable parties is DENIED;
 2. The Defendants' motion to continue trial is DENIED;
 3. The Defendants' *ore tenus* motion to postpone mediation deadline is GRANTED;
- and

9/12/02

4. The Plaintiff's *ore tenus* motion to compel responses to request for production is GRANTED. The documents ordered to be produced by Court Order dated July 18, 2002 shall be produced on or before September 17, 2002.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day of September, 2002.



Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

FORM 5. INVOLUNTARY PETITION

United States Bankruptcy Court
Southern District of Florida

INVOLUNTARY
PETITION

IN RE (NAME OF DEBTOR - IF INDIVIDUAL, GIVE LAST, FIRST, MIDDLE)
Iview/Leom LLC

ALL OTHER NAMES used by debtor in the last 8 years
(includes married, maiden, and trade names)

SOC. SEC./TAX I.D. NO. (if more than one, state all)
88-0927841

STREET ADDRESS OF DEBTOR (No. and street, city, state, and zip code)
2888 Glades Road
Suite 337, West
Boca Raton, FL 33431

MAILING ADDRESS OF DEBTOR (if different from street address)

01-38407
BKC-SHF

COUNTY OF RESIDENCE OR PRINCIPAL PLACE
OF BUSINESS
Palm Beach

LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (if different from previously listed address)

CHAPTER OF BANKRUPTCY CODE UNDER WHICH PETITION IS FILED

Chapter 7 Chapter 11

INFORMATION REGARDING DEBTOR (Check applicable boxes)

Petitioners believe

- Debts are primarily consumer debts
- Debts are primarily business debts (Complete sections A and B)

TYPE OF DEBTOR

- Individual
- Partnership
- Other
- Corporation Publicly Held
- Corporation Not Publicly Held

A. TYPE OF BUSINESS (Check One)

- Professional
- Retail/Wholesale
- Railroad
- Transportation
- Manufacturing/
- Mining
- Stockbroker
- Commodity Broker
- Construction
- Real Estate
- Other

B. BRIEFLY DESCRIBE NATURE OF BUSINESS

Internet technology company providing turnkey
encoding & processing for streaming video
creation; virtual tour & digital imaging with zoom
& pan functions; etc.

VENUE

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in the District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner or partnership is pending in this district.

PENDING BANKRUPTCY CASE FILED BY OR AGAINST ANY PARTNER
OR AFFILIATE OF THIS DEBTOR (Report information for any additional cases on attached sheets.)

Name of Debtor	Case Number	Date
Relationship	District	Judge

ALLEGATIONS
(Check applicable boxes)

1. Petitioner(s) are eligible to file this petition pursuant to 11 U.S.C. §303(b).
2. The debtor is a person against whom an order for relief may be entered under title 11 of the United States Code.
3. The debtor is generally not paying such debtor's debts as they become due, unless such debts are the subject of a bona fide dispute.
4. Within 120 days preceding the filing of this petition, a custodian, other than a trustee, receiver, or agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.

COURT USE ONLY

RECORDED
JUN 26 01
CLERK OF COURT
SOUTHERN DISTRICT OF FLORIDA

"2"

Name of Debtor: ixlandt.com LLC

Case No. _____ (Court use only)

Form 3 Voluntary Petition
(09/99)

TRANSFER OF CLAIM

Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents evidencing the transfer and any statements that are required under Bankruptcy Rule 1003(s).

REQUEST FOR RELIEF

Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition.

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X [Signature] June 11, 2001
Signature of Petitioner or Representative (State title) Date

Raymond T. Marsh
Name of Petitioner

Name & Mailing Address of Individual Signing in Representative Capacity
Raymond T. Marsh
23077 Via Blvd
Boca Raton, FL 33433

X [Signature] June 11, 2001
Signature of Attorney Date

Bart A. Houston, Esq.
Name of Attorney Firm (If any)
Houston & Shady, P.A.
318 Northeast Fourth Street
Fort Lauderdale, FL 33301
Address
Telephone No. (954) 778-3800

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X [Signature] June 11, 2001
Signature of Petitioner or Representative (State title) Date

Brian G. Uwey
Name of Petitioner

Name & Mailing Address of Individual Signing in Representative Capacity
Brian G. Uwey
1930 Southwest 8th Street
Boca Raton, FL 33488

X [Signature] June 11, 2001
Signature of Attorney Date

Bart A. Houston, Esq.
Name of Attorney Firm (If any)
318 Northeast Fourth Street
Fort Lauderdale, FL 33301
Address
Telephone No. (954) 778-3800

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X [Signature] June 11, 2001
Signature of Petitioner or Representative (State title) Date

Michael A. Reale
Name of Petitioner

Name & Mailing Address of Individual Signing in Representative Capacity
Michael A. Reale
8304 Ventura Blvd.
Delray Beach, FL 33484

X [Signature] June 11, 2001
Signature of Attorney Date

Bart A. Houston, Esq.
Name of Attorney Firm (If any)
318 Northeast Fourth Street
Fort Lauderdale, FL 33301
Address
Telephone No. (954) 778-3800

PETITIONING CREDITORS

Name and Address of Petitioner	Nature of Claim	Amount of Claim
<u>Raymond T. Marsh</u> <u>23077 Via Blvd</u> <u>Boca Raton, FL 33433</u>	<u>Contract indebtedness</u>	<u>89,780.00</u>
<u>Brian G. Uwey</u> <u>1930 Southwest 8th Street</u> <u>Boca Raton, FL 33488</u>	<u>Contractual indebtedness</u>	<u>397,308.00</u>
<u>Michael A. Reale</u> <u>8304 Ventura Blvd.</u> <u>Delray Beach, FL 33484</u>	<u>Contractual indebtedness</u>	<u>61,280.00</u>
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, petitioner(s) signatures under the statement and the name(s) of attorney(s) and petitioning creditor information in the format above.		Total Amount of Petitioners' Claims <u>462,368.00</u>

0 continuation sheets attached

Case No. 01-33407-BKC-SHF

CERTIFICATION OF SERVICE

I, **Bart A. Houston, Esq.**, of **Houston & Shahady, P.A.**, 316 N.E. 4th Street, Fort Lauderdale, Florida 33301 certify:

That I am, and at all times hereinafter mentioned was, more than 18 years of age;

That on **June 27, 2001**, I served a copy of the within summons, together with the petition filed in this case, on

**CT Corporation System, Registered Agent for
Iviewit.com, LLC
1200 South Pine Island Road
Plantation, FL 33324**

- and -

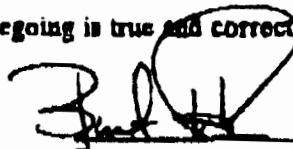
**iviewit.com LLC
2255 Glades Road
Suite 337, West
Boca Raton, FL 33431**

the debtor in this case, by *(describe here the mode of service)*

By First Class Mail, Postage Prepaid

I certify under penalty of perjury that the foregoing is true and correct

Executed on 6. 27. 2001
(Date)



**Bart A. Houston, Esq.
Houston & Shahady, P.A.
316 Northeast Fourth Street
Fort Lauderdale, FL 33301**

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

**PROSKAUER'S MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANTS'
MOTION TO JOIN INDISPENSABLE PARTIES AND TO CONTINUE TRIAL**

Proskauer Rose LLP files this memorandum of law in opposition to the motion to join indispensable parties and to continue trial filed by Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc., and Iviewit Technologies, Inc. (collectively "Iviewit"). As demonstrated herein, Iviewit's motion is not well founded. For two equally compelling reasons, the motion should be denied and this matter should proceed to trial without further delay.

I. **THE COURT HAS ALREADY CONSIDERED AND REJECTED THIS DEFENSE ONCE**

Months ago, Iviewit moved to dismiss Proskauer's Amended Complaint, arguing that Iviewit, LLC was an indispensable party. A copy of Iviewit's motion to dismiss is attached as Exhibit A. The Court denied that motion by order dated October 11, 2001. A copy of that order is attached as Exhibit B.

9/10/01

Having already brought a motion to dismiss alleging a failure to join an indispensable party and lost, Iviewit cannot do so yet again. *See Engel Mortgage Co. v. Dowd*, 355 So. 2d 1210, 1212 (Fla. 1st DCA 1977) (the intent of Rule 1.140 is to permit the defense of failure to join an indispensable party **one time**) (emphasis added). Such a defense can only be raised by answer or motion to dismiss and thereafter only by motion for judgment on the pleadings or at trial. *See Fla. R. Civ. P. 1.140(b); Fla. R. Civ. P. 1.140(h)(2)*. Having chosen to raise this matter by way of motion to dismiss and lost, Iviewit cannot now re-litigate this issue.

II. THERE ARE NO OTHER INDISPENSABLE PARTIES

Even ignoring the procedural bar to Iviewit's motion, the motion has no basis. As the Amended Complaint plainly reveals, this is a straightforward action for unpaid legal fees. Proskauer has sued the entities for which it contends it provided legal services. As a matter of law, there cannot be any other indispensable parties.

Under Florida law, an indispensable party is one who has not only an interest in the subject matter of the controversy, but an interest of such a nature that a final decree cannot be rendered between other parties to the suit, or cannot be rendered without leaving the controversy in such a situation that its final determination may be inconsistent with equity and good conscience. *City of Riviera Beach v. Bjorklund*, 563 So. 2d 1114, 1115 (Fla. 4th DCA 1990) (citing *Nat'l Title Ins. Co. v. Oscar E. Dooly Assocs., Inc.*, 377 So. 2d 730, 731 (Fla. 3d DCA 1980)). Thus, a party is indispensable if:

- (1) he/she has such an interest in the subject matter of the action that final adjudication cannot be made without affecting his/her interests; or
- (2) a final decree cannot be rendered without leaving the controversy in such a situation that its final resolution is inequitable.

Cooper, Inc. v. City of Miami Beach, 512 So. 2d 324, 325 (Fla. 3d DCA 1987).

Indispensable parties are necessary parties that are so essential to a suit that no final decision can be rendered without their joinder. *Hertz Corp. v. Piccolo*, 453 So. 2d 12, 14 (Fla. 1984). The mere fact that a party's absence may lead to multiple litigation is not sufficient reason to declare him/her an indispensable party. *Cooper*, 512 So. 2d at 325.

Given this test, there is no good faith basis to suggest that Iviewit, LLC or Iviewit.com, LLC are indispensable parties. Proskauer has sued the entities for which it contends it performed legal services and has not been paid. But even if there were some legitimate debate as to this point (which there is not), Iviewit would be entitled to defend Proskauer's claim by alleging that it did not contract with Proskauer for Proskauer to perform legal services. There is absolutely no requirement under Florida law that Proskauer be forced to sue the entities that Iviewit apparently wants it to sue. Clearly, any such mandate would be absurd.

Apparently ignoring the requirements of section 57.105, Florida Statutes, which clearly contemplates that a party conduct a reasonable investigation before asserting claims or defenses, Iviewit suggests that Proskauer did not sue Iviewit.com, LLC because that entity was in bankruptcy at the time. Iviewit also suggests that the invoice it attached to its motion proves that Iviewit.com, LLC is a proper party because the invoice in question references Iviewit.com, LLC.

Purposefully or not, Iviewit overlooks two dispositive facts in making such arguments. First, even a cursory investigation of the filing dates of the two matters would have established that Proskauer filed its lawsuit **prior to** the bankruptcy filing in question. Second, the invoice that Iviewit references and suggests to the Court "forms the basis for [Proskauer's] claims for damages" was **paid in full** over two years ago. *See* Motion at ¶ 7. Thus, even assuming Proskauer had, at some point


in time, performed work for that entity, Proskauer has been paid for those services. Such facts were readily available to Iviewit at the time of the filing of its motion.

III. IVIEWIT SHOULD NOT BE PERMITTED TO DELAY TRIAL

Section 57.105(3), Florida Statutes, expressly prohibits actions taken primarily for the purpose of unreasonable delay. Here, Iviewit's sole motivation is delay. By alleging that Iviewit.com, LLC is an indispensable party, Iviewit seeks to delay trial. Given its bankruptcy filing, it could not be added as a party to this litigation at this time. In making its motion, Iviewit ignores the fact that Proskauer sued Iviewit prior to any bankruptcy filing, it ignores the fact that the invoice that forms the sole basis for Iviewit's motion was paid long ago, and it ignores the prohibition found in section 57.105(3), Florida Statutes, regarding unreasonably delay. The fact that Iviewit has chosen to file its motion on the eve of calendar call when this matter has been pending for over one year speaks volumes of the true motivation driving the motion. Simply put, Iviewit's motion has no factual or legal foundation, it is procedurally barred, and should be denied.

This 18th day of September, 2002.


PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

By: 
Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by Facsimile and United States Mail, this 10th day of September, 2002, to:

Steven Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

By:  _____
Matthew Triggs

FILE COPY

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

PROSKAUER ROSE LLP, a New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

**DEFENDANTS', IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC.,
AND IVIEWIT TECHNOLOGIES, INC.,
MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT**

COME NOW the Defendants, IVIEWIT.COM, INC., a Delaware corporation, IVIEWIT HOLDINGS, INC., a Delaware corporation and IVIEWIT TECHNOLOGIES, INC., a Delaware corporation (collectively referred to herein as "IVIEWIT"), by and through their undersigned counsel, and pursuant to Florida Rules of Civil Procedure 1.140 and 1.190 and applicable case law, hereby file this, their Motion to Dismiss Plaintiff's, PROSKAUER ROSE LLP, a New York limited liability partnership (hereinafter referred to as "PROSKAUER"), Amended Complaint, on the following grounds:

1. On or about May 2, 2001, Plaintiff, PROSKAUER, filed a Complaint against Defendants, IVIEWIT, for an alleged breach of a contract, account stated, open account, and quantum meruit.

EXHIBIT A

2. With certificate of service date of June 11, 2001, Defendants, IVIEWIT, filed and served their Motion to Dismiss Plaintiff's Complaint on the grounds that Plaintiff failed to state a cause of action against Defendants for which relief may be granted and failed to satisfy conditions precedent prior to bringing the within action. One of the grounds raised in Defendants' Motion to Dismiss Plaintiff's Complaint was Plaintiff's failure to post a nonresident cost bond pursuant to Fla. Stat., §57.011.

3. Thereafter, with certificate of service date of June 15, 2001, Plaintiff served its Notice of Filing Nonresident Cost Bond with the Clerk of this Court.

4. One of the other grounds raised in Defendants' Motion to Dismiss Plaintiff's Complaint was that Plaintiff had sued the wrong party Defendant because Plaintiff had entered into a contract with a non-party, iviewit LLC, and was attempting to impute the alleged breach of contract claim to Defendants who were not parties to the contract between Plaintiff and iviewit LLC. The written contract (which was attached as Exhibit A to Plaintiff's Complaint) was between Plaintiff and iviewit LLC, not between Plaintiff and Defendants. Therefore, Defendants filed a Motion to Dismiss Plaintiff's Complaint for failure to state a cause of action against these Defendants.

5. Thereafter, with certificate of service date of August 3, 2001, Plaintiff served an Amended Complaint against Defendants for an alleged breach of contract, account stated, open account and quantum meruit. The exhibits attached to Plaintiff's Amended Complaint removed the written contract between Plaintiff and iviewit LLC and simply attached as exhibits

certain invoices addressed to Defendant, IVIEWIT.COM, INC. However, there are no documents attached to Plaintiff's Amended Complaint which show any agreement or contract entered into between Plaintiff and Defendants.

6. Therefore, Plaintiff's Amended Complaint should be dismissed as well for failure to state a cause of action against Defendants for which relief may be granted and for failure to join and/or name an indispensable party, namely, iviewit LLC.

7. Although in the Amended Complaint Plaintiff has removed the written contract between Plaintiff and iviewit LLC (which was previously attached as an exhibit to Plaintiff's Complaint) in an attempt to defeat Defendants' Motion to Dismiss, the facts of this case still remain and cannot be refuted. Plaintiff's Amended Complaint arises out of an alleged Engagement Agreement entered into between Plaintiff and iviewit LLC, on or about October 8, 1999, for representation in connection with general corporate advice. There is no agreement or contract between Plaintiff and Defendants despite Plaintiff's attempt to attach as exhibits to its Amended Complaint invoices which are simply addressed to one of the Defendants. These "invoices" cannot form the basis of a claim for breach of contract against Defendants.

8. Because iviewit LLC is clearly the proper party that entered into the written contract for legal services with Plaintiff, iviewit LLC is the necessary and proper party Defendant in this action. Because Plaintiff has failed to name and/or join iviewit LLC as an indispensable party, Plaintiff's Amended Complaint should be dismissed and Defendants should be dismissed with prejudice.

9. Exhibit A to Plaintiff's Amended Complaint revealed that the subject alleged contract was between Plaintiff and iviewit LLC and Plaintiff cannot avoid that fact by simply

failing to attach this contract as an exhibit to Plaintiff's Amended Complaint.

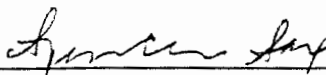
10. On a Motion to Dismiss, a trial court must consider exhibits attached to and incorporated in a Complaint. *Harry Pepper and Associates, Inc. v. Lasseeter*, 247 So.2d 736 (Fla. 3d DCA 1971). Any inconsistency between the general allegations of material fact in a Complaint and the specific facts revealed by an attached exhibit has the effect of neutralizing each allegation, thus rendering the pleading objectionable. *Id.* Because the allegations in Plaintiff's Amended Complaint state that Defendants breached the subject agreement and Exhibit A which was previously attached to Plaintiff's Complaint reveals that the agreement was with iviewit LLC, there are inconsistencies in the pleadings such that Plaintiff's Amended Complaint is subject to being dismissed.

11. Moreover, because the invoices attached to the Amended Complaint were sent to Defendant, IVIEWIT.COM.INC. and not to Defendants, IVIEWIT HOLDINGS, INC., or IVIEWIT TECHNOLOGIES, INC., Counts II, III and IV cannot be maintained against these Defendants.

WHEREFORE, Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., respectfully request that this Honorable Court dismiss Plaintiff's, PROSKAUER ROSE LLP, Amended Complaint for the reasons as stated above, to award Defendants their reasonable attorneys' fees and costs for having to defend this action and for such other further relief as this Court deems just and proper.

I HEREBY certify that a true and correct copy of the forgoing has been furnished by U.S.
Mail to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades
Road, Boca Raton, Florida 33431, this 13 day of August, 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: 

Spencer M. Sax
Florida Bar No.: 312241

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

PROSKAUER ROSE LLP, New
York limited liability partnership,
Plaintiff,

CASE NO. CA 01-04671AB

v.

VIEWIT.COM, INC., a Delaware corporation,
VIEWIT HOLDINGS, INC., a Delaware corporation, and
VIEWIT TECHNOLOGIES, INC., a Delaware corporation,
Defendants.

**ORDER ON DEFENDANTS', VIEWIT.COM, INC., VIEWIT HOLDINGS, INC.
AND VIEWIT TECHNOLOGIES, INC.
MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT**

THIS CAUSE having come before the Court upon Defendants', VIEWIT.COM, INC.,
VIEWIT HOLDINGS, INC. and VIEWIT TECHNOLOGIES, INC., Motion to Dismiss Plaintiff's
Amended Complaint, and the Court having reviewed the Court file, having heard argument
of counsel, and being otherwise fully advised in the premises, it is:

ORDERED AND ADJUDGED: That Defendants', VIEWIT.COM, INC., VIEWIT
HOLDINGS, INC. and VIEWIT TECHNOLOGIES, INC. Motion to Dismiss Plaintiff's Amended
Complaint, is hereby GRANTED DENIED

DONE AND ORDERED in Chambers at West Palm Beach, Florida 33401, on this__
day of _____, 2001.

CIRCUIT COURT JUDGE

Copies furnished to:
Spencer M. Sax, Esq., Sachs, Sax & Klein, P.A., 301 Yamato Road, Suite 4150, Boca Raton, FL 33431
Matthew Triggs, Esq., Proskauer Rose, LLP, One Boca Place, Suite 340 W, 2255 Glades Road, Boca Raton, FL 33431
M:\Litigation\viewit.com\Pleading\Order on Def's Mtn to Dismiss amended complaint.wpd

EXHIBIT B

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

CASE NO. CA 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.

RE-NOTICE OF TAKING DEPOSITION
(CHANGING TIME ONLY)

TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

PLEASE TAKE NOTICE that commencing at **9:00 a.m. on Tuesday, September 17, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **RAYMOND T. HERSH**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

9/16/02

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

CASE NO. CA 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.

RE-NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

PLEASE TAKE NOTICE that commencing at **11:00 a.m. on Wednesday, September 11, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **Gerald Lewin**.

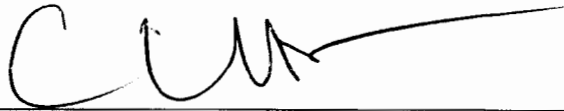
The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The

9/10/02

deposition will continue from day to day until complete.

This 6th day of September, 2002.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matt Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 6th day of September, 2002, a true and correct copy of the foregoing was been furnished by facsimile and U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Fl 33480.



Christopher W. Prusaski, Esq.

cc: Ken Schanzer & Assoc.

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.

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

CASE NO. CA 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.

RE-NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

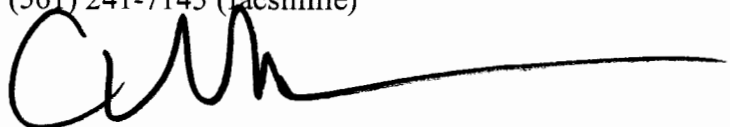
PLEASE TAKE NOTICE that commencing at **9:00 p.m. on Tuesday, September 17, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **RAYMOND T. HERSH**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

9/6/02

This 6th day of September, 2002.

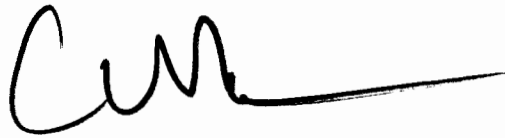
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matt Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 6th day of September, 2002, a true and correct copy of the foregoing has been furnished by facsimile and U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



Christopher W. Prusaski, Esq.

cc: Ken Schanzer & Assoc.

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.

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,

v.

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

Defendants.

**DEFENDANTS MOTION FOR LEAVE TO AMEND TO JOIN
INDISPENSABLE PARTIES TO ACTION AND TO CONTINUE TRIAL
SETTING BASED ON NEW EVIDENCE**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS,
INC. and IVIEWIT TECHNOLOGIES, INC., by and through their undersigned
counsel, hereby move this Court for Leave to Amend their Answer and to continue
the trial setting in this matter and as grounds therefore would state as follows:

1. That on August 22, 2002 and continuing through August 23, 2002, the
Plaintiff took the deposition of Brian G. Utley, the former President and chief
operating officer of the Defendants.

9/3/02

2. That during the taking of such deposition, under cross examination by the undersigned, Brian Utley testified that the only written retainer of the Plaintiff by any of the Iviewit entities was that document attached as Exhibit "A" to the Plaintiff's initial complaint in this matter, a true and correct copy of which is attached hereto as Exhibit "1".

3. That further Mr. Utley testified that the services by Plaintiff were made to "...all the Iviewit entities..." or words to that effect.

4. Plaintiff had, as former legal counsel for the Defendants, been the law firm responsible for the formation of the various Iviewit entities, including Iviewit.com.LLC.

5. Plaintiff has failed to join Iviewit.com, LLC in this action, which is a proper and necessary party to this action.

6. That upon information and belief, the Plaintiff has failed to join Iviewit.com, LLC in that such entity is currently the subject of a Chapter 11 Bankruptcy proceeding, Case No. 01-33407 BKC-SHF, which has since such filing been converted to a Chapter 7 proceeding and which is awaiting the first meeting of creditors. A true and correct notice of the involuntary petition form as to such entity is attached hereto as Exhibit "2".

7. That the services provided to the Plaintiff, and which form the basis for the

Plaintiff's claims for damages in this matter, included services provided to Iviewit.com, LLC, as evidenced by that portion of the billing statement, as dated August 24, 1999, which specifically references the providing of services by the Plaintiff to Iviewit.com.LLC, a true and correct copy of which is attached hereto as Exhibit "3".

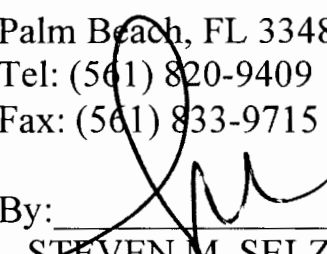
8. That the failure of the Defendants to be permitted to join such parties to this action shall work a prejudice on the Defendants and may, depending on the outcome of the pending Chapter 7 Bankruptcy proceedings, create the possibility of inconsistent results in the outcome of this matter.

9. That the named Defendants are entitled to contribution or indemnification as to some or all of the claims of the Plaintiff with regard to services which form the basis for the Plaintiff's claims.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order permitting the Defendants to amend their answer in this matter and to join as third parties to this action Iviewit, LLC and Iviewit.com, LLC.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 3rd day of September, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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
FIFTEENTH JUDICIAL CIRCUIT IN AND
FOR PALM BEACH COUNTY, FLORIDA

CASE NO. CA 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.

RE-NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

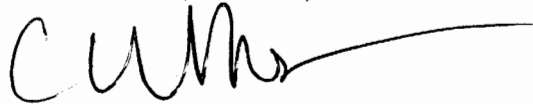
PLEASE TAKE NOTICE that commencing at **2:00 p.m. on Tuesday, September 10, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **RAYMOND T. HERSH**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

9/3

This 3rd day of September, 2002.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matt Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 3rd day of September, 2002, a true and correct copy of the foregoing has been furnished by U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



Christopher W. Prusaski, Esq.

cc: Ken Schanzer & Assoc.

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.

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,

v.

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

Defendants.

_____/

**ORDER ON DEFENDANTS' MOTION FOR LEAVE TO AMEND AND
TO CONTINUE TRIAL SETTING**

This matter coming before the Court on the Defendants' Motion to join indispensable parties to this action and to continue trial setting, and the Court having heard argument of counsel for both Plaintiff and Defendants and otherwise being advised in the premises and having considered the grounds for the Motion and considered applicable law, it is FOUND,

ORDERED AND ADJUDGED as follows:

1. Defendant's Motion for leave to amend to join and indispensable party is

hereby DENIES.

2. Defendants' Motion to Continue Trial Setting is hereby DENIES.

3. NEGOTIATION AND DISCOVERY DEADLINES

TO BE RE-SCHEDULED BY PARTIES.

(4) DEFENDANTS SHALL HAVE FIVE DAYS TO ANSWER
DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this
COURT HAS DENIED PLAINTIFFS REQUEST FOR PRODUCTION.

____ day of September, 2002.

CIRCUIT COURT JUDGE

Copies to:

Steven M. Selz, Esq.
214 Brazilian Ave., #220
Palm Beach, FL 33480

Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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

CASE NO. CA 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.

**ORDER SETTING HEARING
(SPECIALLY SET - 15 MINUTES RESERVED)**

A hearing will take place before me on the following matter:

**PLAINTIFF'S MOTION FOR CONTEMPT, TO STRIKE
DEFENDANTS' PLEADINGS, AND FOR ATTORNEY'S FEES**

TIME: 8:15 AM.

DATE: December 16, 2002

**PLACE: Palm Beach County Courthouse
205 N. Dixie Highway
West Palm Beach, FL 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800) 955-8771 for assistance.



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

CASE NO. CA 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.

SUBPOENA FOR DEPOSITION

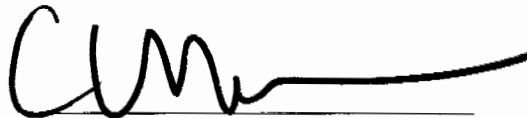
**TO: Simon Bernstein
7020 Lions Head Lane
Boca Raton, Fl
561.477.9096**

YOU ARE COMMANDED to appear before a person authorized to take depositions at the office of Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Fl 33431-7360, on the 18th day of September, 2002, at 9:00 a.m. for the taking of your deposition in this action. If you fail to appear, you may be in contempt of court.

You are subpoenaed to appear by the following attorney, and unless excused from this subpoena by this attorney or the Court, you shall respond to this subpoena as directed.

DATED this 6th day of September, 2002.

Christopher Prusaski, Esq.
For the Court



Proskauer Rose LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, FL 33431
(561) 241-7400
Florida Bar No. 121525

9/6/02

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.



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

CASE NO. CA 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.

NOTICE OF MEDIATION

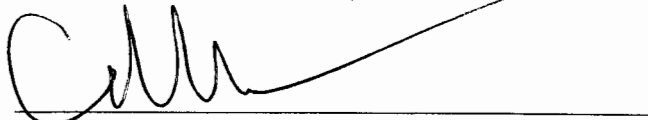
TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that a Mediation Conference in the above-styled matter is set for Friday, September 13, 2002, at 10:30 a.m., at the Law Offices of Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33431. The agreed-upon mediator is David E. Horvath, Esquire, of Alternative Resolution Consultants.

9/4

This 6th day of September, 2002.

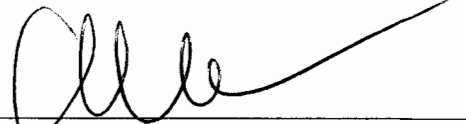
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 6th day of September, 2002, a true and correct copy of the foregoing was been furnished by facsimile and U.S. Mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



Christopher W. Prusaski, Esq.

cc: David E. Horvath, Esq. (via facsimile)

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

CASE NO. CA 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.

NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

PLEASE TAKE NOTICE that commencing at **9:00 a.m. on Tuesday, September 18, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **SIMON BERNSTEIN**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

9/4

This 6th day of September, 2002.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matt Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 6th day of September, 2002, a true and correct copy of the foregoing has been furnished by U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



Christopher W. Prusaski, Esq.

cc: Ken Schanzer & Assoc.

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.



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,

v.

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

Defendants.

NOTICE OF TAKING OF DEPOSITION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

<u>DEPONENT</u>	<u>DATE AND TIME</u>	<u>LOCATION</u>
Christopher Wheeler, Esq.	Friday, September 20, 2002	One Boca Place, Suite 340W Boca Raton, FL 33431

These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.
These depositions are being taken for purposes of discovery, for use at a trial or

fro such other purposes as are permitted under the Florida Rules of Civil Procedure.

PLEASE GOVERN YOURSELF ACCORDINGLY.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this _____ day of September, 2002 to the above-listed addressee.

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

CC: Esquire Deposition Services, Inc. (via facsimile)

In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodations to participate in this proceeding should contact the Court ADA Coordinator at (561) 357-5512 no later than seven days prior to the proceeding. If hearing impaired, contact the Court TDD number (305) 831-8288, or Florida Relay Services (800-955-8771) for assistance.

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,

v.

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

Defendants.

DEFENDANTS' REQUEST FOR PRODUCTION OF DOCUMENTS

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., requests that the Plaintiff, PROSKAUER ROSE, L.L.P., pursuant to Rule 1.350 of the Florida Rules of Civil Procedure and within the time required by said Rule, to produce all documents as follows:

1. The entire file or files regarding the Plaintiff's', either jointly, individually or in any other combination thereof, legal representation of the Defendants and Iviewit.com and Iviewit.com.L.L.C., including, without limitation, those matters regarding the legal representation of the Defendants by Plaintiff as to all corporate,

patent, and intellectual properties issues.

2. Any documents in support of any of claims as asserted by the Plaintiff in this action.

3. Any and all documents which evidence any payments made by Defendants to Plaintiff in this matter, including without limitation, all trust account or other records showing the receipt of funds by Plaintiff from the Defendants.

4. Any and all documents which evidence the steps undertaken by the Plaintiffs in the representation of the Defendants.

5. All billing records, time sheet and other time and expense records as to services alleged to have been provided to the Defendants by Plaintiff and which form the basis for either the claims in the instant action or which the Plaintiff alleges have been previously paid by Defendants.

6. To the extent not provided in response to the above requests for production, all work product and documents, regardless of description, as produced by the Plaintiff for the Defendants or Iviewit.com or Iviewit.com.L.L.C. or any other entity related to the services provided.

7. All documents evidencing any retainer agreement or engagement to perform legal services by and between the Defendants in this action and Plaintiff.

8. All records concerning the receipt of any stock or shareholders interest

received or held by the Plaintiff in any of the Defendant corporations.

9. Any documents regarding the coordination of the patent applications of intellectual property of the Defendants by the Plaintiff and/or Ken Rubenstein, Esq.

10. Any documents which the Plaintiff intends to introduce at trial.

11. Any report of any expert witness engaged by the Plaintiff in this matter to the extent that same is intended to be introduced at trial.

At the offices of Selz & Muvdi Selz, P.A., at the address set forth below and that if any of the information normally contained in the documents, or in some other form, electronic or otherwise, has been photographed, recorded or is retained on a computer or other electronic device, defendant is hereby requested to obtain such information, translated, if necessary, into a reasonably usable form.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this _____ day of September, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (708) 450-1415

Individual & Firm: CAROLINE ROGERS, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 09/18/02 11:10 A.M. **File # _____**

Total number of Pages (INCLUDING this cover sheet) ~~4~~ 6

RE: IVIEWIT.COM

Document(s) Attached: PROPOSED REQUEST FOR PRODUCTION AND NOTICE OF DEPO AS TO CHRIS WHEELER.

Comments: AS DISCUSSED- CALL TO ADVISE AS TO REQUEST FOR PRODUCTION AND IF OK TO SEND OUT TODAY- JUST FAX BACK RESPONSE.

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Sep 18 2002 10:43am

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Sep 18	10:39am	Fax Sent	17084501415	4:10	6	OK

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Sep 18 2002 10:38am

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Sep 18	10:20am	Fax Sent	17084501415	17:51	25	OK

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,

v.

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

Defendants.

_____/

**DEFENDANTS MOTION FOR LEAVE TO AMEND TO JOIN
INDISPENSABLE PARTIES TO ACTION AND TO CONTINUE TRIAL
SETTING BASED ON NEW EVIDENCE**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS,
INC. and IVIEWIT TECHNOLOGIES, INC., by and through their undersigned
counsel, hereby move this Court for Leave to Amend their Answer and to continue
the trial setting in this matter and as grounds therefore would state as follows:

1. That on August 22, 2002 and continuing through August 23, 2002, the
Plaintiff took the deposition of Brian G. Utley, the former President and chief
operating officer of the Defendants.

9/3

2. That during the taking of such deposition, under cross examination by the undersigned, Brian Utley testified that the only written retainer of the Plaintiff by any of the Iviewit entities was that document attached as Exhibit "A" to the Plaintiff's initial complaint in this matter, a true and correct copy of which is attached hereto as Exhibit "1".

3. That further Mr. Utley testified that the services by Plaintiff were made to "...all the Iviewit entities..." or words to that effect.

4. Plaintiff had, as former legal counsel for the Defendants, been the law firm responsible for the formation of the various Iviewit entities, including Iviewit.com.LLC.

5. Plaintiff has failed to join Iviewit.com, LLC in this action, which is a proper and necessary party to this action.

6. That upon information and belief, the Plaintiff has failed to join Iviewit.com, LLC in that such entity is currently the subject of a Chapter 11 Bankruptcy proceeding, Case No. 01-33407 BKC-SHF, which has since such filing been converted to a Chapter 7 proceeding and which is awaiting the first meeting of creditors. A true and correct notice of the involuntary petition form as to such entity is attached hereto as Exhibit "2".

7. That the services provided to the Plaintiff, and which form the basis for the

Plaintiff's claims for damages in this matter, included services provided to Iviewit.com, LLC, as evidenced by that portion of the billing statement, as dated August 24, 1999, which specifically references the providing of services by the Plaintiff to Iviewit.com.LLC, a true and correct copy of which is attached hereto as Exhibit "3".

8. That the failure of the Defendants to be permitted to join such parties to this action shall work a prejudice on the Defendants and may, depending on the outcome of the pending Chapter 7 Bankruptcy proceedings, create the possibility of inconsistent results in the outcome of this matter.

9. That the named Defendants are entitled to contribution or indemnification as to some or all of the claims of the Plaintiff with regard to services which form the basis for the Plaintiff's claims.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order permitting the Defendants to amend their answer in this matter and to join as third parties to this action Iviewit, LLC and Iviewit.com, LLC.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 3RD day of September, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702

September 8, 1999

Mr. Brian G. Utley
iviewit LLC
c/o Goldstein Lewin
1900 Corporate Boulevard, Suite 300-E
Boca Raton, FL 33431

Re: Engagement Agreement for iviewit LLC

Dear Brian:

Thank you for the opportunity to represent iviewit LLC in connection with general corporate advice (the "Work") and such other matters as we may undertake on your behalf from time to time. As is our Firm's custom, we are writing to confirm our agreement regarding such representation.

Our fees for services performed will be billed at our regular hourly rates. Currently, these rates range from \$135.00 to \$385.00 per hour for all legal services performed by the Firm's attorneys in our Boca Raton office. The hourly rate charged by any particular attorney within the range mentioned depends on such factors as that lawyer's experience, familiarity with the subject matter being worked upon, and such other factors as have been determined by the Firm in establishing the normal hourly rates for its attorneys. Time spent by any legal assistant is currently charged at \$90.00 per hour.

In addition to the fees described above, you agree to reimburse and pay us for all disbursements made by us, and our customary charges for in-house services in connection with the legal services performed under this agreement, including document reproduction and facsimile charges, computerized legal research, overtime (if required), travel expenses, court filing fees, postage, messenger and overnight courier fees, long-distance telephone charges, document preparation charges, word processing, taxes and miscellaneous expenses.

We anticipate billing you on a monthly basis, with payment of all monies due within 30 days of receipt. We will send you periodic statements setting forth the amount of the fees, disbursements and charges to which we are entitled and the basis for their calculation. Although, as noted above, we will ordinarily bill you monthly for fees, disbursements and charges of the preceding

PROSKAUER ROSE LLP

Mr. Brian G. Utley
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month, we may occasionally defer billing for a given month (or months) if the accrued fees and costs do not warrant current billing or if other circumstances would make it more convenient to defer billing.

We are waiving a retainer at this time, but we reserve the right to ask for one at any time.

You have the right to discharge us as your counsel in connection with the Work at any time, but such discharge shall not affect our right to be paid all our previously incurred but unpaid fees, and all our previously incurred but unpaid charges and disbursements, in accordance with this letter agreement.

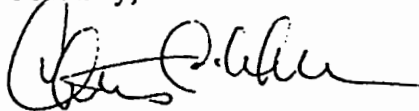
We may from time to time, either at your request or at our own initiative, provide you with an estimate of fees or costs that we reasonably anticipate will be incurred in connection with the Work. It is understood that such estimates, which are predicated on a variety of assumptions, are subject to unforeseen circumstances and are by their nature inexact.

If you agree that the foregoing meets with your approval, please sign and return to me the enclosed copy of this letter as soon as possible.

We very much appreciate the opportunity to represent you in this matter.

Best regards.

Cordially,



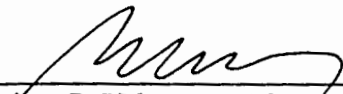
Christopher C. Wheeler

PROSKAUER ROSE LLP

Mr. Brian G. Utley
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I hereby accept the legal representation by Proskauer Rose LLP
on the terms and conditions set forth above.

iviewit LLC

By: 
Brian G. Utley, President

Dated: 10/8/99

FORM 5. INVOLUNTARY PETITION

United States Bankruptcy Court Southern District of Florida		INVOLUNTARY PETITION
IN RE (NAME OF DEBTOR - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE) Iviewit.com LLC		ALL OTHER NAMES used by debtor in the last 8 years (include married, maiden, and trade names)
SOC. SEC./TAX I.D. NO. (If more than one, state all) 00-0027941		
STREET ADDRESS OF DEBTOR (No. and street, city, state, and zip code) 2880 Glades Road Suite 337, West Boca Raton, FL 33431		MAILING ADDRESS OF DEBTOR (if different from street address) 01-33407 BKC-SHF
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS Palm Beach		
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (if different from previously listed addresses)		
CHAPTER OF BANKRUPTCY CODE UNDER WHICH PETITION IS FILED <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11		
INFORMATION REGARDING DEBTOR (Check applicable boxes)		
Petitioner(s) believe <input type="checkbox"/> Debts are primarily consumer debts <input checked="" type="checkbox"/> Debts are primarily business debts (Complete sections A and B)		TYPE OF DEBTOR <input type="checkbox"/> Individual <input type="checkbox"/> Corporation Partnership <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation Not Publicly Held <input type="checkbox"/> Other _____
A. TYPE OF BUSINESS (Check One) <input type="checkbox"/> Professional <input type="checkbox"/> Transportation <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Retail/Wholesale <input type="checkbox"/> Manufacturing <input type="checkbox"/> Construction <input type="checkbox"/> Railroad <input type="checkbox"/> Mining <input type="checkbox"/> Real Estate <input type="checkbox"/> Stockbroker <input checked="" type="checkbox"/> Other		B. BRIEFLY DESCRIBE NATURE OF BUSINESS Internet technology company providing turnkey encoding & processing for streaming video creation; virtual tour & digital imaging with zoom & pan functions; etc.
VENUE		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district. <input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner or partnership is pending in this district.		
PENDING BANKRUPTCY CASE FILED BY OR AGAINST ANY PARTNER OR AFFILIATE OF THIS DEBTOR (Report information for any additional cases on attached sheets.)		
Name of Debtor	Case Number	Date
Relationship	District	Judge
ALLEGATIONS (Check applicable boxes)		COURT USE ONLY
1. <input checked="" type="checkbox"/> Petitioner(s) are eligible to file this petition pursuant to 11 U.S.C. §303(b) 2. <input checked="" type="checkbox"/> The debtor is a person against whom an order for relief may be entered under title 11 of the United States Code. 3. <input checked="" type="checkbox"/> The debtor is generally not paying such debtor's debts as they become due, unless such debts are the subject of a bona fide dispute. or 4. <input type="checkbox"/> Within 120 days preceding the filing of this petition, a custodian, other than a trustee, receiver, or agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.		

JUN 26 01
 REC'D
 CLERK OF COURT
 U.S. BANKRUPTCY COURT
 SOUTHERN DISTRICT OF FLORIDA
 BOCA RATON, FL

Name of Debtor: ivlandt.com LLC
Case No: _____ (Continued)

FORM 3 Inventory Petition
0999

TRANSFER OF CLAIM

Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents evidencing the transfer and any statements that are required under Bankruptcy Rule 1001(a).

REQUEST FOR RELIEF

Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition.

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X Raymond T. Marsh June 11, 2001
Signature of Petitioner or Representative (State Title) Date

Raymond T. Marsh
Name of Petitioner
Name & Mailing Address of Individual Signing in Representative Capacity
Raymond T. Marsh
23677 Via Etel
Boca Raton, FL 33433

X Bart A. Houston, Esq. June 11, 2001
Signature of Attorney Date

Bart A. Houston, Esq.
Name of Attorney Firm (if any)
Houston & Shady, P.A.
316 Northeast Fourth Street
Fort Lauderdale, FL 33301
Address
Telephone No. (954) 778-3800

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X Brian G. Uhey June 11, 2001
Signature of Petitioner or Representative (State Title) Date

Brian G. Uhey
Name of Petitioner
Name & Mailing Address of Individual Signing in Representative Capacity
Brian G. Uhey
1930 Southwest 8th Street
Boca Raton, FL 33488

X Bart A. Houston, Esq. June 11, 2001
Signature of Attorney Date

Bart A. Houston, Esq.
Name of Attorney Firm (if any)
316 Northeast Fourth Street
Fort Lauderdale, FL 33301
Address
Telephone No. (954) 778-3800

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X Michael A. Reale June 11, 2001
Signature of Petitioner or Representative (State Title) Date

Michael A. Reale
Name of Petitioner
Name & Mailing Address of Individual Signing in Representative Capacity
Michael A. Reale
8204 Ventura Blvd.
Delray Beach, FL 33484

X Bart A. Houston, Esq. June 11, 2001
Signature of Attorney Date

Bart A. Houston, Esq.
Name of Attorney Firm (if any)
316 Northeast Fourth Street
Fort Lauderdale, FL 33301
Address
Telephone No. (954) 778-3800

PETITIONING CREDITORS

Name and Address of Petitioner	Nature of Claim	Amount of Claim
<u>Raymond T. Marsh</u> <u>23677 Via Etel</u> <u>Boca Raton, FL 33433</u>	<u>Contract indebtedness</u>	<u>99,780.00</u>
<u>Brian G. Uhey</u> <u>1930 Southwest 8th Street</u> <u>Boca Raton, FL 33488</u>	<u>Contractual indebtedness</u>	<u>317,308.00</u>
<u>Michael A. Reale</u> <u>8204 Ventura Blvd.</u> <u>Delray Beach, FL 33484</u>	<u>Contractual indebtedness</u>	<u>41,280.00</u>
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, petitioner(s) signatures under the statement and the name(s) of attorney(s) and petitioning creditor information in the format above.		Total Amount of Petitioners' Claims <u>462,368.00</u>

0 continuation sheets attached

Case No. 01-33407-BKC-SHF

CERTIFICATION OF SERVICE

I, Bart A. Houston, Esq., of Houston & Shahady, P.A., 316 N.E. 4th Street, Fort Lauderdale, Florida 33301 certify:

That I am, and at all times hereinafter mentioned was, more than 18 years of age;

That on June 27, 2001, I served a copy of the within summons, together with the petition filed in this case, on

CT Corporation System, Registered Agent for
Iviewit.com, LLC
1200 South Pine Island Road
Plantation, FL 33324

- and -

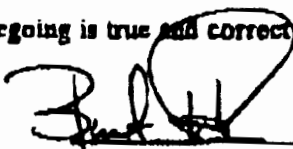
iviewit.com LLC
2259 Glades Road
Suite 337, West
Boca Raton, FL 33431

the debtor in this case, by *(describe here the mode of service)*

By First Class Mail, Postage Prepaid

I certify under penalty of perjury that the foregoing is true and correct

Executed on 6. 27. 2001
(Date)


Bart A. Houston, Esq.
Houston & Shahady, P.A.
316 Northeast Fourth Street
Fort Lauderdale, FL 33301

IVIEWIT CORPORATION
500 S.E. MIZNER BOULEVARD
SUITE 102
BOCA RATON, FL 33432-6080
ATTENTION: MR. ELIOT I. BERNSTEIN

327337
August 24, 1999

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7300

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT CORPORATION
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 1999
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$92,630.00
DISBURSEMENTS AND CHARGES:	\$6,248.10
TOTAL DUE:	\$98,878.10

TOTAL OF CURRENT INVOICE:

\$98,878.10

PROSKAUER ROSE LLP

CLIENT: IVIEWIT CORPORATION
 MATTER: GENERAL CORPORATE ADVICE
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DATE	NAME	HOURS	DESCRIPTION
12/09/98	C WHEELER	2.00	Meeting as to corporate setup and new product
06/01/99	I AKSELRAD	.50	Tel w/CW & JB re tax structure
06/01/99	A GORTZ	.25	CF CCW
06/01/99	D THOMPSON II	.25	Conference with Attorney Mara Lerner Robbins re employment agreement issues.
06/01/99	C WHEELER	4.00	Conf with Mr. Rubenstein; conf with Mr. Lewin; conf with Mr. Healy; conf with Mr. Joao; conf with Mr. Akselrod re patents, tax ramifications, copyright work;
06/01/99	K HEALY	1.50	Conference call w/E. Bernstein, R. Joao, K. Rubenstein, C. Wheeler, and others re iviewit I.P. issues; review cd.rom
06/01/99	M ROBBINS	.50	Inter-office conferences with Zamas re: received Subscription Letter Agreements (Notes) and Letter Agreements (Common Stock). Inter-office conference with Wheeler re: retention of Letter Agreements (Notes). Inter-office conferences with Thompson re: employment agreements.
06/01/99	J ZAMMAS	1.00	Preparation of letter to Eliot Bernstein regarding Subscription Letter Agreements; issue shares of iviewit.com, Inc. to iviewit, Inc.;
06/02/99	R ROWE	.25	Rev. finders issue
06/02/99	D THOMPSON II	.75	Correspondence re Finder's Fees Agreement with Attorney Gayle Coleman; Telephone conference re employment agreement issues.
06/02/99	C WHEELER	1.50	Lengthy conference with Mr. Bernstein and Mr. Lewin <i>what was its purpose</i>
06/02/99	K HEALY	.25	FIXED FEE: Review Confidentiality Agmt.
06/02/99	G COLEMAN	2.00	Draft and preparation of employment agreement. Telephone conference with E. Bernstein re McKenzie agreement.

PROSKAUER ROSE LLP

CLIENT: IVIEWIT CORPORATION
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06/02/99 J ZAMMAS .25 Discuss stock issuance and SS-4 with M. Robbins; telephone Eliot Bernstein regarding return of organizational minutes for iviewit.com, Inc.

06/03/99 J AKSELRAD .50 Conf call w/Matt Rosen and Jerry Lewin

06/03/99 C WHEELER 2.00 Call to Mr. Joao; call to Mr. Healy; conf with Mr. Bernstein; review of numerous correspondence; conf with Mr. Lewin

06/03/99 K HEALY .25 Discuss photographer releases w/J. Silver

06/03/99 G COLEMAN (.50) Telephone conference with E. Bernstein re: outstanding issues for employment agreement. Revise employment agreement.

06/04/99 C WHEELER 2.00 Prep of revised confidentiality agreement; call to Ms. Ribona; conf with Mr. Joao;

06/04/99 C WHEELER 1.50 Conf with Mr. Bernstein re confidentiality agreements and re Real 3-D; message from Ms. Ribona; Message from Mr. Brandon

06/04/99 J ZAMMAS .25 Fax organizational minutes of iviewit.com, Inc. to Eliot Bernstein.

06/07/99 D THOMPSON II .25 Conference with Attorney C. Wheeler re confidentiality issues.

06/07/99 C WHEELER (1.00) Preparation of agreements

06/07/99 C WHEELER (2.50) Meeting with Mr. Lewin and Mr. Bernstein about w/pt.

06/07/99 M ROBBINS .75 Telephone conferences with Dietz. Inter-office conference with Zammas re: subscription letter agreements. Telephone conference with Bernstein.

06/07/99 J ZAMMAS .50 File checks in payment of stock; prepare additional subscription letter for Simon Bernstein.

06/08/99 J AKSELRAD .50 Conf call w/RT and CW

06/08/99 D THOMPSON II .75 Conference with Attorney C. Wheeler re proposed new structure for iviewit; analysis of same.

06/08/99 D THOMPSON II 1.00 Analysis of LLC structure; Telephone conferences with tax department re same and alternatives.

PROSKAUER ROSE LLP

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06/08/99	C WHEELER	.25	Prep of notary acknowledgment for Mr. Lewin
06/08/99	C WHEELER	1.00	Conf with Mr. Thompson re corporate structure
06/08/99	C WHEELER	5.00	Conference w/I.Akselrad; conference w/R.Thompson; conference w/C.Branden; preparation of confidentiality agreements and transmittal; conference w/Mr.Bernstein; conference w/M.Buchsbaum
06/08/99	S ROMOFF	1.75	Telephone conference w/ DT; Meet w/ IA; Drafting LLC Agreement.
06/08/99	M ROBBINS	.50	Review subscription packages from shareholders. Inter office conferences with Zamas re: updating shareholder subscription list.
06/08/99	J ZAMMAS	.50	Copy documents for C. Wheeler; return call to Andrew Dietz regarding signing of document; fax organizational minutes to Simon Bernstein pursuant to Eliot Bernstein's request..
06/09/99	H COATES JR.	.25	Conference with Rocky Thompson regarding securities issues concerning involvement in LLC structure
06/09/99	D THOMPSON II	2.75	Telephone conference with Jerry Lewin re structural changes; Conference with Attorney Mara Lerner Robbins; conference with Attorney C. Wheeler re pending matters; prepare LLC.
06/09/99	C WHEELER	1.00	Conference w/Mr.Rosman re revision; arrange revision
06/09/99	C WHEELER	.25	Set up conference call w/Rosalie Bibona
06/09/99	C WHEELER	.50	Conference w/R.Bibona
06/09/99	C WHEELER	.50	Conference w/R.Thompson re new corp. setup
06/09/99	S ROMOFF	7.50	Drafting LLC Agreement.
06/09/99	M ROBBINS	1.00	Inter-office conferences with Zamas re: log of received subscription agreements. Telephone conferences with Dietz. Telephone conferences with Bernstein. Telephone conference to Lewin.
06/09/99	J ZAMMAS	.75	Keep record of checks and subscription agreements; prepare and fax list of people who have sent in checks for shares to Jerry Lewin.

PROSKAUER ROSE LLP

CLIENT: IVIEWIT CORPORATION
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- 06/10/99 I AKSELRAD .50 Conf call re structure
- 06/10/99 C WHEELER 5.00 Cont with Mr. Bernstein; conf with Mr. Lewin; set up meeting with Huizinga group; Conf with Mr. Bernstein; conf with tax counsel; conf with Mr. Epstein
- 06/10/99 C WHEELER 1.00 Conference w/Mr. Bernstein
- 06/10/99 C WHEELER 1.50 Follow up on numerous iviewit corp. matters
- 06/10/99 C WHEELER 1.00 Conference w/Simon Bernstein re meeting w/Huizinga
- 06/10/99 S ROMOFF 1.25 Telephone conference w/ CW; Meet w/ IA; Revise LLC Agreement.
- 06/10/99 M ROBBINS .50 Telephone conference with E. Bernstein re: new members of LLC. Inter-office conference with Wheeler re: note subscription agreements.
- 06/10/99 J ZAMMAS .50 Update list of returned shareholder subscription agreements and fax to Jerry Lewin.
- 06/11/99 D THOMPSON II 1.50 Review LLC Agreement draft; Telephone conference with Attorney Stuart Rosow re same.
- 06/11/99 C WHEELER (4.50) Meeting w/Mr. Huizinga et al
See me S.
- 06/11/99 C WHEELER .25 Call to R. Joao
- 06/11/99 S ROMOFF 3.00 Conference w/ DT; Revising agreement.
- 06/11/99 S KAUPAS .75 Prepare Certificates of Formation of iviewit LLC and iviewit.com LLC and process filing with CSC for Spencer Romoff
- 06/11/99 M ROBBINS .50 Telephone conferences with Lewin, Bernstein re: new shareholders and received subscription agreements.
- 06/12/99 C WHEELER (6.00) Meeting w/investment people
See me S.
- 06/12/99 C WHEELER .25 Conference w/E. Bernstein
- 06/13/99 D THOMPSON II .50 Telephone conference with Attorney C. Wheeler re LLC structure; review and revise LLC Agreement.
- 06/13/99 S ROMOFF 3.00 Revising LLC Agreement.

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CLIENT: IVIEWIT CORPORATION
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06/14/99 A GORTZ .50 Cfs CCW, Lewin call

06/14/99 D THOMPSON II 1.50 Review and revise LLC Agreement; Telephone conference with Spencer Romoff re same.

06/14/99 C WHEELER 2.50 Two conferences w/R. Bibona

06/14/99 C WHEELER .50 Conference w/Mr. Kane

06/14/99 C WHEELER .25 Conference w/Mr. Lewin re tax structure

06/14/99 C WHEELER .50 Conference w/Mr. Lewin re investors

06/14/99 C WHEELER .25 Immigration matter ✓

06/14/99 S ROMOFF .25 Conference w/ DT re: comments on LLC Agreement.

06/14/99 M ROBBINS .50 Telephone conferences with Bernstein. Review file re: list of iviewit shareholders.

06/14/99 J ZAMMAS .25 Update records of subscription agreement letters executed and make a complete copy for Bettie Stanger's letter.

06/15/99 I AKSELRAD .50 Review agmts, conf S. Romoff

06/15/99 D THOMPSON II 1.25 Conference with Attorney C. Wheeler re structural matters; Follow-up re same.

06/15/99 S WIENER .25 Follow up research for Mara Robbins re: private offering exemption in IL

06/15/99 C WHEELER .25 Conf with Mr. Lewin; conf with Mr. Thompson re tax structure

06/15/99 C WHEELER .50 2 Conf with Mr. Kane; call to Ms. Bibona

06/15/99 C WHEELER .75 Conf with Mr. Kane and Ms. Bibona; conf with Mr. Bernstein

06/15/99 S ROMOFF 3.25 Conference w/ DT; Conference w/ IA; Revise LLC Agreement.

06/15/99 M ROBBINS 1.75 Inter-office conference with Zammas re: note subscription agreements. Telephone conferences with Bernstein re: note subscription agreements and additional investors. Telephone conference to Weiner re: blue sky matters. Preparation of

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e-mail to Thompson re: additional investors and new corporate structure. Telephone conference with Lewin and Bernstein re: promissory notes. Inter-office conference with Zamas re: e-mailing promissory notes. Review and revise list of note subscribers. Inter-office conference with Zamas re: revision to list of note subscribers.

- 06/15/99 J ZAMMAS 1.25 Preparation of Note and Subscription Letter Agreement for Lisa Sue Friedstein; send via overnight mail; e-mail Notes to Noteholders
- 06/16/99 D THOMPSON II 2.75 Finalize LLC Agreement: Telephone conference with Spencer Romoff, Jerry Lewin and Mara Lerner; Follow-up re implementation of same.
- 06/16/99 C WHEELER 4.00 Meeting with Mr. Joao and Messrs. Bernstein re patent and other matters
- 06/16/99 S ROMOFF 2.25 Telephone conference w/ DT and G. Lewin; Revise LLC Agreement and send draft G. Lewin; Research basis in patent.
- 06/16/99 M ROBBINS 2.00 Inter-office conferences with Thompson re: new iviewit structure, formation of new iviewit company, LLC Agreements and subscription agreements. Telephone conferences with Bernstein re: employment agreement. Telephone conference with Thompson, Lewin, Romoff re: new iviewit structure. Inter-office conferences with Zamas re: preparation of Certificate of Incorporation. Review Articles of Amendment to Articles of Incorporation of iviewit, Inc. Preparation of e-mail to Armstrong re: promissory note.
- 06/16/99 J ZAMMAS 1.00 E-mail documents to Noteholders; update Noteholder list; obtain Delaware forms for new incorporation.
- 06/17/99 C WHEELER .50 Call to Mr. Kohner of Arthur Anderson; call to Ken Rubenstein
- 06/17/99 C WHEELER .50 Follow up on Rossman and O'Donnell disclosures
- 06/17/99 C WHEELER 2.50 Meeting with Mr. Selman, Mr. Bernstein, Mr. Lewin
- 06/17/99 S ROMOFF .25 Conference w/ M. Robbins; Send model Single Member LLC to M. Robbins.



what was this about? 5

Handwritten notes and signatures in the bottom right corner, including names like 'Randy', 'Suzanne', and 'John'.

PROSKAUER ROSE LLP

CLIENT: IVIEWIT CORPORATION
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06/17/99 M ROBBINS 3.50 Draft and preparation of subscription agreement re: issuance of membership units of iviewit LLC. Draft and preparation of iviewit.com LLC Limited Liability Company Agreement. Preparation of list of iviewit LLC members. Preparation of list of stockholders of uview.com, Inc. Inter-office conferences with Thompson re: iviewit corporate structure. Draft and preparation of uview.com subscription agreement. Inter-office conferences with Zamas re: organizational matters for uviewit.com, Inc. and iviewit.com LLC. Telephone conferences with Romoff re: iviewit LLC Limited Liability Company Agreement.

06/17/99 J ZAMMAS 4.00 Preparation of Certificate of Incorporation for uview.com, Inc.; preparation of organizational documents and 2553 for new corporation.

06/18/99 D THOMPSON II 1.25 Conference with Attorney Mara Lerner Robbins re structural issues; Telephone conference with Jerry Lewin and Attorney Spencer Romoff re same.

06/18/99 C WHEELER 1.00 Conf with Mr. Bernstein re patents, response of Hassan Miah, Rosalie Bibona and re patent material; conf as to immigration materials;

06/18/99 C WHEELER 3.50 Review of patents with Mr. Joao; conf with Mr. Lewin re status; conf with Mr. Bernstein; Check of status of new corporate documents

06/18/99 S ROMOFF .75 Telephone conference w/ DT, MR and G. Lewin; Conference w/ S. Kaupas re: LLC filings; Correspondence w/ MR; Telephone call to A. Epstein; E-mail agreement to A. Epstein.

06/18/99 S KAUPAS .25 Follow up on organization of LLCs for Spencer Romoff

06/18/99 M ROBBINS 6.00 Preparation of iviewit LLC subscription agreement. Preparation of uview.com, Inc. subscription agreement. Revisions to Certificate of Incorporation of uview.com, Inc. Revisions to iviewit.com LLC Agreement. Telephone conferences with Romoff re: uviewit.com, Inc. structure. Telephone conferences with Lewin. Inter-office conferences with Thompson. Revisions to uview.com, Inc. shareholder list. Review

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CLIENT: IVIEWIT CORPORATION
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uview.com, Inc. bylaws. Revisions to Organizational Minutes of uview.com, Inc. Revisions to Organizational Minutes of iviewit.com LLC. Preparation of iviewit LLC Organizational Minutes.

06/18/99 J ZAMMAS 5.00 Work on incorporation documents for uview.com, Inc.; check name availability for LLC's; send fax to Eliot Bernstein regarding Subscription Letter Agreement received; preparation of organizational documents for uview.com, Inc., iviewit LLC and iviewit.com LLC; preparation of foreign qualification documents for iviewit LLC and iviewit.com LLC; order good-standing certificates for the LLC's.

06/21/99 D DE PARIS JR .50 Assist S. Romoff re: evidence of filings of certs. of formations for iviewit LLC and iviewit.com LLC

06/21/99 C WHEELER 1.00 Review status of various negotiations

06/21/99 C WHEELER 2.50 Numerous conferences w/G.Stanley; numerous conferences w/Simon Bernstein

06/21/99 S ROMOFF .25 Correspondence w/ J. Zammas re: certificates of formation; Telephone conference w/ G. Lewin's assistant re: LLC Agreement.

06/21/99 M ROBBINS 5.00 Revisions to Organizational Minutes for iviewit LLC, iviewit.com LLC and uview.com, Inc. Inter-office conferences with Zammas re: organizational matters, foreign qualifications. Telephone conferences with Lewin re: uview.com, Inc. and iviewit organizational matters. Preparation of Rosario employment agreement. Revisions to stockholder list of uview.com, Inc. Revisions to member list of iviewit LLC. Revisions to bylaws of Uview.com, Inc. Research re: foreign qualifications. Review foreign qualification applications for iviewit.com LLC and iviewit LLC.

06/21/99 J ZAMMAS 1.50 Work on qualification documents for iviewit LLC and iviewit.com LLC; send fax to Spencer Romoff regarding obtaining copies of the LLC Certificates of Formation; telephone Cecil Rodriguez to obtain filing fee check to file Delaware amendment; fax copies of filed certificates of formation to Jerry Lewin.

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CLIENT: IVIEWIT CORPORATION
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August 24, 1999

06/22/99 D THOMPSON II 1.25 Review organizational documents and subscription documents for iviewit, LLC, iviewit.com.LLC and Uviewit, Inc.

06/22/99 C WHEELER 3.00 Dictation of notice provision; conf with Mr. Stanley re possible ventures; conf with Rosalie Bibano re participants; conf with Jerry Lewin;

06/22/99 M ROBBINS 4.25 Revisions to iviewit LLC and uview.com, Inc. written consents. Telephone conferences with Romoff re: LLC Agreement. Telephone conferences with Lewin re: organizational documents and name availability. Inter-office conferences with Zamas re: realview name availability. Review FL and DE name search results. Trademark research on Westlaw re: realview name availability. Review trademark search results. Telephone conference with Lewin re: trademark search results. Inter-office conference with Thompson re: iviewit general corporate matters. Inter-office conference with Zamas re: received subscription agreements. Review file re: received subscription agreements. Inter-office conferences with Coleman re: federal trademark search results.

06/22/99 J ZAMMAS 1.00 Set up binders for iviewit LLC and iviewit.com LLC; check name availability of realview for M. Robbins; telephone Jerry Lewin with search results.

06/23/99 S KAPP .50 Conf. with CCW regarding various matters pertaining to structure, patents, confidentiality agreements

06/23/99 D THOMPSON II 1.50 Follow-up on LLC organizational matters; Telephone conference with Attorney Spencer Romoff re LLC Agreement; Conference with Attorney Mara Lerner Robbins re same.

06/23/99 C WHEELER .75 Conference w/S.Kapp re immigration; conference as to fee letter for patent counsel; arrange for

06/23/99 S ROMOFF .25 Review A. Epstein comments; Conference w/ DT.

06/23/99 S ROMOFF 2.50 Review A. Epstein comments; Telephone conference w/ DT; Revise Agreement.

06/23/99 C BERKOWITZ .75 Re marginal tax rates for individuals

PROSKAUER ROSE LLP

CLIENT: IVIEWIT CORPORATION
 MATTER: GENERAL CORPORATE ADVICE
 PAGE: 11

August 24, 1999

06/23/99 M ROBBINS 4.00 Review comments from Thompson re: LLC documents and subscription agreements. Revisions to Certificate of Incorporation, Organizational Minutes of iviewit LLC, iviewit.com LLC and uview.com, Inc. Draft and preparation of memorandum to Romoff re: review of LLC documents. Revisions to bylaws of uview.com, Inc., Foreign Qualification Applications of iviewit LLC and iviewit.com LLC. Inter-office conferences with Zambas re: foreign qualifications of iviewit LLC, iviewit.com LLC and uview.com, Inc. Telephone conferences with Lewin re: name change to realview. Telephone conference with Lewin re: capital contributions of iviewit LLC. Telephone conference with Lewin re: stockholder list. Revisions to stockholder lists. Inter-office conferences with Thompson re: iviewit general matters. Review file re: old subscription agreements.

06/23/99 J ZAMMAS .75 Work on foreign qualification documents.

06/24/99 S KAPP 1.00 T/c with Jude Rosario, L/c to Zack S. and t/c to Ron S. PR LLP ✓

06/24/99 S KAPP .50 T/c with Ray Josa regarding retainer agreement, r/w agreement.

06/24/99 S KAPP .50 R/w comments on Confidentiality Agreement, conf. with RET regarding same.

06/24/99 S KAPP .25 F/u regarding assignment of patent issue ✓

06/24/99 R STORETTE .25 Review F-1 employment authorization; conf SK

06/24/99 D THOMPSON II 1.25 Conference call with Attorney Spencer Romoff and Jerry Lewin re LLC matters; Telephone conference with Attorney Mara Lerner Robbins and Jerry Lewin; Follow-up.

06/24/99 D THOMPSON II .25 Conference with Attorney Stuart Kapp re Confidentiality Agreement.

06/24/99 C WHEELER 1.00 Check status; arrange for agreement revisions for D. Tel.

06/24/99 S ROMOFF 4.75 Revising LLC Agreement; Reviewing document package from MR; Telephone conference w/ DI and G. Lewin; Drafting iviewit.com LLC Agreement.

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,

v.

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.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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: Wednesday, September 11, 2002.

Time: 8:40 A.M. or as soon thereafter as the matter may be heard.

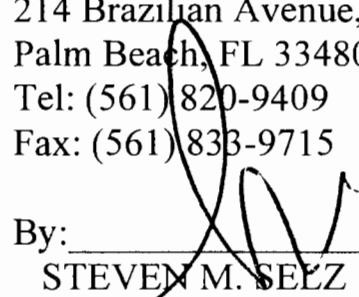
Place: Palm Beach County Courthouse, 205 North Dixie Highway, West
Palm Beach, Florida 33401

Matter: Defendants' Motion for Leave to Amend; Join Indispensable Party
and to Continue Trial Setting.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been

provided by U.S. Mail to the above-listed addressee(s) this 3rd day of September, 2002 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,

v.

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.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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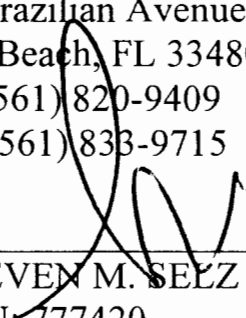
Matter: Defendants' Motion for Leave to Amend; Join Indispensable Party
and to Continue Trial Setting.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been

9/3/02

provided by U.S. Mail to the above-listed addressee(s) this 3rd day of September, 2002 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
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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,

v.

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

Defendants.

DEFENDANTS' WITNESS & EXHIBIT LIST

To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants, by and through their undersigned counsel and pursuant to the
Order Setting Jury Trial in this matter hereby file this, their witness and exhibit list
in this matter.

Witnesses:

1. Raymond Joao- 750 Lexington Avenue, New York, NY 10022

9/3/02

2. Gerald W. Stanley- 224 Spinnaker Drive, Vero Beach, FL 32963
3. Christopher Wheeler- One Boca Place, Suite 340 West, Boca Raton, FL 33431
4. Kenneth Rubenstein-1585 Broadway, New York, NY 10036
5. William Kasser- address unknown
6. Brian Utley-address unknown
7. Elliot Bernstein
8. Simon Bernstein
9. Any and all witnesses listed or called by Plaintiff.

Exhibits:

1. All billing statements or other documents attached to the pleadings in this matter.
2. All transcriptions of depositions and exhibits thereto.
3. Plaintiff's entire file as to the representation of the Defendants.
4. All documents regarding the patenting of the intellectual property of Defendants.
5. All documents regarding the patenting of intellectual property of Brian Utley.
6. Any documents or other exhibits listed by the Plaintiff.

Defendants hereby reserves the right to amend this Witness and Exhibit List

pending completion of discovery in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 30th day of September, 2002.

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,

v.

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.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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Date: Wednesday, September 11, 2002.

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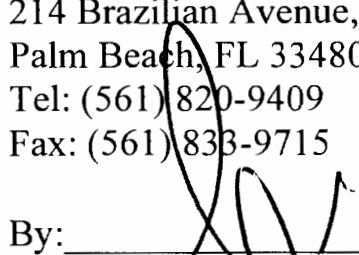
Matter: Defendants' Motion for Leave to Amend; Join Indispensable Party
and to Continue Trial Setting.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been

9/2/02

provided by U.S. Mail to the above-listed addressee(s) this 3rd day of September, 2002 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
FIFTEENTH JUDICIAL CIRCUIT IN AND
FOR PALM BEACH COUNTY, FLORIDA

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

PROSKAUER'S RESPONSE TO IVIEWIT'S MOTION FOR LEAVE TO AMEND

Plaintiff Proskauer Rose LLP ("Proskauer") files this response to the motion for leave to amend of Defendants Iviewit.com, Inc., Iviewit Holdings, Inc. and Iviewit Technologies, Inc. (collectively, "Iviewit") and shows the Court as follows:

1. On the eve of trial, in a case that is now over 21 months old, Iviewit seeks leave to turn this case on its head by transforming a straightforward action for unpaid attorneys' fees into what it contends is its **\$10 billion** malpractice counterclaim.¹
2. Counsel for the parties appeared at calendar call in this matter on September 13, 2002 and both sides announced that they were ready for trial. Consistent with that representation, this case

¹A copy of the motion for leave to amend and proposed amended counterclaim is attached as Exhibit 1.

11/2/02

was specially set for trial during the week of December 16, 2002. There was no counterclaim pending at that time.

3. The only reason the case was not tried at that time and was continued to the next available docket was because of the pregnancy of the wife of Iviewit's corporate representative.

4. Pursuant to Court order, discovery in this case has been closed since November 15, 2002. The parties filed their Joint Pretrial Stipulation on January 14, 2003, as required by Court order. A copy of the Joint Pretrial Stipulation is attached as Exhibit 2. It neither references any pending counterclaim nor any request for leave to file such a counterclaim.

5. Calendar call is now scheduled for March 14, 2003, and the 2 day trial is scheduled during this Court's March 31, 2003 docket. In short, this case has been and remains ready for trial as pled -- a 2 day non-jury trial for unpaid legal fees.

6. This Court has already considered and rejected Iviewit's prior attempt to turn this case upside down by raising belated allegations of malpractice as defenses. On November 5, 2002, the Court granted Proskauer's motion in limine, in which Proskauer sought to limit the trial to the issues raised in the pleadings and to preclude any testimony concerning alleged improper work on the part of Proskauer, as no such claim had been raised in the pleadings. A copy of the Order granting the motion in limine is attached as Exhibit 3. During the hearing, the Court cited to the well recognized case of Noble v. Martin Memorial Hospital, 710 So. 2d 567 (Fla. 4th DCA 1997) for the proposition that litigants are entitled to some finality as a case approaches trial:

In the case of Noble v. Martin Memorial Hospital, 710 So. 2d 567 (Fla. 4th DCA 1997), the Fourth District held that, there comes a point in litigation where each party is entitled to some finality. The rules of liberality gradually diminishes as the case progresses to trial.

. . . We had docket call. Everybody answered ready. And the case is set for trial in a month or so, a bit over a month. And here we are at

this juncture, you're telling the other side that now we're going to rely pretty much [on] malpractice as a defense, and for that reason, we shouldn't have to pay you.

This case has been around for a year-and-a-half. And there has to come a point in time where the trial judges should draw the line. So I'm going to grant the motion in limine. Okay. And that's granted. And you can go to trial on what you've got.


(The Honorable Jorge Labarga, hearing transcript on Proskauer's motion in limine, November 5, 2002, at page 10) (A copy of the hearing transcript is attached as Exhibit 4).

7. The holding of Noble is even more applicable now. Even more time has passed, discovery is closed, and the Joint Pretrial Stipulation has been on file for weeks. The prejudice Proskauer would suffer if leave were granted is substantial. Quite simply, justice further delayed at this point is tantamount to justice denied. Proskauer respectfully requests that the Court deny Iviewit's motion for leave to amend.

This 31st day of January, 2003.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

By: _____




Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by Facsimile and United States Mail, this 31st day of January, 2003, to:

Steven Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

By: 
Matthew Triggs

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,

v.

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

Defendants.

DEFENDANTS MOTION FOR LEAVE TO AMEND TO ASSERT
COUNTERCLAIM FOR DAMAGES

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS,
INC. and IVIEWIT TECHNOLOGIES, INC., by and through their undersigned
counsel, hereby move this Court for Leave to Amend their Answer so as to assert a
counterclaim in this matter pursuant to Rule 1.170(f) of the Florida Rules of Civil
Procedure and as grounds therefore would state as follows:

1. That the Defendants move to amend their answer in this matter so as to
include a counterclaim in this matter, which by its nature appears to be a compulsory
counterclaim to the extent that the issues arise out of the same nexus of events, as

EXHIBIT 1

justice requires that the counterclaim be tried at the same time as the complaint and answer so that all pending issues between the parties may be adjudicated in this action.

2. That as a result of fact that additional evidence in support of the Defendants' counterclaims is found in the Plaintiff's own files and records, the Plaintiff will not be prejudiced by the amendment of the Defendants' answer in this matter, nor will this matter be delayed as to the trial of same.

3. Defendants have attached hereto a copy of the proposed counterclaim.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order permitting the Defendants to amend their answer in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 20th day of January, 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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, LLP, a New York
limited partnership,

CASE NO.: CA 01-04671 AB

Plaintiff,

vs.

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

Defendants,

COUNTERCLAIM FOR DAMAGES

COME NOW the Counter Plaintiffs, IVIEWIT.COM, INC., IVIEWIT
HOLDINGS, INC., IVIEWIT TECHNOLOGIES, INC. and IVIEWIT LLC,
hereinafter collectively referred to as "IVIEWIT" or Counter Plaintiffs, and hereby
sues Counter Defendant, PROSKAUER ROSE, LLP, hereinafter "PROSKAUER",
a New York limited partnership, and alleges as follows:

GENERAL ALLEGATIONS COMMON TO ALL COUNTS

1. This is an action for damages in a sum greater than \$15,000.00, exclusive

of interest, taxable costs and attorneys fees.

2. Counter Plaintiff, IVIEWIT.COM, INC., is a Delaware corporation, formed by PROSKAUER, which at all times relevant hereto was authorized to conduct and conducted business in Palm Beach County Florida and the State of California.

3. Counter Plaintiff, IVIEWIT HOLDINGS, INC., is a Delaware corporation, formed by PROSKAUER, which at all times relevant hereto was authorized to conduct and conducted business in Palm Beach County Florida and California.

4. Counter Plaintiff, IVIEWIT TECHNOLOGIES, INC., is a Delaware corporation, formed by PROSKAUER, which at all times relevant hereto was authorized to conduct and conducted business in Palm Beach County Florida and the State of California.

5. IVIEWIT LLC, is a Florida limited liability company, formed by PROSKAUER, which, at all times relevant hereto, was authorized to conduct and conducted business in the Palm Beach County Florida and the State of California.

6. Counter Defendant PROSKAUER ROSE, LLP, (hereinafter "PROSKAUER") is a New York limited partnership, operating a law office in Boca Raton, Palm Beach County, Florida.

Boca Raton, Palm Beach County, Florida.

7. BRIAN G. UTLEY, (hereinafter "UTLEY") was at all times relevant hereto a sui juris resident of the State of Florida and who on or about September of 1999 was the president of Counter Plaintiff, IVIEWIT LLC.

8. CHRISTOPHER WHEELER, (hereinafter "WHEELER") is a sui juris individual and resident of Palm Beach County, Florida, who at all times relevant hereto was a partner of PROSKAUER and who provided legal services to the Counter Plaintiffs.

9. KENNETH RUBENSTEIN, (hereinafter "RUBENSTEIN") is a sui juris individual believed to be a resident of the State of New York and who various times relevant hereto was initially misrepresented by WHEELER as a partner of PROSKAUER and later became a partner of PROSKAUER, and who provided legal services to the Counter Plaintiffs both while at Meltzer, Lippie, et al., and PROSKAUER.

10. RAYMOND JOAO, (hereinafter "JOAO") is a sui juris individual believed to be a resident of the State of New York and who at all times relevant hereto was represented to be RUBENSTEIN's associate at PROSKAUER, when in fact JOAO has never been an employee of PROSKAUER but in fact was an employee of Meltzer, Lippie, et al.

11. That beginning on or about November of 1998, the Counter Plaintiff, IVIEWIT, through its agent and principal, Eliot I. Bernstein ("Bernstein"), held discussions with WHEELER with regard to PROSKAUER providing legal services to the company involving specific technologies developed by Bernstein and two others, which technologies allowed for:

i) Zooming of digital images and video without degradation to the quality of the digital image due to what is commonly referred to as "pixilation"; and,

ii) The delivery of digital video using proprietary scaling techniques; and,

iii) A combination of the image zoom techniques and video scaling techniques described above; and,

iv) The remote control of video cameras through communications networks.

12. That Bernstein engaged the services of PROSKAUER to provide legal services to the company to be formed, including corporate formation and governance for a single entity and to obtain multiple patents and oversee US and foreign filings for such technologies including the provisional filings for the technologies as described in Paragraph 11 above, the "Technology", and such

other activities as were necessary to protect the intellectual property represented by the Technology.

13. That at the time of the engagement of PROSKAUER, Bernstein was advised and otherwise led to believe that WHEELER was the PROSKAUER partner in charge of the account.

14. Upon information and belief, WHEELER, RUBENSTEIN and JOAO upon viewing the technologies developed by Bernstein, and held by IVIEWIT, realized the significance of the technologies, its various applications to communication networks for distributing video data and images and for existing digital processes, including, but not limited to digital cameras, digital video disks (DVD), digital imaging technologies for medical purposes and digital video, and that WHEELER, RUBENSTEIN and JOAO conspired to undertake and in fact undertook a deliberate course of conduct to deprive Bernstein and IVIEWIT of the beneficial use of such technologies for either the use of third parties, who were other clients of PROSKAUER and WHEELER, or for WHEELER, RUBENSTEIN and JOAO's own financial gain, to the detriment and damage of the Counter Plaintiffs.

15. That WHEELER, who was a close personal friend of UTLEY, recommended to Bernstein and other members of the board of directors of

IVIEWIT that the IVIEWIT engage the services of UTLEY to act as President of the Iviewit.com, LLC based on his knowledge and ability as to technology issues.

16. That at the time that WHEELER made the recommendation of UTLEY to the board of directors, that WHEELER knew that UTLEY was in a dispute with his former employer, Diamond Turf Products and the fact that UTLEY had misappropriated certain patents on hydro-mechanical systems to the detriment of Diamond Turf Products.

17. Additionally, WHEELER was fully aware of the fact that UTLEY was not the highly qualified "engineer" that UTLEY represented himself to be, and that in fact UTLEY lacked real engineering expertise or even an engineering degree and that UTLEY had been fired from Diamond Turf Products due to his misappropriation of patents.

18. That despite such knowledge, WHEELER never mentioned such facts concerning UTLEY to any representative of IVIEWIT and in fact undertook to "sell" UTLEY as a highly qualified candidate who would be the ideal person to undertake day to day operations of IVIEWIT and work on the patents, acting as a qualified engineer.

19. Additionally, WHEELER continued to assist UTLEY in perpetrating such fraud on both the Board of Directors of IVIEWIT and to third parties,

including Wachovia Bank, by approving a false resume for UTLEY to be included in seeking approval of a private placement for IVIEWIT.

20. That based on the recommendations of WHEELER, as partner of PROSKAUER, the board of directors agreed to engage the services of UTLEY as president.

21. That almost immediately after UTLEY's employment and almost one year after initially providing of services, WHEELER provided a retainer agreement for the providing of services by PROSKAUER to IVIEWIT LLC, addressed to UTLEY, a true and correct copy of such retainer agreement (the "Retainer") being attached hereto and made a part hereof as Exhibit "A". That the services provided were in fact to be paid out of the royalties recovered from the use of the Technology, which was to be included in patent pools overseen by RUBENSTEIN.

22. That the Retainer by its terms contemplated the providing of corporate and general legal services to IVIEWIT LLC by PROSKAUER and was endorsed by UTLEY on behalf of IVIEWIT LLC, the Board of Directors of IVIEWIT LLC would not have UTLEY authorized to endorse same as it did not include the intellectual property work which PROSKAUER had already undertaken.

23. That prior to the Retainer, PROSKAUER and WHEELER had provided

legal services to IVIEWIT, including services regarding patent procurement and acted to coordinate such services both internally and with outside counsel, including RUBENSTEIN and JOAO, including times when they were misrepresented as PROSKAUER attorneys.

24. That PROSKAUER billed IVIEWIT for legal services related to corporate, patent, trademark and other work in a sum of approximately \$800,000.00.

25. That PROSKAUER billed IVIEWIT for legal service never performed, double-billed by the use of multiple counsel on the same issue, and systematically overcharged for services provided.

26. That summaries of the billing statements provided by PROSKAUER to IVIEWIT are attached hereto and made a part hereof as Exhibit "B".

27. That based on the over-billing by PROSKAUER, IVIEWIT paid a sum in of approximately \$500,000.00 plus together with a 2.5% interest in IVIEWIT, which sums and interest in IVIEWIT was received and accepted by PROSKAUER.

28. That WHEELER, UTLEY, RUBENSTEIN, JOAO and PROSKAUER, conspired to deprive IVIEWIT of its rights to the technologies developed by Bernstein by:

a) Transferring patents using Foley & Lardner so as to name UTLEY as the sole holder of multiple patents in his individual name and capacity when in fact they were and arose from the technologies developed by Bernstein and others and held by IVIEWIT prior to UTLEY's employment with IVIEWIT, and;

b) Upon discovery of the "lapses" by JOAO, that WHEELER and PROSKAUER referred the patent matters to WILLIAM DICK, of Foley & Lardner, who was also a close personal friend of UTLEY and who had been involved in the diversion of patents to UTLEY at Diamond Turf Products; and,

c) Failing to list proper inventors of the technologies based on improper legal advise that foreign inventors could not be listed until their immigration status was adjusted, resulting in the failure of the patents to include their rightful and lawful inventors and the payment by IVIEWIT for unnecessary immigration work; and,

d) Failing to ensure that the patent applications for the technologies, contained all necessary and pertinent information relevant to the technologies and as required by law; and,

e) Failing to secure trademarks and copyrights and failing to complete trademark and copyright work for the use of proprietary names of IVIEWIT and source code for the Technologies of IVIEWIT as intellectual property, and;

f) Allowing the infringement of patent rights of IVEIWIT and the intellectual property of IVIEWIT by other clients of PROSKAUER and WHEELER, and;

g) Aiding JOAO in filing patents for IVIEWIT intellectual property by intentionally withholding pertinent information from such patents and not filing same timely, so as to allow JOAO to apply for similar patents in his own name, both while acting as counsel for IVIEWIT and subsequently.

29. As a direct and proximate result of the actions of the Counter Defendant, Counter Plaintiffs have been damaged in a sum estimated to be greater than \$10,000,000,000.00, based on projections by Gerald Stanley, CEO of Real 3-D (a consortium of Lockheed, Silicone Graphics and Intel) as to the value of the technologies and their applications to current and future uses together with the loss of funding from Crossbow Ventures as a result of such conduct.

30. All conditions precedent to the bringing of this action have occurred or have been waived or excused.

COUNT I- LEGAL MALPRACTICE

31. This is an action for legal malpractice within the jurisdiction of this court.

32. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

33. PROSKAUER employed by IVIEWIT for purposes of representing IVIEWIT to obtain multiple patents and oversee foreign filings for such technologies including the provisional filings for the technologies as described in Paragraph 11 above.

34. That pursuant to such employment, PROSKAUER owed a duty to ensure that the rights and interests of IVIEWIT were protected.

35. WHEELER, RUBENSTEIN, JOAO and PROSKAUER neglected that reasonable duty of care in the performance of legal services in that they:

- a) Failed to take reasonable steps to ensure that the intellectual property of IVIEWIT was protected; and,
- b) Failed to complete work regarding copyrights and trademarks; and,
- c) Engaged in unnecessary and duplicate corporate and other work resulting in billing for unnecessary legal services believed to be in excess of \$400,000.00; and,
- d) By redacting information from the billing statements regarding services provided so to as to give the appearance that the services provided by PROSKAUER were limited in nature, when in fact they involved various aspects of intellectual property protection; and,
- e) By knowingly representing and agreeing to accept representation of

clients in conflict with the interests of IVIEWIT, without either consent or waiver by IVIEWIT.

36. That the negligent actions of PROSKAUER and its partners, WHEELER and RUBENSTEIN, resulted in and was the proximate cause of loss to IVIEWIT.

WHEREFORE, Counter Plaintiff demands judgement for damages against Defendant together with reasonable attorneys fees, court costs, interest and such other and further relief as this Court deems just and equitable.

COUNT II- CIVIL CONSPIRACY

37. This is an action for civil conspiracy within the jurisdiction of this court.

38. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

39. Defendant, PROSKAUER and UTLEY, WHEELER, RUBENSTEIN and JOAO, jointly conspired to deprive the Counter Plaintiffs of their rights and interest in the Technology.

40. That UTLEY, WHEELER, RUBENSTEIN, JOAO and PROSKAUER with such intent, directed that certain patent rights be put in the name of UTLEY and/or that such patent rights were modified or negligently pursued so as to fail to provide protection of the intellectual property, resulting in the ability of other clients of WHEELER, RUBENSTEIN, JOAO and PROSKAUER to make use of such

technologies without being liable to IVIEWIT for royalties normally arising from such use.

41. That PROSKAUER, without either consent of the Board of Directors or proper documentation, transferred securities to Tiedemann/Prolow Investment Group, which entity was also referred by WHEELER, who acted as counsel for such unauthorized transaction.

42. That upon the discovery of the above-described events and conspiracy, IVIEWIT's lead investor, Crossbow Ventures, ceased its funding of IVIEWIT.

43. That Crossbow Ventures, which was a referral of WHEELER, took a security interest in the Technology under the guise of protecting IVIEWIT and its shareholders from the actions of UTLEY, based on the filing of an involuntary bankruptcy (which was later withdrawn), and as to WHEELER and PROSKAUER based on the instant law suit, when in fact such conduct was motivated by Crossbow's attempts to wrongfully detain the interests of IVIEWIT in the Technology. Such conduct, upon information and belief, was undertaken with the knowledge and assistance of WHEELER and PROSKAUER.

44. As a direct and proximate result of the conspiracy and acts of PROSKAUER, UTLEY, WHEELER, JOAO and RUBENSTEIN, the Counter Plaintiffs have been damaged.

WHEREFORE, Counter Plaintiffs demand judgement for damages against Defendant together with court costs, interest and such other and further relief as this Court deems just and equitable.

COUNT III- BREACH OF CONTRACT

45. This is an action for breach of contract within the jurisdiction of this Court.

46. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

47. Defendant, PROSKAUER, breached the contract with Counter Plaintiff, IVIEWIT LLC by failing to provide services billed for pursuant to the billing statements presented to the Counter Plaintiffs and over-billing for services provided.

48. That such actions on the part of PROSKAUER constitute breaches of the contract by and between IVIEWIT LLC and PROSKAUER.

49. That as a direct and proximate result of such conduct on the part of PROSKAUER, IVIEWIT LLC has been damaged by overpayment to PROSKAUER and the failure of PROSKAUER to perform the contracted for legal services.

WHEREFORE, IVIEWIT demands judgement for damages against Counter Defendant together with court costs, interest and such other and further relief as this Court deems just and equitable.

**COUNT IV- TORTIOUS INTERFERENCE WITH AN ADVANTAGEOUS
BUSINESS RELATIONSHIP**

50. This is an action for tortious interference with an advantageous business relationship within the jurisdiction of this Court.

51. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

52. Counter Plaintiff was engaged in negotiations of technology agreements with both Warner Bros. and AOL/Time Warner as to the possible use of the Technologies of the Counter Plaintiffs and investment in Counter Plaintiffs as a strategic partner.

53. That despite the prior representations of RUBENSTEIN, at a meeting held on or about November 1, 2000, by and between UTLEY, RUBENSTEIN and representatives of Warner Bros. as to the Technology of IVIEWIT and the efficacy, novelty and unique methodology of the Technology, RUBENSTEIN refused to subsequently make the same statements to representatives of AOL and Warner Bros., taking the position that since Warner Bros./AOL is "now a big client of Proskauer, I can't comment on the technologies of Iviewit." or words to that effect in response to inquiry from Warner Brother/AOL's counsel as to the status and condition of the pending patents on the intellectual property.

54. That RUBENSTEIN, having served as an advisor to the Board of Directors for IVIEWIT, was aware of the fact that at the time of the making of the statements set forth in Paragraph 50, above, IVIEWIT was in the midst of negotiations with AOL/Warner Bros. as to the possible funding of the operations of IVIEWIT in and sum of between \$10,000,000.00 and \$20,000,000.00.

55. Further, RUBENSTEIN as a partner of PROSKAUER, and despite his clear prior actions in representing the interests of IVIEWIT, refused to answer questions as to the enforcement of the Technology of IVIEWIT, with the intent and knowledge that such refusal would lead to the cessation of the business relationship by and between IVIEWIT and Warner Bros./AOL and other clients familiar with the Warner Bros./AOL technology group then in negotiations with IVIEWIT, including, but not limited to Sony Corporation, Paramount, MGM and Fox.

56. That the actions of RUBENSTEIN were and constituted an intentional and unjustified interference with the relationship by and between IVIEWIT and Warner Bros./AOL designed to harm such relationship and further motivated by the attempts to "cover-up" the conflict of interest in PROSKAUER's representation of both IVIEWIT and Warner Bros./AOL.

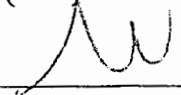
57. That indeed, as a direct and proximate result of the conduct of RUBENSTEIN, Warner Bros./AOL ceased business relations with IVIEWIT to the

damage and detriment of Counter Plaintiffs.

WHEREFORE, Counter Plaintiffs demand judgement for damages against Counter Defendant together with court costs, interest and such other and further relief as this Court deems just and equitable.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 18th day of January, 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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

CASE NO. CA 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.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

JAN 17 2003

COPY / ORIGINAL
RECEIVED FOR FILING

JOINT PRETRIAL STIPULATION

Plaintiff, Proskauer Rose LLP ("Proskauer"), and Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc. and Iviewit Technologies, Inc., pursuant to this Court's Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby file their Joint Pretrial Stipulation as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer's Motion to Strike the Defendants' Trial Exhibit List (Jan. 28, 2003).
2. The following facts require no proof at trial:

None.

3. The following are disputed issues of law and fact to be tried:
- a. Whether Proskauer entered into an oral contract with Iviewit.com, Inc., Iviewit Technologies, Inc. and Iviewit Holdings, Inc. to provide legal services in exchange for payment for those services;
 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the balance owed by Defendants as \$369,460.97;
 - f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
 - g. Whether the invoices attached to the Amended Complaint as Exhibit "A" were sent to Iviewit.com, Inc. by Proskauer on or about the date reflected on each invoice;
 - h. Whether the invoices attached to the Amended Complaint as Exhibit "A" were received by Iviewit.com, Inc. on or about the date reflected on each invoice;
 - i. Whether the invoices attached to the Amended Complaint as Exhibit "A" total \$369,460.97;
 - j. Whether the invoices attached to the Amended Complaint as Exhibit "A" have not been paid.

- k. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;
 - l. Whether Proskauer provided Defendants with statements of account reflecting a balance owed of \$369,460.97;
 - m. Whether the Defendants knowingly and voluntarily accepted the legal services provided by Proskauer and retained the benefit conferred;
 - n. Whether the circumstances are such that it would be inequitable for the Defendants to retain the benefit without paying the value thereof to Proskauer;
 - o. Whether the Defendants have been unjustly enriched in an amount representing the reasonable value of the legal services provided by Proskauer for which payment has not been received;
 - p. Whether the reasonable value for the services rendered by Proskauer for which payment has not been received is \$369,460.97;
 - q. Whether Proskauer billed the Defendants for services which Proskauer did not receive authorization from the Defendants to perform; and
 - r. Whether the services provided by Proskauer benefited the named Defendants or, in the alternative, benefited third parties not parties to this action.
4. In addition to the items set forth in Section 3, the Plaintiff contends that the following is also a disputed issue of law and fact to be tried:
- a. Whether Proskauer is entitled to an award of attorney's fees pursuant to section 57.105, Florida Statutes.

5. In addition to the items set forth in Section 3, the Defendants contend that the following are also disputed issues of law and fact to be tried:
 - a. Whether the Defendants assumed the obligations of any other party to Proskauer for legal fees; and
 - b. Whether the payment to Proskauer by the Defendants was contingent on the funding of loans or other financing to the Defendants from third parties.
6. Plaintiff's lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "A." Defendants' lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "B."
7. The trial will last approximately 2-4 days.
8. The following attorneys are designated trial counsel:

For the Plaintiff:

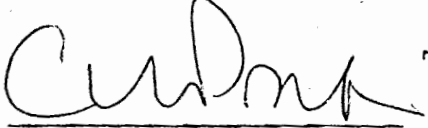
Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca Raton, Florida 33431.

For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220 Palm Beach, FL 33480.

9. Peremptory Challenges: not applicable; non-jury trial.

PROSKAUER ROSE LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 865745
Christopher W. Prusaski
Florida Bar No. 121525

Dated: Jan. 14th, 2003.

SELZ & MUVDI SELZ, P.A.
Attorneys for the Defendants
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480
Telephone: (561) 820-9409
Facsimile: (561) 833-9175



Steven M. Selz
Florida Bar No. 777420

Dated: Jan. 14, 2003.

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL EXHIBIT LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following exhibits that it may use in connection with the trial of this matter:

1. Proskauer Rose LLP Invoice #343838 and itemized billing statement dated Jan. 31, 2000
2. Proskauer Rose LLP Invoice #343840 and itemized billing statement dated Jan. 31, 2000
3. Proskauer Rose LLP Invoice #346259 and itemized billing statement dated Feb. 17, 2000
4. Proskauer Rose LLP Invoice #349188 and itemized billing statement dated Mar. 15, 2000

5. Proskauer Rose LLP Invoice #349189 and itemized billing statement dated Mar.
15, 2000
6. Proskauer Rose LLP Invoice #349190 and itemized billing statement dated Mar.
15, 2000
7. Proskauer Rose LLP Invoice #349191 and itemized billing statement dated Mar.
15, 2000
8. Proskauer Rose LLP Invoice #349378 and itemized billing statement dated Mar.
16, 2000
9. Proskauer Rose LLP Invoice #349859 and itemized billing statement dated Mar.
21, 2000
10. Proskauer Rose LLP Invoice #349888 and itemized billing statement dated Mar.
21, 2000
11. Proskauer Rose LLP Invoice #352748 and itemized billing statement dated Apr.
18, 2000
12. Proskauer Rose LLP Invoice #352749 and itemized billing statement dated Apr.
18, 2000
13. Proskauer Rose LLP Invoice #352750 and itemized billing statement dated Apr.
18, 2000
14. Proskauer Rose LLP Invoice #352751 and itemized billing statement dated Apr.
18, 2000
15. Proskauer Rose LLP Invoice #352752 and itemized billing statement dated Apr.
18, 2000

16. Proskauer Rose LLP Invoice #352753 and itemized billing statement dated Apr. 18, 2000
17. Proskauer Rose LLP Invoice #354153 and itemized billing statement dated Apr. 30, 2000
18. Proskauer Rose LLP Invoice #356497 and itemized billing statement dated May 30, 2000
19. Proskauer Rose LLP Invoice #356503 and itemized billing statement dated May 30, 2000
20. Proskauer Rose LLP Invoice #360344 and itemized billing statement dated June 30, 2000
21. Proskauer Rose LLP Invoice #363830 and itemized billing statement dated July 21, 2000
22. Proskauer Rose LLP Invoice #363831 and itemized billing statement dated July 21, 2000
23. Proskauer Rose LLP Invoice #363832 and itemized billing statement dated July 21, 2000
24. Proskauer Rose LLP Invoice #363833 and itemized billing statement dated July 21, 2000
25. Proskauer Rose LLP Invoice #363834 and itemized billing statement dated July 21, 2000
26. Proskauer Rose LLP Invoice #363835 and itemized billing statement dated July 21, 2000

27. Proskauer Rose LLP Invoice #363836 and itemized billing statement dated July 21, 2000
28. Proskauer Rose LLP Invoice #363837 and itemized billing statement dated July 21, 2000
29. Proskauer Rose LLP Invoice #363840 and itemized billing statement dated July 21, 2000
30. Proskauer Rose LLP Invoice #363841 and itemized billing statement dated July 21, 2000
31. Proskauer Rose LLP Invoice #363844 and itemized billing statement dated July 21, 2000
32. Proskauer Rose LLP Invoice #363970 and itemized billing statement dated July 30, 2000
33. Proskauer Rose LLP Invoice #368322 and itemized billing statement dated Aug. 22, 2000
34. Proskauer Rose LLP Invoice #368777 and itemized billing statement dated Aug. 24, 2000
35. Proskauer Rose LLP Invoice #371752 and itemized billing statement dated Sept. 20, 2000
36. Proskauer Rose LLP Invoice #371505 and itemized billing statement dated Sept. 20, 2000
37. Proskauer Rose LLP Invoice #371753 and itemized billing statement dated Sept. 20, 2000

38. Proskauer Rose LLP Invoice #376560 and itemized billing statement dated Oct.
13, 2000
39. Proskauer Rose LLP Invoice #380021 and itemized billing statement dated Nov.
17, 2000
40. Proskauer Rose LLP Invoice #380022 and itemized billing statement dated Nov.
17, 2000
41. Proskauer Rose LLP Invoice #380023 and itemized billing statement dated Nov.
17, 2000
42. Proskauer Rose LLP Invoice #380024 and itemized billing statement dated Nov.
17, 2000
43. Proskauer Rose LLP Invoice #380025 and itemized billing statement dated Nov.
17, 2000
44. Proskauer Rose LLP Invoice #381460 and itemized billing statement dated Nov.
30, 2000
45. Proskauer Rose LLP Invoice #382111 and itemized billing statement dated Dec.
6, 2000
46. Proskauer Rose LLP Invoice #387122 and itemized billing statement dated Jan.
18, 2001
47. Proskauer Rose LLP Invoice #391231 and itemized billing statement dated Feb.
9, 2001
48. Proskauer Rose LLP Invoice #394765 and itemized billing statement dated Mar.
6, 2001

49. Proskauer Rose LLP Invoice #395537 and itemized billing statement dated Mar. 12, 2001
50. Proskauer Rose LLP Invoice #399271 and itemized billing statement dated Apr. 6, 2001
51. Proskauer Rose LLP Invoice #399272 and itemized billing statement dated Apr. 6, 2001
52. Proskauer Rose LLP Invoice #399273 and itemized billing statement dated Apr. 6, 2001
53. Proskauer Rose LLP Invoice #399274 and itemized billing statement dated Apr. 6, 2001
54. Proskauer Rose LLP Invoice #399275 and itemized billing statement dated Apr. 6, 2001
55. Proskauer Rose LLP Invoice #400158 and itemized billing statement dated Apr. 11, 2001
56. Proskauer Rose LLP list of "Open Invoices" for Iviewit
57. Letter from Christopher C. Wheeler to Brian G. Utley dated Sept. 8, 1999 ("Re. Engagement Agreement for iviewit LLC")
58. Letter from Christopher C. Wheeler to Brian G. Utley dated Oct. 12, 1999 ("Re. Additional Payment")
59. Letter from Christopher C. Wheeler to Brian G. Utley dated Oct. 25, 1999 ("Re. Reminder Regarding Additional Payment")
60. Letter from Christopher C. Wheeler to Brian G. Utley dated Feb. 29, 2000
61. Letter from Christopher C. Wheeler to Brian G. Utley dated Mar. 9, 2000

62. Letter from Christopher C. Wheeler to Simon Bernstein dated Mar. 24, 2000
63. Letter from Christopher C. Wheeler to Simon Bernstein dated Mar. 31, 2000
("Re. Past-Due Accounts")
64. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 10, 2000
65. Memorandum from Brian G. Utley to Christopher C. Wheeler dated Apr. 11, 2000 ("Re. Payment Plan")
66. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 19, 2000
67. Letter from Christopher C. Wheeler to Brian G. Utley dated May 15, 2000
68. Letter from Brian G. Utley to Christopher C. Wheeler dated May 30, 2000
69. Letter from Christopher C. Wheeler to Brian G. Utley dated Dec. 29, 2000 ("Re. Past-Due Accounts")
70. Letter from Christopher C. Wheeler to Brian G. Utley dated Jan. 4, 2001
71. Letter from Christopher C. Wheeler to Brian G. Utley dated Jan. 18, 2001 ("Re. January 15 Payment Towards Past-Due Amounts")
72. Letter from Christopher C. Wheeler to Brian G. Utley dated Mar. 28, 2001 (4 pages)
73. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 16, 2001 (2 pages) ("Re. Past-Due Accounts")
74. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 16, 2001 with 3-page list of open invoices ("Re. Past-Due Invoices")
75. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 27, 2001 (3 pages) ("Re. Retainer and Past-Due Accounts")

76. Letter from Christopher C. Wheeler to Ross Miller dated May 31, 2001 ("Re. iviewit.com, Inc. Accounts Receivable")
77. Letter from Ilene S. Schnall, Esq. to Christopher W. Prusaski, Esq. dated Jan. 21, 2002 attaching "the only document that [Defendants] have that is responsive to [Proskauer's] First Request for Production of Documents to Defendants."
78. Closing binder regarding Securities Purchase Agreement between Iviewit Holdings, Inc. and the investors defined in the Securities Purchase Agreement dated February 24, 2000, with subparts 1 through 17.
79. Closing binder regarding Securities Purchase Agreement between Iviewit Holdings, Inc. and Alpine Venture Capital Partners, LP dated December 13, 2000, with subparts 1 through 15.
80. Closing binder regarding the reorganization of Iviewit.com, LLC, with subparts A through H.
81. Convertible Promissory Note between Iviewit Holdings, Inc. and Tiedemann Prolow, LLC (Proskauer document #287912).
82. Warrant Certificate for Purchase of Class B Non-Voting Common Stock (Proskauer document #287922).
83. Iviewit Holdings, Inc. 2000 Long-Term Incentive Plan (Proskauer document #262554).
84. Stock Option Agreement between Iviewit Holdings, Inc. and Mitch Welsch (Proskauer document #273367).
85. Agreement for Purchase and Sale of Assets between Iviewit Holdings, Inc. and iLearnit, Inc. (Proskauer document #294195).

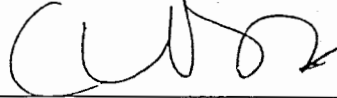
86. Agreement and Plan of Exchange between Iviewit Holdings, Inc. and Internet Train, Inc. (Proskauer document #744).
87. Iviewit Technologies, Inc. Non-Disclosure and Proprietary Rights Agreement (Proskauer document #256413).
88. Iviewit Holdings, Inc. Confidential Private Offering Memorandum dated Jan. 14, 2000 (Proskauer document #259732).
89. Security Agreement between Iviewit Holdings, Inc. and Joan Stark dated Jan. 10, 2000 (Proskauer doc #248121) and related investment letter dated Jan. 10, 2000 (Proskauer doc. #248135).
90. Technology License Agreement between Iviewit Technologies, Inc. and Greg Manning Auctions, Inc. (Proskauer doc #289044).
91. License Agreement between Iviewit Holdings, Inc. and Internet Train, Inc. dated Dec. 29, 1999 (Proskauer doc #294675).
92. Transcript of deposition of William Kasser, including all exhibits thereto.
93. Transcript of deposition of Brian G. Utley, including all exhibits thereto.
94. Transcript of deposition of Gerald Lewin, CPA, including all exhibits thereto.
95. Transcript of deposition of Raymond Hersh, including all exhibits thereto.
96. Transcript of deposition of any other persons deposed in this matter prior to trial, including all exhibits thereto.
97. Defendants' Answers to Proskauer's First Interrogatories.
98. Defendants' Answers to Proskauer's Second Interrogatories.
99. Defendants' Response to Proskauer's Request for Admissions.
100. Defendants' Response to Proskauer's First Request for Production.

101. Defendants' Response to Proskauer's Second Request for Production.
102. All pleadings in the Court's file in this action, including all attachments and exhibits thereto.
103. All items identified in Defendants' exhibit list.
104. Documents to be produced by the Defendants pursuant to the Court's orders compelling production.
105. Summaries of Proskauer's financial documentation relating to the billing of the Defendants.
106. Demonstrative exhibits.
107. All rebuttal exhibits.
108. All impeachment exhibits.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

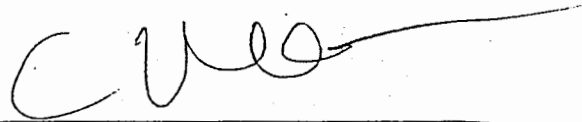
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL WITNESS LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following witnesses that it may call in connection with the trial of this matter:

1. Christopher C. Wheeler, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
2. Donald E. Thompson, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
3. Joseph R. Cook, Esq. (*Expert Witness*)
Hunt, Cook, Riggs, Mehr & Miller, P.A.
2200 Corporate Blvd., N.W.
Suite 401
Boca Raton, FL 33431

Mr. Cook will provide expert testimony regarding the reasonableness of the Plaintiff's outstanding invoices to the Defendants. No

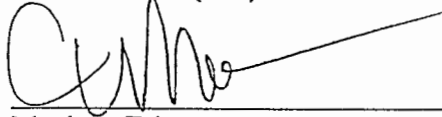
written reports have been generated by this expert. A copy of Mr. Cook's *curriculum vitae* is attached hereto as Exhibit "A."

4. Brian G. Utley
9541 Virginia Avenue South
Bloomington, MN 55438
5. Raymond T. Hersh
23077 Via Stel
Boca Raton, FL 33423
6. Gerald Lewin, CPA
c/o Goldstein & Lewin Accountants
1900 N.W. Corporate Boulevard
East Building - Suite 300
Boca Raton, FL 33431
7. William Kasser
991 N.W. 9th Street
Boca Raton, FL 33486
8. Simon Bernstein
7020 Lions Head Lane
Boca Raton, FL 33486
9. Eliot Bernstein
c/o Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480
10. Maurice Buchsbaum
20805 Cipres Way
Boca Raton, FL
11. All witnesses referenced in Defendants' Exhibit List.
12. All witnesses revealed during the remainder of the discovery period in this case, including any witnesses to be revealed in any documents to be produced or depositions to be conducted.
13. All Impeachment Witnesses.
14. All Rebuttal Witnesses.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

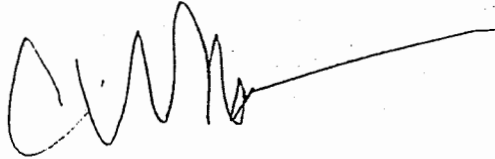
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

JOSEPH R. COOK, ESQ.

EDUCATION: Graduated, State University of New York, Buffalo, NY, 1974
Magna Cum Laude, Phi Beta Kappa, Omicron Delta Epsilon

Graduated Albany Law School, Albany New York, 1977
Cum Laude
Justinian Honorary Law Society
Legal Writing Instructor, Member and Editor, Albany Law Review

EMPLOYMENT:

1977-1979- Appointed Attorney Advisor to The Honorable Charles R. Simpson, United States Tax Court

1979-1984 Associated with Bond, Schoeneck & King, Boca Raton, Florida

1985 – present Shareholder, Managing Partner, Hunt, Cook, Riggs, Mehr & Miller, P.A.

PROFESSIONAL AFFILIATIONS AND ASSOCIATIONS:

Admitted to practice in New York, Florida, District of Columbia, United States Tax Court, United States Federal Court.

Member, American Bar Association, New York State Bar Association, Florida Bar Association, South Palm Beach County Bar Association, National Association of Bond Lawyers

PUBLICATIONS:

The Continuing Evolution of Industrial Development Bond Financing, Florida Bar Journal, January, 1985 Edition.

The Tax Court: An Historical Analysis, Part V, appearing in the Albany Law Review, 41 Alb. L. Rev. 639 (1977), and 42 Alb. L. Rev. 161 (1978), later reprinted in book form by Commerce Clearing House.

SPECIAL INTERESTS:

Lead Counsel for multi-million dollar Bond transactions, involving several law firms, lenders and institutions throughout the country.

EXHIBIT A

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,

v.

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

Defendants.

DEFENDANTS' WITNESS & EXHIBIT LIST

To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants, by and through their undersigned counsel and pursuant to the
Order Setting Jury Trial in this matter hereby file this, their witness and exhibit list
in this matter.

Witnesses:

1. Raymond Joao- 750 Lexington Avenue, New York, NY 10022

EXHIBIT B

9/15/05

2. Gerald W. Stanley- 224 Spinnaker Drive, Vero Beach, FL 32963
3. Christopher Wheeler- One Boca Place, Suite 340 West, Boca Raton, FL 33431
4. Kenneth Rubenstein-1585 Broadway, New York, NY 10036
5. William Kasser- address unknown
6. Brian Utley-address unknown
7. Elliot Bernstein
8. Simon Bernstein
9. Any and all witnesses listed or called by Plaintiff.

Exhibits:

1. All billing statements or other documents attached to the pleadings in this matter.
2. All transcriptions of depositions and exhibits thereto.
3. Plaintiff's entire file as to the representation of the Defendants.
4. All documents regarding the patenting of the intellectual property of Defendants.
5. All documents regarding the patenting of intellectual property of Brian Utley.
6. Any documents or other exhibits listed by the Plaintiff.

Defendants hereby reserves the right to amend this Witness and Exhibit List

pending completion of discovery in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 3rd day of September, 2002.

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

CASE NO. CA 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.

ORDER GRANTING PLAINTIFF'S MOTION IN LIMINE

THIS CAUSE came before the Court on November 5, 2002 on Plaintiff's Motion in
Limine and the Court, after reviewing the motion, hearing argument of counsel, and being fully
advised in the premises, it is hereby

ORDERED AND ADJUDGED that the motion is **GRANTED**. *See Noble v. Martin*
Mem'l Hosp. Ass'n, Inc., 710 So. 2d 567, 568-69 (Fla. 4th DCA 1998).

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, **SIGNED AND DATED** day
of November, 2002.

NOV 12 2002

Judge Jorge Laberge

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

PROSKAUER ROSE LLP, a New York
limited liability partnership,

Plaintiff,

vs.

No. CA 01-04671 AB

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

Defendants.

-----/

The above-entitled cause came on for Hearing
before The Honorable Jorge Labarga, Circuit Judge,
at the Palm Beach County Courthouse, West Palm Beach,
Palm Beach County, Florida, on the 5th day of
November, 2002, commencing at 8:15 o'clock A.M.

APPEARANCES:

PROSKAUER ROSE LLP
by: CHRISTOPHER W. PRUSASKI, ESQ.
Appearing on behalf of the Plaintiff.

SELZ & MUVDI SELZ, P.A.
by: STEVEN M. SELZ, ESQ.
Appearing on behalf of the Defendant.

ORIGINAL

1 THE COURT: Okay.

2 MR. PRUSASKI: Good morning, Your Honor.

3 THE COURT: How are you doing?

4 MR. SELZ: Good morning, Your Honor.

5 THE COURT: Motion in limine?

6 MR. SELZ: Motion in limine, and also,
7 Your Honor, we had an objection to Requests for
8 Production from opposing counsel. We've been
9 here before Your Honor earlier last week. And
10 we had agreed that we would hear that again
11 while we had the 15 minutes set this morning.

12 THE COURT: Okay. Fifteen minutes is not
13 a long time.

14 MR. PRUSASKI: It's not. I don't believe
15 we have enough time, judge.

16 I represent Proskauer Rose, the
17 plaintiff. It's our motion in limine. This is
18 an attorneys' fees collection case. The
19 defendants are former clients of Proskauer's.
20 We're suing for about \$367,000. And this
21 matter is set for trial the week of December
22 16th.

23 Spencer Sax, Sachs, Sax & Klein, used to
24 represent the defendants. This case was filed
25 a year-and-a-half ago in May of 2001. And an

1 Answer was filed by Mr. Sax's firm over a year
2 ago. The Answer didn't assert as any
3 affirmative defenses that Proskauer had done
4 any incorrect work or had otherwise breached
5 the Retainer Agreement.

6 The defenses were that we actually billed
7 for work not performed and that the value of
8 the - the bills didn't match the - the
9 reasonableness of the services performed. So
10 there was no allegation of any improper work
11 performed by Proskauer.

12 It wasn't until August of this year,
13 after Your Honor entered a couple of orders
14 requiring the defendants to serve Answers to
15 Interrogatories, that the defendants asserted
16 for the first time that Proskauer had
17 incorrectly done work; and therefore, they
18 should be able to avoid paying our bills.

19 It wasn't pled anywhere in any of the
20 pleadings. And it wasn't until a year and a
21 three months after the lawsuit was filed that
22 we first learned that they were going to
23 attempt to put this theory on at trial.

24 At the time I received the interrogatory
25 answers, the matter was already set on Your

1 Honor's trial docket.

2 It came as a surprise to us because we
3 didn't know for a year-and-a-half that they
4 were going to try and put this type of case on
5 at trial. It further completely complicates
6 the case and turns an otherwise simple bill
7 collection matter over on its head.

8 And there's cases that we cited in the
9 motion. Nash versus Wells Fargo case. It's a
10 Florida Supreme Court, 1996, it says, if you
11 don't assert an affirmative defense, you can't
12 prove it at trial. It's a waiver.

13 The Con-Dev of Vero Beach versus Casano
14 case, Fourth District, also says, which we cite
15 in the motion, that a defendant has an
16 obligation to plead any other matter
17 constituting an avoidance or affirmative
18 defense.

19 And the First District in Joseph Bucheck
20 Construction that we also cited says that Rule
21 1.10 (d) requires a defendant to plead any
22 manner which avoids the action which the
23 plaintiff is not bound to prove in the first
24 instance in support of it, but which under the
25 Rules of Evidence, the defendant must firmly

1 establish.

2 The Nash case says that negligence is a
3 defense and you have to plead it. The Con-Dev
4 case says that plaintiff's breach of a contract
5 under which it sues is an affirmative defense
6 and you have to plead it.

7 A year-and-a-half after the lawsuit's
8 filed when the case is already set for trial, a
9 set of interrogatory answers telling us that we
10 did work incorrectly is not fair.

11 THE COURT: When are we set for trial in
12 this case?

13 MR. PRUSASKI: December 16th.

14 THE COURT: It's set for docket call on
15 December 16th, correct?

16 MR. PRUSASKI: We've already --

17 MR. SELZ: We're set. We're set.

18 THE COURT: You're specially set.

19 MR. SELZ: For December 16th, Your Honor.

20 THE COURT: How long do you think it's
21 going to take to try the case?

22 MR. SELZ: I think we estimated it would
23 be three days.

24 MR. PRUSASKI: We thought it would be a
25 day-and-a-half, two days before we got these

1 interrogatory answers.

2 THE COURT: You're going to get what you
3 reserved at the docket call, and that's all.

4 MR. SELZ: Your Honor, if I may, very
5 briefly, what we've got here right now is a
6 situation where discovery is still pending. We
7 have not gotten production from --

8 THE COURT: Wait a minute. Look, you
9 went to docket call. You've answered ready. I
10 specially set you for trial. You're specially
11 set to go for December 16th. I don't
12 understand. Why is discovery still pending? I
13 don't care about that. That's your problem.

14 MR. SELZ: Well, Your Honor, it is,
15 except what we have is we've had a very
16 difficult time getting any documents from
17 opposing counsel and from - and Proskauer Rose.
18 As a matter of fact, my client has had no
19 access to any of the documents which would
20 support his impression that Proskauer Rose did
21 or did not do what they were supposed to do.

22 THE COURT: The problem I have with that
23 is in these civil cases, you notice them for
24 trial whenever you want to notice it for trial.
25 And once you notice it for trial, you get a

1 trial date nine months later. What happens is
2 you guys do things at the end and then you want
3 to squeeze it all in at the end. It's not my
4 problem that we are here at the eve of trial
5 and you're telling me you can't get these
6 documents. I've been here every morning. I
7 haven't missed one day, except for the two
8 weeks vacation I took this summer. Where have
9 you been?

10 MR. SELZ: Your Honor, with regard to
11 discovery, this is what we've got.

12 Mr. Prusaski, I've been asking him for dates
13 since September on two deponents for Proskauer
14 Rose that we wanted to depose. He objected to
15 one. Your Honor the other day ruled that, yes,
16 we could take the deposition of Ken Rubenstein.
17 I asked him both for dates for Ken Rubenstein
18 and Chris Wheeler, the two people we want to
19 depose. He's now telling me their only
20 available dates, which I've been requesting
21 since September, are after the discovery cutoff
22 date, November 15th.

23 THE COURT: Like I said, if you're having
24 problems with discovery, then come and see me
25 and I'll make a ruling. But now you're telling

1 me that you're going to do discovery up until
2 the date of trial. Now you want to amend
3 pleadings. You want to allege things that were
4 not in the pleadings. And all of a sudden, you
5 want to put the case into a tailspin. Why
6 should I do that? You've got a trial date.
7 You're specially set. You told me you were
8 ready. You're ready means I can call you
9 tomorrow and you can try the case.

10 Yes?

11 MR. PRUSASKI: All I can say is that we
12 have depositions set in the next week when we -
13 two depositions, their corporate rep. Your
14 Honor, we were here last week. I have to fly
15 to California for that. When I take those
16 depositions, we're ready for trial. This case
17 has been pending for a year-and-a-half.

18 And with all due respect, judge, it's a
19 red herring. The law says they can't put in
20 some sort of complicated quasi malpractice case
21 in a bill paying case when they didn't plead it
22 over a year ago. They can't spring this on us
23 at the last minute. The law protects us in
24 that regard.

25 THE COURT: Anything else?

1 MR. SELZ: Your Honor, their request --

2 THE COURT: On this motion, you got
3 anything else you wish to argue?

4 MR. SELZ: On this motion -- The only
5 other thing that I've got on this motion, Your
6 Honor, right now, is the fact that clearly, my
7 clients didn't have access to these documents.
8 We've been making requests for production. We
9 don't have a good faith basis right now to be
10 able to plead an affirmative defense we don't
11 have any proof of. My client has a feeling
12 there was a problem, but if he doesn't have the
13 evidence to back it up, then it would be a
14 frivolous attempt on his part to plead it.

15 So to that extent Your Honor, I believe
16 that we have acted diligently. We're trying to
17 get these documents from the plaintiff to be
18 able to show up this possible -- If it exists.
19 If it doesn't exist and there's no basis in the
20 documents that we get or in the testimony of
21 the deponents, then we won't be able to assert
22 it, anyway, Your Honor. And that's the point.

23 If it does exist in those documents and
24 there's something that shows there's a conflict
25 of interest or some other problem that

1 Proskaue Rose was involved in, then certainly,
2 the first opportunity we have that evidence is
3 when we're going to present it.

4 THE COURT: In the case of Noble -
5 N-o-b-l-e - versus Martin Memorial Hospital,
6 710 So. 2d. 567, Fourth DCA 1997, the Fourth
7 District held that, there comes a point in
8 litigation where each party is entitled to some
9 finality. The rules of liberality gradually
10 diminishes as the case progresses to trial."

11 The case -- We had docket call.
12 Everybody answered ready. And the case is set
13 for trial in a month or so, a bit over a month.
14 And here we are at this juncture, you're
15 telling the other side that now we're going to
16 rely on pretty much malpractice as a defense,
17 and for that reason, we shouldn't have to pay
18 you.

19 This case has been around for a
20 year-and-a-half. And there has to come a point
21 in time where the trial judges should draw the
22 line. So I'm going to grant the motion in
23 limine. Okay. And that's granted. And you
24 can go to trial on what you've got.

25 MR. SELZ: Okay.

1 THE COURT: Okay. Now what's the next
2 thing?

3 MR. SELZ: The next thing, Your Honor, is
4 an objection to Requests for Production. May I
5 approach?

6 THE COURT: Sure can.

7 MR. SELZ: Your Honor, basically, we had
8 a list of documents. And they relate to
9 Proskauer Rose's representation of Iviewit and
10 the Iviewit companies. And basically, it goes
11 to requesting their files, any patent
12 trademark, copyright, trade secret --

13 But let's get the broader picture. The
14 broader picture here is when I transmitted
15 these to Mr. Prusaski on September 19th, his -
16 his response was that they had documents - his
17 recent response, as well is he's got documents.
18 He's got about 80 red rope binders with all
19 kinds of documents in them that he hasn't
20 reviewed or considered with regard to a
21 privilege log or preparing a privilege log, and
22 that he would give me access to those 80 red
23 ropes if I dropped anything concerning anything
24 else other than what's in their specific file
25 concerning the Iviewit companies.

1 Again, Your Honor, their position all
2 along has been that their representation was
3 limited to Iviewit. And there is actually only
4 one company here that signed the Retainer
5 Agreement with Proskauer Rose.

6 So what we want to do is take a look at
7 all the documents concerning any of these other
8 entities, if they exist, if they represented
9 the former president of Iviewit who signed the
10 Retainer Agreement, if they represented him
11 individually, any of those people concerning
12 clients of Proskauer there might have been
13 conflicts with which they should have presented
14 and didn't present to Iviewit as part of their
15 representation.

16 And again, Your Honor, the key here is
17 this - this request has been outstanding since
18 approximately mid September and we haven't
19 received any documents, other than a blanket
20 objection saying, effectively, that they think
21 it's overbroad, that it's designed to harass,
22 that we're asking for scheduling of meeting
23 rooms and things like that at Proskauer's
24 offices.

25 Again, Your Honor, part of our position

1 is that they were involved and people in the
2 firm were involved. And they're not reflected
3 on their billing records. And that we were
4 billed for things not directly involving
5 Proskauer.

6 I think that was one of the defenses that
7 was raised was that -- It goes ahead and says,
8 that plaintiff's claims do not state cause of
9 against the defendants to whom the invoices
10 attached to the Amended Complaint were
11 directed.

12 One of our affirmative defenses, they
13 billed us for work that was done for other
14 parties which are not parties to this action,
15 and rightfully, should not be part of the
16 claims against Iviewit, the defendants here.

17 So what we're asking for, Your Honor, is
18 - is this plethora of documents, but the
19 plethora of documents, Your Honor, is designed
20 to show up these defenses, Your Honor, and to
21 provide us with the documents relating to these
22 defenses.

23 THE COURT: What do you say?

24 MR. PRUSASKI: The Request for Production
25 was served one day before the discovery cutoff.

1 It was the first time the defendants had ever
2 attempted to get documents in a year-
3 and-a-half. So we filed a motion for
4 protective order because it wasn't timely. And
5 Your Honor subsequently extended the discovery
6 cutoff.

7 We have never had a problem showing
8 Proskauer's file to the former clients because
9 under the law, they have a right to look at it.
10 The file takes up an entire conference room
11 table. It was corporate work that was
12 performed over a course of several years.

13 However, if they had just asked to come
14 and look at the file, I would have said, yeah,
15 come look at it next week.

16 But what they did was the corporate
17 representative of the defendants on his home
18 computer typed up this Request for Production.
19 It's 35 document requests of what he thinks
20 should be in our file.

21 If he had said, we'd like to come look at
22 the file, it would not have been an issue. But
23 what they did was this lay person has asked for
24 copies of the personal employment file of
25 several of Proskauer's attorneys who worked on

1 their case, home telephone records of Proskauer
2 attorneys, Palm Pilot records of Proskauer
3 attorneys, Proskauer's meeting room schedules
4 from its New York and Florida offices. And
5 most importantly and most offensively, they
6 have asked for all of the Non-Compete
7 Agreements that Proskauer's ever prepared for
8 any client.

9 So how am I supposed to respond to this
10 in good faith?

11 I have told counsel that if the court
12 resolves this today or if they withdraw this
13 Request for Production, he can come and look at
14 the file next week. I'll go through it. I'll
15 check to make sure that there's no documents
16 that have been incorrectly kept in the file for
17 other clients. And he can come and spend as
18 much time with it as he wants. But they're
19 insisted on pursuing this document request.

20 THE COURT: I think in all my time in
21 practicing law and on the bench, I have never
22 seen a Request for Production so broad as this
23 thing is.

24 I mean, let's look at one. Number four,
25 you want all transactions for Ellen Degeneris,

1 Alanis Morrisette, Simon Bernstein, Huizenga
2 Holdings. I mean, it goes on and on.
3 Wachovia, Webcasts, Hollywood.Com, Notes,
4 Subscription Agreements, Brian Utley, Michael
5 Reale, Disney.

6 MR. SELZ: If I may, Your Honor, the
7 reason is because --

8 MR. PRUSASKI: They want personal
9 employment files of lawyers.

10 MR. SELZ: -- Proskauer Rose was
11 representing Iviewit in negotiations with those
12 various parties.

13 And the idea here, Your Honor, again is
14 basically that those parties, to the extent
15 that Proskauer Rose may have been representing
16 them, constituted some kind of conflict or --
17 We got billed or Iviewit is being billed for
18 work that is done concerning those matters.

19 Again, Your Honor, we don't have access
20 to any of the documents so far.

21 THE COURT: He says you can go look at
22 them.

23 MR. PRUSASKI: They would have had access
24 a year-and-a-half ago if they asked for --

25 THE COURT: What I'm going to do, I'm

1 going to grant the protective order. This
2 request for documents is just way too
3 overboard.

4 And if you wish, I'm going to order him
5 to make whatever they have available at his
6 office and you go look at it. Spend a day or
7 two over there looking at it. And you clip
8 whatever you need to clip. And he'll make
9 copies for you. If you object to that, then
10 come back and see me.

11 MR. PRUSASKI: I've told counsel that he
12 can come next week, when I come back from
13 California to take his client's depo since he
14 wouldn't appear here. Anytime next week, he
15 can come look through it. And that's been the
16 offer all along.

17 MR. SELZ: Your Honor, so on the record
18 then, Mr. Prusaski will make those available to
19 me next week --

20 MR. PRUSASKI: Yeah.

21 MR. SELZ: So that I go ahead and examine
22 them next week.

23 MR. PRUSASKI: Yeah.

24 THE COURT: Sure. He'll put them there
25 on the conference table for you. You give him

1 whatever leeway he needs. And you take whoever
2 you need to with you, sit down and take a look.
3 What you do is take a bunch of these things and
4 -- Post 'ems.

5 MR. SELZ: And post it, yes.

6 THE COURT: Post whatever you need. If
7 there's anything that you feel is privileged,
8 just make a note of and come back and see me
9 and I'll cross that bridge when I get there.

10 MR. PRUSASKI: Your Honor, I'm prepared
11 to go through and make a log if there's any
12 documents that are subject to privilege.

13 THE COURT: According to the Tigg case,
14 you have to or you waive it.

15 MR. PRUSASKI: Your Honor pointed it out
16 to us, and we told everybody in our office
17 about the case. We have it up on the bulletin
18 board.

19 THE COURT: All right, guys.

20 (Thereupon, at 8:32 a.m., the hearing was
21 concluded.)

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COURT CERTIFICATE

STATE OF FLORIDA)
COUNTY OF BROWARD)

I, TAMARA EMERICK-MASCI, Registered Professional Reporter, certify that I was authorized to and did stenographically report the foregoing proceedings and that the transcript is a true and complete record of my stenographic notes.

DATED THIS 5th day of November, 2002.


TAMARA EMERICK-MASCI
Registered Professional Reporter

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,

v.

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

Defendants.

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JAN 28 2003

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

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

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, February 4, 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: Defendants' Motion for Leave to Amend Answer

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission to the above-listed addressee(s) this

1/27/03

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,

v.

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

Defendants.

COPY / ORIGINAL
RECEIVED FOR FILING

JAN 28 2003

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

**DEFENDANTS MOTION FOR LEAVE TO AMEND TO ASSERT
COUNTERCLAIM FOR DAMAGES**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS,
INC. and IVIEWIT TECHNOLOGIES, INC., by and through their undersigned
counsel, hereby move this Court for Leave to Amend their Answer so as to assert a
counterclaim in this matter pursuant to Rule 1.170(f) of the Florida Rules of Civil
Procedure and as grounds therefore would state as follows:

1. That the Defendants move to amend their answer in this matter so as to
include a counterclaim in this matter, which by its nature appears to be a compulsory
counterclaim to the extent that the issues arise out of the same nexus of events, as

1/28/03

justice requires that the counterclaim be tried at the same time as the complaint and answer so that all pending issues between the parties may be adjudicated in this action.

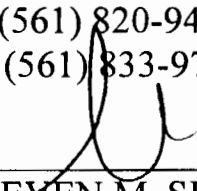
2. That as a result of fact that additional evidence in support of the Defendants' counterclaims is found in the Plaintiff's own files and records, the Plaintiff will not be prejudiced by the amendment of the Defendants' answer in this matter, nor will this matter be delayed as to the trial of same.

3. Defendants have attached hereto a copy of the proposed counterclaim.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order permitting the Defendants to amend their answer in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 20th day of January, 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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, LLP, a New York
limited partnership,

Plaintiff,

vs.

CASE NO.: CA 01-04671 AB

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

Defendants,

COUNTERCLAIM FOR DAMAGES

COME NOW the Counter Plaintiffs, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., IVIEWIT TECHNOLOGIES, INC. and IVIEWIT LLC, hereinafter collectively referred to as “IVIEWIT” or Counter Plaintiffs, and hereby sues Counter Defendant, PROSKAUER ROSE, LLP, hereinafter “PROSKAUER”, a New York limited partnership, and alleges as follows:

GENERAL ALLEGATIONS COMMON TO ALL COUNTS

1. This is an action for damages in a sum greater than \$15,000.00, exclusive

of interest, taxable costs and attorneys fees.

2. Counter Plaintiff, IVIEWIT.COM, INC., is a Delaware corporation, formed by PROSKAUER, which at all times relevant hereto was authorized to conduct and conducted business in Palm Beach County Florida and the State of California.

3. Counter Plaintiff, IVIEWIT HOLDINGS, INC., is a Delaware corporation, formed by PROSKAUER, which at all times relevant hereto was authorized to conduct and conducted business in Palm Beach County Florida and California.

4. Counter Plaintiff, IVIEWIT TECHNOLOGIES, INC., is a Delaware corporation, formed by PROSKAUER, which at all times relevant hereto was authorized to conduct and conducted business in Palm Beach County Florida and the State of California.

5. IVIEWIT LLC, is a Florida limited liability company, formed by PROSKAUER, which, at all times relevant hereto, was authorized to conduct and conducted business in the Palm Beach County Florida and the State of California.

6. Counter Defendant PROSKAUER ROSE, LLP, (hereinafter "PROSKAUER") is a New York limited partnership, operating a law office in Boca Raton, Palm Beach County, Florida.

Boca Raton, Palm Beach County, Florida.

7. BRIAN G. UTLEY, (hereinafter “UTLEY”) was at all times relevant hereto a sui juris resident of the State of Florida and who on or about September of 1999 was the president of Counter Plaintiff, IVIEWIT LLC.

8. CHRISTOPHER WHEELER, (hereinafter “WHEELER”) is a sui juris individual and resident of Palm Beach County, Florida, who at all times relevant hereto was a partner of PROSKAUER and who provided legal services to the Counter Plaintiffs.

9. KENNETH RUBENSTEIN, (hereinafter “RUBENSTEIN”) is a sui juris individual believed to be a resident of the State of New York and who various times relevant hereto was initially misrepresented by WHEELER as a partner of PROSKAUER and later became a partner of PROSKAUER, and who provided legal services to the Counter Plaintiffs both while at Meltzer, Lippie, et al., and PROSKAUER.

10. RAYMOND JOAO, (hereinafter “JOAO”) is a sui juris individual believed to be a resident of the State of New York and who at all times relevant hereto was represented to be RUBENSTEIN’s associate at PROSKAUER, when in fact JOAO has never been an employee of PROSKAUER but in fact was an employee of Meltzer, Lippie, et al.

11. That beginning on or about November of 1998, the Counter Plaintiff, IVIEWIT, through it's agent and principal, Eliot I. Bernstein ("Bernstein"), held discussions with WHEELER with regard to PROSKAUER providing legal services to the company involving specific technologies developed by Bernstein and two others, which technologies allowed for:

i) Zooming of digital images and video without degradation to the quality of the digital image due to what is commonly refereed to as "pixilation"; and,

ii) The delivery of digital video using proprietary scaling techniques; and,

iii) A combination of the image zoom techniques and video scaling techniques described above; and,

iv) The remote control of video cameras through communications networks.

12. That Bernstein engaged the services of PROSKAUER to provide legal services to the company to be formed, including corporate formation and governance for a single entity and to obtain multiple patents and oversee US and foreign filings for such technologies including the provisional filings for the technologies as described in Paragraph 11 above, the "Technology", and such

other activities as were necessary to protect the intellectual property represented by the Technology.

13. That at the time of the engagement of PROSKAUER, Bernstein was advised and otherwise led to believe that WHEELER was the PROSKAUER partner in charge of the account.

14. Upon information and belief, WHEELER, RUBENSTEIN and JOAO upon viewing the technologies developed by Bernstein, and held by IVIEWIT, realized the significance of the technologies, its various applications to communication networks for distributing video data and images and for existing digital processes, including, but not limited to digital cameras, digital video disks (DVD), digital imaging technologies for medical purposes and digital video, and that WHEELER, RUBENSTEIN and JOAO conspired to undertake and in fact undertook a deliberate course of conduct to deprive Bernstein and IVIEWIT of the beneficial use of such technologies for either the use of third parties, who were other clients of PROSKAUER and WHEELER, or for WHEELER, RUBENSTEIN and JOAO's own financial gain, to the detriment and damage of the Counter Plaintiffs.

15. That WHEELER, who was a close personal friend of UTLEY, recommended to Bernstein and other members of the board of directors of

IVIEWIT that the IVIEWIT engage the services of UTLEY to act as President of the Iviewit.com, LLC based on his knowledge and ability as to technology issues.

16. That at the time that WHEELER made the recommendation of UTLEY to the board of directors, that WHEELER knew that UTLEY was in a dispute with his former employer, Diamond Turf Products and the fact that UTLEY had misappropriated certain patents on hydro-mechanical systems to the detriment of Diamond Turf Products.

17. Additionally, WHEELER was fully aware of the fact that UTLEY was not the highly qualified “engineer” that UTLEY represented himself to be, and that in fact UTLEY lacked real engineering expertise or even an engineering degree and that UTLEY had been fired from Diamond Turf Products due to his misappropriation of patents.

18. That despite such knowledge, WHEELER never mentioned such facts concerning UTLEY to any representative of IVIEWIT and in fact undertook to “sell” UTLEY as a highly qualified candidate who would be the ideal person to undertake day to day operations of IVIEWIT and work on the patents, acting as a qualified engineer.

19. Additionally, WHEELER continued to assist UTLEY in perpetrating such fraud on both the Board of Directors of IVIEWIT and to third parties,

including Wachovia Bank, by approving a false resume for UTLEY to be included in seeking approval of a private placement for IVIEWIT.

20. That based on the recommendations of WHEELER, as partner of PROSKAUER, the board of directors agreed to engage the services of UTLEY as president.

21. That almost immediately after UTLEY's employment and almost one year after initially providing of services, WHEELER provided a retainer agreement for the providing of services by PROSKAUER to IVIEWIT LLC, addressed to UTLEY, a true and correct copy of such retainer agreement (the "Retainer") being attached hereto and made a part hereof as Exhibit "A". That the services provided were in fact to be paid out of the royalties recovered from the use of the Technology, which was to be included in patent pools overseen by RUBENSTEIN.

22. That the Retainer by its terms contemplated the providing of corporate and general legal services to IVIEWIT LLC by PROSKAUER and was endorsed by UTLEY on behalf of IVIEWIT LLC, the Board of Directors of IVIEWIT LLC would not have UTLEY authorized to endorse same as it did not include the intellectual property work which PROSKAUER had already undertaken.

23. That prior to the Retainer, PROSKAUER and WHEELER had provided

legal services to IVIEWIT, including services regarding patent procurement and acted to coordinate such services both internally and with outside counsel, including RUBENSTEIN and JOAO, including times when they were misrepresented as PROSKAUER attorneys.

24. That PROSKAUER billed IVIEWIT for legal services related to corporate, patent, trademark and other work in a sum of approximately \$800,000.00.

25. That PROSKAUER billed IVIEWIT for legal service never performed, double-billed by the use of multiple counsel on the same issue, and systematically overcharged for services provided.

26. That summaries of the billing statements provided by PROSKAUER to IVIEWIT are attached hereto and made a part hereof as Exhibit "B".

27. That based on the over-billing by PROSKAUER, IVIEWIT paid a sum in of approximately \$500,000.00 plus together with a 2.5% interest in IVIEWIT, which sums and interest in IVIEWIT was received and accepted by PROSKAUER.

28. That WHEELER, UTLEY, RUBENSTEIN, JOAO and PROSKAUER, conspired to deprive IVIEWIT of its rights to the technologies developed by Bernstein by:

a) Transferring patents using Foley & Lardner so as to name UTLEY as the sole holder of multiple patents in his individual name and capacity when in fact they were and arose from the technologies developed by Bernstein and others and held by IVIEWIT prior to UTLEY's employment with IVIEWIT, and;

b) Upon discovery of the "lapses" by JOAO, that WHEELER and PROSKAUER referred the patent matters to WILLIAM DICK, of Foley & Lardner, who was also a close personal friend of UTLEY and who had been involved in the diversion of patents to UTLEY at Diamond Turf Products; and,

c) Failing to list proper inventors of the technologies based on improper legal advise that foreign inventors could not be listed until their immigration status was adjusted, resulting in the failure of the patents to include their rightful and lawful inventors and the payment by IVIEWIT for unnecessary immigration work; and,

d) Failing to ensure that the patent applications for the technologies, contained all necessary and pertinent information relevant to the technologies and as required by law; and,

e) Failing to secure trademarks and copyrights and failing to complete trademark and copyright work for the use of proprietary names of IVIEWIT and source code for the Technologies of IVIEWIT as intellectual property, and;

f) Allowing the infringement of patent rights of IVEIWIT and the intellectual property of IVIEWIT by other clients of PROSKAUER and WHEELER, and;

g) Aiding JOAO in filing patents for IVIEWIT intellectual property by intentionally withholding pertinent information from such patents and not filing same timely, so as to allow JOAO to apply for similar patents in his own name, both while acting as counsel for IVIEWIT and subsequently.

29. As a direct and proximate result of the actions of the Counter Defendant, Counter Plaintiffs have been damaged in a sum estimated to be greater than \$10,000,000,000.00, based on projections by Gerald Stanley, CEO of Real 3-D (a consortium of Lockheed, Silicone Graphics and Intel) as to the value of the technologies and their applications to current and future uses together with the loss of funding from Crossbow Ventures as a result of such conduct.

30. All conditions precedent to the bringing of this action have occurred or have been waived or excused.

COUNT I- LEGAL MALPRACTICE

31. This is an action for legal malpractice within the jurisdiction of this court.

32. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

33. PROSKAUER employed by IVIEWIT for purposes of representing IVIEWIT to obtain multiple patents and oversee foreign filings for such technologies including the provisional filings for the technologies as described in Paragraph 11 above.

34. That pursuant to such employment, PROSKAUER owed a duty to ensure that the rights and interests of IVIEWIT were protected.

35. WHEELER, RUBENSTEIN, JOAO and PROSKAUER neglected that reasonable duty of care in the performance of legal services in that they:

a) Failed to take reasonable steps to ensure that the intellectual property of IVIEWIT was protected; and,

b) Failed to complete work regarding copyrights and trademarks; and,

c) Engaged in unnecessary and duplicate corporate and other work resulting in billing for unnecessary legal services believed to be in excess of \$400,000.00; and,

d) By redacting information from the billing statements regarding services provided so to as to give the appearance that the services provided by PROSKAUER were limited in nature, when in fact they involved various aspects of intellectual property protection; and,

e) By knowingly representing and agreeing to accept representation of

clients in conflict with the interests of IVIEWIT, without either consent or waiver by IVIEWIT.

36. That the negligent actions of PROSKAUER and its partners, WHEELER and RUBENSTEIN, resulted in and was the proximate cause of loss to IVIEWIT.

WHEREFORE, Counter Plaintiff demands judgement for damages against Defendant together with reasonable attorneys fees, court costs, interest and such other and further relief as this Court deems just and equitable.

COUNT II- CIVIL CONSPIRACY

37. This is an action for civil conspiracy within the jurisdiction of this court.

38. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

39. Defendant, PROSKAUER and UTLEY, WHEELER, RUBENSTEIN and JOAO, jointly conspired to deprive the Counter Plaintiffs of their rights and interest in the Technology.

40. That UTLEY, WHEELER, RUBENSTEIN, JOAO and PROSKAUER with such intent, directed that certain patent rights be put in the name of UTLEY and/or that such patent rights were modified or negligently pursued so as to fail to provide protection of the intellectual property, resulting in the ability of other clients of WHEELER, RUBENSTEIN, JOAO and PROSKAUER to make use of such

technologies without being liable to IVIEWIT for royalties normally arising from such use.

41. That PROSKAUER, without either consent of the Board of Directors or proper documentation, transferred securities to Tiedemann/Prolow Investment Group, which entity was also referred to by WHEELER, who acted as counsel for such unauthorized transaction.

42. That upon the discovery of the above-described events and conspiracy, IVIEWIT's lead investor, Crossbow Ventures, ceased its funding of IVIEWIT.

43. That Crossbow Ventures, which was a referral of WHEELER, took a security interest in the Technology under the guise of protecting IVIEWIT and its shareholders from the actions of UTLEY, based on the filing of an involuntary bankruptcy (which was later withdrawn), and as to WHEELER and PROSKAUER based on the instant law suit, when in fact such conduct was motivated by Crossbow's attempts to wrongfully detain the interests of IVIEWIT in the Technology. Such conduct, upon information and belief, was undertaken with the knowledge and assistance of WHEELER and PROSKAUER.

44. As a direct and proximate result of the conspiracy and acts of PROSKAUER, UTLEY, WHEELER, JOAO and RUBENSTEIN, the Counter Plaintiffs have been damaged.

WHEREFORE, Counter Plaintiffs demand judgement for damages against Defendant together with court costs, interest and such other and further relief as this Court deems just and equitable.

COUNT III- BREACH OF CONTRACT

45. This is an action for breach of contract within the jurisdiction of this Court.

46. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

47. Defendant, PROSKAUER, breached the contract with Counter Plaintiff, IVIEWIT LLC by failing to provide services billed for pursuant to the billing statements presented to the Counter Plaintiffs and over-billing for services provided.

48. That such actions on the part of PROSKAUER constitute beaches of the contract by and between IVIEWIT LLC and PROSKAUER.

49. That as a direct and proximate result of such conduct on the part of PROSKAUER, IVIEWIT LLC has been damaged by overpayment to PROSKAUER and the failure of PROSKAUER to perform the contracted for legal services.

WHEREFORE, IVIEWIT demands judgement for damages against Counter Defendant together with court costs, interest and such other and further relief as this Court deems just and equitable.

**COUNT IV- TORTIOUS INTERFERENCE WITH AN ADVANTAGEOUS
BUSINESS RELATIONSHIP**

50. This is an action for tortious interference with an advantageous business relationship within the jurisdiction of this Court.

51. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

52. Counter Plaintiff was engaged in negotiations of technology agreements with both Warner Bros. and AOL/Time Warner as to the possible use of the Technologies of the Counter Plaintiffs and investment in Counter Plaintiffs as a strategic partner.

53. That despite the prior representations of RUBENSTEIN, at a meeting held on or about November 1, 2000, by and between UTLEY, RUBENSTEIN and representatives of Warner Bros. as to the Technology of IVIEWIT and the efficacy, novelty and unique methodology of the Technology, RUBENSTEIN refused to subsequently make the same statements to representatives of AOL and Warner Bros., taking the position that since Warner Bros./AOL is “now a big client of Proskauer, I can’t comment on the technologies of Iviewit.” or words to that effect in response to inquiry from Warner Brother/AOL’s counsel as to the status and condition of the pending patents on the intellectual property.

54. That RUBENSTEIN, having served as an advisor to the Board of Directors for IVIEWIT, was aware of the fact that at the time of the making of the statements set forth in Paragraph 50, above, IVIEWIT was in the midst of negotiations with AOL/Warner Bros. as to the possible funding of the operations of IVIEWIT in and sum of between \$10,000,000.00 and \$20,000,000.00.

55. Further, RUBENSTEIN as a partner of PROSKAUER, and despite his clear prior actions in representing the interests of IVIEWIT, refused to answer questions as to the enforcement of the Technology of IVIEWIT, with the intent and knowledge that such refusal would lead to the cessation of the business relationship by and between IVIEWIT and Warner Bros./AOL and other clients familiar with the Warner Bros./AOL technology group then in negotiations with IVIEWIT, including, but not limited to Sony Corporation, Paramount, MGM and Fox.

56. That the actions of RUBENSTEIN were and constituted an intentional and unjustified interference with the relationship by and between IVIEWIT and Warner Bros./AOL designed to harm such relationship and further motivated by the attempts to “cover-up” the conflict of interest in PROSKAUER’s representation of both IVIEWIT and Warner Bros./AOL.

57. That indeed, as a direct and proximate result of the conduct of RUBENSTEIN, Warner Bros./AOL ceased business relations with IVIEWIT to the

damage and detriment of Counter Plaintiffs.

WHEREFORE, Counter Plaintiffs demand judgement for damages against Counter Defendant together with court costs, interest and such other and further relief as this Court deems just and equitable.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 19th day of January, 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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

PROSKAUER ROSE LLP

255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere In Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702

September 8, 1999

Mr. Brian G. Utley
iviewit LLC
c/o Goldstein Lewin
1900 Corporate Boulevard, Suite 300-E
Boca Raton, FL 33431

Re: Engagement Agreement for iviewit LLC

Dear Brian:

Thank you for the opportunity to represent iviewit LLC in connection with general corporate advice (the "Work") and such other matters as we may undertake on your behalf from time to time. As is our Firm's custom, we are writing to confirm our agreement regarding such representation.

Our fees for services performed will be billed at our regular hourly rates. Currently, these rates range from \$135.00 to \$385.00 per hour for all legal services performed by the Firm's attorneys in our Boca Raton office. The hourly rate charged by any particular attorney within the range mentioned depends on such factors as that lawyer's experience, familiarity with the subject matter being worked upon, and such other factors as have been determined by the Firm in establishing the normal hourly rates for its attorneys. Time spent by any legal assistant is currently charged at \$90.00 per hour.

In addition to the fees described above, you agree to reimburse and pay us for all disbursements made by us, and our customary charges for in-house services in connection with the legal services performed under this agreement, including document reproduction and facsimile charges, computerized legal research, overtime (if required), travel expenses, court filing fees, postage, messenger and overnight courier fees, long-distance telephone charges, document preparation charges, word processing, taxes and miscellaneous expenses.

We anticipate billing you on a monthly basis, with payment of all monies due within 30 days of receipt. We will send you periodic statements setting forth the amount of the fees, disbursements and charges to which we are entitled and the basis for their calculation. Although, as noted above, we will ordinarily bill you monthly for fees, disbursements and charges of the preceding

PROSKAUER ROSE LLP

Mr. Brian G. Utley
September 8, 1999
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month, we may occasionally defer billing for a given month (or months) if the accrued fees and costs do not warrant current billing or if other circumstances would make it more convenient to defer billing.

We are waiving a retainer at this time, but we reserve the right to ask for one at any time.

You have the right to discharge us as your counsel in connection with the Work at any time, but such discharge shall not affect our right to be paid all our previously incurred but unpaid fees, and all our previously incurred but unpaid charges and disbursements, in accordance with this letter agreement.

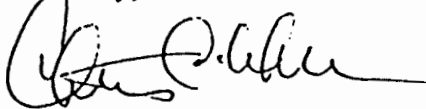
We may from time to time, either at your request or at our own initiative, provide you with an estimate of fees or costs that we reasonably anticipate will be incurred in connection with the Work. It is understood that such estimates, which are predicated on a variety of assumptions, are subject to unforeseen circumstances and are by their nature inexact.

If you agree that the foregoing meets with your approval, please sign and return to me the enclosed copy of this letter as soon as possible.

We very much appreciate the opportunity to represent you in this matter.

Best regards.

Cordially,




Christopher C. Wheeler

PROSKAUER ROSE LLP

Mr. Brian G. Utley
September 8, 1999
Page 3

I hereby accept the legal representation by Proskauer Rose LLP
on the terms and conditions set forth above.

iviewit LLC

By: 

Brian G. Utley, President

Dated: 10/8/99

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

343838
January 31, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

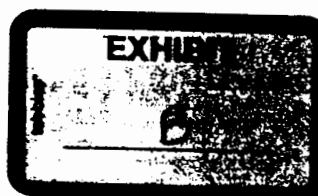
CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$82,235.00
DISBURSEMENTS AND CHARGES:	\$3,080.54
TOTAL DUE:	\$85,315.54

TOTAL OF CURRENT INVOICE:

\$85,315.54



IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

343840
January 31, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: HUIZENGA LOAN
FILE #: 40017.0025

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,273.75
DISBURSEMENTS AND CHARGES:	\$26.25
	<hr/>
TOTAL DUE:	\$1,300.00

TOTAL OF CURRENT INVOICE: \$1,300.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

346259
February 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JANUARY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$72,712.50
DISBURSEMENTS AND CHARGES:	\$3,636.90
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TOTAL DUE:	\$76,349.40

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
08/24/99	327337	\$98,878.10	(\$58,347.55)	\$40,530.55
09/25/99	330767	\$44,206.08	\$.00	\$44,206.08
10/12/99	333536	\$42,038.20	\$.00	\$42,038.20
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349188
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,195.00
DISBURSEMENTS AND CHARGES: \$ 60.21
TOTAL: \$1,255.21

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
06/30/99	826370	\$11,250.00	\$.00	\$11,250.00
06/30/99	826371	\$2,700.00	\$.00	\$ 2,700.00
06/30/99	826372	\$2,644.90	\$.00	\$ 2,644.90
10/20/99	334208	\$223.25	\$.00	\$ 223.25
10/20/99	829813	\$900.00	\$.00	\$ 900.00
10/20/99	829814	\$2,625.00	\$.00	\$ 2,625.00
12/16/99	339495	\$96.60	\$.00	\$ 96.60
TOTAL OF PRIOR OUTSTANDING INVOICES				\$20,439.75
TOTAL OF CURRENT INVOICE				<u>\$ 1,255.21</u>
TOTAL AMOUNT DUE				<u>\$21,694.96</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349189
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/9/US
FILE #: 40017.0003

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$37.50
DISBURSEMENTS AND CHARGES:	<u>\$14.30</u>
TOTAL DUE:	<u>\$51.80</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349190
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0008

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$27.50
DISBURSEMENTS AND CHARGES:	<u>\$1.61</u>
TOTAL DUE:	<u>\$29.11</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349191
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1640454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$4,032

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
12/20/99	339661	\$611.94	\$.00	\$ 611.94
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	\$ 881.64
TOTAL OF PRIOR OUTSTANDING INVOICES				\$2,493.58
TOTAL OF CURRENT INVOICE				<u>\$4,032.00</u>
TOTAL AMOUNT DUE				<u>\$6,525.58</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349378
March 16, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$81,993.75
DISBURSEMENTS AND CHARGES:	\$4,377.31
	<hr/>
TOTAL DUE:	\$86,371.06

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$20,120.62)	\$21,917.58
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349859
March 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$118.90

TOTAL DUE: \$118.90

TOTAL OF CURRENT INVOICE: \$118.90

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349888
March 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/38/US
FILE #: 40017.0004

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$14.43

TOTAL DUE: \$14.43

TOTAL OF CURRENT INVOICE: \$14.43

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352748
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$87.50
DISBURSEMENTS AND CHARGES: \$10.02
TOTAL DUE: \$97.52

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/20/99	334208	\$223.25	\$.00	\$223.25
10/20/99	829813	\$900.00	\$.00	\$900.00
10/20/99	829814	\$2,625.00	\$.00	\$2,625.00
12/16/99	339495	\$96.60	\$.00	\$96.60
03/15/00	349188	\$1,255.21	\$.00	\$1,255.21
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$5,100.06
TOTAL OF CURRENT INVOICE:				<u>\$ 97.52</u>
BALANCE DUE:				<u>\$5,197.58</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352749
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/9/US
FILE #: 40017.0003

FOR DISBURSEMENTS AND CHARGES INCURRED FOR THE PERIOD
ENDED MARCH 31, 2000 AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$58.53

TOTAL DUE: \$58.53

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
03/15/00	349189	\$51.80	\$.00	\$51.80
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$51.80
TOTAL OF CURRENT INVOICE:				<u>\$58.53</u>
BALANCE DUE:				<u>\$110.33</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352750
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/42/US
FILE #: 40017.0005

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$588.75
DISBURSEMENTS AND CHARGES:	<u>\$ 0.40</u>
TOTAL DUE:	<u>\$589.15</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352751
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/38/US
FILE #: 40017.0007

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$76.25

TOTAL DUE: \$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352752
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/38/US
FILE #: 40017.0010

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$76.25

TOTAL DUE: \$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352753
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,842.50
DISBURSEMENTS AND CHARGES: \$ 396.00
TOTAL DUE: \$2,238.50

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/20/99	339661	\$611.94	\$.00	\$611.94
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	\$881.64
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00

TOTAL OF PRIOR OUTSTANDING INVOICES: \$6,525.58
TOTAL OF CURRENT INVOICE: \$2,238.50
BALANCE DUE: \$8,764.08

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

354153
April 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$10,442.50
DISBURSEMENTS AND CHARGES:	\$430.08
TOTAL DUE:	\$10,872.58

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$28,525.72)	\$13,512.48
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

356497
May 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED APRIL 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$14,476.25
DISBURSEMENTS AND CHARGES:	\$347.03
TOTAL DUE:	\$14,823.28

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$28,525.72)	\$13,512.48
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

356503
May 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED APRIL 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$125.00
DISBURSEMENTS AND CHARGES:	\$23.22
TOTAL DUE:	\$148.22

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/21/00	349859	\$118.90	\$.00	\$118.90

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

360344
June 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MAY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$14,324.50
DISBURSEMENTS AND CHARGES:	\$551.21
TOTAL DUE:	\$14,875.71

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$6,959.48)	\$43,194.62
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363830
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PRELIMINARY TRADEMARK SEARCH AND ANALYSIS FOR
A SITE FOR SORE EYES

TOTAL FEES:	\$400.00
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TOTAL DUE:	\$400.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION:
MR. ELIOT I. BERNSTEIN

363831
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0027

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR THE PREPARATION AND FILING OF NEW TRADEMARK
APPLICATION FOR IVIEWIT.COM

TOTAL FEES:	\$975.00
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TOTAL DUE:	\$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363832
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: A SITE FOR SORE EYES/38/US
FILE #: 40017.0030

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING OF NEW TRADEMARK APPLICATION FOR
A SITE FOR SORE EYES IN CLASS 38

TOTAL FEES:	\$975.00
	<hr/>
TOTAL DUE:	\$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363833
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: A SITE FOR SORE EYES/42/US
FILE #: 40017.0031

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR
A SITE FOR SORE EYES CLASS 42

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

TOTAL DUE:

\$975.00

TOTAL FEES:

\$975.00

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000 FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR IVIEWIT IN CLASS 42

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363834
July 21, 2000

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363835
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR
IVIEWIT LOGO IN CLASS 42

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363836
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$2,866.25
DISBURSEMENTS AND CHARGES:	\$51.01
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TOTAL DUE:	\$2,917.26

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363837
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,657.00
DISBURSEMENTS AND CHARGES:	\$10.02
	<hr/>
TOTAL DUE:	\$1,667.02

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363840
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0008

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,385.00
DISBURSEMENTS AND CHARGES:	\$17.03
	<hr/>
TOTAL DUE:	\$1,402.03

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363841
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/38/US
FILE #: 40017.0007

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$110.00
DISBURSEMENTS AND CHARGES:	\$.81
	<hr/>
TOTAL DUE:	\$110.81

technologies without being liable to IVIEWIT for royalties normally arising from such use.

41. That PROSKAUER, without either consent of the Board of Directors or proper documentation, transferred securities to Tiedemann/Prolow Investment Group, which entity was also referred to by WHEELER, who acted as counsel for such unauthorized transaction.

42. That upon the discovery of the above-described events and conspiracy, IVIEWIT's lead investor, Crossbow Ventures, ceased its funding of IVIEWIT.

43. That Crossbow Ventures, which was a referral of WHEELER, took a security interest in the Technology under the guise of protecting IVIEWIT and its shareholders from the actions of UTLEY, based on the filing of an involuntary bankruptcy (which was later withdrawn), and as to WHEELER and PROSKAUER based on the instant law suit, when in fact such conduct was motivated by Crossbow's attempts to wrongfully detain the interests of IVIEWIT in the Technology. Such conduct, upon information and belief, was undertaken with the knowledge and assistance of WHEELER and PROSKAUER.

44. As a direct and proximate result of the conspiracy and acts of PROSKAUER, UTLEY, WHEELER, JOAO and RUBENSTEIN, the Counter Plaintiffs have been damaged.

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363844
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/38/US
FILE #: 40017.0033

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION
FOR IVIEWIT LOGO IN CLASS 38

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363970
July 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,902.00
DISBURSEMENTS AND CHARGES:	\$15.40
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TOTAL DUE:	\$1,917.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

368322
August 22, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 2000
PREPARATION AND FILING RECORDS OF CHANGE OF NAME
FOR 8 TRADEMARK APPLICATIONS

TOTAL FEES: \$650.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

368777
August 24, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$11,787.50
DISBURSEMENTS AND CHARGES:	\$398.52
TOTAL DUE:	\$12,186.02

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$25,506.68)	\$24,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371505
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$165.00

TOTAL DUE: \$165.00

TOTAL OF CURRENT INVOICE: \$165.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371752
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$6,458.00
DISBURSEMENTS AND CHARGES:	\$263.47
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TOTAL DUE:	\$6,721.47

APR 16 2001
13:01:47

* OPEN INVOICES *

CLIENT: 40017 IVIEWIT.COM, INC.

TYPE	NUMBER	DATE	FEES	COSTS	OTHER	TOTAL
PAYBR	1961	03/28/01	-6926.55	-73.45	.00	-7000.00
	SUBTOTAL		303.45	.00	.00	303.45
BILL	395537	03/12/01	630.00	2.76	.00	632.76
BILL	399271	04/06/01	137.00	10.66	.00	147.66
BILL	399272	04/06/01	137.00	.46	.00	137.46
BILL	399273	04/06/01	120.00	203.91	.00	323.91
BILL	399274	04/06/01	4882.00	68.64	.00	4950.64
BILL	399275	04/06/01	472.12	27.88	.00	500.00
BILL	400158	04/11/01	18695.00	186.61	.00	18881.61
	GRAND TOTAL		357106.63	12354.34	.00	369460.97

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371753
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$470.00
DISBURSEMENTS AND CHARGES:	\$36.80
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TOTAL DUE:	\$506.80

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

376560
October 13, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED SEPTEMBER 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,807.50
DISBURSEMENTS AND CHARGES: \$27.09

TOTAL DUE: \$7,834.59

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$314,079.88
TOTAL OF CURRENT INVOICE:				\$7,834.59
BALANCE DUE:				\$321,914.47

PROSKAUER ROSE LLP

2000

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380021
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$825.00

TOTAL DUE: \$825.00

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	\$881.64
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$11,234.40
TOTAL OF CURRENT INVOICE:				\$825.00
BALANCE DUE:				\$12,059.40

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IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380022
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0027

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$90.00
DISBURSEMENTS AND CHARGES:	\$12.91
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TOTAL DUE:	\$102.91

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363831	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$102.91
BALANCE DUE:				\$1,077.91

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IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380023
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$82.00
DISBURSEMENTS AND CHARGES: \$.92

TOTAL DUE: \$82.92

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363835	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$82.92
BALANCE DUE:				\$1,057.92 =====

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380024
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK GENERAL FILE
FILE #: 40017.0035

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$82.00
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TOTAL DUE:	\$82.00

TOTAL OF CURRENT INVOICE: \$82.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380025
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$90.00
DISBURSEMENTS AND CHARGES:	\$7.76
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TOTAL DUE:	\$97.76

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363834	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$97.76
BALANCE DUE:				\$1,072.76

=====

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

381460
November 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$7,466.25
DISBURSEMENTS AND CHARGES:	\$80.95
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TOTAL DUE:	\$7,547.20

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

382111
December 6, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$10,138.75
DISBURSEMENTS AND CHARGES: \$24.00
TOTAL DUE: \$10,162.75

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

387122
January 18, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$18,332.50
LESS ADJUSTMENT	<u>-1,332.50</u>
	\$17,000.00
DISBURSEMENTS AND CHARGES:	\$544.77
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TOTAL DUE:	\$17,544.77

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

391231
February 9, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JANUARY 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$18,053.75
DISBURSEMENTS AND CHARGES: \$861.52
TOTAL DUE: \$18,915.27

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77

IVIEWIT.COM, INC.
 2255 GLADES ROAD
 SUITE 337 WEST
 BOCA RATON, FL 33431-7360
 ATTENTION: MR. ELIOT I. BERNSTEIN

394765
 March 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
 Suite 340 West
 Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
 MATTER NAME: GENERAL CORPORATE ADVICE
 FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
 CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 28, 2001
 AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,230.00
 DISBURSEMENTS AND CHARGES: \$73.45

 TOTAL DUE: \$7,303.45

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77
02/09/01	391231	\$18,915.27	\$.00	\$18,915.27

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

395537
March 12, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 28, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$630.00
DISBURSEMENTS AND CHARGES: \$2.76

TOTAL DUE: \$632.76

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
11/17/00	380021	\$825.00	\$.00	\$825.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$10,177.76
TOTAL OF CURRENT INVOICE:				\$632.76
BALANCE DUE:				\$10,810.52 =====

1875
PROSKAUER ROSE LLP
2000

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399271
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$137.00
DISBURSEMENTS AND CHARGES:	\$10.66
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TOTAL DUE:	\$147.66

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363835	\$975.00	\$.00	\$975.00
11/17/00	380023	\$82.92	\$.00	\$82.92

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399272
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/38/US
FILE #: 40017.0033

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$137.00
DISBURSEMENTS AND CHARGES:	\$.46
	<hr/>
TOTAL DUE:	\$137.46

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363844	\$975.00	\$.00	\$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399273
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$120.00
DISBURSEMENTS AND CHARGES:	\$203.91
TOTAL DUE:	\$323.91

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363834	\$975.00	\$.00	\$975.00
11/17/00	380025	\$97.76	\$.00	\$97.76

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399274
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$4,882.00
DISBURSEMENTS AND CHARGES:	\$68.64
	<hr/>
TOTAL DUE:	\$4,950.64

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
11/17/00	380021	\$825.00	\$.00	\$825.00
03/12/01	395537	\$632.76	\$.00	\$632.76

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399275
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/38/US
FILE #: 40017.0010

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
FIXED FEE FOR PREPARATION AND FILING OF EXTENSION REQUEST

TOTAL FEES: \$500.00

TOTAL DUE: \$500.00

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
04/18/00	352752	\$76.25	\$.00	\$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. BRIAN G. UTLEY

400158
April 11, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$18,695.00
DISBURSEMENTS AND CHARGES: \$186.61

TOTAL DUE: \$18,881.61

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77
02/09/01	391231	\$18,915.27	\$.00	\$18,915.27
03/06/01	394765	\$7,303.45	(\$7,000.00)	\$303.45

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702
cwheeler@proskauer.com

April 16, 2001

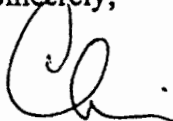
Mr. Brian G. Utley
iviewit.com, Inc.
2255 Glades Road, #337-W
Boca Raton, FL 33431

Re: Past-Due Invoices

Dear Brian:

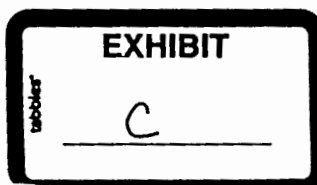
As a follow-up to my letter of April 16, 2001, enclosed please find a list of outstanding invoices due and owing.

Sincerely,



Christopher C. Wheeler

cc: Albert W. Gortz



Apr 16 2001
13:01:47

* OPEN INVOICES *

CLIENT: 40017

IVIEWIT.COM, INC.

TYPE	NUMBER	DATE	FEE	COSTS	OTHER	TOTAL
BILL	343838	01/31/00	82235.00	3080.54	.00	85315.54
PAYBR	1777	01/05/01	-15390.40	-3080.54	.00	-18470.94
PAYBR	1832	01/30/01	-25000.00	.00	.00	-25000.00
	SUBTOTAL		41844.60	.00	.00	41844.60
BILL	343840	01/31/00	1273.75	26.25	.00	1300.00
BILL	346259	02/17/00	72712.50	3636.90	.00	76349.40
BILL	349188	03/15/00	1195.00	60.21	.00	1255.21
BILL	349189	03/15/00	37.50	14.30	.00	51.80
BILL	349190	03/15/00	27.50	1.61	.00	29.11
BILL	349191	03/15/00	4032.00	.00	.00	4032.00
BILL	349378	03/16/00	81993.75	4377.31	.00	86371.06
BILL	349859	03/21/00	.00	118.90	.00	118.90
BILL	349888	03/21/00	.00	14.43	.00	14.43
BILL	352748	04/18/00	87.50	10.02	.00	97.52
BILL	352749	04/18/00	.00	58.53	.00	58.53
BILL	352750	04/18/00	588.75	.40	.00	589.15
BILL	352751	04/18/00	76.25	.00	.00	76.25
BILL	352752	04/18/00	76.25	.00	.00	76.25
BILL	352753	04/18/00	1842.50	396.00	.00	2238.50
BILL	354153	04/30/00	10442.50	430.08	.00	10872.58
BILL	356497	05/30/00	14476.25	347.03	.00	14823.28
BILL	356503	05/30/00	125.00	23.22	.00	148.22
BILL	360344	06/30/00	14324.50	551.21	.00	14875.71
BILL	363830	07/21/00	400.00	.00	.00	400.00
BILL	363831	07/21/00	975.00	.00	.00	975.00
BILL	363832	07/21/00	975.00	.00	.00	975.00
BILL	363833	07/21/00	974.19	.81	.00	975.00

Apr 16 2001
13:01:47

* OPEN INVOICES *

VIEWIT.COM, INC.

CLIENT: 40017

TYPE	NUMBER	DAYS	FRES	COSTS	OTHER	TOTAL
BILL	363834	07/21/00	975.00	.00	.00	975.00
BILL	363835	07/21/00	975.00	.00	.00	975.00
BILL	363836	07/21/00	2866.25	51.01	.00	2917.26
BILL	363837	07/21/00	1657.00	10.02	.00	1667.02
BILL	363840	07/21/00	1385.00	17.03	.00	1402.03
BILL	363841	07/21/00	110.00	.81	.00	110.81
BILL	363844	07/21/00	975.00	.00	.00	975.00
BILL	363970	07/30/00	1902.00	15.40	.00	1917.40
BILL	368322	08/22/00	648.00	2.00	.00	650.00
BILL	368777	08/24/00	11787.50	398.52	.00	12186.02
BILL	371505	09/20/00	165.00	.00	.00	165.00
BILL	371752	09/20/00	6458.00	263.47	.00	6721.47
BILL	371753	09/20/00	470.00	36.80	.00	506.80
BILL	376560	10/13/00	7807.50	27.09	.00	7834.59
BILL	380021	11/17/00	825.00	.00	.00	825.00
BILL	380022	11/17/00	90.00	12.91	.00	102.91
BILL	380023	11/17/00	82.00	.92	.00	82.92
BILL	380024	11/17/00	82.00	.00	.00	82.00
BILL	380025	11/17/00	90.00	7.76	.00	97.76
BILL	381460	11/30/00	7466.25	80.95	.00	7547.20
BILL	382111	12/06/00	10138.75	24.00	.00	10162.75
PAYBR	1777	01/05/01	-4616.00	-24.00	.00	-4640.00
*****SUBTOTAL*****			5522.75	.00	.00	5522.75
BILL	387122	01/18/01	17000.00	544.77	.00	17544.77
PAYBR	1832	01/30/01	-4143.23	-544.77	.00	-4688.00
*****SUBTOTAL*****			12856.77	.00	.00	12856.77
BILL	391231	02/09/01	18053.75	861.52	.00	18915.27
BILL	394765	03/06/01	7230.00	73.45	.00	7303.45

APR 16 2001
13:01:47

* OPEN INVOICES *

CLIENT: 40017 IVIEWIT.COM, INC.

TYPE	NUMBER	DATE	FEE	COSTS	OTHER	TOTAL
PAYBR	1961	03/28/01	-6926.55	-73.45	.00	-7000.00
	SUBTOTAL		303.45	.00	.00	303.45
BILL	395537	03/12/01	630.00	2.76	.00	632.76
BILL	399271	04/06/01	137.00	10.66	.00	147.66
BILL	399272	04/06/01	137.00	.46	.00	137.46
BILL	399273	04/06/01	120.00	203.91	.00	323.91
BILL	399274	04/06/01	4882.00	68.64	.00	4950.64
BILL	399275	04/06/01	472.12	27.88	.00	500.00
BILL	400158	04/11/01	18695.00	186.61	.00	18881.61
	GRAND TOTAL		357106.63	12354.34	.00	369460.97

✓
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,

v.

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

Defendants.
/

**DEFENDANTS MOTION FOR LEAVE TO AMEND TO ASSERT
COUNTERCLAIM FOR DAMAGES**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS,
INC. and IVIEWIT TECHNOLOGIES, INC., by and through their undersigned
counsel, hereby move this Court for Leave to Amend their Answer so as to assert a
counterclaim in this matter pursuant to Rule 1.170(f) of the Florida Rules of Civil
Procedure and as grounds therefore would state as follows:

1. That the Defendants move to amend their answer in this matter so as to
include a counterclaim in this matter, which by its nature appears to be a compulsory
counterclaim to the extent that the issues arise out of the same nexus of events, as

1/28/03

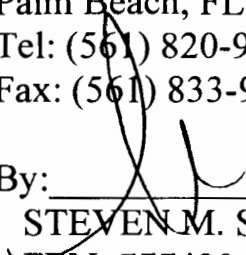
justice requires that the counterclaim be tried at the same time as the complaint and answer so that all pending issues between the parties may be adjudicated in this action.

2. Defendants have attached hereto a copy of the proposed counterclaim.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order permitting the Defendants to amend their answer in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 20th day of January, 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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,

v.

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.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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, February 4, 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

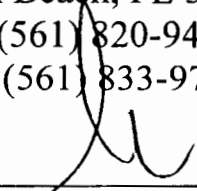
Matter: Defendants' Motion for Leave to Amend Answer

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission to the above-listed addressee(s) this

1/28/03

20th day of January, 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

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (561) 241-7145

Individual & Firm: CHRISTOPHER W. PRUSASKI, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 1/28/03 3:45 PM File # _____

Total number of Pages (INCLUDING this cover sheet) 23

RE: IVIEWIT.COM

Document(s) Attached: MOTION FOR LEAVE TO AMEND/NOTICE OF HEARING

Comments: NONE

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

HP Fax K1220

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561 833 9715
Jan 28 2003 3:53pm

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Jan 28	3:45pm	Fax Sent	2417145	7:24	22	OK

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Jan 28 2003 4:08pm

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Jan 28	4:04pm	Fax Sent	3645502	1:16	2	Error 346*

* A communication error occurred during the fax transmission.
If you're sending, try again and/or call to make sure the recipient's
fax machine is ready to receive faxes. If you're receiving, contact
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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

FAX TRANSMITTAL COVER SHEET
FAX Number: (561) 364-5502

Individual & Firm: ELIOT BERNSTEIN.

From: STEVEN M. SELZ, ESQ.

Date & Time: 1/28/02 10:30 A.M. File # _____

Total number of Pages (INCLUDING this cover sheet) 22

RE: IVIEWIT.COM

Document(s) Attached: REVISED COUNTERCLAIM-NOTICE OF HEARING AND MOTION

Comments: AS DISCUSSED- THIS IS THE FINAL FORM AS REVIEWED WITH YOUR CHANGES

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

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561 833 9715
Jan 28 2003 4:21pm

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<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Jan 28	4:17pm	Fax Sent	3645502	0:49	1	Error 346*

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561 833 9715
Jan 28 2003 3:55pm

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Jan 28	3:55pm	Fax Sent	17738800222	0:41	3	OK

hP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Jan 28 2003 3:44pm

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Jan 28	3:40pm	Fax Sent	17738800222	4:27	23	OK

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Jan 28 2003 4:00pm

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Jan 28	3:59pm	Fax Sent	17738800222	1:20	7	OK

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,

v.

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

Defendants.

COPY / ORIGINAL
RECEIVED FOR FILING

JAN 28 2003

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

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

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, February 4, 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: Defendants' Motion for Leave to Amend Answer

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission to the above-listed addressee(s) this

1/28/03

20th day of January, 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,

v.

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

Defendants.

COPY / ORIGINAL
RECEIVED FOR FILING

JAN 28 2003

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

_____/

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

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, February 4, 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

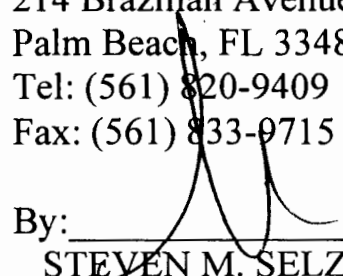
Matter: Defendants' Motion for Leave to Amend Answer

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission to the above-listed addressee(s) this

1/28/03

20th day of January, 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) 833-0715

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,

v.

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

Defendants.

**DEFENDANTS MOTION FOR LEAVE TO AMEND TO ASSERT
COUNTERCLAIM FOR DAMAGES**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS,
INC. and IVIEWIT TECHNOLOGIES, INC., by and through their undersigned
counsel, hereby move this Court for Leave to Amend their Answer so as to assert a
counterclaim in this matter pursuant to Rule 1.170(f) of the Florida Rules of Civil
Procedure and as grounds therefore would state as follows:

1. That the Defendants move to amend their answer in this matter so as to
include a counterclaim in this matter, which by its nature appears to be a compulsory
counterclaim to the extent that the issues arise out of the same nexus of events, as

11/28/03

justice requires that the counterclaim be tried at the same time as the complaint and answer so that all pending issues between the parties may be adjudicated in this action.

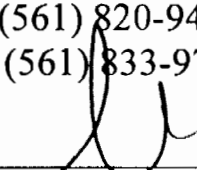
2. That as a result of fact that additional evidence in support of the Defendants' counterclaims is found in the Plaintiff's own files and records, the Plaintiff will not be prejudiced by the amendment of the Defendants' answer in this matter, nor will this matter be delayed as to the trial of same.

3. Defendants have attached hereto a copy of the proposed counterclaim.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order permitting the Defendants to amend their answer in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 20th day of January, 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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, LLP, a New York
limited partnership,

Plaintiff,

vs.

CASE NO.: CA 01-04671 AB

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

Defendants,

COUNTERCLAIM FOR DAMAGES

COME NOW the Counter Plaintiffs, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., IVIEWIT TECHNOLOGIES, INC. and IVIEWIT LLC, hereinafter collectively referred to as "IVIEWIT" or Counter Plaintiffs, and hereby sues Counter Defendant, PROSKAUER ROSE, LLP, hereinafter "PROSKAUER", a New York limited partnership, and alleges as follows:

GENERAL ALLEGATIONS COMMON TO ALL COUNTS

1. This is an action for damages in a sum greater than \$15,000.00, exclusive

of interest, taxable costs and attorneys fees.

2. Counter Plaintiff, IVIEWIT.COM, INC., is a Delaware corporation, formed by PROSKAUER, which at all times relevant hereto was authorized to conduct and conducted business in Palm Beach County Florida and the State of California.

3. Counter Plaintiff, IVIEWIT HOLDINGS, INC., is a Delaware corporation, formed by PROSKAUER, which at all times relevant hereto was authorized to conduct and conducted business in Palm Beach County Florida and California.

4. Counter Plaintiff, IVIEWIT TECHNOLOGIES, INC., is a Delaware corporation, formed by PROSKAUER, which at all times relevant hereto was authorized to conduct and conducted business in Palm Beach County Florida and the State of California.

5. IVIEWIT LLC, is a Florida limited liability company, formed by PROSKAUER, which, at all times relevant hereto, was authorized to conduct and conducted business in the Palm Beach County Florida and the State of California.

6. Counter Defendant PROSKAUER ROSE, LLP, (hereinafter "PROSKAUER") is a New York limited partnership, operating a law office in Boca Raton, Palm Beach County, Florida.

Boca Raton, Palm Beach County, Florida.

7. BRIAN G. UTLEY, (hereinafter “UTLEY”) was at all times relevant hereto a sui juris resident of the State of Florida and who on or about September of 1999 was the president of Counter Plaintiff, IVIEWIT LLC.

8. CHRISTOPHER WHEELER, (hereinafter “WHEELER”) is a sui juris individual and resident of Palm Beach County, Florida, who at all times relevant hereto was a partner of PROSKAUER and who provided legal services to the Counter Plaintiffs.

9. KENNETH RUBENSTEIN, (hereinafter “RUBENSTEIN”) is a sui juris individual believed to be a resident of the State of New York and who various times relevant hereto was initially misrepresented by WHEELER as a partner of PROSKAUER and later became a partner of PROSKAUER, and who provided legal services to the Counter Plaintiffs both while at Meltzer, Lippie, et al., and PROSKAUER.

10. RAYMOND JOAO, (hereinafter “JOAO”) is a sui juris individual believed to be a resident of the State of New York and who at all times relevant hereto was represented to be RUBENSTEIN’s associate at PROSKAUER, when in fact JOAO has never been an employee of PROSKAUER but in fact was an employee of Meltzer, Lippie, et al.

11. That beginning on or about November of 1998, the Counter Plaintiff, IVIEWIT, through it's agent and principal, Eliot I. Bernstein ("Bernstein"), held discussions with WHEELER with regard to PROSKAUER providing legal services to the company involving specific technologies developed by Bernstein and two others, which technologies allowed for:

i) Zooming of digital images and video without degradation to the quality of the digital image due to what is commonly refereed to as "pixilation";

and,

ii) The delivery of digital video using proprietary scaling techniques;

and,

iii) A combination of the image zoom techniques and video scaling techniques described above; and,

iv) The remote control of video cameras through communications networks.

12. That Bernstein engaged the services of PROSKAUER to provide legal services to the company to be formed, including corporate formation and governance for a single entity and to obtain multiple patents and oversee US and foreign filings for such technologies including the provisional filings for the technologies as described in Paragraph 11 above, the "Technology", and such

other activities as were necessary to protect the intellectual property represented by the Technology.

13. That at the time of the engagement of PROSKAUER, Bernstein was advised and otherwise led to believe that WHEELER was the PROSKAUER partner in charge of the account.

14. Upon information and belief, WHEELER, RUBENSTEIN and JOAO upon viewing the technologies developed by Bernstein, and held by IVIEWIT, realized the significance of the technologies, its various applications to communication networks for distributing video data and images and for existing digital processes, including, but not limited to digital cameras, digital video disks (DVD), digital imaging technologies for medical purposes and digital video, and that WHEELER, RUBENSTEIN and JOAO conspired to undertake and in fact undertook a deliberate course of conduct to deprive Bernstein and IVIEWIT of the beneficial use of such technologies for either the use of third parties, who were other clients of PROSKAUER and WHEELER, or for WHEELER, RUBENSTEIN and JOAO's own financial gain, to the detriment and damage of the Counter Plaintiffs.

15. That WHEELER, who was a close personal friend of UTLEY, recommended to Bernstein and other members of the board of directors of

IVIEWIT that the IVIEWIT engage the services of UTLEY to act as President of the Iviewit.com, LLC based on his knowledge and ability as to technology issues.

16. That at the time that WHEELER made the recommendation of UTLEY to the board of directors, that WHEELER knew that UTLEY was in a dispute with his former employer, Diamond Turf Products and the fact that UTLEY had misappropriated certain patents on hydro-mechanical systems to the detriment of Diamond Turf Products.

17. Additionally, WHEELER was fully aware of the fact that UTLEY was not the highly qualified “engineer” that UTLEY represented himself to be, and that in fact UTLEY lacked real engineering expertise or even an engineering degree and that UTLEY had been fired from Diamond Turf Products due to his misappropriation of patents.

18. That despite such knowledge, WHEELER never mentioned such facts concerning UTLEY to any representative of IVIEWIT and in fact undertook to “sell” UTLEY as a highly qualified candidate who would be the ideal person to undertake day to day operations of IVIEWIT and work on the patents, acting as a qualified engineer.

19. Additionally, WHEELER continued to assist UTLEY in perpetrating such fraud on both the Board of Directors of IVIEWIT and to third parties,

including Wachovia Bank, by approving a false resume for UTLEY to be included in seeking approval of a private placement for IVIEWIT.

20. That based on the recommendations of WHEELER, as partner of PROSKAUER, the board of directors agreed to engage the services of UTLEY as president.

21. That almost immediately after UTLEY's employment and almost one year after initially providing of services, WHEELER provided a retainer agreement for the providing of services by PROSKAUER to IVIEWIT LLC, addressed to UTLEY, a true and correct copy of such retainer agreement (the "Retainer") being attached hereto and made a part hereof as Exhibit "A". That the services provided were in fact to be paid out of the royalties recovered from the use of the Technology, which was to be included in patent pools overseen by RUBENSTEIN.

22. That the Retainer by its terms contemplated the providing of corporate and general legal services to IVIEWIT LLC by PROSKAUER and was endorsed by UTLEY on behalf of IVIEWIT LLC, the Board of Directors of IVIEWIT LLC would not have UTLEY authorized to endorse same as it did not include the intellectual property work which PROSKAUER had already undertaken.

23. That prior to the Retainer, PROSKAUER and WHEELER had provided

legal services to IVIEWIT, including services regarding patent procurement and acted to coordinate such services both internally and with outside counsel, including RUBENSTEIN and JOAO, including times when they were misrepresented as PROSKAUER attorneys.

24. That PROSKAUER billed IVIEWIT for legal services related to corporate, patent, trademark and other work in a sum of approximately \$800,000.00.

25. That PROSKAUER billed IVIEWIT for legal service never performed, double-billed by the use of multiple counsel on the same issue, and systematically overcharged for services provided.

26. That summaries of the billing statements provided by PROSKAUER to IVIEWIT are attached hereto and made a part hereof as Exhibit "B".

27. That based on the over-billing by PROSKAUER, IVIEWIT paid a sum in of approximately \$500,000.00 plus together with a 2.5% interest in IVIEWIT, which sums and interest in IVIEWIT was received and accepted by PROSKAUER.

28. That WHEELER, UTLEY, RUBENSTEIN, JOAO and PROSKAUER, conspired to deprive IVIEWIT of its rights to the technologies developed by Bernstein by:

a) Transferring patents using Foley & Lardner so as to name UTLEY as the sole holder of multiple patents in his individual name and capacity when in fact they were and arose from the technologies developed by Bernstein and others and held by IVIEWIT prior to UTLEY's employment with IVIEWIT, and;

b) Upon discovery of the "lapses" by JOAO, that WHEELER and PROSKAUER referred the patent matters to WILLIAM DICK, of Foley & Lardner, who was also a close personal friend of UTLEY and who had been involved in the diversion of patents to UTLEY at Diamond Turf Products; and,

c) Failing to list proper inventors of the technologies based on improper legal advise that foreign inventors could not be listed until their immigration status was adjusted, resulting in the failure of the patents to include their rightful and lawful inventors and the payment by IVIEWIT for unnecessary immigration work; and,

d) Failing to ensure that the patent applications for the technologies, contained all necessary and pertinent information relevant to the technologies and as required by law; and,

e) Failing to secure trademarks and copyrights and failing to complete trademark and copyright work for the use of proprietary names of IVIEWIT and source code for the Technologies of IVIEWIT as intellectual property, and;

f) Allowing the infringement of patent rights of IVEIWIT and the intellectual property of IVIEWIT by other clients of PROSKAUER and WHEELER, and;

g) Aiding JOAO in filing patents for IVIEWIT intellectual property by intentionally withholding pertinent information from such patents and not filing same timely, so as to allow JOAO to apply for similar patents in his own name, both while acting as counsel for IVIEWIT and subsequently.

29. As a direct and proximate result of the actions of the Counter Defendant, Counter Plaintiffs have been damaged in a sum estimated to be greater than \$10,000,000,000.00, based on projections by Gerald Stanley, CEO of Real 3-D (a consortium of Lockheed, Silicone Graphics and Intel) as to the value of the technologies and their applications to current and future uses together with the loss of funding from Crossbow Ventures as a result of such conduct.

30. All conditions precedent to the bringing of this action have occurred or have been waived or excused.

COUNT I- LEGAL MALPRACTICE

31. This is an action for legal malpractice within the jurisdiction of this court.

32. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

33. PROSKAUER employed by IVIEWIT for purposes of representing IVIEWIT to obtain multiple patents and oversee foreign filings for such technologies including the provisional filings for the technologies as described in Paragraph 11 above.

34. That pursuant to such employment, PROSKAUER owed a duty to ensure that the rights and interests of IVIEWIT were protected.

35. WHEELER, RUBENSTEIN, JOAO and PROSKAUER neglected that reasonable duty of care in the performance of legal services in that they:

a) Failed to take reasonable steps to ensure that the intellectual property of IVIEWIT was protected; and,

b) Failed to complete work regarding copyrights and trademarks; and,

c) Engaged in unnecessary and duplicate corporate and other work resulting in billing for unnecessary legal services believed to be in excess of \$400,000.00; and,

d) By redacting information from the billing statements regarding services provided so to as to give the appearance that the services provided by PROSKAUER were limited in nature, when in fact they involved various aspects of intellectual property protection; and,

e) By knowingly representing and agreeing to accept representation of

clients in conflict with the interests of IVIEWIT, without either consent or waiver by IVIEWIT.

36. That the negligent actions of PROSKAUER and its partners, WHEELER and RUBENSTEIN, resulted in and was the proximate cause of loss to IVIEWIT.

WHEREFORE, Counter Plaintiff demands judgement for damages against Defendant together with reasonable attorneys fees, court costs, interest and such other and further relief as this Court deems just and equitable.

COUNT II- CIVIL CONSPIRACY

37. This is an action for civil conspiracy within the jurisdiction of this court.

38. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

39. Defendant, PROSKAUER and UTLEY, WHEELER, RUBENSTEIN and JOAO, jointly conspired to deprive the Counter Plaintiffs of their rights and interest in the Technology.

40. That UTLEY, WHEELER, RUBENSTEIN, JOAO and PROSKAUER with such intent, directed that certain patent rights be put in the name of UTLEY and/or that such patent rights were modified or negligently pursued so as to fail to provide protection of the intellectual property, resulting in the ability of other clients of WHEELER, RUBENSTEIN, JOAO and PROSKAUER to make use of such

technologies without being liable to IVIEWIT for royalties normally arising from such use.

41. That PROSKAUER, without either consent of the Board of Directors or proper documentation, transferred securities to Tiedemann/Prolow Investment Group, which entity was also referred to by WHEELER, who acted as counsel for such unauthorized transaction.

42. That upon the discovery of the above-described events and conspiracy, IVIEWIT's lead investor, Crossbow Ventures, ceased its funding of IVIEWIT.

43. That Crossbow Ventures, which was a referral of WHEELER, took a security interest in the Technology under the guise of protecting IVIEWIT and its shareholders from the actions of UTLEY, based on the filing of an involuntary bankruptcy (which was later withdrawn), and as to WHEELER and PROSKAUER based on the instant law suit, when in fact such conduct was motivated by Crossbow's attempts to wrongfully detain the interests of IVIEWIT in the Technology. Such conduct, upon information and belief, was undertaken with the knowledge and assistance of WHEELER and PROSKAUER.

44. As a direct and proximate result of the conspiracy and acts of PROSKAUER, UTLEY, WHEELER, JOAO and RUBENSTEIN, the Counter Plaintiffs have been damaged.

WHEREFORE, Counter Plaintiffs demand judgement for damages against Defendant together with court costs, interest and such other and further relief as this Court deems just and equitable.

COUNT III- BREACH OF CONTRACT

45. This is an action for breach of contract within the jurisdiction of this Court.

46. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

47. Defendant, PROSKAUER, breached the contract with Counter Plaintiff, IVIEWIT LLC by failing to provide services billed for pursuant to the billing statements presented to the Counter Plaintiffs and over-billing for services provided.

48. That such actions on the part of PROSKAUER constitute breaches of the contract by and between IVIEWIT LLC and PROSKAUER.

49. That as a direct and proximate result of such conduct on the part of PROSKAUER, IVIEWIT LLC has been damaged by overpayment to PROSKAUER and the failure of PROSKAUER to perform the contracted for legal services.

WHEREFORE, IVIEWIT demands judgement for damages against Counter Defendant together with court costs, interest and such other and further relief as this Court deems just and equitable.

**COUNT IV- TORTIOUS INTERFERENCE WITH AN ADVANTAGEOUS
BUSINESS RELATIONSHIP**

50. This is an action for tortious interference with an advantageous business relationship within the jurisdiction of this Court.

51. Counter Plaintiff re-alleges and hereby incorporates that allegations of Paragraphs 1 through 30 as if fully set forth herein.

52. Counter Plaintiff was engaged in negotiations of technology agreements with both Warner Bros. and AOL/Time Warner as to the possible use of the Technologies of the Counter Plaintiffs and investment in Counter Plaintiffs as a strategic partner.

53. That despite the prior representations of RUBENSTEIN, at a meeting held on or about November 1, 2000, by and between UTLEY, RUBENSTEIN and representatives of Warner Bros. as to the Technology of IVIEWIT and the efficacy, novelty and unique methodology of the Technology, RUBENSTEIN refused to subsequently make the same statements to representatives of AOL and Warner Bros., taking the position that since Warner Bros./AOL is “now a big client of Proskauer, I can’t comment on the technologies of Iviewit.” or words to that effect in response to inquiry from Warner Brother/AOL’s counsel as to the status and condition of the pending patents on the intellectual property.

54. That RUBENSTEIN, having served as an advisor to the Board of Directors for IVIEWIT, was aware of the fact that at the time of the making of the statements set forth in Paragraph 50, above, IVIEWIT was in the midst of negotiations with AOL/Warner Bros. as to the possible funding of the operations of IVIEWIT in and sum of between \$10,000,000.00 and \$20,000,000.00.

55. Further, RUBENSTEIN as a partner of PROSKAUER, and despite his clear prior actions in representing the interests of IVIEWIT, refused to answer questions as to the enforcement of the Technology of IVIEWIT, with the intent and knowledge that such refusal would lead to the cessation of the business relationship by and between IVIEWIT and Warner Bros./AOL and other clients familiar with the Warner Bros./AOL technology group then in negotiations with IVIEWIT, including, but not limited to Sony Corporation, Paramount, MGM and Fox.

56. That the actions of RUBENSTEIN were and constituted an intentional and unjustified interference with the relationship by and between IVIEWIT and Warner Bros./AOL designed to harm such relationship and further motivated by the attempts to “cover-up” the conflict of interest in PROSKAUER’s representation of both IVIEWIT and Warner Bros./AOL.

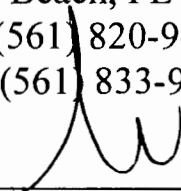
57. That indeed, as a direct and proximate result of the conduct of RUBENSTEIN, Warner Bros./AOL ceased business relations with IVIEWIT to the

damage and detriment of Counter Plaintiffs.

WHEREFORE, Counter Plaintiffs demand judgement for damages against Counter Defendant together with court costs, interest and such other and further relief as this Court deems just and equitable.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 20th day of January, 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere In Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702

September 8, 1999

Mr. Brian G. Utley
iviewit LLC
c/o Goldstein Lewin
1900 Corporate Boulevard, Suite 300-E
Boca Raton, FL 33431

Re: Engagement Agreement for iviewit LLC

Dear Brian:

Thank you for the opportunity to represent iviewit LLC in connection with general corporate advice (the "Work") and such other matters as we may undertake on your behalf from time to time. As is our Firm's custom, we are writing to confirm our agreement regarding such representation.

Our fees for services performed will be billed at our regular hourly rates. Currently, these rates range from \$135.00 to \$385.00 per hour for all legal services performed by the Firm's attorneys in our Boca Raton office. The hourly rate charged by any particular attorney within the range mentioned depends on such factors as that lawyer's experience, familiarity with the subject matter being worked upon, and such other factors as have been determined by the Firm in establishing the normal hourly rates for its attorneys. Time spent by any legal assistant is currently charged at \$90.00 per hour.

In addition to the fees described above, you agree to reimburse and pay us for all disbursements made by us, and our customary charges for in-house services in connection with the legal services performed under this agreement, including document reproduction and facsimile charges, computerized legal research, overtime (if required), travel expenses, court filing fees, postage, messenger and overnight courier fees, long-distance telephone charges, document preparation charges, word processing, taxes and miscellaneous expenses.

We anticipate billing you on a monthly basis, with payment of all monies due within 30 days of receipt. We will send you periodic statements setting forth the amount of the fees, disbursements and charges to which we are entitled and the basis for their calculation. Although, as noted above, we will ordinarily bill you monthly for fees, disbursements and charges of the preceding

PROSKAUER ROSE LLP

Mr. Brian G. Utley
September 8, 1999
Page 2

month, we may occasionally defer billing for a given month (or months) if the accrued fees and costs do not warrant current billing or if other circumstances would make it more convenient to defer billing.

We are waiving a retainer at this time, but we reserve the right to ask for one at any time.

You have the right to discharge us as your counsel in connection with the Work at any time, but such discharge shall not affect our right to be paid all our previously incurred but unpaid fees, and all our previously incurred but unpaid charges and disbursements, in accordance with this letter agreement.

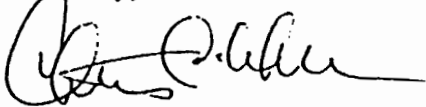
We may from time to time, either at your request or at our own initiative, provide you with an estimate of fees or costs that we reasonably anticipate will be incurred in connection with the Work. It is understood that such estimates, which are predicated on a variety of assumptions, are subject to unforeseen circumstances and are by their nature inexact.

If you agree that the foregoing meets with your approval, please sign and return to me the enclosed copy of this letter as soon as possible.

We very much appreciate the opportunity to represent you in this matter.

Best regards.

Cordially,



Christopher C. Wheeler

PROSKAUER ROSE LLP

Mr. Brian G. Utley
September 8, 1999
Page 3

I hereby accept the legal representation by Proskauer Rose LLP
on the terms and conditions set forth above.

iviewit LLC

By: 

Brian G. Utley, President

Dated: 10/8/99

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

343838
January 31, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

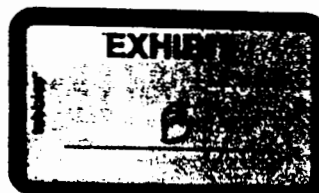
CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$82,235.00
DISBURSEMENTS AND CHARGES:	\$3,080.54
	<hr/>
TOTAL DUE:	\$85,315.54

TOTAL OF CURRENT INVOICE:

\$85,315.54



IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

343840
January 31, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: HUIZENGA LOAN
FILE #: 40017.0025

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,273.75
DISBURSEMENTS AND CHARGES:	\$26.25
	<hr/>
TOTAL DUE:	\$1,300.00

TOTAL OF CURRENT INVOICE: \$1,300.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

346259
February 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JANUARY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$72,712.50
DISBURSEMENTS AND CHARGES:	\$3,636.90
TOTAL DUE:	\$76,349.40

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
08/24/99	327337	\$98,878.10	(\$58,347.55)	\$40,530.55
09/25/99	330767	\$44,206.08	\$.00	\$44,206.08
10/12/99	333536	\$42,038.20	\$.00	\$42,038.20
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349188
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,195.00
DISBURSEMENTS AND CHARGES: \$ 60.21
TOTAL: \$1,255.21

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
06/30/99	826370	\$11,250.00	\$.00	\$11,250.00
06/30/99	826371	\$2,700.00	\$.00	\$ 2,700.00
06/30/99	826372	\$2,644.90	\$.00	\$ 2,644.90
10/20/99	334208	\$223.25	\$.00	\$ 223.25
10/20/99	829813	\$900.00	\$.00	\$ 900.00
10/20/99	829814	\$2,625.00	\$.00	\$ 2,625.00
12/16/99	339495	\$96.60	\$.00	\$ 96.60
TOTAL OF PRIOR OUTSTANDING INVOICES				\$20,439.75
TOTAL OF CURRENT INVOICE				<u>\$ 1,255.21</u>
TOTAL AMOUNT DUE				<u>\$21,694.96</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349189
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/9/US
FILE #: 40017.0003

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$37.50
DISBURSEMENTS AND CHARGES:	<u>\$14.30</u>
TOTAL DUE:	<u>\$51.80</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349190
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0008

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$27.50
DISBURSEMENTS AND CHARGES:	<u>\$1.61</u>
TOTAL DUE:	<u>\$29.11</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349191
March 15, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$4,032

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
12/20/99	339661	\$611.94	\$.00	\$ 611.94
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	<u>\$ 881.64</u>
TOTAL OF PRIOR OUTSTANDING INVOICES				\$2,493.58
TOTAL OF CURRENT INVOICE				<u>\$4,032.00</u>
TOTAL AMOUNT DUE				<u>\$6,525.58</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

349378
March 16, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$81,993.75
DISBURSEMENTS AND CHARGES:	\$4,377.31
	<hr/>
TOTAL DUE:	\$86,371.06

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
10/12/99	333536	\$42,038.20	(\$20,120.62)	\$21,917.58
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352748
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$87.50
DISBURSEMENTS AND CHARGES: \$10.02
TOTAL DUE: \$97.52

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/20/99	334208	\$223.25	\$.00	\$223.25
10/20/99	829813	\$900.00	\$.00	\$900.00
10/20/99	829814	\$2,625.00	\$.00	\$2,625.00
12/16/99	339495	\$96.60	\$.00	\$96.60
03/15/00	349188	\$1,255.21	\$.00	\$1,255.21
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$5,100.06
TOTAL OF CURRENT INVOICE:				<u>\$ 97.52</u>
BALANCE DUE:				<u>\$5,197.58</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352749
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/9/US
FILE #: 40017.0003

FOR DISBURSEMENTS AND CHARGES INCURRED FOR THE PERIOD
ENDED MARCH 31, 2000 AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$58.53

TOTAL DUE: \$58.53

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
03/15/00	349189	\$51.80	\$.00	\$51.80
TOTAL OF PRIOR OUTSTANDING INVOICES:				-\$51.80
TOTAL OF CURRENT INVOICE:				\$58.53
BALANCE DUE:				<u>\$110.33</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352750
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/42/US
FILE #: 40017.0005

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$588.75
DISBURSEMENTS AND CHARGES:	<u>\$ 0.40</u>
TOTAL DUE:	<u>\$589.15</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352751
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/38/US
FILE #: 40017.0007

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$76.25

TOTAL DUE: \$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352752
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/38/US
FILE #: 40017.0010

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$76.25

TOTAL DUE: \$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

352753
April 18, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,842.50
DISBURSEMENTS AND CHARGES: \$ 396.00
TOTAL DUE: \$2,238.50

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/20/99	339661	\$611.94	\$.00	\$611.94
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	\$881.64
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$6,525.58
TOTAL OF CURRENT INVOICE:				<u>\$2,238.50</u>
BALANCE DUE:				<u>\$8,764.08</u>

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

354153
April 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No.13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$10,442.50
DISBURSEMENTS AND CHARGES:	\$430.08
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TOTAL DUE:	\$10,872.58

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
10/12/99	333536	\$42,038.20	(\$28,525.72)	\$13,512.48
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

356497
May 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED APRIL 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$14,476.25
DISBURSEMENTS AND CHARGES:	\$347.03
TOTAL DUE:	\$14,823.28

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$28,525.72)	\$13,512.48
12/29/99	340154	\$50,154.10	\$.00	\$50,154.10
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

356503
May 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED APRIL 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$125.00
DISBURSEMENTS AND CHARGES:	\$23.22
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TOTAL DUE:	\$148.22

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
03/21/00	349859	\$118.90	\$.00	\$118.90

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

360344
June 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MAY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$14,324.50
DISBURSEMENTS AND CHARGES:	\$551.21
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TOTAL DUE:	\$14,875.71

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
12/29/99	340154	\$50,154.10	(\$6,959.48)	\$43,194.62
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363830
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK SEARCHES
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PRELIMINARY TRADEMARK SEARCH AND ANALYSIS FOR
A SITE FOR SORE EYES

TOTAL FEES:	\$400.00
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TOTAL DUE:	\$400.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION:
MR. ELIOT I. BERNSTEIN

363831
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0027

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR THE PREPARATION AND FILING OF NEW TRADEMARK
APPLICATION FOR IVIEWIT.COM

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363832
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: A SITE FOR SORE EYES/38/US
FILE #: 40017.0030

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING OF NEW TRADEMARK APPLICATION FOR
A SITE FOR SORE EYES IN CLASS 38

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363833
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: A SITE FOR SORE EYES/42/US
FILE #: 40017.0031

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR
A SITE FOR SORE EYES CLASS 42

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

TOTAL FEES: \$975.00
TOTAL DUE: \$975.00

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000 FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR IIVIEWIT IN CLASS 42

CLIENT NAME: IIVIEWIT.COM, INC.
MATTER NAME: IIVIEWIT/42/US
FILE #: 40017.0032

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

IIVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363834
July 21, 2000

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363835
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR
IVIEWIT LOGO IN CLASS 42

TOTAL FEES:	\$975.00
	<hr/>
TOTAL DUE:	\$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363836
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$2,866.25
DISBURSEMENTS AND CHARGES:	\$51.01
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TOTAL DUE:	\$2,917.26

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363837
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,657.00
DISBURSEMENTS AND CHARGES:	\$10.02
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TOTAL DUE:	\$1,667.02

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363840
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0008

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,385.00
DISBURSEMENTS AND CHARGES:	\$17.03
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TOTAL DUE:	\$1,402.03

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363841
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/38/US
FILE #: 40017.0007

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$110.00
DISBURSEMENTS AND CHARGES:	\$.81
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TOTAL DUE:	\$110.81

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363844
July 21, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/38/US
FILE #: 40017.0033

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION
FOR IVIEWIT LOGO IN CLASS 38

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

363970
July 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,902.00
DISBURSEMENTS AND CHARGES:	\$15.40
	<hr/>
TOTAL DUE:	\$1,917.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

368322
August 22, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 2000
PREPARATION AND FILING RECORDS OF CHANGE OF NAME
FOR 8 TRADEMARK APPLICATIONS

TOTAL FEES: \$650.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

368777
August 24, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$11,787.50
DISBURSEMENTS AND CHARGES: \$398.52
TOTAL DUE: \$12,186.02

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$25,506.68)	\$24,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371505
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$165.00

TOTAL DUE: \$165.00

TOTAL OF CURRENT INVOICE: \$165.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371752
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$6,458.00
DISBURSEMENTS AND CHARGES:	\$263.47
	<hr/>
TOTAL DUE:	\$6,721.47

Apr 16 2001
13:01:47

* OPEN INVOICES *
IVIEWIT.COM, INC.

CLIENT: 40017

TYPE	NUMBER	DATE	FEE	COSTS	OTHER	TOTAL
PAYBR	1961	03/28/01	-6926.55	-73.45	.00	-7000.00
	SUBTOTAL		303.45	.00	.00	303.45
BILL	395537	03/12/01	630.00	2.76	.00	632.76
BILL	399271	04/06/01	137.00	10.66	.00	147.66
BILL	399272	04/06/01	137.00	.46	.00	137.46
BILL	399273	04/06/01	120.00	203.91	.00	323.91
BILL	399274	04/06/01	4882.00	68.64	.00	4950.64
BILL	399275	04/06/01	472.12	27.88	.00	500.00
BILL	400158	04/11/01	18695.00	186.61	.00	18881.61
	GRAND TOTAL		357106.63	12354.34	.00	369460.97

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

371753
September 20, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$470.00
DISBURSEMENTS AND CHARGES:	\$36.80
	<hr/>
TOTAL DUE:	\$506.80

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

376560
October 13, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED SEPTEMBER 30, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,807.50
DISBURSEMENTS AND CHARGES: \$27.09
TOTAL DUE: \$7,834.59

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$314,079.88
TOTAL OF CURRENT INVOICE:				\$7,834.59
BALANCE DUE:				\$321,914.47

PROSKAUER ROSE LLP

2000

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380021
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$825.00

TOTAL DUE: \$825.00

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/25/00	342897	\$1,000.00	\$.00	\$1,000.00
01/25/00	342936	\$881.64	\$.00	\$881.64
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$11,234.40
TOTAL OF CURRENT INVOICE:				\$825.00
BALANCE DUE:				\$12,059.40

PROSKAUER ROSE LLP
2000

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380022
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT.COM/42/US
FILE #: 40017.0027

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$90.00
DISBURSEMENTS AND CHARGES:	\$12.91

TOTAL DUE:	\$102.91

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363831	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$102.91
BALANCE DUE:				\$1,077.91 =====

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380024
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK GENERAL FILE
FILE #: 40017.0035

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$82.00
	<hr/>
TOTAL DUE:	\$82.00

TOTAL OF CURRENT INVOICE: \$82.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

380025
November 17, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$90.00
DISBURSEMENTS AND CHARGES:	\$7.76
	<hr/>
TOTAL DUE:	\$97.76

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363834	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$97.76
BALANCE DUE:				\$1,072.76

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

381460
November 30, 2000

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$7,466.25
DISBURSEMENTS AND CHARGES:	\$80.95
TOTAL DUE:	\$7,547.20

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59

IVIEWIT.COM, INC.
 2255 GLADES ROAD
 SUITE 337 WEST
 BOCA RATON, FL 33431-7360
 ATTENTION: MR. ELIOT I. BERNSTEIN

382111
 December 6, 2000

PROSKAUER ROSE LLP

2255 Glades Road
 Suite 340 West
 Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
 MATTER NAME: GENERAL CORPORATE ADVICE
 FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
 CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 2000
 AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$10,138.75
DISBURSEMENTS AND CHARGES:	\$24.00
TOTAL DUE:	\$10,162.75

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$.00	\$85,315.54
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

387122
January 18, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 2000
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$18,332.50
LESS ADJUSTMENT	<u>-1,332.50</u>
	\$17,000.00
DISBURSEMENTS AND CHARGES:	\$544.77
	<hr/>
TOTAL DUE:	\$17,544.77

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

391231
February 9, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED JANUARY 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$18,053.75
DISBURSEMENTS AND CHARGES: \$861.52

TOTAL DUE: \$18,915.27

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77

IVIEWIT.COM, INC.
 2255 GLADES ROAD
 SUITE 337 WEST
 BOCA RATON, FL 33431-7360
 ATTENTION: MR. ELIOT I. BERNSTEIN

394765
 March 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
 Suite 340 West
 Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
 MATTER NAME: GENERAL CORPORATE ADVICE
 FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
 CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 28, 2001
 AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$7,230.00
DISBURSEMENTS AND CHARGES:	\$73.45
	<hr/>
TOTAL DUE:	\$7,303.45

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77
02/09/01	391231	\$18,915.27	\$.00	\$18,915.27

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

395537
March 12, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 28, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$630.00
DISBURSEMENTS AND CHARGES: \$2.76
TOTAL DUE: \$632.76

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
11/17/00	380021	\$825.00	\$.00	\$825.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$10,177.76
TOTAL OF CURRENT INVOICE:				\$632.76
BALANCE DUE:				\$10,810.52

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399271
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/42/US
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$137.00
DISBURSEMENTS AND CHARGES:	\$10.66
	<hr/>
TOTAL DUE:	\$147.66

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363835	\$975.00	\$.00	\$975.00
11/17/00	380023	\$82.92	\$.00	\$82.92

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399272
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT LOGO/38/US
FILE #: 40017.0033

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$137.00
DISBURSEMENTS AND CHARGES:	\$.46
	<hr/>
TOTAL DUE:	\$137.46

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363844	\$975.00	\$.00	\$975.00

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399273
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/42/US
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$120.00
DISBURSEMENTS AND CHARGES:	\$203.91
	<hr/>
TOTAL DUE:	\$323.91

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
07/21/00	363834	\$975.00	\$.00	\$975.00
11/17/00	380025	\$97.76	\$.00	\$97.76

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399274
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: TRADEMARK/GENERAL
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$4,882.00
DISBURSEMENTS AND CHARGES:	\$68.64
	<hr/>
TOTAL DUE:	\$4,950.64

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
03/15/00	349191	\$4,032.00	\$.00	\$4,032.00
04/18/00	352753	\$2,238.50	\$.00	\$2,238.50
07/21/00	363836	\$2,917.26	\$.00	\$2,917.26
09/20/00	371505	\$165.00	\$.00	\$165.00
11/17/00	380021	\$825.00	\$.00	\$825.00
03/12/01	395537	\$632.76	\$.00	\$632.76

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. ELIOT I. BERNSTEIN

399275
April 6, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: IVIEWIT/38/US
FILE #: 40017.0010

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
FIXED FEE FOR PREPARATION AND FILING OF EXTENSION REQUEST

TOTAL FEES: \$500.00

TOTAL DUE: \$500.00

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
04/18/00	352752	\$76.25	\$.00	\$76.25

IVIEWIT.COM, INC.
2255 GLADES ROAD
SUITE 337 WEST
BOCA RATON, FL 33431-7360
ATTENTION: MR. BRIAN G. UTLEY

400158
April 11, 2001

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.
MATTER NAME: GENERAL CORPORATE ADVICE
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$18,695.00

DISBURSEMENTS AND CHARGES: \$186.61

TOTAL DUE: \$18,881.61

OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$.00	\$76,349.40
03/16/00	349378	\$86,371.06	\$.00	\$86,371.06
04/30/00	354153	\$10,872.58	\$.00	\$10,872.58
05/30/00	356497	\$14,823.28	\$.00	\$14,823.28
06/30/00	360344	\$14,875.71	\$.00	\$14,875.71
07/30/00	363970	\$1,917.40	\$.00	\$1,917.40
08/24/00	368777	\$12,186.02	\$.00	\$12,186.02
09/20/00	371752	\$6,721.47	\$.00	\$6,721.47
10/13/00	376560	\$7,834.59	\$.00	\$7,834.59
11/30/00	381460	\$7,547.20	\$.00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77
02/09/01	391231	\$18,915.27	\$.00	\$18,915.27
03/06/01	394765	\$7,303.45	(\$7,000.00)	\$303.45

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

CASE NO. CA 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.

**AGREED ORDER CHANGING THE DATE OF THE DEPOSITION
OF THE DEFENDANTS' CORPORATE REPRESENTATIVE**

THIS CAUSE came before the Court on Proskauer's Motion to Compel Mediation and the Deposition of the Defendant's Corporate Representative. After being advised of an agreement of counsel and after being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED that the date for the taking of the deposition of Elliot Bernstein, the Defendants' corporate representative, as set in this Court's prior Agreed Order Granting Plaintiff's Motion to Compel Mediation and the Deposition of the Defendants' Corporate Representative, is hereby changed to **January 31, 2002** at 10:00 a.m. at the offices of Plaintiff's counsel. All other provisions of the aforementioned Agreed Order remain in full force

1/27/02

and effect.

DONE and ORDERED at West Palm Beach, Palm Beach County, Florida, this _____
day of January, 2003.

SIGNED AND DATED

JAN 27 2003

Honorable Jorge Labarga ~~Judge Jorge Labarga~~
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

RE-NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

Plaintiff's Motion to Strike Items 3, 4 and 5 on Defendants' Exhibit List

DATE: Wednesday, February 5, 2003

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

1/23/03

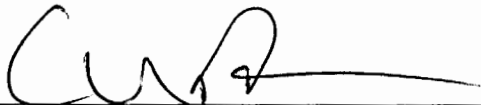
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 23rd day of January, 2003.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 23rd day of January, 2003, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the following:

Plaintiff's Third Notice of Defendants' Noncompliance in Preparing Joint Pretrial Stipulation, Motion for Leave to File A Unilateral Pretrial Statement and Motion for Attorney's Fees

DATE: Thursday, January 23, 2003
TIME: 8:45 a.m.
JUDGE: The Honorable Jorge Labarga

1/23/03

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

CASE NO. CA 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.

**AGREED ORDER GRANTING PLAINTIFF'S MOTION TO COMPEL MEDIATION
AND THE DEPOSITION OF THE DEFENDANT'S CORPORATE REPRESENTATIVE**

THIS CAUSE came before the Court on Proskauer's Motion to Compel Mediation and the Deposition of the Defendant's Corporate Representative, and the Court after being advised of an agreement of the parties and counsel and after being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED that the Motion be and the same is hereby GRANTED as follows:

1. The parties and counsel shall attend a mediation conference on **January 29, 2003 at 8:00 a.m.** at Alternative Resolution Consultants, 777 S. Flagler Drive, Suite 800, West Tower, West Palm Beach, Florida 33401. David E. Horvath, Esquire, of Alternative Resolution Consultants, is hereby appointed Mediator in this matter.

2. Elliot Bernstein, the Defendants' corporate representative, shall appear for the taking of his deposition on **January 28, 2003 at 10:00 a.m.** at the offices of Plaintiff's counsel.

Proskauer Rose v. Iviewit.com
Case No. CA 01-04671 AB

DONE and ORDERED at West Palm Beach, Palm Beach County, Florida, this _____
day of January, 2003.

SIGNED AND DATED

JAN 21 2003

Honorable Jorge Labarga ~~Judge Jorge Labarga~~
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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

CASE NO. CA 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.

RE-NOTICE OF MEDIATION

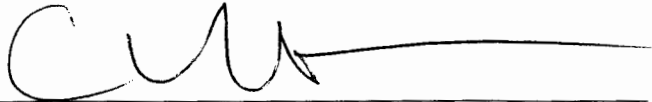
TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that a Mediation Conference in the above-styled matter is set for Wednesday, January 29, 2003 at 8:00 a.m. at Alternative Resolution Consultants, 777 S. Flagler Drive, Suite 800, West Tower, West Palm Beach, Florida 33401. The agreed-upon mediator is David E. Horvath, Esquire, of Alternative Resolution Consultants.

1/15/03

This 15TH day of January, 2003.

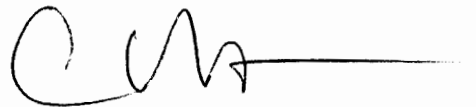
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 15TH day of January, 2003, a true and correct copy of the foregoing has been furnished by facsimile and U.S. Mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



Christopher W. Prusaski, Esq.

cc: David E. Horvath, Esq. (via facsimile)

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

CASE NO. CA 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.

JOINT PRETRIAL STIPULATION

Plaintiff, Proskauer Rose LLP (“Proskauer”), and Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc. and Iviewit Technologies, Inc., pursuant to this Court’s Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby file their Joint Pretrial Stipulation as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer’s Motion to Strike the Defendants’ Trial Exhibit List (Jan. 28, 2003).
2. The following facts require no proof at trial:

None.

3. The following are disputed issues of law and fact to be tried:
 - a. Whether Proskauer entered into an oral contract with Iviewit.com, Inc., Iviewit Technologies, Inc. and Iviewit Holdings, Inc. to provide legal services in exchange for payment for those services;
 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the balance owed by Defendants as \$369,460.97;
 - f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
 - g. Whether the invoices attached to the Amended Complaint as Exhibit "A" were sent to Iviewit.com, Inc. by Proskauer on or about the date reflected on each invoice;
 - h. Whether the invoices attached to the Amended Complaint as Exhibit "A" were received by Iviewit.com, Inc. on or about the date reflected on each invoice;
 - i. Whether the invoices attached to the Amended Complaint as Exhibit "A" total \$369,460.97;
 - j. Whether the invoices attached to the Amended Complaint as Exhibit "A" have not been paid.

- k. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;
 - l. Whether Proskauer provided Defendants with statements of account reflecting a balance owed of \$369,460.97;
 - m. Whether the Defendants knowingly and voluntarily accepted the legal services provided by Proskauer and retained the benefit conferred;
 - n. Whether the circumstances are such that it would be inequitable for the Defendants to retain the benefit without paying the value thereof to Proskauer;
 - o. Whether the Defendants have been unjustly enriched in an amount representing the reasonable value of the legal services provided by Proskauer for which payment has not been received;
 - p. Whether the reasonable value for the services rendered by Proskauer for which payment has not been received is \$369,460.97;
 - q. Whether Proskauer billed the Defendants for services which Proskauer did not receive authorization from the Defendants to perform; and
 - r. Whether the services provided by Proskauer benefited the named Defendants or, in the alternative, benefited third parties not parties to this action.
4. In addition to the items set forth in Section 3, the Plaintiff contends that the following is also a disputed issue of law and fact to be tried:
- a. Whether Proskauer is entitled to an award of attorney's fees pursuant to section 57.105, Florida Statutes.

5. In addition to the items set forth in Section 3, the Defendants contend that the following are also disputed issues of law and fact to be tried:
 - a. Whether the Defendants assumed the obligations of any other party to Proskauer for legal fees; and
 - b. Whether the payment to Proskauer by the Defendants was contingent on the funding of loans or other financing to the Defendants from third parties.
6. Plaintiff's lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "A." Defendants' lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "B."
7. The trial will last approximately 2-4 days.
8. The following attorneys are designated trial counsel:

For the Plaintiff:

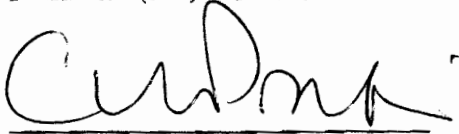
Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca Raton, Florida 33431.

For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220 Palm Beach, FL 33480.

9. Peremptory Challenges: not applicable; non-jury trial.

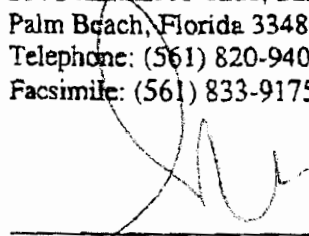
PROSKAUER ROSE LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 865745
Christopher W. Prusaski
Florida Bar No. 121525

Dated: Jan. 14th, 2003.

SELZ & MUVDI SELZ, P.A.
Attorneys for the Defendants
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480
Telephone: (561) 820-9409
Facsimile: (561) 833-9175



Steven M. Selz
Florida Bar No. 777420

Dated: Jan. 14, 2003.

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL EXHIBIT LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following exhibits that it may use in connection with the trial of this matter:

1. Proskauer Rose LLP Invoice #343838 and itemized billing statement dated Jan. 31, 2000
2. Proskauer Rose LLP Invoice #343840 and itemized billing statement dated Jan. 31, 2000
3. Proskauer Rose LLP Invoice #346259 and itemized billing statement dated Feb. 17, 2000
4. Proskauer Rose LLP Invoice #349188 and itemized billing statement dated Mar. 15, 2000

5. Proskauer Rose LLP Invoice #349189 and itemized billing statement dated Mar.
15, 2000
6. Proskauer Rose LLP Invoice #349190 and itemized billing statement dated Mar.
15, 2000
7. Proskauer Rose LLP Invoice #349191 and itemized billing statement dated Mar.
15, 2000
8. Proskauer Rose LLP Invoice #349378 and itemized billing statement dated Mar.
16, 2000
9. Proskauer Rose LLP Invoice #349859 and itemized billing statement dated Mar.
21, 2000
10. Proskauer Rose LLP Invoice #349888 and itemized billing statement dated Mar.
21, 2000
11. Proskauer Rose LLP Invoice #352748 and itemized billing statement dated Apr.
18, 2000
12. Proskauer Rose LLP Invoice #352749 and itemized billing statement dated Apr.
18, 2000
13. Proskauer Rose LLP Invoice #352750 and itemized billing statement dated Apr.
18, 2000
14. Proskauer Rose LLP Invoice #352751 and itemized billing statement dated Apr.
18, 2000
15. Proskauer Rose LLP Invoice #352752 and itemized billing statement dated Apr.
18, 2000

16. Proskauer Rose LLP Invoice #352753 and itemized billing statement dated Apr. 18, 2000
17. Proskauer Rose LLP Invoice #354153 and itemized billing statement dated Apr. 30, 2000
18. Proskauer Rose LLP Invoice #356497 and itemized billing statement dated May 30, 2000
19. Proskauer Rose LLP Invoice #356503 and itemized billing statement dated May 30, 2000
20. Proskauer Rose LLP Invoice #360344 and itemized billing statement dated June 30, 2000
21. Proskauer Rose LLP Invoice #363830 and itemized billing statement dated July 21, 2000
22. Proskauer Rose LLP Invoice #363831 and itemized billing statement dated July 21, 2000
23. Proskauer Rose LLP Invoice #363832 and itemized billing statement dated July 21, 2000
24. Proskauer Rose LLP Invoice #363833 and itemized billing statement dated July 21, 2000
25. Proskauer Rose LLP Invoice #363834 and itemized billing statement dated July 21, 2000
26. Proskauer Rose LLP Invoice #363835 and itemized billing statement dated July 21, 2000

27. Proskauer Rose LLP Invoice #363836 and itemized billing statement dated July 21, 2000
28. Proskauer Rose LLP Invoice #363837 and itemized billing statement dated July 21, 2000
29. Proskauer Rose LLP Invoice #363840 and itemized billing statement dated July 21, 2000
30. Proskauer Rose LLP Invoice #363841 and itemized billing statement dated July 21, 2000
31. Proskauer Rose LLP Invoice #363844 and itemized billing statement dated July 21, 2000
32. Proskauer Rose LLP Invoice #363970 and itemized billing statement dated July 30, 2000
33. Proskauer Rose LLP Invoice #368322 and itemized billing statement dated Aug. 22, 2000
34. Proskauer Rose LLP Invoice #368777 and itemized billing statement dated Aug. 24, 2000
35. Proskauer Rose LLP Invoice #371752 and itemized billing statement dated Sept. 20, 2000
36. Proskauer Rose LLP Invoice #371505 and itemized billing statement dated Sept. 20, 2000
37. Proskauer Rose LLP Invoice #371753 and itemized billing statement dated Sept. 20, 2000

38. Proskauer Rose LLP Invoice #376560 and itemized billing statement dated Oct.
13, 2000
39. Proskauer Rose LLP Invoice #380021 and itemized billing statement dated Nov.
17, 2000
40. Proskauer Rose LLP Invoice #380022 and itemized billing statement dated Nov.
17, 2000
41. Proskauer Rose LLP Invoice #380023 and itemized billing statement dated Nov.
17, 2000
42. Proskauer Rose LLP Invoice #380024 and itemized billing statement dated Nov.
17, 2000
43. Proskauer Rose LLP Invoice #380025 and itemized billing statement dated Nov.
17, 2000
44. Proskauer Rose LLP Invoice #381460 and itemized billing statement dated Nov.
30, 2000
45. Proskauer Rose LLP Invoice #382111 and itemized billing statement dated Dec.
6, 2000
46. Proskauer Rose LLP Invoice #387122 and itemized billing statement dated Jan.
18, 2001
47. Proskauer Rose LLP Invoice #391231 and itemized billing statement dated Feb.
9, 2001
48. Proskauer Rose LLP Invoice #394765 and itemized billing statement dated Mar.
6, 2001

49. Proskauer Rose LLP Invoice #395537 and itemized billing statement dated Mar. 12, 2001
50. Proskauer Rose LLP Invoice #399271 and itemized billing statement dated Apr. 6, 2001
51. Proskauer Rose LLP Invoice #399272 and itemized billing statement dated Apr. 6, 2001
52. Proskauer Rose LLP Invoice #399273 and itemized billing statement dated Apr. 6, 2001
53. Proskauer Rose LLP Invoice #399274 and itemized billing statement dated Apr. 6, 2001
54. Proskauer Rose LLP Invoice #399275 and itemized billing statement dated Apr. 6, 2001
55. Proskauer Rose LLP Invoice #400158 and itemized billing statement dated Apr. 11, 2001
56. Proskauer Rose LLP list of "Open Invoices" for Iviewit
57. Letter from Christopher C. Wheeler to Brian G. Utley dated Sept. 8, 1999 ("Re. Engagement Agreement for iviewit LLC")
58. Letter from Christopher C. Wheeler to Brian G. Utley dated Oct. 12, 1999 ("Re. Additional Payment")
59. Letter from Christopher C. Wheeler to Brian G. Utley dated Oct. 25, 1999 ("Re. Reminder Regarding Additional Payment")
60. Letter from Christopher C. Wheeler to Brian G. Utley dated Feb. 29, 2000
61. Letter from Christopher C. Wheeler to Brian G. Utley dated Mar. 9, 2000

62. Letter from Christopher C. Wheeler to Simon Bernstein dated Mar. 24, 2000
63. Letter from Christopher C. Wheeler to Simon Bernstein dated Mar. 31, 2000
("Re. Past-Due Accounts")
64. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 10, 2000
65. Memorandum from Brian G. Utley to Christopher C. Wheeler dated Apr. 11, 2000 ("Re. Payment Plan")
66. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 19, 2000
67. Letter from Christopher C. Wheeler to Brian G. Utley dated May 15, 2000
68. Letter from Brian G. Utley to Christopher C. Wheeler dated May 30, 2000
69. Letter from Christopher C. Wheeler to Brian G. Utley dated Dec. 29, 2000 ("Re. Past-Due Accounts")
70. Letter from Christopher C. Wheeler to Brian G. Utley dated Jan. 4, 2001
71. Letter from Christopher C. Wheeler to Brian G. Utley dated Jan. 18, 2001 ("Re. January 15 Payment Towards Past-Due Amounts")
72. Letter from Christopher C. Wheeler to Brian G. Utley dated Mar. 28, 2001 (4 pages)
73. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 16, 2001 (2 pages) ("Re. Past-Due Accounts")
74. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 16, 2001 with 3-page list of open invoices ("Re. Past-Due Invoices")
75. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 27, 2001 (3 pages) ("Re. Retainer and Past-Due Accounts")

76. Letter from Christopher C. Wheeler to Ross Miller dated May 31, 2001 (“Re. iviewit.com, Inc. Accounts Receivable”)

77. Letter from Ilene S. Schnall, Esq. to Christopher W. Prusaski, Esq. dated Jan. 21, 2002 attaching “the only document that [Defendants] have that is responsive to [Proskauer’s] First Request for Production of Documents to Defendants.”

78. Closing binder regarding Securities Purchase Agreement between Ivviewit Holdings, Inc. and the investors defined in the Securities Purchase Agreement dated February 24, 2000, with subparts 1 through 17.

79. Closing binder regarding Securities Purchase Agreement between Ivviewit Holdings, Inc. and Alpine Venture Capital Partners, LP dated December 13, 2000, with subparts 1 through 15.

80. Closing binder regarding the reorganization of Ivviewit.com, LLC, with subparts A through H.

81. Convertible Promissory Note between Ivviewit Holdings, Inc. and Tiedemann Prolow, LLC (Proskauer document #287912).

82. Warrant Certificate for Purchase of Class B Non-Voting Common Stock (Proskauer document #287922).

83. Ivviewit Holdings, Inc. 2000 Long-Term Incentive Plan (Proskauer document #262554).

84. Stock Option Agreement between Ivviewit Holdings, Inc. and Mitch Welsch (Proskauer document #273367).

85. Agreement for Purchase and Sale of Assets between Ivviewit Holdings, Inc. and iLearnit, Inc. (Proskauer document #294195).

86. Agreement and Plan of Exchange between Iviewit Holdings, Inc. and Internet Train, Inc. (Proskauer document #744).
87. Iviewit Technologies, Inc. Non-Disclosure and Proprietary Rights Agreement (Proskauer document #256413).
88. Iviewit Holdings, Inc. Confidential Private Offering Memorandum dated Jan. 14, 2000 (Proskauer document #259732).
89. Security Agreement between Iviewit Holdings, Inc. and Joan Stark dated Jan. 10, 2000 (Proskauer doc #248121) and related investment letter dated Jan. 10, 2000 (Proskauer doc. #248135).
90. Technology License Agreement between Iviewit Technologies, Inc. and Greg Manning Auctions, Inc. (Proskauer doc #289044).
91. License Agreement between Iviewit Holdings, Inc. and Internet Train, Inc. dated Dec. 29, 1999 (Proskauer doc #294675).
92. Transcript of deposition of William Kasser, including all exhibits thereto.
93. Transcript of deposition of Brian G. Utley, including all exhibits thereto.
94. Transcript of deposition of Gerald Lewin, CPA, including all exhibits thereto.
95. Transcript of deposition of Raymond Hersh, including all exhibits thereto.
96. Transcript of deposition of any other persons deposed in this matter prior to trial, including all exhibits thereto.
97. Defendants' Answers to Proskauer's First Interrogatories.
98. Defendants' Answers to Proskauer's Second Interrogatories.
99. Defendants' Response to Proskauer's Request for Admissions.
100. Defendants' Response to Proskauer's First Request for Production.

101. Defendants' Response to Proskauer's Second Request for Production.

102. All pleadings in the Court's file in this action, including all attachments and exhibits thereto.

103. All items identified in Defendants' exhibit list.

104. Documents to be produced by the Defendants pursuant to the Court's orders compelling production.

105. Summaries of Proskauer's financial documentation relating to the billing of the Defendants.

106. Demonstrative exhibits.

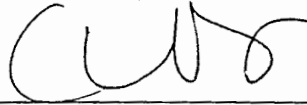
107. All rebuttal exhibits.

108. All impeachment exhibits.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

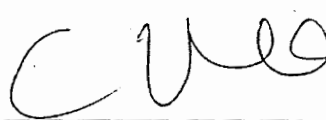
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL WITNESS LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury
Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following
witnesses that it may call in connection with the trial of this matter:

1. Christopher C. Wheeler, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
2. Donald E. Thompson, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
3. Joseph R. Cook, Esq. (*Expert Witness*)
Hunt, Cook, Riggs, Mehr & Miller, P.A.
2200 Corporate Blvd., N.W.
Suite 401
Boca Raton, FL 33431

Mr. Cook will provide expert testimony regarding the
reasonableness of the Plaintiff's outstanding invoices to the Defendants. No

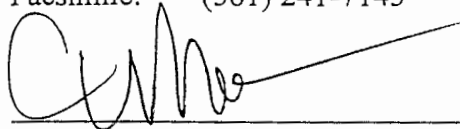
written reports have been generated by this expert. A copy of Mr. COOK's *curriculum vitae* is attached hereto as Exhibit "A."

4. Brian G. Utley
9541 Virginia Avenue South
Bloomington, MN 55438
5. Raymond T. Hersh
23077 Via Stel
Boca Raton, FL 33423
6. Gerald Lewin, CPA
c/o Goldstein & Lewin Accountants
1900 N.W. Corporate Boulevard
East Building - Suite 300
Boca Raton, FL 33431
7. William Kasser
991 N.W. 9th Street
Boca Raton, FL 33486
8. Simon Bernstein
7020 Lions Head Lane
Boca Raton, FL 33486
9. Eliot Bernstein
c/o Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480
10. Maurice Buchsbaum
20805 Cipres Way
Boca Raton, FL
11. All witnesses referenced in Defendants' Exhibit List.
12. All witnesses revealed during the remainder of the discovery period in this case, including any witnesses to be revealed in any documents to be produced or depositions to be conducted.
13. All Impeachment Witnesses.
14. All Rebuttal Witnesses.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

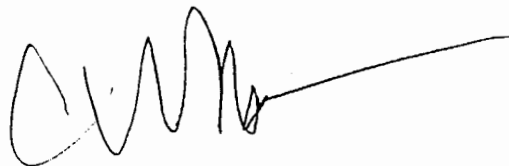
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

JOSEPH R. COOK, ESQ.

EDUCATION: Graduated, State University of New York, Buffalo, NY, 1974
Magna Cum Laude, Phi Beta Kappa, Omicron Delta Epsilon

Graduated Albany Law School, Albany New York, 1977
Cum Laude
Justinian Honorary Law Society
Legal Writing Instructor, Member and Editor, Albany Law Review

EMPLOYMENT:

1977-1979- Appointed Attorney Advisor to The Honorable Charles R. Simpson, United States Tax Court

1979-1984 Associated with Bond, Schoeneck & King, Boca Raton, Florida

1985 – present Shareholder, Managing Partner, Hunt, Cook, Riggs, Mehr & Miller, P.A.

PROFESSIONAL AFFILIATIONS AND ASSOCIATIONS:

Admitted to practice in New York, Florida, District of Columbia, United States Tax Court, United States Federal Court.

Member, American Bar Association, New York State Bar Association, Florida Bar Association, South Palm Beach County Bar Association, National Association of Bond Lawyers

PUBLICATIONS:

The Continuing Evolution of Industrial Development Bond Financing, Florida Bar Journal, January, 1985 Edition.

The Tax Court: An Historical Analysis. Part V, appearing in the Albany Law Review, 41 Alb. L. Rev. 639 (1977), and 42 Alb. L. Rev. 161 (1978), later reprinted in book form by Commerce Clearing House.

SPECIAL INTERESTS:

Lead Counsel for multi-million dollar Bond transactions, involving several law firms, lenders and institutions throughout the country.

EXHIBIT A

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,

v.

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

Defendants.

DEFENDANTS' WITNESS & EXHIBIT LIST

To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants, by and through their undersigned counsel and pursuant to the
Order Setting Jury Trial in this matter hereby file this, their witness and exhibit list
in this matter.

Witnesses:

1. Raymond Joao- 750 Lexington Avenue, New York, NY 10022

EXHIBIT B

9/8/02

2. Gerald W. Stanley- 224 Spinnaker Drive, Vero Beach, FL 32963
3. Christopher Wheeler- One Boca Place, Suite 340 West, Boca Raton, FL 33431
4. Kenneth Rubenstein-1585 Broadway, New York, NY 10036
5. William Kasser- address unknown
6. Brian Utley-address unknown
7. Elliot Bernstein
8. Simon Bernstein
9. Any and all witnesses listed or called by Plaintiff.

Exhibits:

1. All billing statements or other documents attached to the pleadings in this matter.
2. All transcriptions of depositions and exhibits thereto.
3. Plaintiff's entire file as to the representation of the Defendants.
4. All documents regarding the patenting of the intellectual property of Defendants.
5. All documents regarding the patenting of intellectual property of Brian Utley.
6. Any documents or other exhibits listed by the Plaintiff.

Defendants hereby reserves the right to amend this Witness and Exhibit List

pending completion of discovery in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 3rd day of September, 2002.

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
FIFTEENTH JUDICIAL CIRCUIT IN
AND FOR PALM BEACH COUNTY,
FLORIDA

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Plaintiff's Motion to Compel Mediation and the Deposition
of the Defendant's Corporate Representative**

DATE: Wednesday, January 15, 2003

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

1/8/03

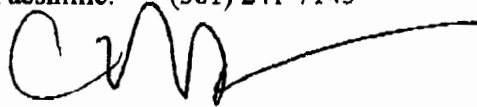
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 8th day of January, 2003.

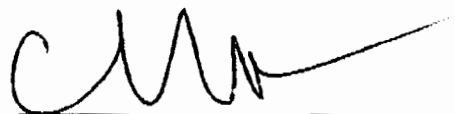
PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 8th day of January, 2003, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

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

CASE NO. CA 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.

**PLAINTIFF'S THIRD NOTICE OF DEFENDANTS' NONCOMPLIANCE IN
PREPARING JOINT PRETRIAL STIPULATION, MOTION FOR LEAVE TO FILE
A UNILATERAL PRETRIAL STATEMENT AND MOTION FOR ATTORNEY'S FEES**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order permitting it to file a Unilateral Pretrial Statement in this matter and awarding Proskauer its attorney's fees incurred in its efforts to obtain the cooperation of the Defendants in preparing a Pretrial Stipulation and as good grounds therefore states as follows:

1. In September, 2002, counsel for Proskauer had sent counsel for the Defendants a proposed Joint Pretrial Stipulation ("Proposed Stipulation") for review and comment. However, at that time, counsel for the Defendants failed to communicate with counsel for Proskauer in any way regarding the Proposed Stipulation. As a result, counsel for Proskauer had no choice but to file a Notice of Noncompliance and request that the Court allow Proskauer to file a Unilateral Pretrial Statement on two prior occasions when the Joint Pretrial Stipulation was due to be filed.

1/4/03

Copies of the two prior Notices of Noncompliance are attached hereto as Exhibits "A" and "B," respectively.

2. This Court then entered an Order on December 16, 2002 requiring the parties to file a Joint Pretrial Stipulation no later than January 6, 2003. A copy of the December 16, 2002 Order is attached as Exhibit "C."

3. Counsel for Proskauer sent several letters to counsel for the Defendants during the month of December requesting that counsel for the Defendants return any comments that he has to the Proposed Stipulation sent in September. Copies of the letters are attached as Exhibit "D."

4. Counsel for the Defendants finally, for the first time, faxed his proposed changes to the Proposed Stipulation to counsel for Proskauer on the afternoon of January 3, 2003 -- the day before the Joint Pretrial Stipulation was due to be filed. A copy of counsel for the Defendants' fax containing his comments to the Proposed Stipulation is attached as Exhibit "E."

5. Counsel for Proskauer incorporated the changes as suggested by counsel for the Defendants and faxed the Proposed Stipulation to counsel for the Defendants for his signature on the morning of January 6, 2003 with a letter requesting that counsel execute the Proposed Stipulation and return it so that it could be filed before the office of the Clerk of the Court closes.

6. Counsel for the Defendants finally faxed a letter at 3:16 p.m. on January 6, 2003 stating that he does not agree to the changes made to the Proposed Stipulation by counsel for Proskauer. A copy of the letter is attached as Exhibit "F." Counsel for Proskauer called the office of counsel for the Defendants on the afternoon of January 6, 2003 but there was no answer.

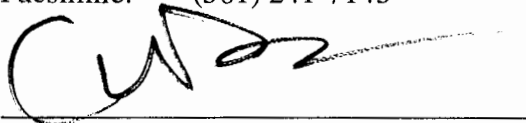
7. Because counsel for the Defendants chose to wait almost four months (until the day before the Joint Pretrial Stipulation was due) to participate in the preparation of the

stipulation, and despite Proskauer's diligent efforts to prepare a Pretrial Stipulation pursuant to the Court's *Uniform Pretrial Instructions*, Proskauer has no choice but to request that the Court permit the filing of a Unilateral Pretrial Statement in the form attached hereto as Exhibit "G."

WHEREFORE, Proskauer respectfully requests that the Court permit Proskauer to file a Unilateral Pretrial Statement in the form attached hereto as Exhibit "G," award Proskauer its attorney's fees and costs incurred in preparing this motion, award Proskauer its attorney's fees and costs incurred in its efforts to obtain the cooperation of counsel for the Defendants relating to the Pretrial Stipulation, and awarding any further relief that is reasonable and just.

This 6th day of January, 2003.

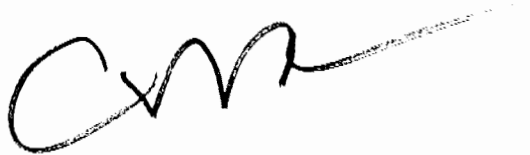
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on January 6th, 2003, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

SEP 24 2002

COPY / ORIGINAL
RECEIVED FOR FILING

**PLAINTIFF'S NOTICE OF DEFENDANTS' NONCOMPLIANCE IN
PREPARING JOINT PRETRIAL STIPULATION, MOTION FOR LEAVE TO FILE
A UNILATERAL PRETRIAL STATEMENT AND MOTION FOR ATTORNEY'S FEES**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order permitting it to file a Unilateral Pretrial Statement in this matter and awarding Proskauer its attorney's fees incurred in its efforts to obtain the cooperation of the Defendants in preparing a Pretrial Stipulation and as good grounds therefore states as follows:

1. By Agreed Order dated July 18, 2002, the Pretrial Stipulation was to be filed in this matter no later than September 24, 2002.
2. Proskauer prepared and faxed a proposed Pretrial Stipulation to counsel for the Defendants on September 19, 2002 with a cover letter requesting counsel's cooperation in reviewing and proposing any comments or changes to the proposed stipulation. A copy of Proskauer's September 19, 2002 letter and attached proposed Pretrial Stipulation is attached hereto as Exhibit "1."

3. Subsequent to sending the proposed Pretrial Stipulation to counsel for the Defendants, counsel for Proskauer sent counsel for the Defendants two letters and left several telephone messages, again requesting the cooperation of counsel for the Defendants so that the Pretrial Stipulation could be filed on time. Copies of the letters dated September 20, 2002 and September 23, 2002 are attached hereto as Exhibits "2" and "3," respectively. In fact, counsel for Proskauer was able to reach counsel for the Defendants on September 23, 2002, and counsel for the Defendants represented that he would call counsel for Proskauer back to discuss the proposed Pretrial Stipulation. He did not do so.

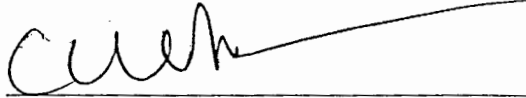
4. Counsel for the Defendants has failed to communicate with counsel for Proskauer or otherwise cooperate in any way in participating in the preparation of the Pretrial Stipulation.

5. Despite Proskauer's diligent efforts to prepare a Pretrial Stipulation pursuant to the Court's *Uniform Pretrial Instructions*, Proskauer has no choice but to request that the Court permit the filing of a Unilateral Pretrial Statement in the form attached hereto as Exhibit "4."

WHEREFORE, Proskauer respectfully requests that the Court permit Proskauer to file a Unilateral Pretrial Statement in the form attached hereto as Exhibit "4," award Proskauer its attorney's fees and costs incurred in preparing this motion, award Proskauer its attorney's fees and costs incurred in its efforts to obtain the cooperation of counsel for the Defendants relating to the Pretrial Stipulation, and awarding any further relief that is reasonable and just.

This 24 day of September, 2002.


PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 24, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

NOV 21 2002

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RECEIVED FOR FILING

**PLAINTIFF'S SECOND NOTICE OF DEFENDANTS' NONCOMPLIANCE IN
PREPARING JOINT PRETRIAL STIPULATION, MOTION FOR LEAVE TO FILE
A UNILATERAL PRETRIAL STATEMENT AND MOTION FOR ATTORNEY'S FEES**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order permitting it to file a Unilateral Pretrial Statement in this matter and awarding Proskauer its attorney's fees incurred in its efforts to obtain the cooperation of the Defendants in preparing a Pretrial Stipulation and as good grounds therefore states as follows:

1. By Order dated October 2, 2002, the Pretrial Stipulation was to be filed in this matter no later than November 20, 2002. A copy of this Court's Order dated October 2, 2002 is attached hereto as Exhibit 1.

2. Proskauer prepared and faxed a proposed Pretrial Stipulation to counsel for the Defendants on November 5, 2002 with a cover letter requesting counsel's cooperation in reviewing and proposing any comments or changes to the proposed stipulation. A copy of Proskauer's November 5, 2002 letter and attached proposed Pretrial Stipulation is attached

hereto as Exhibit 2. The proposed Pretrial Stipulation was originally sent to counsel for the Defendants in September, 2002, as a previous Agreed Order set the due date for the Pretrial Stipulation for September 24, 2002.

3. Subsequent to sending the proposed Pretrial Stipulation to counsel for the Defendants, counsel for Proskauer sent counsel for the Defendants another letter on November 18, 2002 seeking the cooperation of counsel for the Defendants so that the Pretrial Stipulation could be filed on time. A copy of Proskauer's November 18, 2002 letter is attached hereto as Exhibit 3.

4. Counsel for the Defendants has failed to communicate with counsel for Proskauer or otherwise cooperate in any way in participating in the preparation of the Pretrial Stipulation.

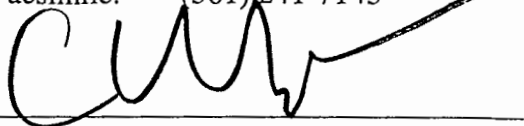
5. Despite Proskauer's diligent efforts to prepare a Pretrial Stipulation pursuant to the Court's *Uniform Pretrial Instructions*, Proskauer has no choice but to request that the Court permit the filing of a Unilateral Pretrial Statement in the form attached hereto as Exhibit 4.

6. This is the second time in this litigation that Proskauer has moved the Court for permission to file a Unilateral Pretrial Statement due to counsel for the Defendants' refusal to communicate with counsel for Proskauer or otherwise participate in the preparation of a Pretrial Stipulation. A copy of Proskauer's first Notice of Defendants' Noncompliance is attached hereto as Exhibit 5.

WHEREFORE, Proskauer respectfully requests that the Court permit Proskauer to file a Unilateral Pretrial Statement in the form attached hereto as Exhibit 4, award Proskauer its attorney's fees and costs incurred in preparing this motion, award Proskauer its attorney's fees and costs incurred in its efforts to obtain the cooperation of counsel for the Defendants relating to the Pretrial Stipulation, and awarding any further relief that is reasonable and just.

This 19 day of November, 2002.

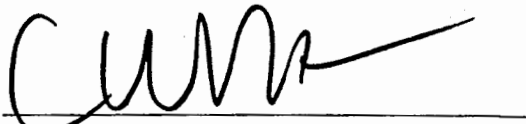
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on November 19, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

FILE COPY

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MT/DJG/CWP

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

CASE NO. CA 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.

**ORDER ON DEFENDANTS' MOTION TO VACATE
PRIOR ORDER REQUIRING FILING OF PRE-TRIAL STIPULATION**

THIS CAUSE came before the Court on December 11, 2002 on the Defendants' Motion to Vacate Prior Order Requiring Filing of Pre-Trial Stipulation, and the Court after hearing argument of counsel and being otherwise fully advised in the premises it is thereupon

ORDERED AND ADJUDGED as follows:

1. The parties shall file a Joint Pretrial Stipulation no later than January 6, 2003.
2. The trial of this matter is to be reset on the Court's next ~~regular~~ trial docket.

DONE and ORDERED at West Palm Beach, Palm Beach County, Florida, this _____ day of December, 2002.

SIGNED AND DATED

DEC 16 2002

Honorable Jorge Labarga
~~Judge Jorge Labarga~~
Circuit Court Judge

DOCKETED pc
12/16/02

PROSKAUER ROSE LLP

2250 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

December 11, 2002

Via Facsimile and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

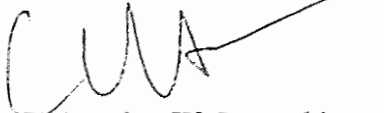
Re: Proskauer Rose LLP v. Iviewit.com, Inc., et al.

Dear Steve:

Please find attached a proposed order which reflects Judge Labarga's ruling this morning. If you have any objection to the proposed order, please contact me immediately. If I do not hear from you by 4:00 p.m. on Thursday, December 12, 2002, I will assume that you have no objection to the proposed order and I shall send it to the Court.

Further, consistent with the Court's ruling this morning which requires the parties to file a Joint Pretrial Stipulation no later than January 6, 2003, I recommend that you provide me with any comments as soon as possible relating to the proposed stipulation which we have sent to you several times in the past.

Very truly yours,



Christopher W. Prusaski

CWP/kem
Encl.

PROSKAUER ROSE LLP

225 Trades Road
Suite 340 West
Boca Raton, FL 33431-7360
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NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
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Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

December 23, 2002

Via Facsimile and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Re: Proskauer Rose LLP v. Iviewit.com, Inc., et al.

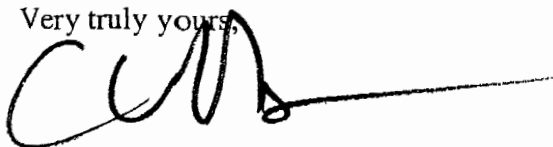
Dear Mr. Selz:

Pursuant to the Order Resetting Non-Jury Trial that I received Friday, the mediation conference in this matter must occur on or before Tuesday, January 28, 2003. As I requested in my letter dated December 12, 2002, please provide me with dates in January upon which you and your client are available for mediation and the taking of Mr. Bernstein's deposition. Mr. Bernstein's deposition will occur either the day before or the day after the mediation conference.

Also, as a reminder, the Joint Pretrial Stipulation must be filed no later than January 6, 2003. I would appreciate it if you would send me your comments to the proposed stipulation that I sent you in September sometime this week so that we have adequate time to finalize the stipulation.

Thank you for your attention to these matters.

Very truly yours,



Christopher W. Prusaski

CWP/kem

PROSKAUER ROSE LLP

2255 Glades Road
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Boca Raton, FL 33431-7360
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NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
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Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

December 30, 2002

Via Facsimile and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Re: Proskauer Rose LLP v. Iviewit.com, Inc., et al.

Dear Mr. Selz:

As you are aware, the Joint Pretrial Stipulation must be filed pursuant to the Court's Order one week from today. I sent you letters on December 11th and December 23rd requesting that you send me any comments to the proposed Stipulation (which I sent to you in September) as soon as possible. To date, I have not heard anything from you regarding the Stipulation.

Please cooperate with me in preparing the Stipulation by faxing me any comments today so that we have adequate time to discuss the comments and finalize the Stipulation.

Very truly yours,



Christopher W. Prusaski

CWP/kem

PROSKAUER ROSE LLP

2255 Lakes Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
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Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

January 2, 2003

Via Facsimile and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

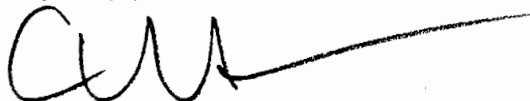
Re: Proskauer Rose LLP v. Iviewit.com, Inc., et al.

Dear Mr. Selz:

This is the fourth letter that I have sent you requesting your cooperation in preparing the Joint Pretrial Stipulation since Judge Labarga entered an Order requiring the parties to file the stipulation by this coming Monday, January 6th. Despite these numerous requests, I have not heard from you. As of now, we only have one and a half business days to prepare the stipulation. I sent you the proposed Stipulation back in September (and a few times since then). Please either sign the stipulation and return it to me today or fax me your comments.

If I do not hear from you by the end of the day today, I will file another Notice of Noncompliance and request that the Court allow me to file a Unilateral Pretrial Statement.

Very truly yours,



Christopher W. Prusaski

CWP/kem

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (561) 241-7145

Individual & Firm: CHRISTOPHER W. PRUSASKI, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 1/3/03 1:10 PM File # _____

Total number of Pages (INCLUDING this cover sheet) 4

RE: IVIEWIT.COM

Document(s) Attached: PRE-TRIAL STIP

Comments: NONE

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

JOINT PRETRIAL STIPULATION

Plaintiff, Proskauer Rose LLP ("Proskauer"), and Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc. and Iviewit Technologies, Inc., pursuant to this Court's Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby file their Joint Pretrial Stipulation as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer's Motion to Strike the Defendants' Trial Exhibit List (Nov. 18, 2002).
2. The following facts require no proof at trial:
 - a. The summary of the invoices attached to the Amended Complaint as Exhibit "B" total \$369,460.97; and
 - b. The summary of invoices attached to the Amended Complaint as Exhibit "B" have not been paid in full.
3. The following are disputed issues of law and fact to be tried:
 - a. Whether Proskauer entered into a contract with Iviewit.com, Inc., Iviewit Technologies, Inc. and Iviewit Holdings, Inc. to provide legal services in exchange for payment for those services;
 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the

balance owed by Defendants as \$369,460.97;

- f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
- g. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;
- h. Whether Proskauer provided Defendants with statements of account reflecting a balance owed of \$369,460.97;
- i. Whether the Defendants knowingly and voluntarily accepted the legal services provided by Proskauer and retained the benefit conferred;
- j. Whether the circumstances are such that it would be inequitable for the Defendants to retain the benefit without paying the value thereof to Proskauer;
- k. Whether the Defendants have been unjustly enriched in an amount representing the reasonable value of the legal services provided by Proskauer for which payment has not been received;
- l. Whether the reasonable value for the services rendered by Proskauer for which payment has not been received is \$369,460.97
- m. Whether Proskauer billed the Defendants for services which Proskauer did not receive authorization from the Defendants to perform;
- n. Whether the services provided by Proskauer benefitted the named Defendants or in the alternative benefitted third parties not parties to this action;
- o. Whether the Defendants assumed the obligations of any other party to

Proskauer for legal services;

p. Whether the payment to Proskauer by the Defendants was contingent on the funding of loans or other financing to the Defendants from third parties;

4. Plaintiff's lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "A". Defendants' lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "B".
5. The trial will last approximately 4 days.
6. The following attorneys are designated trial counsel:

For the Plaintiff:

Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca Raton, Florida 33431.

For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi-Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.

7. Peremptory Challenges: not applicable; non-jury trial.

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

FAX TRANSMITTAL COVER SHEET

FAX Number: (561) 241-7145

Individual & Firm: CHRISTOPHER W. PRUSASKI, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 1/6/03 3:00 PM File # _____

Total number of Pages (INCLUDING this cover sheet) 2

RE: IVIEWIT.COM

Document(s) Attached: LETTER AS TO PRE-TRIAL STIP

Comments: NONE

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

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

January 6, 2003

VIA FACSIMILE TRANSMISSION
AND REGULAR MAIL

Christopher W. Prusaski, Esq.
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

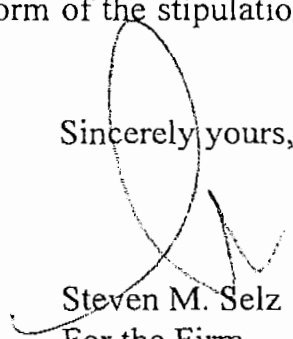
Re: Proskauer Rose vs. Iviewit.com; Pre-Trial Stipulation.

Dear Chris:

I am in receipt of your letter of today's date as to the pre-trial stipulation. I continue to request the changes I had made to the form of same and do not agree with the form you faxed to my offices on today's date at 9:30 am. Please note that the attached exhibits to the Complaint are not invoices but rather billing summaries as they do not reference the actual services provided but rather show time and charges in a summary form.

Please note that I am not trying to split hairs as it is clear under the law that the actual services provided are at issue for quantum meruit claims and that the "invoices" attached to the complaint do not reflect the specifics of those services. Based on same I must object to the form of the stipulation unless the requested changes are made.

Sincerely yours,



Steven M. Selz
For the Firm

SMS/ajf

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

CASE NO. CA 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.

JOINT PRETRIAL STIPULATION

Plaintiff, Proskauer Rose LLP (“Proskauer”), and Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc. and Iviewit Technologies, Inc., pursuant to this Court’s Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby file their Joint Pretrial Stipulation as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer’s Motion to Strike the Defendants’ Trial Exhibit List (Jan. 28, 2003).
2. The following facts require no proof at trial:
 - a. The invoices attached to the Amended Complaint as Exhibit “A” total \$369,460.97; and
 - b. The invoices attached to the Amended Complaint as Exhibit “A” have not been paid.

3. The following are disputed issues of law and fact to be tried:
 - a. Whether Proskauer entered into an oral contract with Iviewit.com, Inc., Iviewit Technologies, Inc. and Iviewit Holdings, Inc. to provide legal services in exchange for payment for those services;
 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the balance owed by Defendants as \$369,460.97;
 - f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
 - g. Whether the invoices attached to the Amended Complaint as Exhibit "A" were sent to Iviewit.com, Inc. by Proskauer on or about the date reflected on each invoice;
 - h. Whether the invoices attached to the Amended Complaint as Exhibit "A" were received by Iviewit.com, Inc. on or about the date reflected on each invoice;
 - i. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;
 - j. Whether Proskauer provided Defendants with statements of account reflecting a balance owed of \$369,460.97;

- k. Whether the Defendants knowingly and voluntarily accepted the legal services provided by Proskauer and retained the benefit conferred;
 - l. Whether the circumstances are such that it would be inequitable for the Defendants to retain the benefit without paying the value thereof to Proskauer;
 - m. Whether the Defendants have been unjustly enriched in an amount representing the reasonable value of the legal services provided by Proskauer for which payment has not been received;
 - n. Whether the reasonable value for the services rendered by Proskauer for which payment has not been received is \$369,460.97;
 - o. Whether Proskauer billed the Defendants for services which Proskauer did not receive authorization from the Defendants to perform; and
 - p. Whether the services provided by Proskauer benefited the named Defendants or, in the alternative, benefited third parties not parties to this action.
4. In addition to the items set forth in Section 3, the Plaintiff contends that the following is also a disputed issue of law and fact to be tried:
- a. Whether Proskauer is entitled to an award of attorney's fees pursuant to section 57.105, Florida Statutes.
5. In addition to the items set forth in Section 3, the Defendants contend that the following are also disputed issues of law and fact to be tried:
- a. Whether the Defendants assumed the obligations of any other party to Proskauer for legal fees; and

- b. Whether the payment to Proskauer by the Defendants was contingent on the funding of loans or other financing to the Defendants from third parties.
6. Plaintiff's lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "A." Defendants' lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "B."
7. The trial will last approximately 2-4 days.
8. The following attorneys are designated trial counsel:

For the Plaintiff:

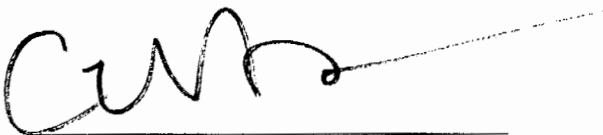
Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca Raton, Florida 33431.

For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220 Palm Beach, FL 33480.

7. Peremptory Challenges: not applicable; non-jury trial.

PROSKAUER ROSE LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 865745
Christopher W. Prusaski
Florida Bar No. 121525

Dated: Jan. 6, 2003.

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL EXHIBIT LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following exhibits that it may use in connection with the trial of this matter:

1. Proskauer Rose LLP Invoice #343838 and itemized billing statement dated Jan. 31, 2000
2. Proskauer Rose LLP Invoice #343840 and itemized billing statement dated Jan. 31, 2000
3. Proskauer Rose LLP Invoice #346259 and itemized billing statement dated Feb. 17, 2000
4. Proskauer Rose LLP Invoice #349188 and itemized billing statement dated Mar. 15, 2000

5. Proskauer Rose LLP Invoice #349189 and itemized billing statement dated Mar.
15, 2000
6. Proskauer Rose LLP Invoice #349190 and itemized billing statement dated Mar.
15, 2000
7. Proskauer Rose LLP Invoice #349191 and itemized billing statement dated Mar.
15, 2000
8. Proskauer Rose LLP Invoice #349378 and itemized billing statement dated Mar.
16, 2000
9. Proskauer Rose LLP Invoice #349859 and itemized billing statement dated Mar.
21, 2000
10. Proskauer Rose LLP Invoice #349888 and itemized billing statement dated Mar.
21, 2000
11. Proskauer Rose LLP Invoice #352748 and itemized billing statement dated Apr.
18, 2000
12. Proskauer Rose LLP Invoice #352749 and itemized billing statement dated Apr.
18, 2000
13. Proskauer Rose LLP Invoice #352750 and itemized billing statement dated Apr.
18, 2000
14. Proskauer Rose LLP Invoice #352751 and itemized billing statement dated Apr.
18, 2000
15. Proskauer Rose LLP Invoice #352752 and itemized billing statement dated Apr.
18, 2000

16. Proskauer Rose LLP Invoice #352753 and itemized billing statement dated Apr. 18, 2000
17. Proskauer Rose LLP Invoice #354153 and itemized billing statement dated Apr. 30, 2000
18. Proskauer Rose LLP Invoice #356497 and itemized billing statement dated May 30, 2000
19. Proskauer Rose LLP Invoice #356503 and itemized billing statement dated May 30, 2000
20. Proskauer Rose LLP Invoice #360344 and itemized billing statement dated June 30, 2000
21. Proskauer Rose LLP Invoice #363830 and itemized billing statement dated July 21, 2000
22. Proskauer Rose LLP Invoice #363831 and itemized billing statement dated July 21, 2000
23. Proskauer Rose LLP Invoice #363832 and itemized billing statement dated July 21, 2000
24. Proskauer Rose LLP Invoice #363833 and itemized billing statement dated July 21, 2000
25. Proskauer Rose LLP Invoice #363834 and itemized billing statement dated July 21, 2000
26. Proskauer Rose LLP Invoice #363835 and itemized billing statement dated July 21, 2000

27. Proskauer Rose LLP Invoice #363836 and itemized billing statement dated July 21, 2000
28. Proskauer Rose LLP Invoice #363837 and itemized billing statement dated July 21, 2000
29. Proskauer Rose LLP Invoice #363840 and itemized billing statement dated July 21, 2000
30. Proskauer Rose LLP Invoice #363841 and itemized billing statement dated July 21, 2000
31. Proskauer Rose LLP Invoice #363844 and itemized billing statement dated July 21, 2000
32. Proskauer Rose LLP Invoice #363970 and itemized billing statement dated July 30, 2000
33. Proskauer Rose LLP Invoice #368322 and itemized billing statement dated Aug. 22, 2000
34. Proskauer Rose LLP Invoice #368777 and itemized billing statement dated Aug. 24, 2000
35. Proskauer Rose LLP Invoice #371752 and itemized billing statement dated Sept. 20, 2000
36. Proskauer Rose LLP Invoice #371505 and itemized billing statement dated Sept. 20, 2000
37. Proskauer Rose LLP Invoice #371753 and itemized billing statement dated Sept. 20, 2000

38. Proskauer Rose LLP Invoice #376560 and itemized billing statement dated Oct.
13, 2000
39. Proskauer Rose LLP Invoice #380021 and itemized billing statement dated Nov.
17, 2000
40. Proskauer Rose LLP Invoice #380022 and itemized billing statement dated Nov.
17, 2000
41. Proskauer Rose LLP Invoice #380023 and itemized billing statement dated Nov.
17, 2000
42. Proskauer Rose LLP Invoice #380024 and itemized billing statement dated Nov.
17, 2000
43. Proskauer Rose LLP Invoice #380025 and itemized billing statement dated Nov.
17, 2000
44. Proskauer Rose LLP Invoice #381460 and itemized billing statement dated Nov.
30, 2000
45. Proskauer Rose LLP Invoice #382111 and itemized billing statement dated Dec.
6, 2000
46. Proskauer Rose LLP Invoice #387122 and itemized billing statement dated Jan.
18, 2001
47. Proskauer Rose LLP Invoice #391231 and itemized billing statement dated Feb.
9, 2001
48. Proskauer Rose LLP Invoice #394765 and itemized billing statement dated Mar.
6, 2001

49. Proskauer Rose LLP Invoice #395537 and itemized billing statement dated Mar. 12, 2001
50. Proskauer Rose LLP Invoice #399271 and itemized billing statement dated Apr. 6, 2001
51. Proskauer Rose LLP Invoice #399272 and itemized billing statement dated Apr. 6, 2001
52. Proskauer Rose LLP Invoice #399273 and itemized billing statement dated Apr. 6, 2001
53. Proskauer Rose LLP Invoice #399274 and itemized billing statement dated Apr. 6, 2001
54. Proskauer Rose LLP Invoice #399275 and itemized billing statement dated Apr. 6, 2001
55. Proskauer Rose LLP Invoice #400158 and itemized billing statement dated Apr. 11, 2001
56. Proskauer Rose LLP list of "Open Invoices" for Iviewit
57. Letter from Christopher C. Wheeler to Brian G. Utley dated Sept. 8, 1999 ("Re. Engagement Agreement for iviewit LLC")
58. Letter from Christopher C. Wheeler to Brian G. Utley dated Oct. 12, 1999 ("Re. Additional Payment")
59. Letter from Christopher C. Wheeler to Brian G. Utley dated Oct. 25, 1999 ("Re. Reminder Regarding Additional Payment")
60. Letter from Christopher C. Wheeler to Brian G. Utley dated Feb. 29, 2000
61. Letter from Christopher C. Wheeler to Brian G. Utley dated Mar. 9, 2000

62. Letter from Christopher C. Wheeler to Simon Bernstein dated Mar. 24, 2000
63. Letter from Christopher C. Wheeler to Simon Bernstein dated Mar. 31, 2000
("Re. Past-Due Accounts")
64. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 10, 2000
65. Memorandum from Brian G. Utley to Christopher C. Wheeler dated Apr. 11, 2000 ("Re. Payment Plan")
66. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 19, 2000
67. Letter from Christopher C. Wheeler to Brian G. Utley dated May 15, 2000
68. Letter from Brian G. Utley to Christopher C. Wheeler dated May 30, 2000
69. Letter from Christopher C. Wheeler to Brian G. Utley dated Dec. 29, 2000 ("Re. Past-Due Accounts")
70. Letter from Christopher C. Wheeler to Brian G. Utley dated Jan. 4, 2001
71. Letter from Christopher C. Wheeler to Brian G. Utley dated Jan. 18, 2001 ("Re. January 15 Payment Towards Past-Due Amounts")
72. Letter from Christopher C. Wheeler to Brian G. Utley dated Mar. 28, 2001 (4 pages)
73. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 16, 2001 (2 pages) ("Re. Past-Due Accounts")
74. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 16, 2001 with 3-page list of open invoices ("Re. Past-Due Invoices")
75. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 27, 2001 (3 pages) ("Re. Retainer and Past-Due Accounts")

76. Letter from Christopher C. Wheeler to Ross Miller dated May 31, 2001 (“Re. iviewit.com, Inc. Accounts Receivable”)
77. Letter from Ilene S. Schnall, Esq. to Christopher W. Prusaski, Esq. dated Jan. 21, 2002 attaching “the only document that [Defendants] have that is responsive to [Proskauer’s] First Request for Production of Documents to Defendants.”
78. Closing binder regarding Securities Purchase Agreement between Iviewit Holdings, Inc. and the investors defined in the Securities Purchase Agreement dated February 24, 2000, with subparts 1 through 17.
79. Closing binder regarding Securities Purchase Agreement between Iviewit Holdings, Inc. and Alpine Venture Capital Partners, LP dated December 13, 2000, with subparts 1 through 15.
80. Closing binder regarding the reorganization of Iviewit.com, LLC, with subparts A through H.
81. Convertible Promissory Note between Iviewit Holdings, Inc. and Tiedemann Prolow, LLC (Proskauer document #287912).
82. Warrant Certificate for Purchase of Class B Non-Voting Common Stock (Proskauer document #287922).
83. Iviewit Holdings, Inc. 2000 Long-Term Incentive Plan (Proskauer document #262554).
84. Stock Option Agreement between Iviewit Holdings, Inc. and Mitch Welsch (Proskauer document #273367).
85. Agreement for Purchase and Sale of Assets between Iviewit Holdings, Inc. and iLearnit, Inc. (Proskauer document #294195).

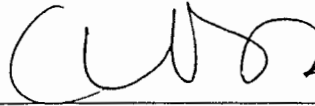
86. Agreement and Plan of Exchange between Iviewit Holdings, Inc. and Internet Train, Inc. (Proskauer document #744).
87. Iviewit Technologies, Inc. Non-Disclosure and Proprietary Rights Agreement (Proskauer document #256413).
88. Iviewit Holdings, Inc. Confidential Private Offering Memorandum dated Jan. 14, 2000 (Proskauer document #259732).
89. Security Agreement between Iviewit Holdings, Inc. and Joan Stark dated Jan. 10, 2000 (Proskauer doc #248121) and related investment letter dated Jan. 10, 2000 (Proskauer doc. #248135).
90. Technology License Agreement between Iviewit Technologies, Inc. and Greg Manning Auctions, Inc. (Proskauer doc #289044).
91. License Agreement between Iviewit Holdings, Inc. and Internet Train, Inc. dated Dec. 29, 1999 (Proskauer doc #294675).
92. Transcript of deposition of William Kasser, including all exhibits thereto.
93. Transcript of deposition of Brian G. Utley, including all exhibits thereto.
94. Transcript of deposition of Gerald Lewin, CPA, including all exhibits thereto.
95. Transcript of deposition of Raymond Hersh, including all exhibits thereto.
96. Transcript of deposition of any other persons deposed in this matter prior to trial, including all exhibits thereto.
97. Defendants' Answers to Proskauer's First Interrogatories.
98. Defendants' Answers to Proskauer's Second Interrogatories.
99. Defendants' Response to Proskauer's Request for Admissions.
100. Defendants' Response to Proskauer's First Request for Production.

101. Defendants' Response to Proskauer's Second Request for Production.
102. All pleadings in the Court's file in this action, including all attachments and exhibits thereto.
103. All items identified in Defendants' exhibit list.
104. Documents to be produced by the Defendants pursuant to the Court's orders compelling production.
105. Summaries of Proskauer's financial documentation relating to the billing of the Defendants.
106. Demonstrative exhibits.
107. All rebuttal exhibits.
108. All impeachment exhibits.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

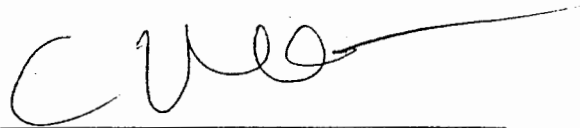
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL WITNESS LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following witnesses that it may call in connection with the trial of this matter:

1. Christopher C. Wheeler, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
2. Donald E. Thompson, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
3. Joseph R. Cook, Esq. (*Expert Witness*)
Hunt, Cook, Riggs, Mehr & Miller, P.A.
2200 Corporate Blvd., N.W.
Suite 401
Boca Raton, FL 33431

Mr. Cook will provide expert testimony regarding the reasonableness of the Plaintiff's outstanding invoices to the Defendants. No

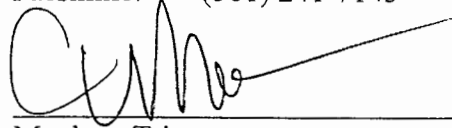
written reports have been generated by this expert. A copy of Mr. Cook's *curriculum vitae* is attached hereto as Exhibit "A."

4. Brian G. Utley
9541 Virginia Avenue South
Bloomington, MN 55438
5. Raymond T. Hersh
23077 Via Stel
Boca Raton, FL 33423
6. Gerald Lewin, CPA
c/o Goldstein & Lewin Accountants
1900 N.W. Corporate Boulevard
East Building - Suite 300
Boca Raton, FL 33431
7. William Kasser
991 N.W. 9th Street
Boca Raton, FL 33486
8. Simon Bernstein
7020 Lions Head Lane
Boca Raton, FL 33486
9. Eliot Bernstein
c/o Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480
10. Maurice Buchsbaum
20805 Cipres Way
Boca Raton, FL
11. All witnesses referenced in Defendants' Exhibit List.
12. All witnesses revealed during the remainder of the discovery period in this case, including any witnesses to be revealed in any documents to be produced or depositions to be conducted.
13. All Impeachment Witnesses.
14. All Rebuttal Witnesses.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

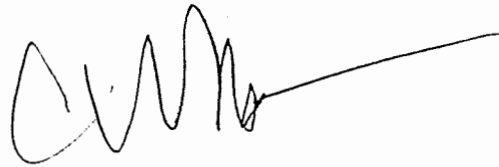
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

JOSEPH R. COOK, ESQ.

EDUCATION: Graduated, State University of New York, Buffalo, NY, 1974
Magna Cum Laude, Phi Beta Kappa, Omicron Delta Epsilon

Graduated Albany Law School, Albany New York, 1977
Cum Laude
Justinian Honorary Law Society
Legal Writing Instructor, Member and Editor, Albany Law Review

EMPLOYMENT:

1977-1979- Appointed Attorney Advisor to The Honorable Charles R. Simpson, United States Tax Court

1979-1984 Associated with Bond, Schoeneck & King, Boca Raton, Florida

1985 – present Shareholder, Managing Partner, Hunt, Cook, Riggs, Mehr & Miller, P.A.

PROFESSIONAL AFFILIATIONS AND ASSOCIATIONS:

Admitted to practice in New York, Florida, District of Columbia, United States Tax Court, United States Federal Court.

Member, American Bar Association, New York State Bar Association, Florida Bar Association, South Palm Beach County Bar Association, National Association of Bond Lawyers

PUBLICATIONS:

The Continuing Evolution of Industrial Development Bond Financing, Florida Bar Journal, January, 1985 Edition.

The Tax Court: An Historical Analysis, Part V, appearing in the Albany Law Review, 41 Alb. L. Rev. 639 (1977), and 42 Alb. L. Rev. 161 (1978), later reprinted in book form by Commerce Clearing House.

SPECIAL INTERESTS:

Lead Counsel for multi-million dollar Bond transactions, involving several law firms, lenders and institutions throughout the country.

EXHIBIT A

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,

v.

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

Defendants.

DEFENDANTS' WITNESS & EXHIBIT LIST

To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants, by and through their undersigned counsel and pursuant to the
Order Setting Jury Trial in this matter hereby file this, their witness and exhibit list
in this matter.

Witnesses:

1. Raymond Joao- 750 Lexington Avenue, New York, NY 10022

EXHIBIT B

9/3/02

2. Gerald W. Stanley- 224 Spinnaker Drive, Vero Beach, FL 32963
3. Christopher Wheeler- One Boca Place, Suite 340 West, Boca Raton, FL 33431
4. Kenneth Rubenstein-1585 Broadway, New York, NY 10036
5. William Kasser- address unknown
6. Brian Utley-address unknown
7. Elliot Bernstein
8. Simon Bernstein
9. Any and all witnesses listed or called by Plaintiff.

Exhibits:

1. All billing statements or other documents attached to the pleadings in this matter.
2. All transcriptions of depositions and exhibits thereto.
3. Plaintiff's entire file as to the representation of the Defendants.
4. All documents regarding the patenting of the intellectual property of Defendants.
5. All documents regarding the patenting of intellectual property of Brian Utley.
6. Any documents or other exhibits listed by the Plaintiff.

Defendants hereby reserves the right to amend this Witness and Exhibit List

pending completion of discovery in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 3rd day of September, 2002.

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
FIFTEENTH JUDICIAL CIRCUIT IN
AND FOR PALM BEACH COUNTY,
FLORIDA

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

RE-NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

Plaintiff's Motion to Strike Items 3, 4 and 5 on Defendants' Exhibit List

DATE: Tuesday, January 28, 2003

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

1/2/03

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,

v.

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

Defendants.

NOTICE OF TAKING OF DEPOSITION- CONTINUATION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

<u>DEPONENT</u>	<u>DATE AND TIME</u>	<u>LOCATION</u>
Kenneth Rubenstein, Esq.	May 16, 2003, 11:00 am	Proskauer Rose LLP 2255 Glades Road Boca Raton, FL 33431

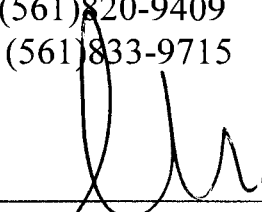
These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.
These depositions are being taken for purposes of discovery, for use at a trial or

for such other purposes as are permitted under the Florida Rules of Civil Procedure.

PLEASE GOVERN YOURSELF ACCORDINGLY.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 15th day of May, 2003 to the above-listed addressee.

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

CC: Pinnacle Reporting Services, Inc. (via facsimile)

In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodations to participate in this proceeding should contact the Court ADA Coordinator at (561) 357-5512 no later than seven days prior to the proceeding. If hearing impaired, contact the Court TDD number (305) 831-8288, or Florida Relay Services (800-955-8771) for assistance.

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,

v.

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

Defendants.

DEFENDANTS' MOTION TO CONTINUE TRIAL SETTING

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby move this Court for an Order continuing the trial of this matter and as grounds therefore would state as follows:

1. That this matter is set for a two day bench trial on May 28 through May 29, 2003.
2. That Plaintiff have provided to the Defendants approximately 800 pages of additional discovery to the Defendants counsel in the last 10 days, which discovery was "newly discovered" by the Plaintiffs.

3. That to require the Defendants to proceed to trial without the opportunity to first review the newly produced discovery and to conduct further discovery as to same will prejudice the Defendants in their defense of this case.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order continuing the trial setting in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 22nd day of May 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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,

RE-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

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, May 27, 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: Defendants' Motion to Continue Trial Setting

I HEREBY CERTIFY that a true and correct copy of the foregoing has been

provided by U.S. Mail to the above-listed addressee(s) this 24th day of May, 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

CASE NO. CA 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.

ORDER ON PLAINTIFF'S MOTION FOR SANCTIONS

THIS CAUSE came before the Court on May 22, 2003 on Plaintiff's Motion for Sanctions. After reviewing the motion, hearing argument of counsel, and being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED that Plaintiff's request for sanctions is DENIED.

IT IS FURTHER ORDERED that Defendants no longer have the right to continue the deposition of Kenneth Rubenstein.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day of May, 2003.

Honorable Jorge Labarga
Circuit Court Judge

Case No. 01-04671-AB
Order on Plaintiff's Motion for Sanctions

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

CASE NO. CA 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.

ORDER ON PLAINTIFF'S MOTION FOR SANCTIONS

THIS CAUSE came before the Court on May 22, 2003 on Plaintiff's Motion for Sanctions. After reviewing the motion, hearing argument of counsel, and being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED that Plaintiff's request for sanctions is DENIED.

IT IS FURTHER ORDERED that Defendants no longer have the right to continue the deposition of Kenneth Rubenstein.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day of May, 2003.

Honorable Jorge Labarga
Circuit Court Judge

Case No. 01-04671-AB
Order on Plaintiff's Motion for Sanctions

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

CASE NO. CA 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.

ORDER ON PLAINTIFF'S MOTION FOR SANCTIONS

THIS CAUSE came before the Court on May 22, 2003 on Plaintiff's Motion for Sanctions. After reviewing the motion, hearing argument of counsel, and being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED that Plaintiff's request for sanctions is DENIED.

IT IS FURTHER ORDERED that Defendants no longer have the right to continue the deposition of Kenneth Rubenstein.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day of May, 2003.

Honorable Jorge Labarga
Circuit Court Judge

Case No. 01-04671-AB
Order on Plaintiff's Motion for Sanctions

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

CASE NO. CA 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.

NOTICE OF UNAVAILABILITY

The undersigned counsel, Christopher W. Prusaski, files this Notice of Unavailability for the dates hereinafter: **Thursday, July 3, 2003 through and including Monday, July 14, 2003**, and respectfully requests that no matters be scheduled during this time; that no pleadings be filed which require a timely response during this time; and that all pending matters remain in status quo during this time.

This 6 day of June, 2003.

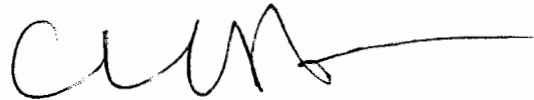
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 6 day of June, 2003, a true and correct copy of the foregoing has been furnished by facsimile and U.S. Mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Fl 33480.



Christopher W. Prusaski, Esq.

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

CASE NO. CA 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.

ORDER ON PLAINTIFF'S MOTION FOR SANCTIONS

THIS CAUSE came before the Court on May 22, 2003 on Plaintiff's Motion for Sanctions. After reviewing the motion, hearing argument of counsel, and being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED that Plaintiff's request for sanctions is DENIED.

IT IS FURTHER ORDERED that Defendants no longer have the right to continue the deposition of Kenneth Rubenstein.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ____ day of May, 2003.

Honorable Jorge Labarga
Circuit Court Judge

Case No. 01-04671-AB
Order on Plaintiff's Motion for Sanctions

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

CASE NO. CA 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.

ORDER GRANTING PLAINTIFF'S SECOND MOTION IN LIMINE

THIS CAUSE came before the Court on May 20, 2003 on Plaintiff's Second Motion in Limine. After reviewing the motion, hearing argument of counsel, and being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED that the motion is **GRANTED**. The issue of whether the Defendants' former president had the apparent authority to agree to the fees being sought was not pled as an affirmative defense with sufficient specificity and is excluded from the trial of this matter. See Owens-Corning Fiberglas Corp. v. McKenna, 726 So. 2d 361, 363 (Fla. 3d DCA

Case No. 01-04671-AB
Order Granting Plaintiff's Second Motion in Limine

1999).

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day
of May, 2003.

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

CASE NO. CA 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.

**PLAINTIFF'S PROPOSAL FOR SETTLEMENT
TO DEFENDANT, IVIEWIT HOLDINGS, INC.**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby serves upon Defendant, Iviewit Holdings, Inc., this Proposal for Settlement pursuant to Florida Rule of Civil Procedure 1.442 and Section 768.79, Florida Statutes. The terms of this proposal shall be for the settlement as follows:

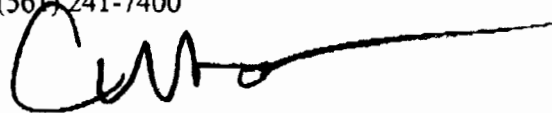
1. This proposal is made by the Plaintiff and is directed to Defendant, Iviewit Holdings, Inc.
2. This proposal will resolve all pending claims between the Plaintiff and Defendant, Iviewit Holdings, Inc.
3. The monetary terms of this proposal are as follows:
 - a. Defendant, Iviewit Holdings, Inc., shall pay to the Plaintiff the sum of \$75,000.00 (Seventy-Five Thousand and 00/100 Dollars).
 - b. Each party shall bear its own attorney's fees and costs.

4. The non-monetary terms of this proposal are as follows:
- a. Plaintiff shall execute and file a notice of dropping party with prejudice in favor of Defendant, Iviewit Holdings, Inc.
 - b. Defendant, Iviewit Holdings, Inc., shall execute and deliver to Plaintiff a general release in favor of the Plaintiff, its partners, attorneys, and employees.

This proposal shall remain open for a period of 30 days from the date of service or until withdrawn in writing, whichever occurs first. Failure by the Defendant to accept this offer in writing within 30 days from the date of the service shall constitute a rejection of this proposal, and may result in appropriate sanctions being imposed by the Court, including reasonable attorney's fees.

Dated this 11th day of February, 2003.

PROSKAUER ROSE LLP
Attorneys for Plaintiff
One Boca Place, Suite 340 West
2255 Glades Road
Boca Raton, FL 33431-7360
(561) 241-7400



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I certify that on February 11th, 2003, a copy of the foregoing was furnished by Facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

**PLAINTIFF'S PROPOSAL FOR SETTLEMENT
TO DEFENDANT, IVIEWIT.COM, INC.**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby serves upon Defendant, Iviewit.com, Inc., this Proposal for Settlement pursuant to Florida Rule of Civil Procedure 1.442 and Section 768.79, Florida Statutes. The terms of this proposal shall be for the settlement as follows:

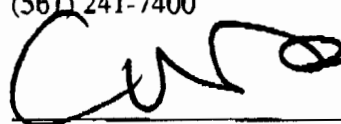
1. This proposal is made by the Plaintiff and is directed to Defendant, Iviewit.com, Inc.
2. This proposal will resolve all pending claims between the Plaintiff and Defendant, Iviewit.com, Inc.
3. The monetary terms of this proposal are as follows:
 - a. Defendant, Iviewit.com, Inc., shall pay to the Plaintiff the sum of \$75,000.00 (Seventy-Five Thousand and 00/100 Dollars).
 - b. Each party shall bear its own attorney's fees and costs.

4. The non-monetary terms of this proposal are as follows:
- a. Plaintiff shall execute and file a notice of dropping party with prejudice in favor of Defendant, Iviewit.com, Inc.
 - b. Defendant, Iviewit.com, Inc., shall execute and deliver to Plaintiff a general release in favor of the Plaintiff, its partners, attorneys, and employees.

This proposal shall remain open for a period of 30 days from the date of service or until withdrawn in writing, whichever occurs first. Failure by the Defendant to accept this offer in writing within 30 days from the date of the service shall constitute a rejection of this proposal, and may result in appropriate sanctions being imposed by the Court, including reasonable attorney's fees.

Dated this 11TH day of February, 2003.

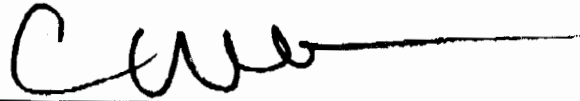
PROSKAUER ROSE LLP
Attorneys for Plaintiff
One Boca Place, Suite 340 West
2255 Glades Road
Boca Raton, FL 33431-7360
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Christopher W. Prusaski

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

CASE NO. CA 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.

**PLAINTIFF'S PROPOSAL FOR SETTLEMENT
TO DEFENDANT, IVIEWIT TECHNOLOGIES, INC.**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby serves upon Defendant, Iviewit Technologies, Inc., this Proposal for Settlement pursuant to Florida Rule of Civil Procedure 1.442 and Section 768.79, Florida Statutes. The terms of this proposal shall be for the settlement as follows:

1. This proposal is made by the Plaintiff and is directed to Defendant, Iviewit Technologies, Inc.
2. This proposal will resolve all pending claims between the Plaintiff and Defendant, Iviewit Technologies, Inc.
3. The monetary terms of this proposal are as follows:
 - a. Defendant, Iviewit Technologies, Inc., shall pay to the Plaintiff the sum of \$75,000.00 (Seventy-Five Thousand and 00/100 Dollars).
 - b. Each party shall bear its own attorney's fees and costs.

4. The non-monetary terms of this proposal are as follows:
- a. Plaintiff shall execute and file a notice of dropping party with prejudice in favor of Defendant, Iviewit Technologies, Inc.
 - b. Defendant, Iviewit Technologies, Inc., shall execute and deliver to Plaintiff a general release in favor of the Plaintiff, its partners, attorneys, and employees.

This proposal shall remain open for a period of 30 days from the date of service or until withdrawn in writing, whichever occurs first. Failure by the Defendant to accept this offer in writing within 30 days from the date of the service shall constitute a rejection of this proposal, and may result in appropriate sanctions being imposed by the Court, including reasonable attorney's fees.

Dated this 11th day of February, 2003.

PROSKAUER ROSE LLP
Attorneys for Plaintiff
One Boca Place, Suite 340 West
2255 Glades Road
Boca Raton, FL 33431-7360
(561) 241-7400



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PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
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Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Date February 11, 2003

Client-Matter 6143.60145.255

Fax Transmittal

Total Pages (including Cover) 10

From Christopher Prusaski, Esq.

Sender's Room Number 450

Sender's Voice Number 561.241.4767

For assistance call 561.241.7400

To Steven M. Selz, Esq.

Fax No. 561.833.9715

Company Selz & Muvdi Selz, P.A.

Voice No. 561.820.9409

Message

Re: Proskauer Rose LLP v. Jviewit - Proposals for Settlement

Please see attached.

Confidentiality Note: This message is confidential and intended only for the use of the addressee(s) named above. It may contain legally privileged material. Dissemination, distribution or copying of this message, other than by such addressee(s), is strictly prohibited. If you have received this message in error, please immediately notify us by telephone and return the original to us at the address above. We will reimburse you for the cost of the telephone call and postage. Thank you.

6143/60145-255 BRLIB1/347485 v1

01/02/03 11:13 AM (17188)

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

CASE NO. CA 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.

**PLAINTIFF'S PROPOSAL FOR SETTLEMENT
TO DEFENDANT, IVIEWIT HOLDINGS, INC.**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby serves upon Defendant, Iviewit Holdings, Inc., this Proposal for Settlement pursuant to Florida Rule of Civil Procedure 1.442 and Section 768.79, Florida Statutes. The terms of this proposal shall be for the settlement as follows:


1. This proposal is made by the Plaintiff and is directed to Defendant, Iviewit Holdings, Inc.
2. This proposal will resolve all pending claims between the Plaintiff and Defendant, Iviewit Holdings, Inc.
3. The monetary terms of this proposal are as follows:
 - a. Defendant, Iviewit Holdings, Inc., shall pay to the Plaintiff the sum of \$75,000.00 (Seventy-Five Thousand and 00/100 Dollars).
 - b. Each party shall bear its own attorney's fees and costs.

4. The non-monetary terms of this proposal are as follows:
- a. Plaintiff shall execute and file a notice of dropping party with prejudice in favor of Defendant, Iviewit Holdings, Inc.
 - b. Defendant, Iviewit Holdings, Inc., shall execute and deliver to Plaintiff a general release in favor of the Plaintiff, its partners, attorneys, and employees.

This proposal shall remain open for a period of 30 days from the date of service or until withdrawn in writing, whichever occurs first. Failure by the Defendant to accept this offer in writing within 30 days from the date of the service shall constitute a rejection of this proposal, and may result in appropriate sanctions being imposed by the Court, including reasonable attorney's fees.

Dated this 11th day of February, 2003.

PROSKAUER ROSE LLP
Attorneys for Plaintiff
One Boca Place, Suite 340 West
2255 Glades Road
Boca Raton, FL 33431-7360
(561) 241-7400



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Christopher Prusaski
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Christopher W. Prusaski

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

CASE NO. CA 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.

**PLAINTIFF'S PROPOSAL FOR SETTLEMENT
TO DEFENDANT, IVIEWIT TECHNOLOGIES, INC.**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby serves upon Defendant, Iviewit Technologies, Inc., this Proposal for Settlement pursuant to Florida Rule of Civil Procedure 1.442 and Section 768.79, Florida Statutes. The terms of this proposal shall be for the settlement as follows:

1. This proposal is made by the Plaintiff and is directed to Defendant, Iviewit Technologies, Inc.
2. This proposal will resolve all pending claims between the Plaintiff and Defendant, Iviewit Technologies, Inc.
3. The monetary terms of this proposal are as follows:
 - a. Defendant, Iviewit Technologies, Inc., shall pay to the Plaintiff the sum of \$75,000.00 (Seventy-Five Thousand and 00/100 Dollars).
 - b. Each party shall bear its own attorney's fees and costs.

4. The non-monetary terms of this proposal are as follows:
- a. Plaintiff shall execute and file a notice of dropping party with prejudice in favor of Defendant, Iviewit Technologies, Inc.
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PROSKAUER ROSE LLP
Attorneys for Plaintiff
One Boca Place, Suite 340 West
2255 Glades Road
Boca Raton, FL 33431-7360
(561) 241-7400



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Christopher W. Prusaski

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

CASE NO. CA 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.

**PLAINTIFF'S PROPOSAL FOR SETTLEMENT
TO DEFENDANT, IVIEWIT.COM, INC.**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby serves upon Defendant, Iviewit.com, Inc., this Proposal for Settlement pursuant to Florida Rule of Civil Procedure 1.442 and Section 768.79, Florida Statutes. The terms of this proposal shall be for the settlement as follows:

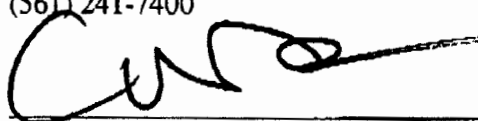
1. This proposal is made by the Plaintiff and is directed to Defendant, Iviewit.com, Inc.
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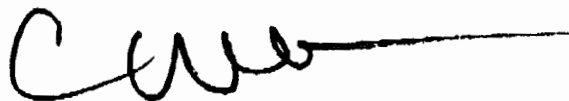
PROSKAUER ROSE LLP
Attorneys for Plaintiff
One Boca Place, Suite 340 West
2255 Glades Road
Boca Raton, FL 33431-7360
(561) 241-7400



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Christopher W. Prusaski

2255 Glade .d
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
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Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

PROSKAUER ROSE LLP

Date February 11, 2003**Client-Matter** 6143.60145.255**Fax Transmittal****Total Pages (including Cover)** 10**From** Christopher Prusaski, Esq.**Sender's Room Number** 450**Sender's Voice Number** 561.241.4767**For assistance call** 561.241.7400

To Steven M. Selz, Esq.**Fax No.** 561.833.9715**Company** Selz & Muvdi Selz, P.A.**Voice No.** 561.820.9409

Message**Re:** Proskauer Rose LLP v. Iviewit - Proposals for Settlement

Please see attached.

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01/02/03 11:13 AM (17188)

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SELZ MUVDI SELZ
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Feb 11 2003 3:55pm

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<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Feb 11	3:52pm	Fax Sent	17134253972	2:56	4	OK

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

CASE NO. CA 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,

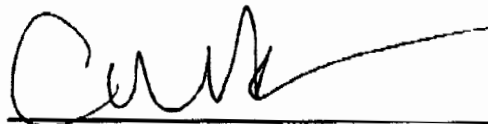
Defendants.

NOTICE OF FILING DEPOSITION TRANSCRIPT

Plaintiff, Proskauer Rose LLP, by and through its undersigned counsel, hereby gives
notice of the filing of the Transcript of the Deposition of Eliot I. Bernstein, which was taken on
January 31, 2003.

This 14 day of May, 2003.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

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Christopher W. Prusaski, Esq.

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

v.

IVIEWIT.COM, INC., a Delaware corporation,
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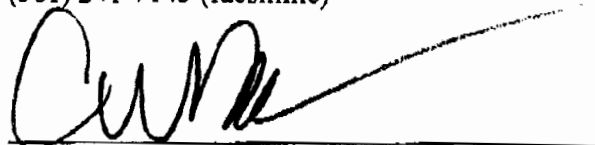
Defendants.

NOTICE OF FILING DEPOSITION TRANSCRIPT

Plaintiff, Proskauer Rose LLP, by and through its undersigned counsel, hereby gives notice of the filing of the original Transcript of the Deposition of William Kasser, which was taken on August 20, 2002.

This 14 day of May, 2003.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



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Florida Bar No. 0865745
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Christopher W. Prusaski, Esq.

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

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PROSKAUER ROSE LLP, a New
York limited liability partnership,

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IVIEWIT.COM, INC., a Delaware corporation,
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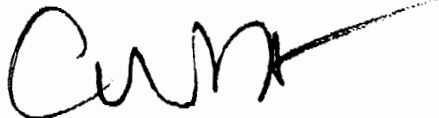
Defendants.

NOTICE OF FILING DEPOSITION TRANSCRIPT

Plaintiff, Proskauer Rose LLP, by and through its undersigned counsel, hereby gives
notice of the filing of the original Transcript of the Deposition of Simon L. Bernstein, which was
taken on November 14, 2002

This 14 day of May, 2003.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
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IN THE CIRCUIT COURT OF THE
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FLORIDA

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

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IVIEWIT HOLDINGS, INC., a Delaware
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INC., a Delaware corporation,

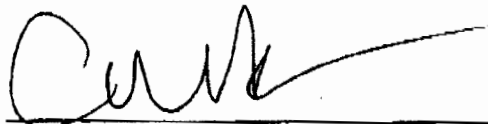
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Christopher W. Prusaski, Esq.

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Christopher W. Prusaski, Esq.

IN THE CIRCUIT COURT OF THE
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FLORIDA

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
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Plaintiff,

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INC., a Delaware corporation,

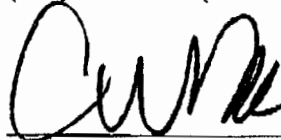
Defendants.

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Counsel for Plaintiff
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Matthew Triggs
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IN THE CIRCUIT COURT OF THE
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CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

v.

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

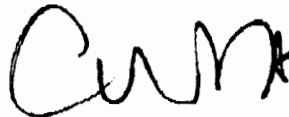
Defendants.

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Christopher W. Prusaski, Esq.

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FIFTEENTH JUDICIAL CIRCUIT IN AND
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CASE NO. CA 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.

AGREED ORDER RESETTING STATUS CHECK

THIS CAUSE came before the Court upon agreement of the parties and the Court being duly advised in the premises it is thereupon

ORDERED AND ADJUDGED as follows:

1. The Court's Order dated June 12, 2002 required the parties to appear for a status check on June 28, 2002 at 8:45 a.m.
2. Because the Court's Uniform Motion Calendar is suspended during the week of June 24, 2002, the status check is hereby set for Thursday, July 18, 2002 at 8:45 a.m. in Courtroom 11B, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this ____ day
of _____, 200__.

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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

CASE NO. CA 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.

ORDER ON DEFENDANTS' MOTION TO CONTINUE TRIAL SETTING

THIS MATTER came before the Court on July 24, 2003 on Defendants' Motion to
Continue Trial Setting. The Court heard argument of counsel and was otherwise fully advised in
the premises. It is hereby

ORDERED AND ADJUDGED that the motion is ~~DENIED~~ GRANTED.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day
of July, 2003.

SIGNED AND DATED

JUL 24 2003

~~Judge Jorge Labarga~~
Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

Christopher W. Prusaski, Esq.
Steven M. Selz, Esq.

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241-7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

PROSKAUER ROSE LLP

Date August 1, 2003 Client-Matter 6143.60145.255
Total Pages (Including Cover) 4

Fax Transmittal

From Christopher W. Prusaski, Esq.

Sender's Room Number 430

Sender's Voice Number 561.995.4767

Main Fax Number 561.241.7145

To Steven M. Selz, Esq.

Fax No. 561.833.9715

Company Selz & Muvdi Selz, P.A.

Voice No. 561.820.9409

Message

Re: Proskauer Rose v. Iviewit.com

Please see the attached.

Confidentiality Note: This message is confidential and intended only for the use of the addressee(s) named above. It may contain legally privileged material. Dissemination, distribution or copying of this message, other than by such addressee(s), is strictly prohibited. If you have received this message in error, please immediately notify us by telephone and return the original to us at the address above. We will reimburse you for the cost of the telephone call and postage. Thank you.

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,

v.

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

Defendants.

ORDER ON ADMISSION PRO HAC VICE

This matter coming before the Court on the Motion by Schiffrin & Barroway, LLP and Krishna B. Narine, Esq., for admission pro hac vice and the Court having heard argument of counsel for both Plaintiff and Defendants and otherwise being advised in the premises and having considered the grounds for the Motion and considered applicable law, it is FOUND,

ORDERED AND ADJUDGED as follows:

1. Schiffrin & Barroway and Krishna B. Narine, Esq.'s motion for admission pro hac vice is hereby granted, so as to allow the appearance as additional counsel for

Defendants in this matter.

DONE AND ORDERED at West Palm Beach, Palm Beach County,

Florida this ____ day of July, 2003.

SIGNED AND DATED

JUL 24 2003

Judge Jorge Labarga

CIRCUIT COURT JUDGE

Copies to:

Steven M. Selz, Esq.
214 Brazilian Ave., #220
Palm Beach, FL 33480

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

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.,
a New York limited partnership,

CA 01-04671 AB

Plaintiff,

v.

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

Defendants.

ORDER ON ADMISSION PRO HAC VICE

This matter coming before the Court on the Motion by Schiffrin & Barroway, LLP and Krishna B. Narine, Esq., for admission pro hac vice and the Court having heard argument of counsel for both Plaintiff and Defendants and otherwise being advised in the premises and having considered the grounds for the Motion and considered applicable law, it is FOUND,

ORDERED AND ADJUDGED as follows:

1. Schiffrin & Barroway and Krishna B. Narine, Esq.'s motion for admission pro hac vice is hereby granted, so as to allow the appearance as additional counsel for

7/24/13

Defendants in this matter.

DONE AND ORDERED at West Palm Beach, Palm Beach County,

Florida this ____ day of July, 2003.

SIGNED AND DATED

JUL 24 2003

CIRCUIT COURT JUDGE

Judge Jorge Laberge

Copies to:

Steven M. Selz, Esq.
214 Brazilian Ave., #220
Palm Beach, FL 33480

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

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

CASE NO. CA 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.

ORDER ON DEFENDANTS' MOTION TO CONTINUE TRIAL SETTING

THIS MATTER came before the Court on July 24, 2003 on Defendants' Motion to Continue Trial Setting. The Court heard argument of counsel and was otherwise fully advised in the premises. It is hereby

ORDERED AND ADJUDGED that the motion is DENIED/GRANTED.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this **SIGNED AND DATED** day
of July, 2003.

JUL 24 2003

Judge Jorge Labarga

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

Christopher W. Prusaski, Esq.
Steven M. Selz, Esq.

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)

(Telephonic Appearance by Add. Counsel)

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

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: Thursday, July 24, 2003.

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

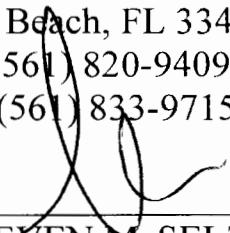
Place: Palm Beach County Courthouse, 205 North Dixie Highway, West
Palm Beach, Florida 33401

Matter: Defendants' Motion to Continue Trial Setting, Additional Counsel's
Motion to Continue Trial Setting, Motion for Admission Pro Hac Vice.

7/21/03

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 21st day of July, 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,

v.

IVIEWIT.COM, INC., a Delaware
corporation, et al.,

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

JUL 21 2003

Defendants.

COPY / ORIGINAL
RECEIVED FOR FILING

DEFENDANTS' MOTION TO CONTINUE TRIAL SETTING

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby move this Court for an Order continuing the trial of this matter and as grounds therefore would state as follows:

1. That this matter is set for a two day bench trial on July 29 through July 30, 2003.
2. That Plaintiff have provided to the Defendants approximately 800 pages of additional discovery to the Defendants counsel which discovery was "newly discovered" by the Plaintiffs.
3. That to require the Defendants to proceed to trial without the opportunity to first review the newly produced discovery and to conduct further discovery as to

7/21/03

same will prejudice the Defendants in their defense of this case.

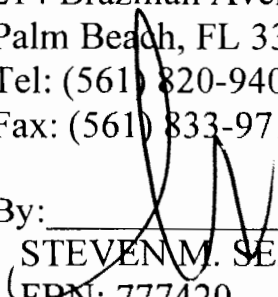
4. That further, additional counsel has made an appearance in this matter and as a result thereof, such additional counsel will require time to familiarize itself with this case and the underlying action so as to allow for the adequate representation of the Defendants by such additional counsel, who has filed a notice of appearance in this matter, a true and correct copy of same being attached hereto as Exhibit "A".

5. Further, such additional counsel has a scheduling conflict, and has filed as a separate motion, a motion to continue the trial of this matter based on such conflict.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order continuing the trial setting in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 21st day of July, 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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
EIN: 777420

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

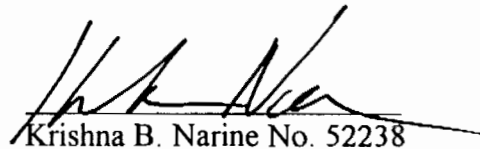
_____))
PROSKAUER ROSE L.L.P.,))
))
Plaintiff,))
))
vs.)	CA 01-04671 AB
))
IVIEWIT.COM, INC., a Delaware))
corporation, IVIEWIT HOLDINGS, a))
Delaware corporation, and IVIEWIT))
TECHNOLOGIES, INC., a Delaware))
corporation,))
))
Defendants))
_____))

NOTICE OF APPEARANCE

NOTICE is hereby given that Krishna B. Narine, Esq., of Schiffrin & Barroway, LLP, Three Bala Plaza East, Suite 400, Bala Cynwyd, Pennsylvania 19004, hereby enters his appearance in this Court for the defendants in the action listed above.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 21st day of July, 2003 to: Christopher Prusaski, Esq., Proskauer Rose, L.L.P. 2255 Glades Road Suite 340 W. Boca Raton, FL 33431.

Respectfully submitted,



Krishna B. Narine No. 52238
Schiffrin & Barroway, LLP
Three Bala Plaza East
Suite 400
Bala Cynwyd, PA 19004
Phone: (610) 667-7706
Fax: (610) 667-7056

Date: July 18, 2003

"A"

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

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

JUL 21 2003

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VERIFIED MOTION FOR ADMISSION *PRO HAC VICE*

I, Krishna B. Narine respectfully move this Court for an Order granting admission *pro hac vice* for the purpose of appearing and participating in the above referenced action. In support of this Verified Motion for Admission *Pro Hac Vice*, and pursuant to Fla. R. Jud. Admin. 2.061, I, Krishna Brian Narine of Schiffrin & Barroway, LLP, Three Bala Plaza East, Suite 400, Bala Cynwyd, PA 19004, counsel to the defendants, Iviewit.com, Inc., Iviewit Holdings, and Iviewit Technologies, Inc. hereby certify the following under oath and the penalties of perjury:

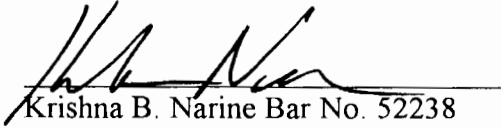
1. I am an attorney who has been admitted to practice law in the State of Pennsylvania since 1988.
2. I have been a member in good standing of the highest court of the State of Pennsylvania, which is the Supreme Court of Pennsylvania, since 1988.
3. I am a member in good standing of the United States District Court for the Eastern District of Pennsylvania.
4. There are no disciplinary complaints pending against me for violation of the rules of any court.

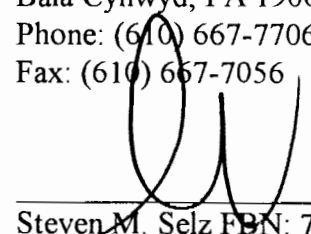
7/21/03

5. I have not been suspended or disbarred for disciplinary reasons from practice in any court.
6. Within the last five years, I have not sought admission *pro hac vice* in any Florida state court.
7. I do not engage in the practice of law from an office located in the state of Florida.
8. In connection with this action, I am associated with Steven Selz, Esq., FBN: 777420, Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480, who is a member in good standing of the Florida Bar and is duly licensed to practice law in Florida.
9. I am requesting admission *pro hac vice* to appear and participate in the above referenced proceedings on behalf of defendants, Iviewit.com, Inc., Iviewit Holdings, and Iviewit Technologies, Inc., of whom I commenced representation on July 11, 2003.
11. I am familiar with the Florida Rules of Judicial Administration and the Florida Rules of Civil Procedure.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 21st day of July, 2003 to: Christopher Prusaski, Esq., Proskauer Rose, L.L.P. 2255 Glades Road Suite 340 W. Boca Raton, FL 33431.

Date: June 18, 2003

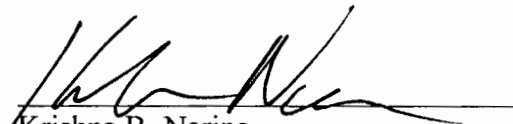

Krishna B. Narine Bar No. 52238
Schiffirin & Barroway, LLP
Three Bala Plaza East
Suite 400
Bala Cynwyd, PA 19004
Phone: (610) 667-7706
Fax: (610) 667-7056


Steven M. Selz FBN: 777420
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue
Suite 220
Palm Beach, FL 33480
Phone: (561) 820-9409
Fax: (561) 833-9715

STATE OF PENNSYLVANIA

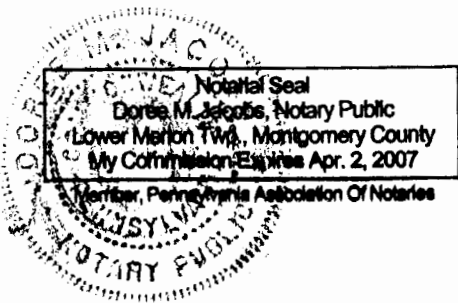
COUNTY OF MONTGOMERY

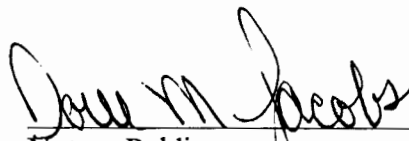
Before me, the undersigned authority, personally appeared Krishna B. Narine who has sworn and says the facts recited in the foregoing Verified Motion for Admission *Pro Hac Vice* are true.



Krishna B. Narine

Sworn and subscribed before me on July 18, 2003





Notary Public
My commission expires: Apr. 2, 2007

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,

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

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

JUL 21 2003

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DEFENDANTS' MOTION TO CONTINUE TRIAL SETTING

Defendants, Iviewit.com, Inc., Iviewit Holdings, and Iviewit Technologies, Inc., by and through their undersigned counsel, hereby move this Court for an Order continuing the trial of this matter and as grounds therefore state as follows:

1. This matter is set for a two day bench trial on July 29 through July 30, 2003.
2. Defendants have recently retained the undersigned attorney and law firm to handle a number of matters, including the above referenced action.
3. Defendants have attempted to settle this action and will continue its efforts to do so.
4. The undersigned attorney has a hearing before Magistrate Judge M. Faith Angell of the United States District Court for the Eastern District of Pennsylvania, scheduled for July 29, 2003, in *In re Wellbutrin SR/Zyban Antitrust Litigation*,

7/21/03

Master File No. 02-CV-4398. (A copy of the Order dated February 28, 2003 scheduling that hearing is attached as Exhibit "A"). The undersigned attorney is among Plaintiffs' Lead Counsel in that action, and as set forth in the Order, is required to be present.

WHEREFORE the Defendants, move this Honorable Court for entry of an order continuing the trial setting in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 21st day of July, 2003 to: Christopher Prusaski, Esq., Proskauer Rose, L.L.P. 2255 Glades Road Suite 340 W. Boca Raton, FL 33431.

Respectfully submitted,



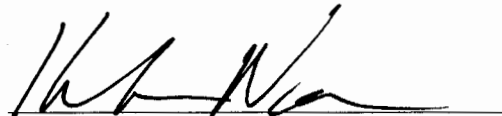
Krishna B. Narine No. 52238
Schiffirin & Barroway, LLP
Three Bala Plaza East
Suite 400
Bala Cynwyd, PA 19004
Phone: (610) 667-7706
Fax: (610) 667-7056

Date: July 18, 2003

STATE OF PENNSYLVANIA

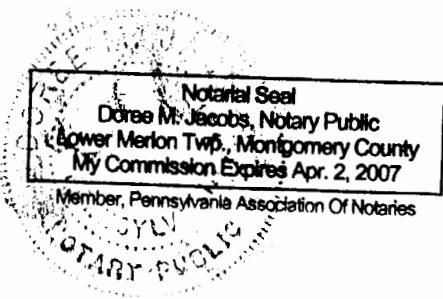
COUNTY OF MONTGOMERY

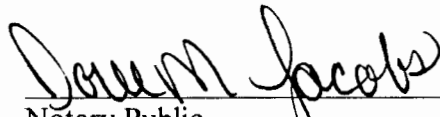
Before me, the undersigned authority, personally appeared Krishna B. Narine who has sworn and says the facts recited in the foregoing Defendants' Motion to Continue Trial Setting are true.



Krishna B. Narine

Sworn and subscribed before me on July 18th, 2003





Notary Public
My commission expires: Apr. 2, 2007

IN UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

IN RE WELLBUTRIN SR/ZYBAN ANTITRUST :
LITIGATION :

Master File No. 02-CV-4398

THIS DOCUMENT RELATES TO :
ALL ACTIONS :

ORDER

AND NOW, this 28th day of February, 2003, after holding a discovery status hearing in the above-captioned matter, it is hereby **ORDERED** that:

1. Based upon the representation that there has been an initial production of documents, self-executing disclosures requirements are eliminated by agreement of counsel.
2. By March 13, 2003, the parties must finalize and execute a confidentiality agreement.
3. Discovery in this action will be staged. Merits discovery [Phase 1] will proceed first, to be followed by class discovery [Phase 2].¹ The first stage of Phase 1 discovery will proceed in the following matter:
 - A. The first stage of merits discovery is limited to paper discovery.
 - B. The bulk of non-privileged documents are to be exchanged in the first stage of Phase 1 discovery. All documents withheld pursuant to a claim of privilege are to be identified in the withholding party's privilege log.
 - C. The first stage of merits discovery will end on July 28, 2003.
 - D. On July 29, 2003 at 10:00 a.m. in Courtroom 3-H, I will hold a discovery hearing to discuss the status of this action. The parties are to be prepared to discuss the second stage of Phase 1 discovery, the completion of merits discovery. Plaintiffs' Lead Counsel and Counsel for the Defendants are to be present.

¹ The scheduling of Phase 2 discovery will follow in a later Order.

"A"

E. During the first stage of Phase 1 discovery, no party may serve contention interrogatories.

F. During the first stage of Phase 1 discovery, the parties may not file dispositive motions.

G. During the first stage of Phase 1 discovery, Defendants will not be required to state whether they intend to rely upon an "advice of counsel" defense in this litigation.

4. During the course of discovery, the parties are expected to work together to move this case forward. In the event that counsel cannot, in good faith, resolve a discovery dispute without court intervention, they are directed to contact chambers through a telephone call, or letter facsimile, to request the scheduling of a conference. A telephone or in-person conference to discuss and resolve the dispute will be scheduled in a prompt fashion. The filing of formal discovery motions is discouraged.

5. Defendants' unopposed Motion for Admission of Counsel *Pro Hac Vice* [Docket Entry No. 18] is GRANTED. H. Holden Brooks is admitted *pro hac vice* to represent Defendants in this litigation.

6. I prefer that the parties do not provide courtesy copies of dispositive motions to my chambers.

7. Given the nature of this litigation, and the number of attorneys involved, Plaintiff's liaison counsel is directed to update my chambers, in writing, as to any changes in parties and/or counsel.

BY THE COURT:


M. FAITH ANGELL
UNITED STATES MAGISTRATE JUDGE

012-28-3	By Fax:	Date:	By Mail:
A. Bolognese	T. Sobel	W. Bink	Page 2 of 3
M. Dorfz	J. Matthews	K. Letzler	M. Flannery
J. Meltzer	C. O'Hara	C. Hoffman	A. White
T. Richards	M. Stewart	A. Mudge	S. Matthews
	L. John	J. J. H.	M. First

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

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION
JUL 21 2003

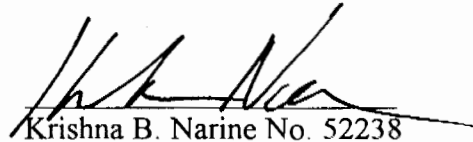
COPY / ORIGINAL
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NOTICE OF APPEARANCE

NOTICE is hereby given that Krishna B. Narine, Esq., of Schiffrin & Barroway, LLP, Three Bala Plaza East, Suite 400, Bala Cynwyd, Pennsylvania 19004, hereby enters his appearance in this Court for the defendants in the action listed above.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 21st day of July, 2003 to: Christopher Prusaski, Esq., Proskauer Rose, L.L.P. 2255 Glades Road Suite 340 W. Boca Raton, FL 33431.

Respectfully submitted,



Date: July 18, 2003

Krishna B. Narine No. 52238
Schiffrin & Barroway, LLP
Three Bala Plaza East
Suite 400
Bala Cynwyd, PA 19004
Phone: (610) 667-7706
Fax: (610) 667-7056

7/21/03

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)

(Telephonic Appearance by Add. Counsel)

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

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: Thursday, July 24, 2003.

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

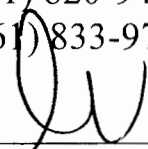
Place: Palm Beach County Courthouse, 205 North Dixie Highway, West
Palm Beach, Florida 33401

Matter: Defendants' Motion to Continue Trial Setting, Additional Counsel's
Motion to Continue Trial Setting, Motion for Admission Pro Hac Vice.

7/21/03

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 21st day of July, 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

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (561) 241-7145

Individual & Firm: CHRIS PRUSASKI, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 7/21/03 2:10 PM File # _____

Total number of Pages (INCLUDING this cover sheet) 15

RE: IVIEWIT.COM

Document(s) Attached: MOTION TO CONTINUE AND NOTICE OF HEARING

Comments: NONE

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

X Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Jul 21 2003 1:32pm

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Jul 21	1:28pm	Fax Sent	2417145	3:45	15	OK

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (610) 667-7056

Individual & Firm: KRISHNA B. NARINE, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 7/21/03 3:30 PM File # _____

Total number of Pages (INCLUDING this cover sheet) 22

RE: IVIEWIT.COM

**Document(s) Attached: MOTION TO CONTINUE AND NOTICE OF HEARING AS FILED-
COPY OF LAST BILLING STATEMENT AS TO OUR SERVICES- \$2910.00 OVER THE
\$14,100, UNBILLED AT THIS POINT- TOTAL OF \$17,010.11.**

Comments: AS DISCUSSED

**A copy or the original of the attached document will not follow unless otherwise noted
below. Copy/Original sent by:**

X Regular Mail Federal Express Courier

**PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE
TRANSMISSION AT (561) 820-9409.**

**THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND
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EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE
TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU
FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.**

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Jul 21 2003 3:05pm

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Jul 21	3:01pm	Fax Sent	16106677056	4:34	23	OK

J

IN THE CIRCUIT COURT OF THE FIFTEENTH JUDICIAL CIRCUIT,
IN AND FOR PALM BEACH COUNTY, FLORIDA
CIVIL DIVISION

PROSKAUER ROSE LLP

CASE NUMBER: CL 01 4671 AB

Plaintiff(s),

vs.

IVIEWIT.COM, INC, et al

Defendant(s).

ORDER RESETTING NON JURY TRIAL

NOTICE

This order contains deadlines and other requirements which will be strictly enforced. Please take the time to read this order carefully and immediately. Additionally, please take the time to diary all deadlines now.

THIS CAUSE, after having been properly noticed for trial, is hereby scheduled to be tried for 2 days sometime during the three (3) month docket commencing **JUNE 30, 2003**.

It is further **ORDERED** as follows:

- 1) **CALENDAR CALL** shall be held on **FRIDAY, JUNE 13, 2003 at 9:00 A.M.**

in Courtroom 11A, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida.¹

¹Please note that the calendar call has been purposely scheduled to take place two (2) weeks prior to the commencement of the first week of the three month docket. This should be plenty of time for the attorneys or parties in the first case to be tried to issue and serve their trial subpoenas and to finalize trial presentations.

E/3/03

- A) All attorneys of record, or parties not represented by counsel, must be present at calendar call and must arrive on time (the Court will not wait). Attorneys shall not send paralegals, secretaries or any other person who is not a member of the Florida Bar to cover calendar call.
- B) All attorneys (or parties if unrepresented) are **ORDERED** to bring their scheduling calendars to the calendar call.
- C) The case will be assigned a **SPECIAL SETTING** during the three (3) month docket at calendar call. Once the case is specially set, it will not be continued or removed. Therefore, **MAKE SURE TO BRING YOUR CALENDAR AND THAT IT IS UP TO DATE.**
- D) The Court WILL NOT entertain requests for continuances during calendar call. Motions for continuance MUST be raised PRIOR to calendar call during the Uniform Motion Calendar.

2) **MOTION PRACTICE PHASE ENDS AND TRIAL PHASE BEGINS**

Upon taking the bench at 9:30 A. M. on the first day of the trial of your special setting, the motion practice phase of the case ends and the trial phase begins.

- A) The Court **WILL NOT** hear any motions during the trial phase that should have been heard during the motion practice phase of the case. This includes objections raised during depositions, or any other motion that should have been heard during the nine month to one year period that the case was on the docket awaiting calendar call.²
- 3) All parties are ordered to participate in MEDIATION which must occur no later than 45 days prior to calendar call. If anyone has a problem scheduling mediation, the Court is available every day (except Fridays) during the Uniform Motion Docket to deal with the problem. Again, DO

²One half hour slots from 8:15 A. M. to 8:45 A. M. have been set aside each morning (Monday – Thursday) to hear motions. The Court has also reserved every Friday (the entire day) to hear motions. This is in addition to the hearing time available during the Uniform Motion Calendar (8:45 – 9:30 A. M. Monday – Thursday). Thus, attorneys and parties are afforded plenty of opportunity to present their motions before trial. DO NOT WAIT until the last minute to attempt to schedule the hearing on your motion(s), as there is typically a 4–5 week waiting period to get a hearing early in the morning, and a 4-5 month waiting period to get a specially set hearing on Fridays. There is no waiting period for the Uniform Motion Calendar.

NOT WAIT until the last minute.

4) All parties are ordered to comply with the **UNIFORM PRETRIAL ORDER**. Material non-compliance with this Order may result in the imposition of sanctions, the striking of pleadings, the striking of the case from the docket or other such action as justice requires.

5) If this cause is disposed of for any reason (settlement) at any time prior to the trial date, you are hereby **ordered** to immediately advise the undersigned judge so that we may provide the backup case with as much notice as possible.

DONE AND ORDERED this 30th day of May, 2003, at West Palm Beach, Palm Beach County, Florida.

JORGE LABARGA
Circuit Court Judge

Copies furnished to attorneys/parties listed on notice/motion:

Christopher Prusaski, Esq.
2255 Glades Road, Suite 340W
Boca Raton, FL 33431

Steven Selz, Esq.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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,

v.

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

Defendants.

NOTICE OF FILING

TO: Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
give notice of the filing of the original transcription of the deposition of Kenneth
Rubebnstein, as taken on November 20, 2002, the original of which is attached
hereto as Exhibit "A".

I HEREBY CERTIFY that a true and correct copy of the foregoing has been

5/28/03

provided by U.S. Mail this 28th day of May, 2003 to the above-referenced addressee(s).

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
FIFTEENTH JUDICIAL CIRCUIT IN
AND FOR PALM BEACH COUNTY,
FLORIDA

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

Plaintiff's Motion for Sanctions

DATE: Thursday, May 22, 2003

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

5/14/03


**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 16 day of May, 2003.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 16 day of May, 2003, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

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

CASE NO. CA 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.

PLAINTIFF'S MOTION FOR SANCTIONS

Plaintiff, Proskauer Rose, LLP ("Proskauer"), respectfully requests that the Court enter an Order awarding sanctions against the Defendants. In support of this motion, Proskauer states as follows:

1. Counsel for the Defendant's noticed the taking of the deposition of Kenneth Rubenstein, a partner resident in Proskauer's New York office, for May 16, 2003 at 2:00 p.m. in New York, New York. A copy of the Notice of Taking Deposition is attached hereto as **Exhibit 1**. The deposition was noticed pursuant to the Order of this Court, dated March 20, 2003, which strictly limited Mr. Rubenstein's deposition to the asking of approximately seven questions that Mr. Rubenstein has refused to answer in a prior deposition under the claim of privilege. A copy of this Court's Order dated March 20, 2003 is attached hereto as **Exhibit 2**.

2. Counsel for Proskauer flew to New York on the morning of May 16, 2003 to attend Mr. Rubenstein's deposition. Counsel for the Defendants knew, as early as one week

prior to the date of the deposition, that counsel for Proskauer would be traveling to New York to attend the deposition. In fact, counsel for the Defendants agreed to move the time of the deposition to accommodate counsel for Proskauer's flight schedule.

3. At 10:54 a.m. on the morning of the deposition, without any prior warning, counsel for the Defendants faxed a notice of cancellation of deposition to the undersigned counsel for Proskauer. A copy of counsel for the Defendants' fax is attached as **Exhibit 3**. One of counsel for the Defendants' excuses for canceling the deposition at the last minute was that the Defendants' corporate representative was unable to attend the deposition. The undersigned counsel for Proskauer immediately called counsel for the Defendants and urged him to take the deposition, considering the fact that trial was in less than two weeks, that counsel for Proskauer had already arrived in New York, that the deposition was extremely limited in scope, and that counsel for the Defendants was available to take the deposition. At that time, counsel for the Defendants represented that he would contact his client and call counsel for Proskauer back.

4. Not only did the deposition not go forward, but counsel for the Defendants never bothered to call counsel for Proskauer back to state whether or not the deposition would go forward. Messages were left on counsel for the Defendants' mobile telephone and office telephone.

5. As of the time of serving this motion, numerous calls to counsel for the Defendants have been unreturned.

6. Proskauer has incurred substantial costs and attorneys' fees relating to the Defendants' last-minute cancellation of Mr. Rubenstein's deposition.

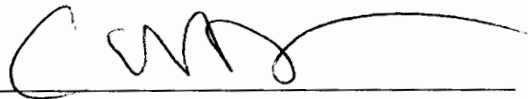
7. This is the second time that an attorney representing Proskauer has flown out of the state to attend a deposition which counsel for the Defendants canceled at the last minute. A

copy of Proskauer's previous motion for sanctions relating to the last-minute cancellation of the deposition of the Defendants' corporate representative in California is attached as **Exhibit 3**.

WHEREFORE, Proskauer respectfully requests that this Court enter an Order sanctioning the Defendants, awarding Proskauer its attorneys' fees and costs associated with its counsel's travel to New York, awarding Proskauer its attorneys' fees incurred as a result of Mr. Rubenstein's preparation for his deposition, and granting any further relief that is reasonable and just.

This 16 day of May, 2002.

PROSKAUER ROSE LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on May 16, 2003, a copy of the foregoing was furnished by Facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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,

v.

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

Defendants.

**ORDER ON DEFENDANTS' MOTION TO CONTINUE DEPOSITION OF
KENNETH RUBENSTEIN AND CHRISTOPHER WHEELER**

This matter coming before the Court on the Defendants' Motion to Continue Deposition of Kenneth Rubenstein and Christopher Wheeler and the Court having heard argument of counsel for both Plaintiff and Defendants and otherwise being advised in the premises and having considered the grounds for the Motion and considered applicable law, it is FOUND,

ORDERED AND ADJUDGED as follows:

1. Defendants' Motion to continue deposition of Christopher Wheeler is hereby

GRANTED, PROVIDED THAT THE DEPOSITION SHALL CONTINUE FOR
1/2 DAY ONLY.

2. Defendant's Motion to continue deposition of Kenneth Rubenstein is hereby

GRANTED, LIMITED TO ONLY THOSE QUESTIONS OBJECTED TO AT THE
TIME OF PRIOR DEPOSITION, WITHOUT WAIVER OF ATTORNEY CLIENT PRIVILEGE
B. OBJECTIONS BY PLAINTIFF.

(3) THE CONTINUATION OF THESE DEPOSITIONS ARE NOT TO BE
USED FOR CHALLENGEMENT.

DONE AND ORDERED at West Palm Beach, Palm Beach County,

Florida this 20th day of March, 2003.



CIRCUIT COURT JUDGE

Copies to:

Steven M. Selz, Esq.
214 Brazilian Ave., #220
Palm Beach, FL 33480

Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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,

v.

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

Defendants.

NOTICE OF TAKING OF TELEPHONIC DEPOSITION-CONTINUATION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

<u>DEPONENT</u>	<u>DATE AND TIME</u>	<u>LOCATION</u>
Kenneth Rubenstein, Esq.	May 16, 2003, 2:00 p.m.	Proskauer Rose LLP 1585 Broadway New York, NY 10036

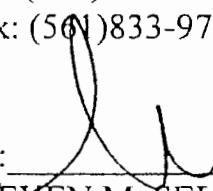
These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.
These depositions are being taken for purposes of discovery, for use at a trial or

from such other purposes as are permitted under the Florida Rules of Civil Procedure.

PLEASE GOVERN YOURSELF ACCORDINGLY.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 31st day of May, 2003 to the above-listed addressee.

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

CC: Esquire Deposition Services, Inc. (via facsimile)
In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodations to participate in this proceeding should contact the Court ADA Coordinator at (561) 357-5512 no later than seven days prior to the proceeding. If hearing impaired, contact the Court TDD number (305) 831-8288, or Florida Relay Services (800-955-8771) for assistance.

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

May 16, 2003

**VIA FACSIMILE TRANSMISSION
AND REGULAR MAIL**

Christopher W. Prusaski, Esq.
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

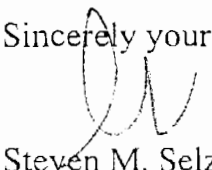
Re: Proskauer Rose vs. Iviewit.com; Depositions of Chris Wheeler and Ken Rubenstein.

Dear Chris:

I have received your package of documents in the above-referenced matter. Based on same and the inability of my client to be present at the deposition scheduled for this afternoon, I am compelled to cancel same. Enclosed/attached is a notice of same. Additionally, I have yet to receive an alternate date from yourself as to the deposition of Chris Wheeler. Please advise as to same.

Looking forward to your response.

Sincerely yours,


Steven M. Selz
For the Firm

SMS/ajf

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,

v.

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

Defendants.

_____ /

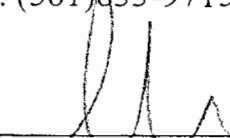
NOTICE OF CANCELLATION OF TELEPHONIC DEPOSITION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys have canceled the deposition of Kenneth Rubenstein, Esq. as set for May 16, 2003 at 2:00 p.m. due to unavailability of the Defendant's representative and the supplying of new discovery documents by the Plaintiff.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 16th day of May, 2003 to the above-listed addressee.

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

CC: Esquire Deposition Services, Inc. (via facsimile)
In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodations to participate in this proceeding should contact the Court ADA Coordinator at (561) 357-5512 no later than seven days prior to the proceeding. If hearing impaired, contact the Court TDD number (305) 831-8288, or Florida Relay Services (800-955-8771) for assistance.

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

CASE NO. CA 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.

**PROSKAUER'S SECOND MOTION TO COMPEL THE DEPOSITION OF
THE DEFENDANTS' CORPORATE REPRESENTATIVE AND FOR SANCTIONS**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order compelling the deposition of the Defendants' corporate representative and awarding Proskauer its attorneys' fees and costs incurred as a result of Defendants' noncompliance with this Court's previous order dated October 31, 2002. In support of this motion, Proskauer states as follows:

1. This matter is currently scheduled for non-jury trial the week of December 16, 2002.
2. On October 31, 2002, this Court entered an order granting Proskauer's previous motion to compel the deposition of the Defendants' corporate representative, Elliot Bernstein ("Bernstein"), who is a resident of San Diego County, California, and ordering him to appear for deposition on November 7, 2002. A copy of the October 31, 2002 Order is attached hereto as Exhibit 1. A copy of Proskauer's previous motion to compel is attached hereto as Exhibit 2.

3. During the October 31, 2002 hearing, counsel for the Defendants informed the Court that Bernstein's wife was experiencing complications with her pregnancy. To accommodate this situation, the Court ordered that Bernstein's deposition be taken at his home in Escondido, California.

4. On November 6, 2002, the undersigned counsel for Proskauer flew to San Diego, California to take Bernstein's deposition pursuant to this Court's Order.

5. On November 7, 2002, while the undersigned counsel was enroute to Bernstein's home, counsel for the Defendants called the undersigned counsel for Proskauer and stated that Bernstein's wife's obstetrician had faxed a letter indicating that, due to the wife's pregnancy complications, neither Bernstein nor his wife should be disturbed. A copy of the physician's letter is attached hereto as Exhibit 3.

6. Counsel for Proskauer was in Escondido, California, and was ready, willing, and able to proceed with the deposition of Bernstein. However, counsel for the Defendants stated that the deposition could not go forward because of the letter from the physician and that it would not be a good idea for counsel for Proskauer to go to Bernstein's house due to the physical condition of Bernstein's wife.

7. Both counsel for Proskauer and counsel for the Defendants attempted to contact the Court to deal with this issue; however, the Court was in trial and was unavailable.

8. The court reporter entered a Certificate of Non-Appearance and both counsel stated this matter on the record. A copy of the Certificate of Non-Appearance and transcript is attached hereto as Exhibit 4.

9. The Defendants have taken every possible measure to avoid having Bernstein's deposition taken in this matter. The litany of the Defendants' stalling tactics are set forth below:

- At the last minute, Bernstein cancelled his deposition and the mediation conference scheduled for September 12 and 13, 2002 in Florida, respectively, due to his wife's pregnancy.
- After approximately two months of requests for dates when Bernstein's deposition could be rescheduled, Bernstein announced that he refused to appear for his deposition in Florida.
- Proskauer filed a motion to compel Bernstein's deposition and set the motion for hearing on October 31, 2002.
- Proskauer contacted counsel for the Defendants every day for two weeks prior to the October 31, 2002 hearing in an effort to obtain dates on which Bernstein's deposition could be rescheduled. Proskauer's file also contains approximately 20 letters to counsel for the Defendants requesting dates upon which Bernstein would be available for his deposition.
- On the morning of the October 31, 2002 hearing on Proskauer's first motion to compel, counsel for the Defendants stated that Bernstein would only appear by telephone at his deposition due to his wife's pregnancy. The Court resolved this issue by ordering that the deposition be taken at Bernstein's home.
- The day before the November 7, 2002 deposition, while counsel for Proskauer was enroute to California, counsel for the Defendants, at Bernstein's insistence, attempted to change the location of Bernstein's deposition. However, this was never confirmed by counsel for the Defendants.

- Despite this Court's Order, Bernstein refused to have his deposition taken on November 7, 2002, instead having his wife's obstetrician fax a letter to his attorney.
- Counsel for the Defendants acknowledged on the record that he was unable to communicate with Bernstein on the morning of the November 7, 2002 deposition (see Exhibit 4).

10. Proskauer incurred the following (approximate) expenses in having its counsel travel to California to take Bernstein's deposition:

Airfare:	\$670.00	
Hotel:	\$500.00	
Car rental:	\$100.00	
Attorneys' time out of office:	\$4,290.00	(Roundtrip travel to CA: 16 hours x \$220=\$3,520; Time driving to Bernstein's home and statement on the record: 3.5 hours x \$220=\$770).
<hr/> TOTAL:	\$5,560.00	

Proskauer is further prejudiced in that the trial of this matter is set for the week of December 16, 2002 and Proskauer must take Bernstein's deposition to adequately prepare for trial.

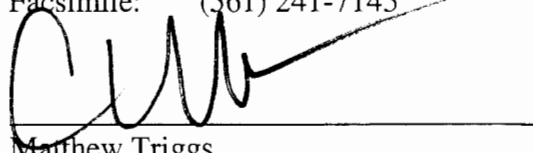
10. The Defendants' failure to comply with this Court's October 31, 2002 Order is willful and contemptuous, and Proskauer has been severely prejudiced in its prosecution of this matter by the dilatory tactics of the Defendants and Bernstein.

WHEREFORE, Proskauer requests that the Court enter an order compelling the Defendants' corporate representative to appear for the taking of his deposition immediately, ordering that the Defendants immediately reimburse Proskauer \$5,560 for its expenses (including attorney's fees) incurred in its attempt to comply with the October 31, 2002 Order, granting Proskauer its attorney's fees incurred in prosecuting this motion, entering further sanctions

against the Defendants as the Court deems appropriate, and granting any further relief that is reasonable and just.

This 11 day of November, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on November 11, 2002, a copy of the foregoing was furnished by Federal Express and facsimile to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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,

v.

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

Defendants.

NOTICE OF CANCELLATION OF TELEPHONIC DEPOSITION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys have canceled the deposition of Kenneth Rubenstein, Esq. as set for May 16, 2003 at 2:00 p.m. due to unavailability of the Defendant's representative and the supplying of new discovery documents by the Plaintiff.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 16th day of May, 2003 to the above-listed addressee.

5/16/03

√

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,

v.

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

Defendants.

_____ /

NOTICE OF TAKING OF TELEPHONIC DEPOSITION-CONTINUATION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

<u>DEPONENT</u>	<u>DATE AND TIME</u>	<u>LOCATION</u>
Kenneth Rubenstein, Esq.	May 16, 2003, 2:00 p.m.	Proskauer Rose LLP 1585 Broadway New York, NY 10036

These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.

These depositions are being taken for purposes of discovery, for use at a trial or

5/13/03

fro such other purposes as are permitted under the Florida Rules of Civil Procedure.

PLEASE GOVERN YOURSELF ACCORDINGLY.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 8th day of May, 2003 to the above-listed addressee.

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

CC: Esquire Deposition Services, Inc. (via facsimile)
In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodations to participate in this proceeding should contact the Court ADA Coordinator at (561) 357-5512 no later than seven days prior to the proceeding. If hearing impaired, contact the Court TDD number (305) 831-8288, or Florida Relay Services (800-955-8771) for assistance.



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

CASE NO. CA 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.

PROSKAUER'S SECOND MOTION IN LIMINE

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves for an order excluding the Defendants from presenting certain evidence at the trial of this matter, and in support thereof states:

1. This matter has been pending for twenty-two months. For the third time in this litigation, and on the eve of trial,¹ the Defendants are again trying to turn this straightforward action to collect unpaid attorneys' fees on its head and inject new issues into this case that were not pled as affirmative defenses or listed as issues to be tried in the Joint Pretrial Stipulation.

2. In the Amended Exhibit List, served on March 15, 2003, the Defendants list, as their proposed Exhibit 59, "[a]ll minutes of Board of Directors meetings for Iviewit regarding limitations on spending by Brian Utley for legal services."² A copy of the Defendants' Amended

¹ This matter is specially-set for non-jury trial on May 28-29, 2003.

² Brian Utley is the former President and Chief Operating Officer of Iviewit.

2/26/03

Exhibit List is attached hereto as **Exhibit 1**. Now, it appears that the Defendants intend to establish at trial that the former President and COO of the Defendant corporations did not have the authority to agree to pay Proskauer's bills.

3. This newest issue that the Defendants seek to inject into the trial of this matter has never been pled as an affirmative defense. A copy of the Defendants' Answer and Affirmative Defenses and Amended Affirmative Defense are attached hereto as **Exhibit 2**. Moreover, this new issue is contained nowhere in the Joint Pretrial Stipulation. A copy of the Joint Pretrial Stipulation is attached hereto as **Exhibit 3**.

4. The failure of the Defendants to raise this issue in the pleadings precludes them from raising it now. The law is well established that the failure to assert an affirmative defense in the answer is a waiver of the right to raise the defense. *Nash v. Wells Fargo Guard Servs., Inc.*, 678 So. 2d 1262 (Fla. 1996); *Con-Dev of Vero Beach, Inc. v. Casano*, 272 So. 2d 203, 206 (Fla. 4th DCA 1973). Further, under Florida Rule of Civil Procedure 1.110(d), a party must affirmatively plead certain enumerated defenses and "any other matter constituting an avoidance or affirmative defense." *Con-Dev* at 206 (citing Fla. R. Civ. P. 1.110(d)). The First District further defined the miscellaneous category of Rule 1.110 as incorporating "any matter which avoids the action, and which the plaintiff is not bound to prove in the first instance in support of it, but which under the rules of evidence the defendant must firmly establish." *Joseph Bucheck Constr. Corp. v. W.E. Music*, 420 So. 2d 410, 414 (Fla. 1st DCA 1982). We submit that the First District's holding in *Joseph Bucheck* clearly mandates that the new issue raised by the Defendants herein be deemed an affirmative defense under the miscellaneous category of Rule 1.110, as they would bear the burden of proof as to all such issues at trial.

5. This Court has already considered and rejected the Defendants' prior attempts to turn this case upside down by raising belated allegations of malpractice as defenses. On November 5, 2002, the Court granted Proskauer's motion in limine, in which Proskauer sought to limit the trial to the issues raised in the pleadings and to preclude any testimony concerning alleged improper work on the part of Proskauer, as no such claim had been raised in the pleadings. A copy of the Order granting the motion in limine is attached as **Exhibit 4**. During the hearing, the Court cited to the well recognized case of *Noble v. Martin Memorial Hospital*, 710 So. 2d 567 (Fla. 4th DCA 1997) for the proposition that litigants are entitled to some finality as a case approaches trial:

In the case of *Noble v. Martin Memorial Hospital*, 710 So. 2d 567 (Fla. 4th DCA 1997), the Fourth District held that, there comes a point in litigation where each party is entitled to some finality. The rules of liberality gradually diminishes as the case progresses to trial.

. . . We had docket call. Everybody answered ready. And the case is set for trial in a month or so, a bit over a month. And here we are at this juncture, you're telling the other side that now we're going to rely pretty much [on] malpractice as a defense, and for that reason, we shouldn't have to pay you.

This case has been around for a year-and-a-half. And there has to come a point in time where the trial judges should draw the line. So I'm going to grant the motion in limine. Okay. And that's granted. And you can go to trial on what you've got.

(The Honorable Jorge Labarga, hearing transcript on Proskauer's motion in limine, November 5, 2002, at page 10) (A copy of the hearing transcript is attached as **Exhibit 5**).

6. This Court's granting of the first motion in limine did not stop the Defendants from trying to turn this matter on its head. On January 28, 2003, the Defendants filed a motion for leave to assert a compulsory counterclaim for malpractice, alleging \$10 **billion** in damages.

This Court denied the Defendants' motion for leave to amend on February 4, 2003. A copy of the Order denying Iviewit's motion for leave to amend is attached as **Exhibit 6**.

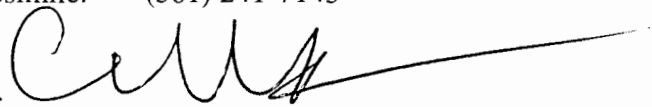
7. The holding of *Noble* is even more applicable now. Even more time has passed, discovery has been closed for four months, the Joint Pretrial Stipulation has been filed, and this matter is specially-set for trial in May. In short, this case has been and remains ready for trial as pled -- a 2 day non-jury trial for unpaid legal fees. The Defendants' most recent last minute prejudicial attempt to inject new issues into this matter should not be tolerated by the Court.

WHEREFORE, Proskauer respectfully requests that the Court enter an order excluding certain evidence at trial consistent with this motion, and granting any further relief that is reasonable and just.

This 26 day of March, 2003.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

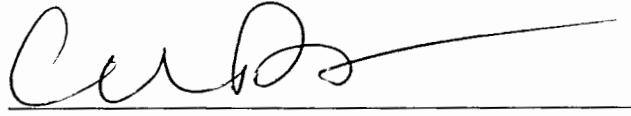
By: _____



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by Facsimile and United States Mail, this 26 day of March, 2003, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.

A handwritten signature in black ink, appearing to read 'C. Prusaski', written over a horizontal line.

Christopher W. Prusaski

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,

v.

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

Defendants.

DEFENDANTS' AMENDED EXHIBIT LIST

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

Defendants, by and through their undersigned counsel and pursuant to the
Order of this Court hereby file this, their amended exhibit list in this matter.

Exhibits:

1. All billing statements or other documents attached to the pleadings in this matter.
2. All transcriptions of depositions and exhibits thereto.

3. Plaintiff's correspondence to Defendants as to billing statements and application of payments.
4. January 31, 2000 billing statement, #343838 from Plaintiff.
5. January 31, 2000 billing statement, #343840 from Plaintiff.
6. February 17, 2000 billing statement, #34659 from Plaintiff.
7. March 15, 2000 billing statement, #349188 from Plaintiff.
8. March 15, 2000 billing statement, #349189 from Plaintiff.
9. March 15, 2000 billing statement, #349190 from Plaintiff.
10. March 15, 2000 billing statement, #349191 from Plaintiff.
11. March 16, 2000 billing statement, #349191 from Plaintiff.
12. March 21, 2000 billing statement, #349859 from Plaintiff.
13. March 21, 2000 billing statement, #349888 from Plaintiff.
14. April 18, 2000 billing statement, #352748 from Plaintiff.
15. April 18, 2000 billing statement, #352749 from Plaintiff.
16. April 18, 2000 billing statement, #352750 from Plaintiff.
17. April 18, 2000 billing statement, #352751 from Plaintiff.
18. April 18, 2000 billing statement, #352752 from Plaintiff.
19. April 18, 2000 billing statement, #352753 from Plaintiff.
20. April 30, 2000 billing statement, #354153 from Plaintiff.

21. May 30, 2000 billing statement, #356497 from Plaintiff.
22. May 30, 2000 billing statement, #356503 from Plaintiff.
23. June 30, 2000 billing statement, #360344 from Plaintiff.
24. July 21, 2000 billing statement, #363830 from Plaintiff.
25. July 21, 2000 billing statement, #363831 from Plaintiff.
26. July 21, 2000 billing statement, #363832 from Plaintiff.
27. July 21, 2000 billing statement, #363833 from Plaintiff.
28. July 21, 2000 billing statement, #363834 from Plaintiff.
29. July 21, 2000 billing statement, #363835 from Plaintiff.
30. July 21, 2000 billing statement, #363836 from Plaintiff.
31. July 21, 2000 billing statement, #363837 from Plaintiff.
32. July 21, 2000 billing statement, #363841 from Plaintiff.
33. July 21, 2000 billing statement, #363844 from Plaintiff.
34. July 30, 2000 billing statement, #363970 from Plaintiff.
35. August 22, 2000 billing statement, #368322 from Plaintiff.
36. August 24, 2000 billing statement, #368777 from Plaintiff.
37. September 20, 2000 billing statement, #371752 from Plaintiff.
38. September 20, 2000 billing statement, #371505 from Plaintiff.
39. September 20, 2000 billing statement, #371753 from Plaintiff.

40. October 13, 2000 billing statement, #376650 from Plaintiff.
41. November 17, 2000 billing statement, #380021 from Plaintiff.
42. November 17, 2000 billing statement, #380022 from Plaintiff.
43. November 17, 2000 billing statement, #380023 from Plaintiff.
44. November 17, 2000 billing statement, #380024 from Plaintiff.
45. November 17, 2000 billing statement, #380025 from Plaintiff.
46. November 30, 2000 billing statement, #381460 from Plaintiff.
47. December 6, 2000 billing statement, #382111 from Plaintiff.
48. January 18, 2001 billing statement, #387122 from Plaintiff.
49. February 9, 2001 billing statement, #391231 from Plaintiff.
50. March 6, 2001 billing statement, #394765 from Plaintiff.
51. March 12, 2001 billing statement, #395537 from Plaintiff.
52. April 6, 2001 billing statement, #399271 from Plaintiff.
53. April 6, 2001 billing statement, #399272 from Plaintiff.
54. April 6, 2001 billing statement, #399273 from Plaintiff.
55. April 6, 2001 billing statement, #399274 from Plaintiff.
56. April 6, 2001 billing statement, #399275 from Plaintiff.
57. April 11, 2001 billing statement, #400158 from Plaintiff.
58. All transcriptions of depositions taken in this matter.

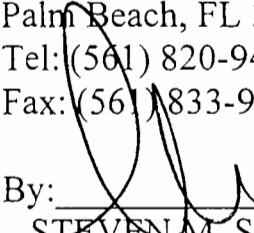
59. All minutes of Board of Directors meetings for Iviewit regarding limitations on spending by Brian Utley for legal services.

60. All correspondence by and between Brian Utley and Plaintiff regarding services rendered and billing statements.

Defendants hereby reserves the right to amend this Witness and Exhibit List pending completion of discovery in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 15th day of March, 2003.

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
FIFTEENTH JUDICIAL CIRCUIT IN AND
FOR PALM BEACH COUNTY, FLORIDA

PROSKAUER ROSE LLP, a New
York limited liability partnership,

CASE NO. CA 01-04671AB

Plaintiff,

v.

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

Defendants.

DEFENDANTS', VIEWIT.COM, INC., VIEWIT HOLDINGS, INC.
AND VIEWIT TECHNOLOGIES, INC.
ANSWER AND AFFIRMATIVE DEFENSES TO PLAINTIFF'S AMENDED COMPLAINT

COME NOW, Defendants, VIEWIT.COM, INC., VIEWIT HOLDINGS, INC., and
VIEWIT TECHNOLOGIES, INC. hereby, through undersigned counsel, and answer and assert
affirmative defenses to Plaintiff's Amended Complaint as follows:

1. Without knowledge, therefore denied.
2. Admitted.
3. Admitted.
4. Admitted.
5. Denied.
6. Admitted that venue is proper in Palm Beach County, Florida. All allegations
not specifically admitted are denied.
7. Denied.

- 8. Denied.
- 9. Denied.
- 10. Denied.
- 11. Denied.
- 12. Denied.
- 13. Denied.
- 14. Denied.

COUNT I - BREACH OF CONTRACT

15. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 14 above as if specifically set forth herein.

- 16. Denied.
- 17. Denied.
- 18. Denied.
- 19. Denied.
- 20. Denied.

COUNT II - ACCOUNT STATED

21. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 14 above as specifically set forth herein.

- 22. Denied.
- 23. Denied.
- 24. Admitted that PROSKAUER furnished a list of the alleged outstanding statements to Defendant IVIEWIT.COM, INC. All allegations not specifically admitted are

denied.

25. Denied.

26. Denied.

27. Denied.

COUNT III - OPEN ACCOUNT

28. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 6 above as if specifically set forth herein.

29. Denied.

30. Denied.

31. Denied.

COUNT IV - QUANTUM MERUIT

32. Defendants reallege and adopt their answers set forth in Paragraphs 1 - 6 above as if specifically set forth herein.

33. Denied.

34. Denied.

35. Denied.

36. Denied.

37. Denied.

38. Defendants deny that Plaintiff is entitled to any of the relief requested in the "WHEREFORE" clauses of the Amended Complaint.

AFFIRMATIVE DEFENSES

First Affirmative Defense

39. Plaintiff's Amended Complaint fails to state a cause of action upon which relief can be granted in that Defendants herein were not parties to any contract or agreement with Plaintiff and Plaintiff's allegations are in direct conflict with the relevant written documents.

Second Affirmative Defense

40. Plaintiff has failed to meet all conditions precedent to the bringing of this action against Defendants.

Third Affirmative Defense

41. Even assuming, *arguendo*, that Plaintiff can state causes of action against Defendants herein, the monies that Plaintiff claims are owed are unreasonable and do not bear a relation to the value of the services provided. Thus, Plaintiff's recovery hereIn, If any, should be reduced accordingly.

Fourth Affirmative Defenses

42. Plaintiff's claims against the Defendants herein are barred or should be stricken in that Plaintiff did not provide any services to Defendants and, thus, Plaintiff would be unjustly enriched if permitted to make any recovery against them.

Fifth Affirmative Defense

43. Even assuming, *arguendo*, that Plaintiff can state causes of action against Defendants herein, Plaintiff's claims are barred because Plaintiff has already been adequately compensated for its services.

Sixth Affirmative Defense

44. Plaintiff's claims should be stricken because Plaintiff failed to attach to its Amended Complaint all documents upon which it bases its claims, in violation of the Florida Rules of Civil Procedure 1.130.

Seventh Affirmative Defense

45. Plaintiff's claims for account stated and open account do not state causes of action against the Defendants to whom the invoices attached to the Amended Complaint were not directed.

Eighth Affirmative Defense

46. Plaintiff's claim for quantum meruit should be stricken in light of Plaintiff's simultaneous claims for breach of contract, open account, and account stated. Such claims are inherently inconsistent with and repugnant to each other.

Ninth Affirmative Defense

47. Plaintiff's claims should be dismissed because Plaintiff has failed to join an indispensable party, namely iviewit LLP.

Tenth Affirmative Defense

48. Liability, if any, to Plaintiff for the relief requested against Defendants herein is that of a non-party, namely iviewit LLP. Thus, recovery, if any, against Defendants herein should be reduced accordingly.

Eleventh Affirmative Defense

49. Plaintiff's demands for attorneys' fees should be stricken as Plaintiff has failed

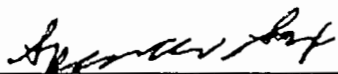
to state a contractual or statutory basis for entitlement thereto.

50. Defendants reserve the right to amend their affirmative defenses if appropriate as discovery progresses.

WHEREFORE, Defendants respectfully request that this Honorable Court enter judgment in favor of Defendants and against Plaintiff, award attorneys fees pursuant to Section 57.105, Florida Statutes, and award such other and further relief this Court deems appropriate.

I HEREBY certify that a true and correct copy of the forgoing has been furnished via facsimile to Matthew Triggs, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades Road, Boca Raton, Florida 33431, November 2, 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: 
Spencer M. Sax
Florida Bar No.: 312241
Rachelle R. McBride
Florida Bar No.: 0072801

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

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

v.

CASE NO. CA 01-04671AB

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

Defendants.

**DEFENDANTS', IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC.,
AND IVIEWIT TECHNOLOGIES, INC.,
AMENDED SECOND AFFIRMATIVE DEFENSE TO PLAINTIFF'S AMENDED COMPLAINT**

COME NOW, Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC., and
IVIEWIT TECHNOLOGIES, INC. hereby, through undersigned counsel, and, files its Amended
Second Affirmative Defense as follows:

AMENDED SECOND AFFIRMATIVE DEFENSE

Plaintiff has failed to meet all conditions precedent to the bringing of this action against
Defendants in that:

- 1) Plaintiff has failed to perform work, under the terms of any oral agreement
between the parties, for which it seeks remuneration; and/or
- 2) Some work which may have been performed on behalf of the Defendants was
not performed at the Defendants' request nor pursuant to any agreement.

I HEREBY certify that a true and correct copy of the forgoing has been furnished via US Mail and facsimile to Matthew Triggs, Esq. and Christopher W. Prusaski, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 W 2255 Glades Road, Boca Raton, Florida 33431 on this the 20th day of December 2001.

SACHS, SAX & KLEIN, P.A.
Attorneys for Defendants-
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 994-4499
Facsimile: (561) 994-4985

By: _____

Spencer M. Sax
Florida Bar No.: 312241
Ilene S. Schnall
Florida Bar No. 0710474

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

CASE NO. CA 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.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

JAN 17 2003

COPY / ORIGINAL
RECEIVED FOR FILING

JOINT PRETRIAL STIPULATION

Plaintiff, Proskauer Rose LLP (“Proskauer”), and Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc. and Iviewit Technologies, Inc., pursuant to this Court’s Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby file their Joint Pretrial Stipulation as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer’s Motion to Strike the Defendants’ Trial Exhibit List (Jan. 28, 2003).
2. The following facts require no proof at trial:

None.

3. The following are disputed issues of law and fact to be tried:
 - a. Whether Proskauer entered into an oral contract with Iviewit.com, Inc., Iviewit Technologies, Inc. and Iviewit Holdings, Inc. to provide legal services in exchange for payment for those services;
 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the balance owed by Defendants as \$369,460.97;
 - f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
 - g. Whether the invoices attached to the Amended Complaint as Exhibit "A" were sent to Iviewit.com, Inc. by Proskauer on or about the date reflected on each invoice;
 - h. Whether the invoices attached to the Amended Complaint as Exhibit "A" were received by Iviewit.com, Inc. on or about the date reflected on each invoice;
 - i. Whether the invoices attached to the Amended Complaint as Exhibit "A" total \$369,460.97;
 - j. Whether the invoices attached to the Amended Complaint as Exhibit "A" have not been paid.

- k. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;
 - l. Whether Proskauer provided Defendants with statements of account reflecting a balance owed of \$369,460.97;
 - m. Whether the Defendants knowingly and voluntarily accepted the legal services provided by Proskauer and retained the benefit conferred;
 - n. Whether the circumstances are such that it would be inequitable for the Defendants to retain the benefit without paying the value thereof to Proskauer;
 - o. Whether the Defendants have been unjustly enriched in an amount representing the reasonable value of the legal services provided by Proskauer for which payment has not been received;
 - p. Whether the reasonable value for the services rendered by Proskauer for which payment has not been received is \$369,460.97;
 - q. Whether Proskauer billed the Defendants for services which Proskauer did not receive authorization from the Defendants to perform; and
 - r. Whether the services provided by Proskauer benefited the named Defendants or, in the alternative, benefited third parties not parties to this action.
4. In addition to the items set forth in Section 3, the Plaintiff contends that the following is also a disputed issue of law and fact to be tried:
- a. Whether Proskauer is entitled to an award of attorney's fees pursuant to section 57.105, Florida Statutes.

5. In addition to the items set forth in Section 3, the Defendants contend that the following are also disputed issues of law and fact to be tried:
 - a. Whether the Defendants assumed the obligations of any other party to Proskauer for legal fees; and
 - b. Whether the payment to Proskauer by the Defendants was contingent on the funding of loans or other financing to the Defendants from third parties.
6. Plaintiff's lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "A." Defendants' lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "B."
7. The trial will last approximately 2-4 days.
8. The following attorneys are designated trial counsel:

For the Plaintiff:

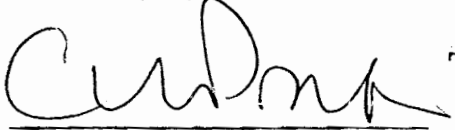
Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca Raton, Florida 33431.

For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220 Palm Beach, FL 33480.

9. Peremptory Challenges: not applicable; non-jury trial.

PROSKAUER ROSE LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 865745
Christopher W. Prusaski
Florida Bar No. 121525

Dated: Jan. 14th, 2003.

SELZ & MUVDI SELZ, P.A.
Attorneys for the Defendants
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480
Telephone: (561) 820-9409
Facsimile: (561) 833-9175



Steven M. Selz
Florida Bar No. 777420

Dated: Jan. 14, 2003.

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

CASE NO. CA 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.

ORDER GRANTING PLAINTIFF'S MOTION IN LIMINE

THIS CAUSE came before the Court on November 5, 2002 on Plaintiff's Motion in Limine and the Court, after reviewing the motion, hearing argument of counsel, and being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED that the motion is **GRANTED**. *See Noble v. Martin Mem'l Hosp. Ass'n, Inc.*, 710 So. 2d 567, 568-69 (Fla. 4th DCA 1998).

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, **SIGNED AND DATED** day of November, 2002.

NOV 12 2002

Judge Jorge Labarga

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

PROSKAUER ROSE LLP, a New York
limited liability partnership,

Plaintiff,

vs.

No. CA 01-04671 AB

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

Defendants.

-----/

The above-entitled cause came on for Hearing
before The Honorable Jorge Labarga, Circuit Judge,
at the Palm Beach County Courthouse, West Palm Beach,
Palm Beach County, Florida, on the 5th day of
November, 2002, commencing at 8:15 o'clock A.M.

APPEARANCES:

PROSKAUER ROSE LLP
by: CHRISTOPHER W. PRUSASKI, ESQ.
Appearing on behalf of the Plaintiff.

SELZ & MUVDI SELZ, P.A.
by: STEVEN M. SELZ, ESQ.
Appearing on behalf of the Defendant.

ORIGINAL

1 THE COURT: Okay.

2 MR. PRUSASKI: Good morning, Your Honor.

3 THE COURT: How are you doing?

4 MR. SELZ: Good morning, Your Honor.

5 THE COURT: Motion in limine?

6 MR. SELZ: Motion in limine, and also,
7 Your Honor, we had an objection to Requests for
8 Production from opposing counsel. We've been
9 here before Your Honor earlier last week. And
10 we had agreed that we would hear that again
11 while we had the 15 minutes set this morning.

12 THE COURT: Okay. Fifteen minutes is not
13 a long time.

14 MR. PRUSASKI: It's not. I don't believe
15 we have enough time, judge.

16 I represent Proskauer Rose, the
17 plaintiff. It's our motion in limine. This is
18 an attorneys' fees collection case. The
19 defendants are former clients of Proskauer's.
20 We're suing for about \$367,000. And this
21 matter is set for trial the week of December
22 16th.

23 Spencer Sax, Sachs, Sax & Klein, used to
24 represent the defendants. This case was filed
25 a year-and-a-half ago in May of 2001. And an

1 Answer was filed by Mr. Sax's firm over a year
2 ago. The Answer didn't assert as any
3 affirmative defenses that Proskauer had done
4 any incorrect work or had otherwise breached
5 the Retainer Agreement.

6 The defenses were that we actually billed
7 for work not performed and that the value of
8 the - the bills didn't match the - the
9 reasonableness of the services performed. So
10 there was no allegation of any improper work
11 performed by Proskauer.

12 It wasn't until August of this year,
13 after Your Honor entered a couple of orders
14 requiring the defendants to serve Answers to
15 Interrogatories, that the defendants asserted
16 for the first time that Proskauer had
17 incorrectly done work; and therefore, they
18 should be able to avoid paying our bills.

19 It wasn't pled anywhere in any of the
20 pleadings. And it wasn't until a year and a
21 three months after the lawsuit was filed that
22 we first learned that they were going to
23 attempt to put this theory on at trial.

24 At the time I received the interrogatory
25 answers, the matter was already set on Your

1 Honor's trial docket.

2 It came as a surprise to us because we
3 didn't know for a year-and-a-half that they
4 were going to try and put this type of case on
5 at trial. It further completely complicates
6 the case and turns an otherwise simple bill
7 collection matter over on its head.

8 And there's cases that we cited in the
9 motion. Nash versus Wells Fargo case. It's a
10 Florida Supreme Court, 1996, it says, if you
11 don't assert an affirmative defense, you can't
12 prove it at trial. It's a waiver.

13 The Con-Dev of Vero Beach versus Casano
14 case, Fourth District, also says, which we cite
15 in the motion, that a defendant has an
16 obligation to plead any other matter
17 constituting an avoidance or affirmative
18 defense.

19 And the First District in Joseph Bucheck
20 Construction that we also cited says that Rule
21 1.10 (d) requires a defendant to plead any
22 manner which avoids the action which the
23 plaintiff is not bound to prove in the first
24 instance in support of it, but which under the
25 Rules of Evidence, the defendant must firmly

1 establish.

2 The Nash case says that negligence is a
3 defense and you have to plead it. The Con-Dev
4 case says that plaintiff's breach of a contract
5 under which it sues is an affirmative defense
6 and you have to plead it.

7 A year-and-a-half after the lawsuit's
8 filed when the case is already set for trial, a
9 set of interrogatory answers telling us that we
10 did work incorrectly is not fair.

11 THE COURT: When are we set for trial in
12 this case?

13 MR. PRUSASKI: December 16th.

14 THE COURT: It's set for docket call on
15 December 16th, correct?

16 MR. PRUSASKI: We've already --

17 MR. SELZ: We're set. We're set.

18 THE COURT: You're specially set.

19 MR. SELZ: For December 16th, Your Honor.

20 THE COURT: How long do you think it's
21 going to take to try the case?

22 MR. SELZ: I think we estimated it would
23 be three days.

24 MR. PRUSASKI: We thought it would be a
25 day-and-a-half, two days before we got these

1 interrogatory answers.

2 THE COURT: You're going to get what you
3 reserved at the docket call, and that's all.

4 MR. SELZ: Your Honor, if I may, very
5 briefly, what we've got here right now is a
6 situation where discovery is still pending. We
7 have not gotten production from --

8 THE COURT: Wait a minute. Look, you
9 went to docket call. You've answered ready. I
10 specially set you for trial. You're specially
11 set to go for December 16th. I don't
12 understand. Why is discovery still pending? I
13 don't care about that. That's your problem.

14 MR. SELZ: Well, Your Honor, it is,
15 except what we have is we've had a very
16 difficult time getting any documents from
17 opposing counsel and from - and Proskauer Rose.
18 As a matter of fact, my client has had no
19 access to any of the documents which would
20 support his impression that Proskauer Rose did
21 or did not do what they were supposed to do.

22 THE COURT: The problem I have with that
23 is in these civil cases, you notice them for
24 trial whenever you want to notice it for trial.
25 And once you notice it for trial, you get a

1 trial date nine months later. What happens is
2 you guys do things at the end and then you want
3 to squeeze it all in at the end. It's not my
4 problem that we are here at the eve of trial
5 and you're telling me you can't get these
6 documents. I've been here every morning. I
7 haven't missed one day, except for the two
8 weeks vacation I took this summer. Where have
9 you been?

10 MR. SELZ: Your Honor, with regard to
11 discovery, this is what we've got.

12 Mr. Prusaski, I've been asking him for dates
13 since September on two deponents for Proskauer
14 Rose that we wanted to depose. He objected to
15 one. Your Honor the other day ruled that, yes,
16 we could take the deposition of Ken Rubenstein.
17 I asked him both for dates for Ken Rubenstein
18 and Chris Wheeler, the two people we want to
19 depose. He's now telling me their only
20 available dates, which I've been requesting
21 since September, are after the discovery cutoff
22 date, November 15th.

23 THE COURT: Like I said, if you're having
24 problems with discovery, then come and see me
25 and I'll make a ruling. But now you're telling

1 me that you're going to do discovery up until
2 the date of trial. Now you want to amend
3 pleadings. You want to allege things that were
4 not in the pleadings. And all of a sudden, you
5 want to put the case into a tailspin. Why
6 should I do that? You've got a trial date.
7 You're specially set. You told me you were
8 ready. You're ready means I can call you
9 tomorrow and you can try the case.

10 Yes?

11 MR. PRUSASKI: All I can say is that we
12 have depositions set in the next week when we -
13 two depositions, their corporate rep. Your
14 Honor, we were here last week. I have to fly
15 to California for that. When I take those
16 depositions, we're ready for trial. This case
17 has been pending for a year-and-a-half.

18 And with all due respect, judge, it's a
19 red herring. The law says they can't put in
20 some sort of complicated quasi malpractice case
21 in a bill paying case when they didn't plead it
22 over a year ago. They can't spring this on us
23 at the last minute. The law protects us in
24 that regard.

25 THE COURT: Anything else?

1 MR. SELZ: Your Honor, their request --

2 THE COURT: On this motion, you got
3 anything else you wish to argue?

4 MR. SELZ: On this motion -- The only
5 other thing that I've got on this motion, Your
6 Honor, right now, is the fact that clearly, my
7 clients didn't have access to these documents.
8 We've been making requests for production. We
9 don't have a good faith basis right now to be
10 able to plead an affirmative defense we don't
11 have any proof of. My client has a feeling
12 there was a problem, but if he doesn't have the
13 evidence to back it up, then it would be a
14 frivolous attempt on his part to plead it.

15 So to that extent Your Honor, I believe
16 that we have acted diligently. We're trying to
17 get these documents from the plaintiff to be
18 able to show up this possible -- If it exists.
19 If it doesn't exist and there's no basis in the
20 documents that we get or in the testimony of
21 the deponents, then we won't be able to assert
22 it, anyway, Your Honor. And that's the point.

23 If it does exist in those documents and
24 there's something that shows there's a conflict
25 of interest or some other problem that

1 Proskauer Rose was involved in, then certainly,
2 the first opportunity we have that evidence is
3 when we're going to present it.

4 THE COURT: In the case of Noble -
5 N-o-b-l-e - versus Martin Memorial Hospital,
6 710 So. 2d. 567, Fourth DCA 1997, the Fourth
7 District held that, there comes a point in
8 litigation where each party is entitled to some
9 finality. The rules of liberality gradually
10 diminishes as the case progresses to trial."

11 The case -- We had docket call.
12 Everybody answered ready. And the case is set
13 for trial in a month or so, a bit over a month.
14 And here we are at this juncture, you're
15 telling the other side that now we're going to
16 rely on pretty much malpractice as a defense,
17 and for that reason, we shouldn't have to pay
18 you.

19 This case has been around for a
20 year-and-a-half. And there has to come a point
21 in time where the trial judges should draw the
22 line. So I'm going to grant the motion in
23 limine. Okay. And that's granted. And you
24 can go to trial on what you've got.

25 MR. SELZ: Okay.

1 THE COURT: Okay. Now what's the next
2 thing?

3 MR. SELZ: The next thing, Your Honor, is
4 an objection to Requests for Production. May I
5 approach?

6 THE COURT: Sure can.

7 MR. SELZ: Your Honor, basically, we had
8 a list of documents. And they relate to
9 Proskauer Rose's representation of Iviewit and
10 the Iviewit companies. And basically, it goes
11 to requesting their files, any patent
12 trademark, copyright, trade secret --

13 But let's get the broader picture. The
14 broader picture here is when I transmitted
15 these to Mr. Prusaski on September 19th, his -
16 his response was that they had documents - his
17 recent response, as well as he's got documents.
18 He's got about 80 red rope binders with all
19 kinds of documents in them that he hasn't
20 reviewed or considered with regard to a
21 privilege log or preparing a privilege log, and
22 that he would give me access to those 80 red
23 ropes if I dropped anything concerning anything
24 else other than what's in their specific file
25 concerning the Iviewit companies.

1 Again, Your Honor, their position all
2 along has been that their representation was
3 limited to Iviewit. And there is actually only
4 one company here that signed the Retainer
5 Agreement with Proskauer Rose.

6 So what we want to do is take a look at
7 all the documents concerning any of these other
8 entities, if they exist, if they represented
9 the former president of Iviewit who signed the
10 Retainer Agreement, if they represented him
11 individually, any of those people concerning
12 clients of Proskauer there might have been
13 conflicts with which they should have presented
14 and didn't present to Iviewit as part of their
15 representation.

16 And again, Your Honor, the key here is
17 this - this request has been outstanding since
18 approximately mid September and we haven't
19 received any documents, other than a blanket
20 objection saying, effectively, that they think
21 it's overbroad, that it's designed to harass,
22 that we're asking for scheduling of meeting
23 rooms and things like that at Proskauer's
24 offices.

25 Again, Your Honor, part of our position

1 is that they were involved and people in the
2 firm were involved. And they're not reflected
3 on their billing records. And that we were
4 billed for things not directly involving
5 Proskauer.

6 I think that was one of the defenses that
7 was raised was that -- It goes ahead and says,
8 that plaintiff's claims do not state cause of
9 against the defendants to whom the invoices
10 attached to the Amended Complaint were
11 directed.

12 One of our affirmative defenses, they
13 billed us for work that was done for other
14 parties which are not parties to this action,
15 and rightfully, should not be part of the
16 claims against Iviewit, the defendants here.

17 So what we're asking for, Your Honor, is
18 - is this plethora of documents, but the
19 plethora of documents, Your Honor, is designed
20 to show up these defenses, Your Honor, and to
21 provide us with the documents relating to these
22 defenses.

23 THE COURT: What do you say?

24 MR. PRUSASKI: The Request for Production
25 was served one day before the discovery cutoff.

1 It was the first time the defendants had ever
2 attempted to get documents in a year-
3 and-a-half. So we filed a motion for
4 protective order because it wasn't timely. And
5 Your Honor subsequently extended the discovery
6 cutoff.

7 We have never had a problem showing
8 Proskauer's file to the former clients because
9 under the law, they have a right to look at it.
10 The file takes up an entire conference room
11 table. It was corporate work that was
12 performed over a course of several years.

13 However, if they had just asked to come
14 and look at the file, I would have said, yeah,
15 come look at it next week.

16 But what they did was the corporate
17 representative of the defendants on his home
18 computer typed up this Request for Production.
19 It's 35 document requests of what he thinks
20 should be in our file.

21 If he had said, we'd like to come look at
22 the file, it would not have been an issue. But
23 what they did was this lay person has asked for
24 copies of the personal employment file of
25 several of Proskauer's attorneys who worked on

1 their case, home telephone records of Proskauer
2 attorneys, Palm Pilot records of Proskauer
3 attorneys, Proskauer's meeting room schedules
4 from its New York and Florida offices. And
5 most importantly and most offensively, they
6 have asked for all of the Non-Compete
7 Agreements that Proskauer's ever prepared for
8 any client.

9 So how am I supposed to respond to this
10 in good faith?

11 I have told counsel that if the court
12 resolves this today or if they withdraw this
13 Request for Production, he can come and look at
14 the file next week. I'll go through it. I'll
15 check to make sure that there's no documents
16 that have been incorrectly kept in the file for
17 other clients. And he can come and spend as
18 much time with it as he wants. But they're
19 insisted on pursuing this document request.

20 THE COURT: I think in all my time in
21 practicing law and on the bench, I have never
22 seen a Request for Production so broad as this
23 thing is.

24 I mean, let's look at one. Number four,
25 you want all transactions for Ellen Degeneris,

1 Alanis Morrisette, Simon Bernstein, Huizenga
2 Holdings. I mean, it goes on and on.
3 Wachovia, Webcasts, Hollywood.Com, Notes,
4 Subscription Agreements, Brian Utley, Michael
5 Reale, Disney.

6 MR. SELZ: If I may, Your Honor, the
7 reason is because --

8 MR. PRUSASKI: They want personal
9 employment files of lawyers.

10 MR. SELZ: -- Proskauer Rose was
11 representing Iviewit in negotiations with those
12 various parties.

13 And the idea here, Your Honor, again is
14 basically that those parties, to the extent
15 that Proskauer Rose may have been representing
16 them, constituted some kind of conflict or --
17 We got billed or Iviewit is being billed for
18 work that is done concerning those matters.

19 Again, Your Honor, we don't have access
20 to any of the documents so far.

21 THE COURT: He says you can go look at
22 them.

23 MR. PRUSASKI: They would have had access
24 a year-and-a-half ago if they asked for --

25 THE COURT: What I'm going to do, I'm

1 going to grant the protective order. This
2 request for documents is just way too
3 overbroad.

4 And if you wish, I'm going to order him
5 to make whatever they have available at his
6 office and you go look at it. Spend a day or
7 two over there looking at it. And you clip
8 whatever you need to clip. And he'll make
9 copies for you. If you object to that, then
10 come back and see me.

11 MR. PRUSASKI: I've told counsel that he
12 can come next week, when I come back from
13 California to take his client's depo since he
14 wouldn't appear here. Anytime next week, he
15 can come look through it. And that's been the
16 offer all along.

17 MR. SELZ: Your Honor, so on the record
18 then, Mr. Prusaski will make those available to
19 me next week --

20 MR. PRUSASKI: Yeah.

21 MR. SELZ: So that I go ahead and examine
22 them next week.

23 MR. PRUSASKI: Yeah.

24 THE COURT: Sure. He'll put them there
25 on the conference table for you. You give him

1 whatever leeway he needs. And you take whoever
2 you need to with you, sit down and take a look.
3 What you do is take a bunch of these things and
4 -- Post 'ems.

5 MR. SELZ: And post it, yes.

6 THE COURT: Post whatever you need. If
7 there's anything that you feel is privileged,
8 just make a note of and come back and see me
9 and I'll cross that bridge when I get there.

10 MR. PRUSASKI: Your Honor, I'm prepared
11 to go through and make a log if there's any
12 documents that are subject to privilege.

13 THE COURT: According to the Tigg case,
14 you have to or you waive it.

15 MR. PRUSASKI: Your Honor pointed it out
16 to us, and we told everybody in our office
17 about the case. We have it up on the bulletin
18 board.

19 THE COURT: All right, guys.

20 (Thereupon, at 8:32 a.m., the hearing was
21 concluded.)

1 COURT CERTIFICATE

2 STATE OF FLORIDA)

3 COUNTY OF BROWARD)

4 I, TAMARA EMERICK-MASCI, Registered
5 Professional Reporter, certify that I was authorized
6 to and did stenographically report the foregoing
7 proceedings and that the transcript is a true and
8 complete record of my stenographic notes.

9 DATED THIS 5th day of November, 2002.

10
11 
12 TAMARA EMERICK-MASCI
13 Registered Professional Reporter
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IN THE CIRCUIT COURT OF THE
FIFTEENTH JUDICIAL CIRCUIT,
IN AND FOR PALM BEACH COUNTY,
FLORIDA

CASE NO. CA 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.

**ORDER ON DEFENDANTS' MOTION FOR LEAVE
TO AMEND TO ASSERT COUNTERCLAIM FOR DAMAGES**

THIS MATTER came before the Court upon Defendants' Motion for Leave to Amend to Assert Counterclaim for Damages. Having heard argument of counsel, reviewed the moving papers, and being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. Defendants' motion is DENIED.

DONE AND ORDERED in Chambers at West Palm Beach, Palm Beach County, Florida, this ___ day of February, 2003.

SIGNED AND DATED

FEB 04 2003

JORGE LABARGA, CIRCUIT COURT JUDGE
Judge Jorge Labarga

Copies furnished:

Matthew Triggs, Esq. & Christopher W. Prusaski, Esq., Proskauer Rose LLP, 2255 Glades Road, Suite 340W, Boca Raton, Florida 33431; and

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220. Palm Beach, Florida 33480.

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,

v.

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

Defendants.

**ORDER ON DEFENDANTS' MOTION TO CONTINUE DEPOSITION OF
KENNETH RUBENSTEIN AND CHRISTOPHER WHEELER**

This matter coming before the Court on the Defendants' Motion to Continue Deposition of Kenneth Rubenstein and Christopher Wheeler and the Court having heard argument of counsel for both Plaintiff and Defendants and otherwise being advised in the premises and having considered the grounds for the Motion and considered applicable law, it is FOUND,

ORDERED AND ADJUDGED as follows:

1. Defendants' Motion to continue deposition of Christopher Wheeler is hereby

3/20/03

GRANTED, PROVIDED THAT THE DEPOSITION SHALL CONTINUE FOR
1/2 DAY ONLY.

2. Defendant's Motion to continue deposition of Kenneth Rubenstein is hereby

GRANTED, LIMITED TO ONLY THOSE QUESTIONS OBJECTED TO AT THE
TIME OF PRIOR DEPOSITION, WITHOUT WAIVER OF ATTORNEY CLIENT PRIVILEGE
3. OBJECTIONS BY PLAINTIFF.

(?) THE CONTINUATION OF THESE DEPOSITIONS ARE NOT TO BE
USED FOR HARASSMENT.

DONE AND ORDERED at West Palm Beach, Palm Beach County,

Florida this 20th day of March, 2003.



CIRCUIT COURT JUDGE

Copies to:

Steven M. Selz, Esq.
214 Brazilian Ave., #220
Palm Beach, FL 33480

Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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,

v.

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

Defendants.

DEFENDANTS' AMENDED EXHIBIT LIST

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

Defendants, by and through their undersigned counsel and pursuant to the
Order of this Court hereby file this, their amended exhibit list in this matter.

Exhibits:

1. All billing statements or other documents attached to the pleadings in this matter.
2. All transcriptions of depositions and exhibits thereto.

3/15/03

3. Plaintiff's correspondence to Defendants as to billing statements and application of payments.

4. January 31, 2000 billing statement, #343838 from Plaintiff.

5. January 31, 2000 billing statement, #343840 from Plaintiff.

6. February 17, 2000 billing statement, #34659 from Plaintiff.

7. March 15, 2000 billing statement, #349188 from Plaintiff.

8. March 15, 2000 billing statement, #349189 from Plaintiff.

9. March 15, 2000 billing statement, #349190 from Plaintiff.

10. March 15, 2000 billing statement, #349191 from Plaintiff.

11. March 16, 2000 billing statement, #349191 from Plaintiff.

12. March 21, 2000 billing statement, #349859 from Plaintiff.

13. March 21, 2000 billing statement, #349888 from Plaintiff.

14. April 18, 2000 billing statement, #352748 from Plaintiff.

15. April 18, 2000 billing statement, #352749 from Plaintiff.

16. April 18, 2000 billing statement, #352750 from Plaintiff.

17. April 18, 2000 billing statement, #352751 from Plaintiff.

18. April 18, 2000 billing statement, #352752 from Plaintiff.

19. April 18, 2000 billing statement, #352753 from Plaintiff.

20. April 30, 2000 billing statement, #354153 from Plaintiff.

21. May 30, 2000 billing statement, #356497 from Plaintiff.
22. May 30, 2000 billing statement, #356503 from Plaintiff.
23. June 30, 2000 billing statement, #360344 from Plaintiff.
24. July 21, 2000 billing statement, #363830 from Plaintiff.
25. July 21, 2000 billing statement, #363831 from Plaintiff.
26. July 21, 2000 billing statement, #363832 from Plaintiff.
27. July 21, 2000 billing statement, #363833 from Plaintiff.
28. July 21, 2000 billing statement, #363834 from Plaintiff.
29. July 21, 2000 billing statement, #363835 from Plaintiff.
30. July 21, 2000 billing statement, #363836 from Plaintiff.
31. July 21, 2000 billing statement, #363837 from Plaintiff.
32. July 21, 2000 billing statement, #363841 from Plaintiff.
33. July 21, 2000 billing statement, #363844 from Plaintiff.
34. July 30, 2000 billing statement, #363970 from Plaintiff.
35. August 22, 2000 billing statement, #368322 from Plaintiff.
36. August 24, 2000 billing statement, #368777 from Plaintiff.
37. September 20, 2000 billing statement, #371752 from Plaintiff.
38. September 20, 2000 billing statement, #371505 from Plaintiff.
39. September 20, 2000 billing statement, #371753 from Plaintiff.

40. October 13, 2000 billing statement, #376650 from Plaintiff.
41. November 17, 2000 billing statement, #380021 from Plaintiff.
42. November 17, 2000 billing statement, #380022 from Plaintiff.
43. November 17, 2000 billing statement, #380023 from Plaintiff.
44. November 17, 2000 billing statement, #380024 from Plaintiff.
45. November 17, 2000 billing statement, #380025 from Plaintiff.
46. November 30, 2000 billing statement, #381460 from Plaintiff.
47. December 6, 2000 billing statement, #382111 from Plaintiff.
48. January 18, 2001 billing statement, #387122 from Plaintiff.
49. February 9, 2001 billing statement, #391231 from Plaintiff.
50. March 6, 2001 billing statement, #394765 from Plaintiff.
51. March 12, 2001 billing statement, #395537 from Plaintiff.
52. April 6, 2001 billing statement, #399271 from Plaintiff.
53. April 6, 2001 billing statement, #399272 from Plaintiff.
54. April 6, 2001 billing statement, #399273 from Plaintiff.
55. April 6, 2001 billing statement, #399274 from Plaintiff.
56. April 6, 2001 billing statement, #399275 from Plaintiff.
57. April 11, 2001 billing statement, #400158 from Plaintiff.
58. All transcriptions of depositions taken in this matter.

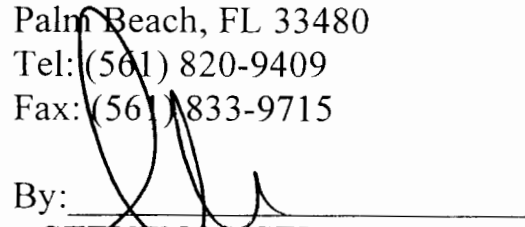
59. All minutes of Board of Directors meetings for Iviewit regarding limitations on spending by Brian Utley for legal services.

60. All correspondence by and between Brian Utley and Plaintiff regarding services rendered and billing statements.

Defendants hereby reserves the right to amend this Witness and Exhibit List pending completion of discovery in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 15th day of March, 2003.

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,

RE-NOTICE OF HEARING

(Uniform Motion Calendar)

(Re-notices Hearing of 3/6/03 at
request of Plaintiff's Counsel)

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

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: Thursday, March 20, 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

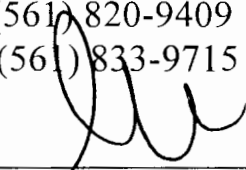
Matter: Defendants' Motion to Continue Depositions

I HEREBY CERTIFY that a true and correct copy of the foregoing has been

2/7/03

provided by U.S. Mail to the above-listed addressee(s) this 7th day of March, 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,

v.

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

Defendants.

DEFENDANTS' MOTION TO CONTINUE DEPOSITIONS

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order requiring Christopher Wheeler, Esq. and Kenneth
Rubenstein, Esq., both partners of the Plaintiff, to appear for their continued
depositions in these matters and as grounds therefore would state as follows:

1. That the deposition of Kenneth Rubenstein was commenced on October 29,
2002, at which time the Defendants had yet to be provided with access to discovery
documents in this matter.

2. That Christopher Wheeler's deposition was commenced on October 31,

2/27/03

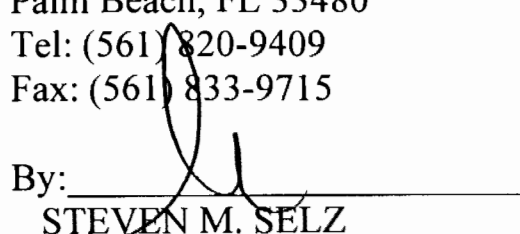
2002 and was not completed at that time and concluded at approximately 4:30 PM, at which time counsel for Defendants indicated that he would need to continue such deposition and which the Plaintiff's counsel indicated the he was unwilling to continue same for another day.

3. That the Defendant requires to continue with the depositions of both Kenneth Rubenstein and Christopher Wheeler in this matter so that discovery may be completed.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order directing that the Defendants may continue the depositions of Kenneth Rubenstein and Christopher Wheeler in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 27th day of February 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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,

v.

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

Defendants.

DEFENDANTS' MOTION TO CONTINUE DEPOSITIONS

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order requiring Christopher Wheeler, Esq. and Kenneth
Rubenstein, Esq., both partners of the Plaintiff, to appear for their continued
depositions in these matters and as grounds therefore would state as follows:

1. That the deposition of Kenneth Rubenstein was commenced on October 29,
2002, at which time the Defendants had yet to be provided with access to discovery
documents in this matter.

2. That Christopher Wheeler's deposition was commenced on October 31,

2/27/03

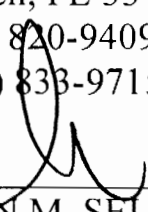
2002 and was not completed at that time and concluded at approximately 4:30 PM, at which time counsel for Defendants indicated that he would need to continue such deposition and which the Plaintiff's counsel indicated the he was unwilling to continue same for another day.

3. That the Defendant requires to continue with the depositions of both Kenneth Rubenstein and Christopher Wheeler in this matter so that discovery may be completed.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order directing that the Defendants may continue the depositions of Kenneth Rubenstein and Christopher Wheeler in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 28th day of February 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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,

v.

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.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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: Thursday, March 6, 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: Defendants' Motion to Continue Depositions

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 20th day of February,

2/20/03

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,

v.

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

Defendants.

DEFENDANTS' MOTION TO CONTINUE DEPOSITIONS

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order requiring Christopher Wheeler, Esq. and Kenneth
Rubenstein, Esq., both partners of the Plaintiff, to appear for their continued
depositions in these matters and as grounds therefore would state as follows:

1. That the deposition of Kenneth Rubenstein was commenced on October 29,
2002, at which time the Defendants had yet to be provided with access to discovery
documents in this matter.

2. That Christopher Wheeler's deposition was commenced on October 31,

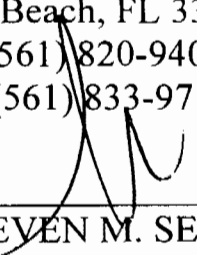
2002 and was not completed at that time and concluded at approximately 4:30 PM, at which time counsel for Defendants indicated that he would need to continue such deposition and which the Plaintiff's counsel indicated the he was unwilling to continue same for another day.

3. That the Defendant requires to continue with the depositions of both Kenneth Rubenstein and Christopher Wheeler in this matter so that discovery may be completed.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order directing that the Defendants may continue the depositions of Kenneth Rubenstein and Christopher Wheeler in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 20th day of February 2003 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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
FIFTEENTH JUDICIAL CIRCUIT IN AND
FOR PALM BEACH COUNTY, FLORIDA

CASE NO. CA 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.

**ORDER ON PLAINTIFF'S MOTION TO STRIKE
ITEMS 3, 4 AND 5 ON DEFENDANTS' EXHIBIT LIST**

THIS CAUSE came before the Court on February 13, 2003 on the Plaintiff's Motion to Strike
Items 3, 4 and 5 on Defendants' Exhibit List. After being duly advised in the premises, it is
thereupon

ORDERED AND ADJUDGED that Plaintiff's Motion is *granted in part* and *denied in part*.

(1) *The parties agree that items 4 and 5 on Defendants' trial Exhibit List are stricken.*

DONE and ORDERED in Chambers at West Palm Beach, Palm Beach County, Florida,

(2) *The Defendants may have -1 a bonded, licensed copy service pick-up all of Proskauer's lawsuit files (pertaining to the prior representation of lawsuit by Proskauer) and copy the files at lawsuit's expense. ~~Suit shall not have access to the files while they are in the~~ ^{neither party}*

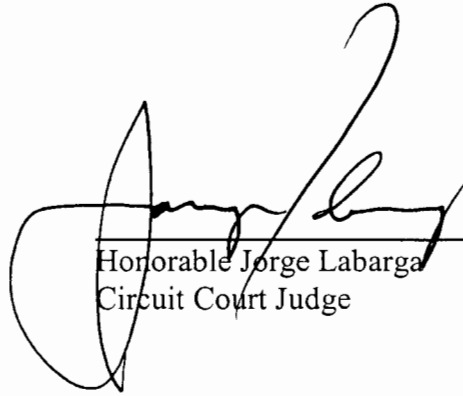
(3) *The Defendants shall serve an amended exhibit list no later than March 15, 2003 specifically listing those documents*

2/13/03

Proskauer Rose LLP v. Iviewit.com
Case No. CA 01-04671 AB
Page Two

Silent
from Proskauer's files that the Defendants propose
to use at trial.

this 13th day of February, 2003.



Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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

CASE NO. CA 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.

**PLAINTIFF'S PROPOSAL FOR SETTLEMENT
TO DEFENDANT, IVIEWIT.COM, INC.**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby serves upon Defendant, Iviewit.com, Inc., this Proposal for Settlement pursuant to Florida Rule of Civil Procedure 1.442 and Section 768.79, Florida Statutes. The terms of this proposal shall be for the settlement as follows:

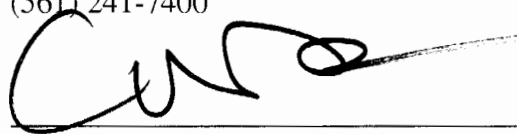
1. This proposal is made by the Plaintiff and is directed to Defendant, Iviewit.com, Inc.
2. This proposal will resolve all pending claims between the Plaintiff and Defendant, Iviewit.com, Inc.
3. The monetary terms of this proposal are as follows:
 - a. Defendant, Iviewit.com, Inc., shall pay to the Plaintiff the sum of \$75,000.00 (Seventy-Five Thousand and 00/100 Dollars).
 - b. Each party shall bear its own attorney's fees and costs.

4. The non-monetary terms of this proposal are as follows:
- a. Plaintiff shall execute and file a notice of dropping party with prejudice in favor of Defendant, Iviewit.com, Inc.
 - b. Defendant, Iviewit.com, Inc., shall execute and deliver to Plaintiff a general release in favor of the Plaintiff, its partners, attorneys, and employees.

This proposal shall remain open for a period of 30 days from the date of service or until withdrawn in writing, whichever occurs first. Failure by the Defendant to accept this offer in writing within 30 days from the date of the service shall constitute a rejection of this proposal, and may result in appropriate sanctions being imposed by the Court, including reasonable attorney's fees.

Dated this 11TH day of February, 2003.

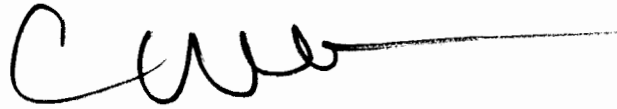
PROSKAUER ROSE LLP
Attorneys for Plaintiff
One Boca Place, Suite 340 West
2255 Glades Road
Boca Raton, FL 33431-7360
(561) 241-7400



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I certify that on February 11TH, 2003, a copy of the foregoing was furnished by Facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.

A handwritten signature in black ink, appearing to read 'CWP', with a long horizontal flourish extending to the right.

Christopher W. Prusaski

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

CASE NO. CA 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.

**PLAINTIFF'S PROPOSAL FOR SETTLEMENT
TO DEFENDANT, IVIEWIT HOLDINGS, INC.**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby serves upon Defendant, Iviewit Holdings, Inc., this Proposal for Settlement pursuant to Florida Rule of Civil Procedure 1.442 and Section 768.79, Florida Statutes. The terms of this proposal shall be for the settlement as follows:

1. This proposal is made by the Plaintiff and is directed to Defendant, Iviewit Holdings, Inc.
2. This proposal will resolve all pending claims between the Plaintiff and Defendant, Iviewit Holdings, Inc.
3. The monetary terms of this proposal are as follows:
 - a. Defendant, Iviewit Holdings, Inc., shall pay to the Plaintiff the sum of \$75,000.00 (Seventy-Five Thousand and 00/100 Dollars).
 - b. Each party shall bear its own attorney's fees and costs.

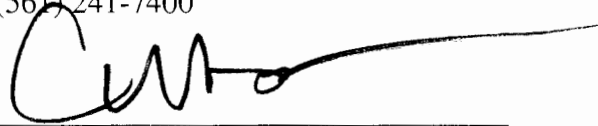
2/11/02

4. The non-monetary terms of this proposal are as follows:
- a. Plaintiff shall execute and file a notice of dropping party with prejudice in favor of Defendant, Iviewit Holdings, Inc.
 - b. Defendant, Iviewit Holdings, Inc., shall execute and deliver to Plaintiff a general release in favor of the Plaintiff, its partners, attorneys, and employees.

This proposal shall remain open for a period of 30 days from the date of service or until withdrawn in writing, whichever occurs first. Failure by the Defendant to accept this offer in writing within 30 days from the date of the service shall constitute a rejection of this proposal, and may result in appropriate sanctions being imposed by the Court, including reasonable attorney's fees.

Dated this 10th day of February, 2003.

PROSKAUER ROSE LLP
Attorneys for Plaintiff
One Boca Place, Suite 340 West
2255 Glades Road
Boca Raton, FL 33431-7360
(561) 241-7400



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I certify that on February 11th, 2003, a copy of the foregoing was furnished by Facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

**PLAINTIFF'S PROPOSAL FOR SETTLEMENT
TO DEFENDANT, IVIEWIT TECHNOLOGIES, INC.**

Plaintiff, Proskauer Rose LLP ("Proskauer"), hereby serves upon Defendant, Iviewit

Technologies, Inc., this Proposal for Settlement pursuant to Florida Rule of Civil Procedure

1.442 and Section 768.79, Florida Statutes. The terms of this proposal shall be for the settlement

as follows:

1. This proposal is made by the Plaintiff and is directed to Defendant, Iviewit Technologies, Inc.

2. This proposal will resolve all pending claims between the Plaintiff and Defendant, Iviewit Technologies, Inc.

3. The monetary terms of this proposal are as follows:

CERTIFICATE OF SERVICE

I certify that on February 11th, 2003, a copy of the foregoing was furnished by Facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.

A handwritten signature in black ink, appearing to read 'C. Prusaski', with a long horizontal flourish extending to the right.

Christopher W. Prusaski

✓

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

CASE NO. CA 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.

_____ /

**ORDER ON DEFENDANTS' MOTION FOR LEAVE
TO AMEND TO ASSERT COUNTERCLAIM FOR DAMAGES**

THIS MATTER came before the Court upon Defendants' Motion for Leave to Amend to Assert Counterclaim for Damages. Having heard argument of counsel, reviewed the moving papers, and being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. Defendants' motion is DENIED.

DONE AND ORDERED in Chambers at West Palm Beach, Palm Beach County, Florida, this ___ day of February, 2003.

SIGNED AND DATED

FEB 04 2003

JORGE LABARGA, CIRCUIT COURT JUDGE
Judge Jorge Labarga

Copies furnished:

Matthew Triggs, Esq. & Christopher W. Prusaski, Esq., Proskauer Rose LLP, 2255 Glades Road, Suite 340W, Boca Raton, Florida 33431; and

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenuc, Suite 220. Palm Beach, Florida 33480.

2/4/03

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

RE-NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

Plaintiff's Motion to Strike Items 3, 4 and 5 on Defendants' Exhibit List

DATE: Thursday, February 13, 2003

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

2/4/03

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✓

**IN THE CIRCUIT COURT OF THE FIFTEENTH JUDICIAL CIRCUIT,
IN AND FOR PALM BEACH COUNTY, FLORIDA
CIVIL DIVISION**

PROSKAUER ROSE LLP

CASE NUMBER: CL 01 4671 AB

Plaintiff(s),

vs.

IVIEWIT.COM, INC, et al

Defendant(s).

ORDER RESETTING NON JURY TRIAL

NOTICE

This order contains deadlines and other requirements which will be strictly enforced. Please take the time to read this order carefully and immediately. Additionally, please take the time to diary all deadlines now.

THIS CAUSE, after having been properly noticed for trial, is hereby scheduled to be tried for 2 days sometime during the three (3) month docket commencing **MARCH 31, 2003**.

It is further **ORDERED** as follows:

1) **CALENDAR CALL** shall be held on **FRIDAY, MARCH 14, 2003 at 9:00 A.M.** in Courtroom 11A, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida.¹

¹Please note that the calendar call has been purposely scheduled to take place two (2) weeks prior to the commencement of the first week of the three month docket. This should be plenty of time for the attorneys or parties in the first case to be tried to issue and serve their trial subpoenas and to finalize trial presentations.

12/18/02

- A) All attorneys of record, or parties not represented by counsel, must be present at calendar call and must arrive on time (the Court will not wait). Attorneys shall not send paralegals, secretaries or any other person who is not a member of the Florida Bar to cover calendar call.
- B) All attorneys (or parties if unrepresented) are **ORDERED** to bring their scheduling calendars to the calendar call.
- C) The case will be assigned a **SPECIAL SETTING** during the three (3) month docket at calendar call. Once the case is specially set, it will not be continued or removed. Therefore, **MAKE SURE TO BRING YOUR CALENDAR AND THAT IT IS UP TO DATE.**
- D) The Court WILL NOT entertain requests for continuances during calendar call. Motions for continuance MUST be raised PRIOR to calendar call during the Uniform Motion Calendar.

2) **MOTION PRACTICE PHASE ENDS AND TRIAL PHASE BEGINS**

Upon taking the bench at 9:30 A. M. on the first day of the trial of your special setting, the motion practice phase of the case ends and the trial phase begins.

- A) The Court **WILL NOT** hear any motions during the trial phase that should have been heard during the motion practice phase of the case. This includes objections raised during depositions, or any other motion that should have been heard during the nine month to one year period that the case was on the docket awaiting calendar call.²
- 3) All parties are ordered to participate in **MEDIATION** which must occur no later than 45 days prior to calendar call. If anyone has a problem scheduling mediation, the Court is available every day (except Fridays) during the Uniform Motion Docket to deal with the problem. Again, DO

²One half hour slots from 8:15 A. M. to 8:45 A. M. have been set aside each morning (Monday – Thursday) to hear motions. The Court has also reserved every Friday (the entire day) to hear motions. This is in addition to the hearing time available during the Uniform Motion Calendar (8:45 – 9:30 A. M. Monday – Thursday). Thus, attorneys and parties are afforded plenty of opportunity to present their motions before trial. **DO NOT WAIT** until the last minute to attempt to schedule the hearing on your motion(s), as there is typically a 4–5 week waiting period to get a hearing early in the morning, and a 4-5 month waiting period to get a specially set hearing on Fridays. There is no waiting period for the Uniform Motion Calendar.

NOT WAIT until the last minute.

4) All parties are ordered to comply with the **UNIFORM PRETRIAL ORDER**. Material non-compliance with this Order may result in the imposition of sanctions, the striking of pleadings, the striking of the case from the docket or other such action as justice requires.

5) If this cause is disposed of for any reason (settlement) at any time prior to the trial date, you are hereby ordered to immediately advise the undersigned judge so that we may provide the backup case with as much notice as possible.

DONE AND ORDERED this 18th day of December 18, 2002, at West Palm Beach, Palm Beach County, Florida.

SIGNED AND DATED

DEC 18 2002

JORGE LABARGA
Circuit Court Judge
Judge Jorge Labarga

Copies furnished to attorneys/parties listed on notice/motion:

Christopher Prusaski, Esq.
2255 Glades Road, Suite 340W
Boca Raton, FL 33431

Steven Selz, Esq.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

CASE NO. CA 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.

**ORDER ON DEFENDANTS' MOTION TO VACATE
PRIOR ORDER REQUIRING FILING OF PRE-TRIAL STIPULATION**

THIS CAUSE came before the Court on December 11, 2002 on the Defendants' Motion to Vacate Prior Order Requiring Filing of Pre-Trial Stipulation, and the Court after hearing argument of counsel and being otherwise fully advised in the premises it is thereupon

ORDERED AND ADJUDGED as follows:

1. The parties shall file a Joint Pretrial Stipulation no later than January 6, 2003.
2. The trial of this matter is to be reset on the Court's next ~~regular~~ trial docket.

DONE and ORDERED at West Palm Beach, Palm Beach County, Florida, this _____
day of December, 2002.

SIGNED AND DATED

DEC 16 2002

~~Judge Jorge Labarga~~

Honorable Jorge Labarga
Circuit Court Judge

12/16/02



J

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

RE-NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

Plaintiff's Motion to Strike Items 3, 4 and 5 on Defendant's Exhibit List

DATE: December 18, 2002
TIME: 8:45 a.m.
JUDGE: The Honorable Jorge Labarga

11/27/02

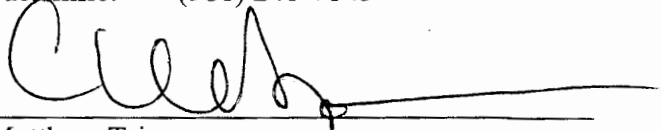
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 27 day of November, 2002.


PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 27 day of November, 2002, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Defendants' Motion to Vacate Prior Order Requiring Filing
Of Pre-Trial Stipulation**

DATE: December 11, 2002
TIME: 8:45 a.m.
JUDGE: The Honorable Jorge Labarga

11/25/02

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

CASE NO. CA 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,

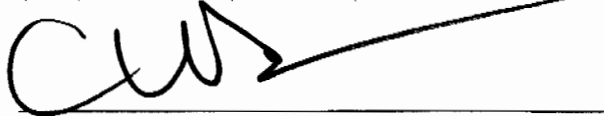
Defendants.

NOTICE OF UNAVAILABILITY

The undersigned counsel, Christopher W. Prusaski, files this Notice of Unavailability for the dates hereinafter: **Thursday, November 28, 2002 through and including Friday, December 6, 2002**, and respectfully requests that no matters be scheduled during this time; that no pleadings to be filed which require a timely response during this time; and that all pending matters remain in status quo during this time.

This 25TH day of November, 2002.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

11/25/02

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 25th day of November, 2002, a true and correct copy of the foregoing has been furnished by facsimile and U.S. Mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Fl 33480.



Christopher W. Prusaski, Esq.

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,

v.

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

Defendants.

FOURTH RE-NOTICE OF TAKING OF DEPOSITION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

DEPONENT

Christopher Wheeler, Esq.

DATE AND TIME

November 21, 2002,
10:00 am

LOCATION

Selz & Muvdi Selz, P.A.
214 Brazilian Avenue
Suite 200- Conference
Room
Palm Beach, FL 33480

These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.

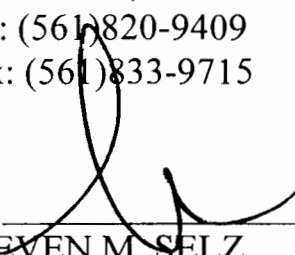
11/20/02

These depositions are being taken for purposes of discovery, for use at a trial or for such other purposes as are permitted under the Florida Rules of Civil Procedure.

PLEASE GOVERN YOURSELF ACCORDINGLY.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 20th day of November, 2002 to the above-listed addressee.

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

CC: Ken Schanzer & Associates (via facsimile)

In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodations to participate in this proceeding should contact the Court ADA Coordinator at (561) 357-5512 no later than seven days prior to the proceeding. If hearing impaired, contact the Court TDD number (305) 831-8288, or Florida Relay Services (800-955-8771) for assistance.

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (561) 241-7145

Individual & Firm: CHRISTOPHER W. PRUSASKI, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 11/20/02 9:20 AM File # _____

Total number of Pages (INCLUDING this cover sheet) 3

RE: IVIEWIT.COM

Document(s) Attached: NOTICE OF TAKING OF DEPOSITION

Comments: AS DISCUSSED

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Nov 20 2002 9:35am

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Nov 20	9:34am	Fax Sent	2417145	1:16	3	OK

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,

v.

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

Defendants.

_____/

DEFENDANTS' MOTION TO VACATE PRIOR ORDER
REQUIRING FILING OF PRE-TRIAL STIPULATION

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order vacating the prior pre-trial order in this matter as to the
filing of the pre-trial stipulation and as grounds therefore would state as follows:

1. This matter was originally set for a 4 day non-jury trial commencing
December 16, 2002.

2. That this Court, pursuant to its order of November 14, 2002, struck this
matter from the trial docket and advised the parties to re-set the matter for trial based

11/20/02

on the availability of the corporate representative of the Defendant, due to the illness of the corporate representative's wife.

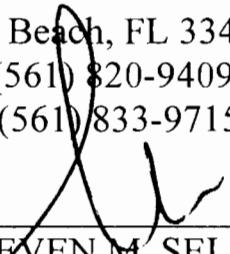
3. That despite such clear instructions, counsel for the Plaintiff is insistent that the filing of a pre-trial stipulation is necessary at this time.

4. That as this matter has been stricken from the trial docket, it is no longer at issue and the filing of a pre-trial stipulation is not only unnecessary but premature.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order vacating the prior established pre-trial deadlines in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 20th day of November, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (561) 241-7145

Individual & Firm: CHRISTOPHER W. PRUSASKI, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 11/20/02 4:27 PM File # _____

Total number of Pages (INCLUDING this cover sheet) 3

RE: IVIEWIT.COM

Document(s) Attached: MOTION

Comments: NONE

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail **Federal Express** **Courier**

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Nov 19 2002 11:24am

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Nov 19	11:23am	Fax Sent	2417145	0:51	3	OK

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,

v.

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

Defendants.

NOTICE OF TAKING OF DEPOSITION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

<u>DEPONENT</u>	<u>DATE AND TIME</u>	<u>LOCATION</u>
Kenneth Rubenstein, Esq.	November 20, 2002, 11:00 am	Proskauer Rose LLP 1585 Broadway New York, NY 10036

These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.
These depositions are being taken for purposes of discovery, for use at a trial or

11/19/02

J

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

CASE NO. CA 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.

**PLAINTIFF'S SECOND NOTICE OF DEFENDANTS' NONCOMPLIANCE IN
PREPARING JOINT PRETRIAL STIPULATION, MOTION FOR LEAVE TO FILE
A UNILATERAL PRETRIAL STATEMENT AND MOTION FOR ATTORNEY'S FEES**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order permitting it to file a Unilateral Pretrial Statement in this matter and awarding Proskauer its attorney's fees incurred in its efforts to obtain the cooperation of the Defendants in preparing a Pretrial Stipulation and as good grounds therefore states as follows:

1. By Order dated October 2, 2002, the Pretrial Stipulation was to be filed in this matter no later than November 20, 2002. A copy of this Court's Order dated October 2, 2002 is attached hereto as Exhibit 1.

2. Proskauer prepared and faxed a proposed Pretrial Stipulation to counsel for the Defendants on November 5, 2002 with a cover letter requesting counsel's cooperation in reviewing and proposing any comments or changes to the proposed stipulation. A copy of Proskauer's November 5, 2002 letter and attached proposed Pretrial Stipulation is attached

hereto as Exhibit 2. The proposed Pretrial Stipulation was originally sent to counsel for the Defendants in September, 2002, as a previous Agreed Order set the due date for the Pretrial Stipulation for September 24, 2002.

3. Subsequent to sending the proposed Pretrial Stipulation to counsel for the Defendants, counsel for Proskauer sent counsel for the Defendants another letter on November 18, 2002 seeking the cooperation of counsel for the Defendants so that the Pretrial Stipulation could be filed on time. A copy of Proskauer's November 18, 2002 letter is attached hereto as Exhibit 3.

4. Counsel for the Defendants has failed to communicate with counsel for Proskauer or otherwise cooperate in any way in participating in the preparation of the Pretrial Stipulation.

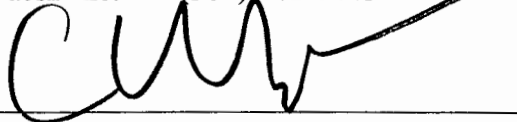
5. Despite Proskauer's diligent efforts to prepare a Pretrial Stipulation pursuant to the Court's *Uniform Pretrial Instructions*, Proskauer has no choice but to request that the Court permit the filing of a Unilateral Pretrial Statement in the form attached hereto as Exhibit 4.

6. This is the second time in this litigation that Proskauer has moved the Court for permission to file a Unilateral Pretrial Statement due to counsel for the Defendants' refusal to communicate with counsel for Proskauer or otherwise participate in the preparation of a Pretrial Stipulation. A copy of Proskauer's first Notice of Defendants' Noncompliance is attached hereto as Exhibit 5.

WHEREFORE, Proskauer respectfully requests that the Court permit Proskauer to file a Unilateral Pretrial Statement in the form attached hereto as Exhibit 4, award Proskauer its attorney's fees and costs incurred in preparing this motion, award Proskauer its attorney's fees and costs incurred in its efforts to obtain the cooperation of counsel for the Defendants relating to the Pretrial Stipulation, and awarding any further relief that is reasonable and just.

This 19 day of November, 2002.

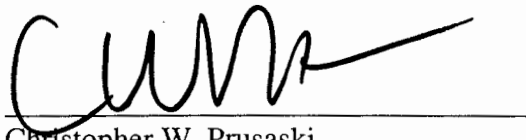
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on November 19, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

FILE COPY

Iviewit 60145.25
MT/DJG/CWP

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

CASE NO. CA 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.

ORDER ON MOTION TO VACATE

THIS CAUSE came before the Court upon Plaintiff's Motion to Vacate Order and the Court being duly advised in the premises it is thereupon

ORDERED AND ADJUDGED Plaintiff's Motion is GRANTED/DENIED.

*Motion to Vacate is Grant. Discovery cutoff is
extended to Nov. 15, 2002. The Pretrial
Stipulation shall be filed on Nov. 20, 2002.*

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this ___ day
of October, 2002.

10 - 1 2002

Jorge Labarga

Honorable Jorge Labarga
Circuit Court Judge

10/12/02

Proskauer Rose LLP v. Iviewit.com
Case No. CA 01-04671 AB
Page Two

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

PROSKAUER ROSE LLP

2. Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

November 5, 2002

Via Facsimile and U.S. Mail

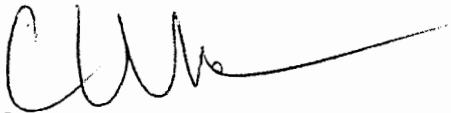
Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Re: Proskauer Rose LLP v. Iviewit.com, Inc., et al.

Dear Steve:

Please find enclosed for your review and comment a proposed Joint Pretrial Stipulation. This is the same document that I sent to you in September. Since the Court granted Proskauer's motion in limine this morning, I think that the issues in this lawsuit are framed clearly so that we can work on preparing the stipulation. Since the stipulation must be filed by November 20, 2002, I would appreciate it if you would note any suggested changes on the stipulation and fax the changes to me next week.

Very truly yours,



Christopher W. Prusaski

CWP/kem
Encl.

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

CASE NO. CA 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.

DRAFT JOINT PRETRIAL STIPULATION

Plaintiff, Proskauer Rose LLP (“Proskauer”), and Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc. and Iviewit Technologies, Inc., pursuant to this Court’s Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby file their Joint Pretrial Stipulation as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer’s Motion to Strike the Defendants’ Trial Exhibit List (Nov. 18, 2002).
2. The following facts require no proof at trial:
 - a. The invoices attached to the Amended Complaint as Exhibit “A” were sent to Iviewit.com, Inc. by Proskauer on or about the date reflected on each invoice;

DRAFT

- b. The invoices attached to the Amended Complaint as Exhibit "A" were received by Iviewit.com, Inc. on or about the date reflected on each invoice;
 - c. The invoices attached to the Amended Complaint as Exhibit "B" total \$369,460.97; and
 - d. The invoices attached to the Amended Complaint as Exhibit "B" have not been paid.
3. The following are disputed issues of law and fact to be tried:
- a. Whether Proskauer entered into an oral contract with Iviewit.com, Inc., Iviewit Technologies, Inc. and Iviewit Holdings, Inc. to provide legal services in exchange for payment for those services;
 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the balance owed by Defendants as \$369,460.97;
 - f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
 - g. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;

DRAFT

- h. Whether Proskauer provided Defendants with statements of account reflecting a balance owed of \$369,460.97;
 - i. Whether the Defendants knowingly and voluntarily accepted the legal services provided by Proskauer and retained the benefit conferred;
 - j. Whether the circumstances are such that it would be inequitable for the Defendants to retain the benefit without paying the value thereof to Proskauer;
 - k. Whether the Defendants have been unjustly enriched in an amount representing the reasonable value of the legal services provided by Proskauer for which payment has not been received;
 - l. Whether the reasonable value for the services rendered by Proskauer for which payment has not been received is \$369,460.97;
 - m. Whether Proskauer billed the Defendants for services which Proskauer did not receive permission from the Defendants to perform; and
 - n. Whether Proskauer or, alternatively, the Defendants are entitled to an award of attorney's fees pursuant to section 57.105, Florida Statutes.
- 4. Plaintiff's lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "A." Defendants' lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "B."
 - 5. The trial will last approximately 2-3 days.
 - 6. The following attorneys are designated trial counsel:

For the Plaintiff:

Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq.,
Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca
Raton, Florida 33431.

For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480.

7. Peremptory Challenges: not applicable; non-jury trial.

PROSKAUER ROSE LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

SELZ & MUVDI SELZ, P.A.
Attorneys for the Defendants
214 Brazilian Ave., Suite 220
Palm Beach, Florida 33480
Telephone: (561) 820-9409
Facsimile: (561) 833-9715

DRAFT

DRAFT

Matthew Triggs
Florida Bar No. 865745
Christopher W. Prusaski
Florida Bar No. 121525

Steven M. Selz
Florida Bar No. 777420

Dated: Nov. ____, 2002.

Dated: Nov. ____, 2002.

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

November 18, 2002

Via Facsimile and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Re: Proskauer Rose LLP v. Iviewit.com, Inc., et al.

Dear Steve:

As you know, the Court entered an Order requiring the parties to file a Joint Pretrial Stipulation no later than November 20, 2002. I sent you a proposed stipulation on November 5th (the same proposed stipulation that we initially sent in September). A copy of the letter and the proposed stipulation are attached. I requested that you review the proposed stipulation and return any comments to me by the week of November 11th. I have not heard anything from you regarding the proposed stipulation and the filing deadline is two days away.

Please contact me today so that we can get the stipulation filed.

Very truly yours,



Christopher W. Prusaski

CWP/kem
Encl.

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

CASE NO. CA 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.

PLAINTIFF'S UNILATERAL PRETRIAL STATEMENT

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to this Court's Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, and pursuant to this Court's Order dated October 2, 2002, hereby files its Unilateral Pretrial Statement as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer's Motion to Strike the Defendants' Trial Exhibit List; and
2. The following facts require no proof at trial:
 - a. The invoices attached to the Amended Complaint as Exhibit "A" were sent to Iviewit.com, Inc. by Proskauer on or about the date reflected on each invoice;
 - b. The invoices attached to the Amended Complaint as Exhibit "A" were received by Iviewit.com, Inc. on or about the date reflected on each invoice;

- c. The invoices attached to the Amended Complaint as Exhibit "B" total \$369,460.97; and
 - d. The invoices attached to the Amended Complaint as Exhibit "B" have not been paid.
3. The following are disputed issues of law and fact to be tried:
- a. Whether Proskauer entered into an oral contract with Iviewit.com, Inc., Iviewit Technologies, Inc. and Iviewit Holdings, Inc. to provide legal services in exchange for payment for those services;
 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the balance owed by Defendants as \$369,460.97;
 - f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
 - g. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;
 - h. Whether Proskauer provided Defendants with statements of account reflecting a balance owed of \$369,460.97;
 - i. Whether the Defendants knowingly and voluntarily accepted the legal services provided by Proskauer and retained the benefit conferred;

- j. Whether the circumstances are such that it would be inequitable for the Defendants to retain the benefit without paying the value thereof to Proskauer;
 - k. Whether the Defendants have been unjustly enriched in an amount representing the reasonable value of the legal services provided by Proskauer for which payment has not been received;
 - l. Whether the reasonable value for the services rendered by Proskauer for which payment has not been received is \$369,460.97;
 - m. Whether Proskauer billed the Defendants for services which Proskauer did not receive permission from the Defendants to perform; and
 - n. Whether Proskauer or, alternatively, the Defendants are entitled to an award of attorney's fees pursuant to section 57.105, Florida Statutes.
- 4. Plaintiff's lists of trial exhibits, trial witnesses, and expert witnesses are attached hereto as Composite Exhibit "A." Defendants' list of trial exhibits and trial witnesses is attached hereto as Composite Exhibit "B," along with Proskauer's Motion to Strike Items 3, 4 and 5 on Defendants' Trial Exhibit List.
 - 5. The trial will last approximately 2-3 days.
 - 6. The following attorneys are designated trial counsel:

For the Plaintiff:

Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq., Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca Raton, Florida 33431.

For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220 Palm Beach, FL 33480.

7. Peremptory Challenges: not applicable; non-jury trial.

This ____ day of November, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

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

CASE NO. CA 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.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

SEP 24 2002

COPY / ORIGINAL
RECEIVED FOR FILING

**PLAINTIFF'S NOTICE OF DEFENDANTS' NONCOMPLIANCE IN
PREPARING JOINT PRETRIAL STIPULATION, MOTION FOR LEAVE TO FILE
A UNILATERAL PRETRIAL STATEMENT AND MOTION FOR ATTORNEY'S FEES**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order permitting it to file a Unilateral Pretrial Statement in this matter and awarding Proskauer its attorney's fees incurred in its efforts to obtain the cooperation of the Defendants in preparing a Pretrial Stipulation and as good grounds therefore states as follows:

1. By Agreed Order dated July 18, 2002, the Pretrial Stipulation was to be filed in this matter no later than September 24, 2002.
2. Proskauer prepared and faxed a proposed Pretrial Stipulation to counsel for the Defendants on September 19, 2002 with a cover letter requesting counsel's cooperation in reviewing and proposing any comments or changes to the proposed stipulation. A copy of Proskauer's September 19, 2002 letter and attached proposed Pretrial Stipulation is attached hereto as Exhibit "1."

3. Subsequent to sending the proposed Pretrial Stipulation to counsel for the Defendants, counsel for Proskauer sent counsel for the Defendants two letters and left several telephone messages, again requesting the cooperation of counsel for the Defendants so that the Pretrial Stipulation could be filed on time. Copies of the letters dated September 20, 2002 and September 23, 2002 are attached hereto as Exhibits "2" and "3," respectively. In fact, counsel for Proskauer was able to reach counsel for the Defendants on September 23, 2002, and counsel for the Defendants represented that he would call counsel for Proskauer back to discuss the proposed Pretrial Stipulation. He did not do so.

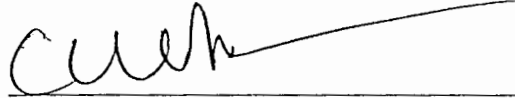
4. Counsel for the Defendants has failed to communicate with counsel for Proskauer or otherwise cooperate in any way in participating in the preparation of the Pretrial Stipulation.

5. Despite Proskauer's diligent efforts to prepare a Pretrial Stipulation pursuant to the Court's *Uniform Pretrial Instructions*, Proskauer has no choice but to request that the Court permit the filing of a Unilateral Pretrial Statement in the form attached hereto as Exhibit "4."

WHEREFORE, Proskauer respectfully requests that the Court permit Proskauer to file a Unilateral Pretrial Statement in the form attached hereto as Exhibit "4," award Proskauer its attorney's fees and costs incurred in preparing this motion, award Proskauer its attorney's fees and costs incurred in its efforts to obtain the cooperation of counsel for the Defendants relating to the Pretrial Stipulation, and awarding any further relief that is reasonable and just.

This 24 day of September, 2002.

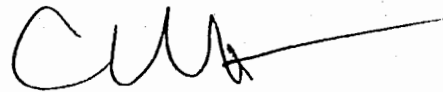
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 24, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

PROSKAUER ROSE LLP

2255 Glass Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

September 19, 2002

Via Fax and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

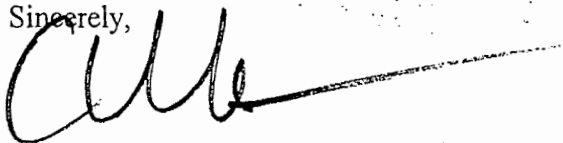
Re: Proskauer Rose LLP v. Iviewit.com, Inc., et al.

Dear Mr. Selz:

Please find enclosed for your review a proposed Joint Pretrial Stipulation. The Joint Pretrial Stipulation must be filed with the Court no later than Tuesday, September 24, 2002. Therefore, I would be most appreciative if you would review the enclosed stipulation and call me at your earliest convenience.

I look forward to hearing from you.

Sincerely,



Christopher W. Prusaski

CWP/kem
Encl.

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

CASE NO. CA 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.

DRAFT JOINT PRETRIAL STIPULATION

Plaintiff, Proskauer Rose LLP ("Proskauer"), and Defendants, Iviewit.com, Inc., Iviewit Holdings, Inc. and Iviewit Technologies, Inc., pursuant to this Court's Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby file their Joint Pretrial Stipulation as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer's Motion in Limine (set for hearing on Nov. 4, 2002); and
 - b. Proskauer's Motion to Strike the Items 3, 4 and 5 on the Defendants' Trial Exhibit List (set for hearing on Oct. 3, 2002).

2. The following facts require no proof at trial:
 - a. The invoices attached to the Amended Complaint as Exhibit "A" were sent to Iviewit.com, Inc. by Proskauer on or about the date reflected on each invoice;

DRAFT

- b. The invoices attached to the Amended Complaint as Exhibit “A” were received by Iviewit.com, Inc. on or about the date reflected on each invoice;
 - c. The invoices attached to the Amended Complaint as Exhibit “B” total \$369,460.97; and
 - d. The invoices attached to the Amended Complaint as Exhibit “B” have not been paid.
3. The following are disputed issues of law and fact to be tried:
- a. Whether Proskauer entered into an oral contract with Iviewit.com, Inc., Iviewit Technologies, Inc. and Iviewit Holdings, Inc. to provide legal services in exchange for payment for those services;
 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the balance owed by Defendants as \$369,460.97;
 - f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
 - g. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;

DRAFT

- h. Whether Proskauer provided Defendants with statements of account reflecting a balance owed of \$369,460.97;
 - i. Whether the Defendants knowingly and voluntarily accepted the legal services provided by Proskauer and retained the benefit conferred;
 - j. Whether the circumstances are such that it would be inequitable for the Defendants to retain the benefit without paying the value thereof to Proskauer;
 - k. Whether the Defendants have been unjustly enriched in an amount representing the reasonable value of the legal services provided by Proskauer for which payment has not been received;
 - l. Whether the reasonable value for the services rendered by Proskauer for which payment has not been received is \$369,460.97;
 - m. Whether Proskauer billed the Defendants for services which Proskauer did not receive permission from the Defendants to perform; and
 - n. Whether Proskauer or, alternatively, the Defendants are entitled to an award of attorney's fees pursuant to section 57.105, Florida Statutes.
- 4. Plaintiff's lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "A." Defendants' lists of trial exhibits, trial witnesses, and expert witnesses is attached hereto as Composite Exhibit "B."
 - 5. The trial will last approximately 2-3 days.
 - 6. The following attorneys are designated trial counsel:

For the Plaintiff:

Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq.,
Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca
Raton, Florida 33431.

For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480.

7. Peremptory Challenges: not applicable; non-jury trial.

PROSKAUER ROSE LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145

SELZ & MUVDI SELZ, P.A.
Attorneys for the Defendants
214 Brazilian Ave., Suite 220
Palm Beach, Florida 33480
Telephone: (561) 820-9409
Facsimile: (561) 833-9715

DRAFT

Matthew Triggs
Florida Bar No. 865745
Christopher W. Prusaski
Florida Bar No. 121525

Dated: Sept. ___, 2002.

Steven M. Selz
Florida Bar No. 777420

Dated: Sept. ___, 2002.

PROSKAUER ROSE LLP

2255 ... Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

September 20, 2002

Via Fax and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

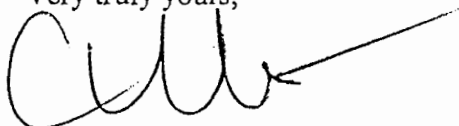
Re.: Proskauer Rose LLP v. Iviewit.com, Inc. et al.

Dear Mr. Selz:

Yesterday I faxed you a proposed Joint Pretrial Stipulation for your review and comment. Because the stipulation is due on Tuesday, please call me with your comments as soon as possible.

Thank you for your cooperation.

Very truly yours,



Christopher W. Prusaski

CWP/kem

EXHIBIT 2

PROSKAUER ROSE LLP

2255 C... Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

September 23, 2002

Via Fax and U.S. Mail

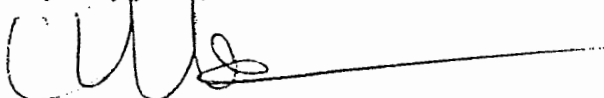
Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Re.: Proskauer Rose LLP v. Iviewit.com, Inc. et al.

Dear Mr. Selz:

As you know, the Joint Pretrial Stipulation must be filed tomorrow. I faxed you a proposed stipulation last week and, despite a letter on Friday and several telephone messages, I have not heard from you. Please call me so that we can get this project completed and filed on time.

Very truly yours,



Christopher W. Prusaski

CWP/kem

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

CASE NO. CA 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.

PLAINTIFF'S UNILATERAL PRETRIAL STATEMENT

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to this Court's Order Resetting [Non-] Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby files its Unilateral Pretrial Statement as follows:

1. The following is a list of pending motions requiring action by this Court:
 - a. Proskauer's Motion in Limine (hearing date: November 4, 2002);
 - b. Proskauer's Motion to Strike the Defendants' Trial Exhibit List (hearing date: October 3, 2002); and
 - c. Proskauer's Motion for Protective Order (not yet set for hearing).
2. The following facts require no proof at trial:
 - a. The invoices attached to the Amended Complaint as Exhibit "A" were sent to Iviewit.com, Inc. by Proskauer on or about the date reflected on each invoice;

EXHIBIT 4

- b. The invoices attached to the Amended Complaint as Exhibit "A" were received by Iviewit.com, Inc. on or about the date reflected on each invoice;
 - c. The invoices attached to the Amended Complaint as Exhibit "B" total \$369,460.97; and
 - d. The invoices attached to the Amended Complaint as Exhibit "B" have not been paid.
3. The following are disputed issues of law and fact to be tried:
- a. Whether Proskauer entered into an oral contract with Iviewit.com, Inc., Iviewit Technologies, Inc. and Iviewit Holdings, Inc. to provide legal services in exchange for payment for those services;
 - b. Whether Proskauer performed legal services on behalf of the Defendants;
 - c. Whether the Defendants breached any contract to provide legal services with Proskauer;
 - d. Whether Proskauer has suffered damages as a result of any breach of contract by the Defendants and, if so, what are the amount of the damages;
 - e. Whether Proskauer and Defendants reached an agreement fixing the balance owed by Defendants as \$369,460.97;
 - f. Whether Proskauer rendered statements to the Defendants reflecting the legal work performed by Proskauer;
 - g. Whether the Defendants objected, in a timely manner, to any statements rendered by Proskauer for legal services;

For the Plaintiff:

Matthew Triggs, Esq., David J. George, Esq., and Christopher W. Prusaski, Esq.,
Proskauer Rose LLP, One Boca Place, Suite 340 West, 2255 Glades Road, Boca
Raton, Florida 33431.

For the Defendants:

Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480.

7. Peremptory Challenges: not applicable; non-jury trial.

This 24 day of September, 2002.

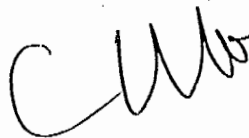
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 24, 2002, a copy of the foregoing was furnished by U.S.
Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm
Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL WITNESS LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following witnesses that it may call in connection with the trial of this matter:

1. Christopher C. Wheeler, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
2. Donald E. Thompson, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431
3. Joseph R. Cook, Esq. (*Expert Witness*)
Hunt, Cook, Riggs, Mehr & Miller, P.A.
2200 Corporate Blvd., N.W.
Suite 401
Boca Raton, FL 33431

Mr. Cook will provide expert testimony regarding the reasonableness of the Plaintiff's outstanding invoices to the Defendants. No

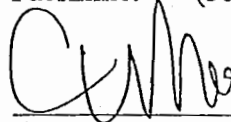
written reports have been generated by this expert. A copy of Mr. Cook's *curriculum vitae* is attached hereto as Exhibit "A."

4. Brian G. Utley
9541 Virginia Avenue South
Bloomington, MN 55438
5. Raymond T. Hersh
23077 Via Stel
Boca Raton, FL 33423
6. Gerald Lewin, CPA
c/o Goldstein & Lewin Accountants
1900 N.W. Corporate Boulevard
East Building - Suite 300
Boca Raton, FL 33431
7. William Kasser
991 N.W. 9th Street
Boca Raton, FL 33486
8. Simon Bernstein
7020 Lions Head Lane
Boca Raton, FL 33486
9. Eliot Bernstein
c/o Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480
10. Maurice Buchsbaum
20805 Cipres Way
Boca Raton, FL
11. All witnesses referenced in Defendants' Exhibit List.
12. All witnesses revealed during the remainder of the discovery period in this case, including any witnesses to be revealed in any documents to be produced or depositions to be conducted.
13. All Impeachment Witnesses.
14. All Rebuttal Witnesses.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.


PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

JOSEPH R. COOK, ESQ.

EDUCATION: Graduated, State University of New York, Buffalo, NY, 1974
Magna Cum Laude, Phi Beta Kappa, Omicron Delta Epsilon

Graduated Albany Law School, Albany New York, 1977
Cum Laude
Justinian Honorary Law Society
Legal Writing Instructor, Member and Editor, Albany Law Review

EMPLOYMENT:

1977-1979- Appointed Attorney Advisor to The Honorable Charles R. Simpson, United States Tax Court

1979-1984 Associated with Bond, Schoeneck & King, Boca Raton, Florida

1985 – present Shareholder, Managing Partner, Hunt, Cook, Riggs, Mehr & Miller, P.A.

PROFESSIONAL AFFILIATIONS AND ASSOCIATIONS:

Admitted to practice in New York, Florida, District of Columbia, United States Tax Court, United States Federal Court.

Member, American Bar Association, New York State Bar Association, Florida Bar Association, South Palm Beach County Bar Association, National Association of Bond Lawyers

PUBLICATIONS:

The Continuing Evolution of Industrial Development Bond Financing, Florida Bar Journal, January, 1985 Edition.

The Tax Court: An Historical Analysis, Part V, appearing in the Albany Law Review, 41 Alb. L. Rev. 639 (1977), and 42 Alb. L. Rev. 161 (1978), later reprinted in book form by Commerce Clearing House.

SPECIAL INTERESTS:

Lead Counsel for multi-million dollar Bond transactions, involving several law firms, lenders and institutions throughout the country.

EXHIBIT A

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

CASE NO. CA 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.

PLAINTIFF'S TRIAL EXHIBIT LIST

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to the Order Resetting [Non-]Jury Trial and the Uniform Pretrial Instructions dated June 11, 2002, hereby identifies the following exhibits that it may use in connection with the trial of this matter:

1. Proskauer Rose LLP Invoice #343838 and itemized billing statement dated Jan. 31, 2000
2. Proskauer Rose LLP Invoice #343840 and itemized billing statement dated Jan. 31, 2000
3. Proskauer Rose LLP Invoice #346259 and itemized billing statement dated Feb. 17, 2000
4. Proskauer Rose LLP Invoice #349188 and itemized billing statement dated Mar. 15, 2000

5. Proskauer Rose LLP Invoice #349189 and itemized billing statement dated Mar.
15, 2000
6. Proskauer Rose LLP Invoice #349190 and itemized billing statement dated Mar.
15, 2000
7. Proskauer Rose LLP Invoice #349191 and itemized billing statement dated Mar.
15, 2000
8. Proskauer Rose LLP Invoice #349378 and itemized billing statement dated Mar.
16, 2000
9. Proskauer Rose LLP Invoice #349859 and itemized billing statement dated Mar.
21, 2000
10. Proskauer Rose LLP Invoice #349888 and itemized billing statement dated Mar.
21, 2000
11. Proskauer Rose LLP Invoice #352748 and itemized billing statement dated Apr.
18, 2000
12. Proskauer Rose LLP Invoice #352749 and itemized billing statement dated Apr.
18, 2000
13. Proskauer Rose LLP Invoice #352750 and itemized billing statement dated Apr.
18, 2000
14. Proskauer Rose LLP Invoice #352751 and itemized billing statement dated Apr.
18, 2000
15. Proskauer Rose LLP Invoice #352752 and itemized billing statement dated Apr.
18, 2000

16. Proskauer Rose LLP Invoice #352753 and itemized billing statement dated Apr.
18, 2000
17. Proskauer Rose LLP Invoice #354153 and itemized billing statement dated Apr.
30, 2000
18. Proskauer Rose LLP Invoice #356497 and itemized billing statement dated May
30, 2000
19. Proskauer Rose LLP Invoice #356503 and itemized billing statement dated May
30, 2000
20. Proskauer Rose LLP Invoice #360344 and itemized billing statement dated June
30, 2000
21. Proskauer Rose LLP Invoice #363830 and itemized billing statement dated July
21, 2000
22. Proskauer Rose LLP Invoice #363831 and itemized billing statement dated July
21, 2000
23. Proskauer Rose LLP Invoice #363832 and itemized billing statement dated July
21, 2000
24. Proskauer Rose LLP Invoice #363833 and itemized billing statement dated July
21, 2000
25. Proskauer Rose LLP Invoice #363834 and itemized billing statement dated July
21, 2000
26. Proskauer Rose LLP Invoice #363835 and itemized billing statement dated July
21, 2000

27. Proskauer Rose LLP Invoice #363836 and itemized billing statement dated July 21, 2000
28. Proskauer Rose LLP Invoice #363837 and itemized billing statement dated July 21, 2000
29. Proskauer Rose LLP Invoice #363840 and itemized billing statement dated July 21, 2000
30. Proskauer Rose LLP Invoice #363841 and itemized billing statement dated July 21, 2000
31. Proskauer Rose LLP Invoice #363844 and itemized billing statement dated July 21, 2000
32. Proskauer Rose LLP Invoice #363970 and itemized billing statement dated July 30, 2000
33. Proskauer Rose LLP Invoice #368322 and itemized billing statement dated Aug. 22, 2000
34. Proskauer Rose LLP Invoice #368777 and itemized billing statement dated Aug. 24, 2000
35. Proskauer Rose LLP Invoice #371752 and itemized billing statement dated Sept. 20, 2000
36. Proskauer Rose LLP Invoice #371505 and itemized billing statement dated Sept. 20, 2000
37. Proskauer Rose LLP Invoice #371753 and itemized billing statement dated Sept. 20, 2000

38. Proskauer Rose LLP Invoice #376560 and itemized billing statement dated Oct.
13, 2000
39. Proskauer Rose LLP Invoice #380021 and itemized billing statement dated Nov.
17, 2000
40. Proskauer Rose LLP Invoice #380022 and itemized billing statement dated Nov.
17, 2000
41. Proskauer Rose LLP Invoice #380023 and itemized billing statement dated Nov.
17, 2000
42. Proskauer Rose LLP Invoice #380024 and itemized billing statement dated Nov.
17, 2000
43. Proskauer Rose LLP Invoice #380025 and itemized billing statement dated Nov.
17, 2000
44. Proskauer Rose LLP Invoice #381460 and itemized billing statement dated Nov.
30, 2000
45. Proskauer Rose LLP Invoice #382111 and itemized billing statement dated Dec.
6, 2000
46. Proskauer Rose LLP Invoice #387122 and itemized billing statement dated Jan.
18, 2001
47. Proskauer Rose LLP Invoice #391231 and itemized billing statement dated Feb.
9, 2001
48. Proskauer Rose LLP Invoice #394765 and itemized billing statement dated Mar.
6, 2001

49. Proskauer Rose LLP Invoice #395537 and itemized billing statement dated Mar. 12, 2001
50. Proskauer Rose LLP Invoice #399271 and itemized billing statement dated Apr. 6, 2001
51. Proskauer Rose LLP Invoice #399272 and itemized billing statement dated Apr. 6, 2001
52. Proskauer Rose LLP Invoice #399273 and itemized billing statement dated Apr. 6, 2001
53. Proskauer Rose LLP Invoice #399274 and itemized billing statement dated Apr. 6, 2001
54. Proskauer Rose LLP Invoice #399275 and itemized billing statement dated Apr. 6, 2001
55. Proskauer Rose LLP Invoice #400158 and itemized billing statement dated Apr. 11, 2001
56. Proskauer Rose LLP list of "Open Invoices" for Iviewit
57. Letter from Christopher C. Wheeler to Brian G. Utley dated Sept. 8, 1999 ("Re. Engagement Agreement for iviewit LLC")
58. Letter from Christopher C. Wheeler to Brian G. Utley dated Oct. 12, 1999 ("Re. Additional Payment")
59. Letter from Christopher C. Wheeler to Brian G. Utley dated Oct. 25, 1999 ("Re. Reminder Regarding Additional Payment")
60. Letter from Christopher C. Wheeler to Brian G. Utley dated Feb. 29, 2000
61. Letter from Christopher C. Wheeler to Brian G. Utley dated Mar. 9, 2000

62. Letter from Christopher C. Wheeler to Simon Bernstein dated Mar. 24, 2000
63. Letter from Christopher C. Wheeler to Simon Bernstein dated Mar. 31, 2000
("Re. Past-Due Accounts")
64. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 10, 2000
65. Memorandum from Brian G. Utley to Christopher C. Wheeler dated Apr. 11, 2000 ("Re. Payment Plan")
66. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 19, 2000
67. Letter from Christopher C. Wheeler to Brian G. Utley dated May 15, 2000
68. Letter from Brian G. Utley to Christopher C. Wheeler dated May 30, 2000
69. Letter from Christopher C. Wheeler to Brian G. Utley dated Dec. 29, 2000 ("Re. Past-Due Accounts")
70. Letter from Christopher C. Wheeler to Brian G. Utley dated Jan. 4, 2001
71. Letter from Christopher C. Wheeler to Brian G. Utley dated Jan. 18, 2001 ("Re. January 15 Payment Towards Past-Due Amounts")
72. Letter from Christopher C. Wheeler to Brian G. Utley dated Mar. 28, 2001 (4 pages)
73. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 16, 2001 (2 pages) ("Re. Past-Due Accounts")
74. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 16, 2001 with 3-page list of open invoices ("Re. Past-Due Invoices")
75. Letter from Christopher C. Wheeler to Brian G. Utley dated Apr. 27, 2001 (3 pages) ("Re. Retainer and Past-Due Accounts")

76. Letter from Christopher C. Wheeler to Ross Miller dated May 31, 2001 (“Re. iviewit.com, Inc. Accounts Receivable”)
77. Letter from Ilene S. Schnall, Esq. to Christopher W. Prusaski, Esq. dated Jan. 21, 2002 attaching “the only document that [Defendants] have that is responsive to [Proskauer’s] First Request for Production of Documents to Defendants.”
78. Closing binder regarding Securities Purchase Agreement between Iviewit Holdings, Inc. and the investors defined in the Securities Purchase Agreement dated February 24, 2000, with subparts 1 through 17.
79. Closing binder regarding Securities Purchase Agreement between Iviewit Holdings, Inc. and Alpine Venture Capital Partners, LP dated December 13, 2000, with subparts 1 through 15.
80. Closing binder regarding the reorganization of Iviewit.com, LLC, with subparts A through H.
81. Convertible Promissory Note between Iviewit Holdings, Inc. and Tiedemann Prolow, LLC (Proskauer document #287912).
82. Warrant Certificate for Purchase of Class B Non-Voting Common Stock (Proskauer document #287922).
83. Iviewit Holdings, Inc. 2000 Long-Term Incentive Plan (Proskauer document #262554).
84. Stock Option Agreement between Iviewit Holdings, Inc. and Mitch Welsch (Proskauer document #273367).
85. Agreement for Purchase and Sale of Assets between Iviewit Holdings, Inc. and iLearnit, Inc. (Proskauer document #294195).

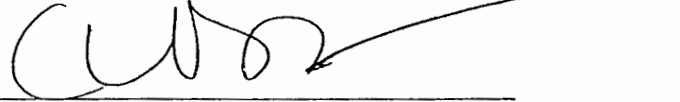
86. Agreement and Plan of Exchange between Iviewit Holdings, Inc. and Internet Train, Inc. (Proskauer document #744).
87. Iviewit Technologies, Inc. Non-Disclosure and Proprietary Rights Agreement (Proskauer document #256413).
88. Iviewit Holdings, Inc. Confidential Private Offering Memorandum dated Jan. 14, 2000 (Proskauer document #259732).
89. Security Agreement between Iviewit Holdings, Inc. and Joan Stark dated Jan. 10, 2000 (Proskauer doc #248121) and related investment letter dated Jan. 10, 2000 (Proskauer doc. #248135).
90. Technology License Agreement between Iviewit Technologies, Inc. and Greg Manning Auctions, Inc. (Proskauer doc #289044).
91. License Agreement between Iviewit Holdings, Inc. and Internet Train, Inc. dated Dec. 29, 1999 (Proskauer doc #294675).
92. Transcript of deposition of William Kasser, including all exhibits thereto.
93. Transcript of deposition of Brian G. Utley, including all exhibits thereto.
94. Transcript of deposition of Gerald Lewin, CPA, including all exhibits thereto.
95. Transcript of deposition of Raymond Hersh, including all exhibits thereto.
96. Transcript of deposition of any other persons deposed in this matter prior to trial, including all exhibits thereto.
97. Defendants' Answers to Proskauer's First Interrogatories.
98. Defendants' Answers to Proskauer's Second Interrogatories.
99. Defendants' Response to Proskauer's Request for Admissions.
100. Defendants' Response to Proskauer's First Request for Production.

101. Defendants' Response to Proskauer's Second Request for Production.
102. All pleadings in the Court's file in this action, including all attachments and exhibits thereto.
103. All items identified in Defendants' exhibit list.
104. Documents to be produced by the Defendants pursuant to the Court's orders compelling production.
105. Summaries of Proskauer's financial documentation relating to the billing of the Defendants.
106. Demonstrative exhibits.
107. All rebuttal exhibits.
108. All impeachment exhibits.

As discovery remains ongoing, Proskauer reserves the right to amend this list.

This 18 day of September, 2002.

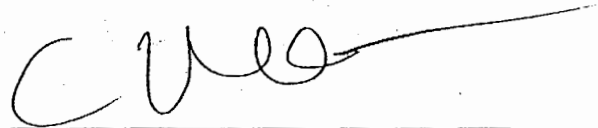
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

1

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

CA 01-04671 AB

Plaintiff,

v.

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

Defendants.

DEFENDANTS' WITNESS & EXHIBIT LIST

To: David J. George, Esq. & Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Defendants, by and through their undersigned counsel and pursuant to the
Order Setting Jury Trial in this matter hereby file this, their witness and exhibit list
in this matter.

Witnesses:

1. Raymond Joao- 750 Lexington Avenue, New York, NY 10022

EXHIBIT B

2. Gerald W. Stanley- 224 Spinnaker Drive, Vero Beach, FL 32963
3. Christopher Wheeler- One Boca Place, Suite 340 West, Boca Raton, FL 33431
4. Kenneth Rubenstein-1585 Broadway, New York, NY 10036
5. William Kasser- address unknown
6. Brian Utley-address unknown
7. Elliot Bernstein
8. Simon Bernstein
9. Any and all witnesses listed or called by Plaintiff.

Exhibits:

1. All billing statements or other documents attached to the pleadings in this matter.
2. All transcriptions of depositions and exhibits thereto.
3. Plaintiff's entire file as to the representation of the Defendants.
4. All documents regarding the patenting of the intellectual property of Defendants.
5. All documents regarding the patenting of intellectual property of Brian Utley.
6. Any documents or other exhibits listed by the Plaintiff.

Defendants hereby reserves the right to amend this Witness and Exhibit List

pending completion of discovery in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail to the above-listed addressee(s) this 30th day of September, 2002.

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

CASE NO. CA 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.

**PLAINTIFF'S MOTION TO STRIKE ITEMS
3, 4 AND 5 ON DEFENDANTS' EXHIBIT LIST**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order striking the items listed as numbers 3, 4 and 5 on the Defendants' Trial Exhibit List dated September 3, 2002 and in support thereof states as follows:

1. The Defendants' have improperly listed the following "bulk" documents on its trial exhibit list without making any effort to describe the documents such that Proskauer can identify them prior to trial. The Defendants' exhibit list contains, in part, the following:

3. Plaintiff's entire file as to the representation of the Defendants.
4. All documents regarding the patenting of the intellectual property of Defendants.
5. All documents regarding the patenting of intellectual property of Brian Utley.

A copy of the Defendants' exhibit list is attached hereto as Exhibit "A."

2. This Court's Uniform Pretrial Instructions attaches the Clerk of the Court's *Guidelines for Preparation of Exhibits for Premarking in Circuit Civil Jury Trials*. The *Guidelines* state as follows:

6. The exhibit lists must be legible and *specific, with each exhibit being listed and numbered accordingly*.

7. The exhibit lists which state 'all', 'any', and 'any and all' are not acceptable.

(emphasis added). A copy of the *Guidelines* is attached hereto as Exhibit "B."

3. While this matter is a non-jury trial, the Defendants' improper listing of exhibits flies in the face of this Court's guidelines and places Proskauer in a position of prejudice in not knowing what specific documents the Defendants plan to use at trial.

WHEREFORE, Proskauer respectfully requests that this Court strike the items listed as Exhibit numbers 3, 4 and 5 on the Defendants' trial exhibit list and grant any further relief that is reasonable and just.

This 18 day of September, 2002.

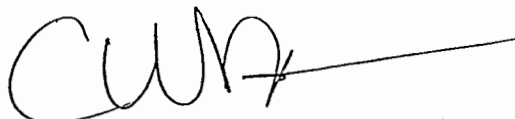
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on September 18, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.

A handwritten signature in black ink, appearing to read 'CWP', with a long horizontal line extending to the right from the end of the signature.

Christopher W. Prusaski

**IN THE DISTRICT COURT OF APPEAL OF THE STATE OF FLORIDA
FOURTH DISTRICT, P.O. BOX 3315, WEST PALM BEACH, FL 33402**

November 13, 2002

CASE NO.: 4D02-4084
L.T. No. : CA 01-4671 AB

VIEWIT.COM, INC., ETC.,
ET AL.

v. PROSKAUER ROSE L.L.P.,
ETC.

Appellant / Petitioner(s),

Appellee / Respondent(s).

BY ORDER OF THE COURT:

ORDERED that appellee's motion filed October 21, 2002, to dismiss is granted, and the above-styled appeal is hereby dismissed.

I HEREBY CERTIFY that the foregoing is a true copy of the original court order.

Served:

Dorothy H. Wilken, Clerk
Matthew Triggs

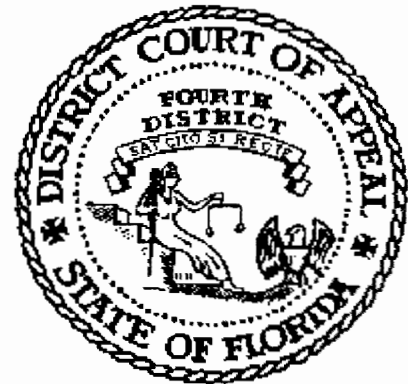
Steven M. Selz

Christopher W. Prusaski

ch

Marilyn Beuttenmuller

MARILYN BEUTTENMULLER, Clerk
Fourth District Court of Appeal



11/13/02

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

CASE NO. CA 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.

**ORDER GRANTING PLAINTIFF'S MOTION FOR PROTECTIVE
ORDER AS TO DEFENDANTS' REQUEST FOR PRODUCTION**

THIS CAUSE came before the Court on November 5, 2002 on Plaintiff's Motion for Protective Order as to the Defendants' Request for Production and the Court, after reviewing the motion, hearing argument of counsel, and being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Plaintiff's Motion for Protective Order relating to the Defendants' Request for Production is **GRANTED**.

2. Counsel for the Defendants shall view the Iviewit file in Plaintiff's possession on Thursday, November 14, 2002 at the Plaintiff's offices in Boca Raton.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day

11/12/02

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

CASE NO. CA 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.

ORDER GRANTING PLAINTIFF'S MOTION IN LIMINE

THIS CAUSE came before the Court on November 5, 2002 on Plaintiff's Motion in
Limine and the Court, after reviewing the motion, hearing argument of counsel, and being fully
advised in the premises, it is hereby

ORDERED AND ADJUDGED that the motion is **GRANTED**. *See Noble v. Martin
Mem'l Hosp. Ass'n, Inc.*, 710 So. 2d 567, 568-69 (Fla. 4th DCA 1998).

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ____ day
of November, 2002.

SIGNED AND DATED

NOV 12 2002

Judge Jorge Labarga

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

J

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

CASE NO. CA 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.

**NOTICE OF FILING TELEPHONIC AFFIDAVIT
OF REPORTER RE NONAPPEARANCE OF WITNESS**

Plaintiff, Proskauer Rose LLP, by and through its undersigned counsel, hereby gives
notice of the filing of the original Telephonic Affidavit of Reporter Re Nonappearance of
Witness dated November 7, 2002.

This 11th day of November, 2002.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

11/11/02

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 11th day of November, 2002, a true and correct copy of the foregoing has been furnished by ~~U.S. Mail~~ FedEx to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Fl 33480.



Christopher W. Prusaski, Esq.

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Plaintiff's Second Motion to Compel the Deposition of the
Defendants' Corporate Representative and for Sanctions**

DATE: Thursday, November 14, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

11/14/02

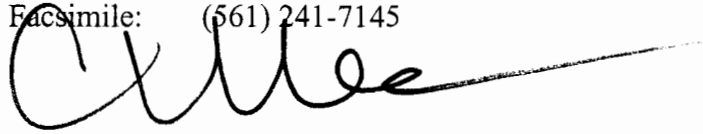
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 11th day of November, 2002.

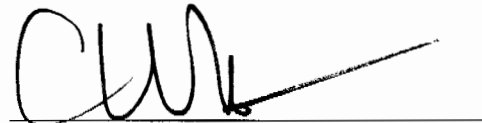
PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
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Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 11th day of November, 2002, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

✓

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

CASE NO. CA 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.

_____ /

**PROSKAUER'S SECOND MOTION TO COMPEL THE DEPOSITION OF
THE DEFENDANTS' CORPORATE REPRESENTATIVE AND FOR SANCTIONS**

Plaintiff, Proskauer Rose LLP ("Proskauer"), moves the Court for an order compelling the deposition of the Defendants' corporate representative and awarding Proskauer its attorneys' fees and costs incurred as a result of Defendants' noncompliance with this Court's previous order dated October 31, 2002. In support of this motion, Proskauer states as follows:

1. This matter is currently scheduled for non-jury trial the week of December 16, 2002.
2. On October 31, 2002, this Court entered an order granting Proskauer's previous motion to compel the deposition of the Defendants' corporate representative, Elliot Bernstein ("Bernstein"), who is a resident of San Diego County, California, and ordering him to appear for deposition on November 7, 2002. A copy of the October 31, 2002 Order is attached hereto as Exhibit 1. A copy of Proskauer's previous motion to compel is attached hereto as Exhibit 2.

11/11/02

3. During the October 31, 2002 hearing, counsel for the Defendants informed the Court that Bernstein's wife was experiencing complications with her pregnancy. To accommodate this situation, the Court ordered that Bernstein's deposition be taken at his home in Escondido, California.

4. On November 6, 2002, the undersigned counsel for Proskauer flew to San Diego, California to take Bernstein's deposition pursuant to this Court's Order.

5. On November 7, 2002, while the undersigned counsel was enroute to Bernstein's home, counsel for the Defendants called the undersigned counsel for Proskauer and stated that Bernstein's wife's obstetrician had faxed a letter indicating that, due to the wife's pregnancy complications, neither Bernstein nor his wife should be disturbed. A copy of the physician's letter is attached hereto as Exhibit 3.

6. Counsel for Proskauer was in Escondido, California, and was ready, willing, and able to proceed with the deposition of Bernstein. However, counsel for the Defendants stated that the deposition could not go forward because of the letter from the physician and that it would not be a good idea for counsel for Proskauer to go to Bernstein's house due to the physical condition of Bernstein's wife.

7. Both counsel for Proskauer and counsel for the Defendants attempted to contact the Court to deal with this issue; however, the Court was in trial and was unavailable.

8. The court reporter entered a Certificate of Non-Appearance and both counsel stated this matter on the record. A copy of the Certificate of Non-Appearance and transcript is attached hereto as Exhibit 4.

9. The Defendants have taken every possible measure to avoid having Bernstein's deposition taken in this matter. The litany of the Defendants' stalling tactics are set forth below:

- At the last minute, Bernstein cancelled his deposition and the mediation conference scheduled for September 12 and 13, 2002 in Florida, respectively, due to his wife's pregnancy.
- After approximately two months of requests for dates when Bernstein's deposition could be rescheduled, Bernstein announced that he refused to appear for his deposition in Florida.
- Proskauer filed a motion to compel Bernstein's deposition and set the motion for hearing on October 31, 2002.
- Proskauer contacted counsel for the Defendants every day for two weeks prior to the October 31, 2002 hearing in an effort to obtain dates on which Bernstein's deposition could be rescheduled. Proskauer's file also contains approximately 20 letters to counsel for the Defendants requesting dates upon which Bernstein would be available for his deposition.
- On the morning of the October 31, 2002 hearing on Proskauer's first motion to compel, counsel for the Defendants stated that Bernstein would only appear by telephone at his deposition due to his wife's pregnancy. The Court resolved this issue by ordering that the deposition be taken at Bernstein's home.
- The day before the November 7, 2002 deposition, while counsel for Proskauer was enroute to California, counsel for the Defendants, at Bernstein's insistence, attempted to change the location of Bernstein's deposition. However, this was never confirmed by counsel for the Defendants.

- Despite this Court's Order, Bernstein refused to have his deposition taken on November 7, 2002, instead having his wife's obstetrician fax a letter to his attorney.
- Counsel for the Defendants acknowledged on the record that he was unable to communicate with Bernstein on the morning of the November 7, 2002 deposition (see Exhibit 4).

10. Proskauer incurred the following (approximate) expenses in having its counsel travel to California to take Bernstein's deposition:

Airfare:	\$670.00	
Hotel:	\$500.00	
Car rental:	\$100.00	
Attorneys' time out of office:	\$4,290.00	(Roundtrip travel to CA: 16 hours x \$220=\$3,520; Time driving to Bernstein's home and statement on the record: 3.5 hours x \$220=\$770).
<hr/> TOTAL:	\$5,560.00	

Proskauer is further prejudiced in that the trial of this matter is set for the week of December 16, 2002 and Proskauer must take Bernstein's deposition to adequately prepare for trial.

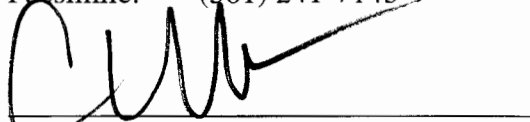
10. The Defendants' failure to comply with this Court's October 31, 2002 Order is willful and contemptuous, and Proskauer has been severely prejudiced in its prosecution of this matter by the dilatory tactics of the Defendants and Bernstein.

WHEREFORE, Proskauer requests that the Court enter an order compelling the Defendants' corporate representative to appear for the taking of his deposition immediately, ordering that the Defendants immediately reimburse Proskauer \$5,560 for its expenses (including attorney's fees) incurred in its attempt to comply with the October 31, 2002 Order, granting Proskauer its attorney's fees incurred in prosecuting this motion, entering further sanctions

against the Defendants as the Court deems appropriate, and granting any further relief that is reasonable and just.

This 11 day of November, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on November 11, 2002, a copy of the foregoing was furnished by Federal Express and facsimile to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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

CASE NO. CA 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.

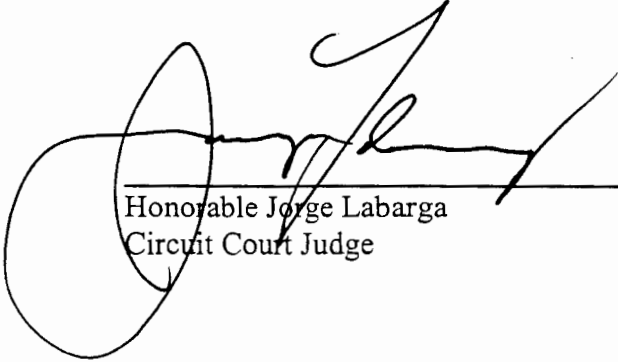
**ORDER ON PLAINTIFF'S MOTION TO COMPEL THE DEPOSITION OF THE
DEFENDANTS' CORPORATE REPRESENTATIVE AND FOR ATTORNEY'S FEES**

THIS CAUSE came before the Court on October 31, 2002 on the Plaintiff's Motion to
Compel the Deposition of the Defendants' Corporate Representative and for Attorney's Fees, and
the Court being duly advised in the premises it is thereupon

ORDERED AND ADJUDGED that Plaintiff's Motion is ^{Granted} Elliot Bernstein,
the Defendants' corporate representative, shall appear
for the taking of his deposition at his house in
California on Nov. 7, 2002 at 9:00^{a.m.} P.S.T. Counsel
for the Defendants shall provide counsel for the
Plaintiff w/ Mr. Bernstein's address^{in writing} no later
than Friday, Nov. 1, 2002 at 5:00 p.m. The
Plaintiff's request for attorney's fees is
DENIED.

10/31/02

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this 31st day
of October, 2002.



Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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

CASE NO. CA 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 COMPEL THE DEPOSITION OF THE DEFENDANTS'
CORPORATE REPRESENTATIVE AND FOR ATTORNEYS' FEES**

Plaintiff, Proskauer Rose LLP (“Proskauer”), moves the Court for an order compelling the deposition of the Defendants’ corporate representative and awarding Proskauer its attorneys’ fees incurred in prosecuting this motion and states as follows:

1. The undersigned counsel for Proskauer has attempted to obtain dates from counsel for the Defendants for the deposition of the Defendants’ corporate representative, Elliot Bernstein (“Bernstein”).

2. Because Bernstein is a California resident, counsel for Proskauer is willing to travel to Los Angeles County, California, to take Bernstein’s deposition. Proskauer has made numerous verbal and written requests that counsel for the Defendants provide dates for Bernstein’s deposition. In fact, counsel for Proskauer has called counsel for the Defendants almost every business day for the past two weeks in an attempt to obtain these dates so that travel arrangements can be made. Counsel for Proskauer has even provided his mobile telephone

number so that he can be reached after hours. However, Defendants' counsel has informed counsel for Proskauer that Bernstein apparently will not cooperate in providing his counsel with dates on which he is available to have his deposition taken.

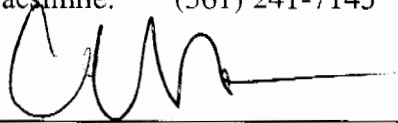
3. At the time of filing this motion, Proskauer has noticed Bernstein's deposition for November 7, 2002, a date on which counsel for the Defendants indicated he is available. A copy of the Notice of Taking Deposition is attached hereto as Exhibit "A." This Court should compel Bernstein, as corporate representative of the Defendants, to appear for the taking of this deposition on that date.

4. It is apparent that Bernstein is refusing to provide dates for his deposition in an effort to be uncooperative and to further delay the trial of this matter, which is set for the week of December 16, 2002.

WHEREFORE, Proskauer requests that the Court enter an order compelling the Defendants' corporate representative to appear for the taking of his deposition on the date and time and at the place listed on the attached Notice of Taking Deposition, award Proskauer's its attorneys' fees incurred in prosecuting this motion, and grant any further relief that is reasonable and just.

This 25th day of October, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on October 25th, 2002, a copy of the foregoing was furnished by U.S. Mail and facsimile to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski



COLETTE M. EASTMAN, D.O.

*Obstetrics, Gynecology and
Reproductive Medicine*

6 November 2002

To Whom It May Concern:

I am writing with regard to Mrs. Candice Bernstein, wife of Elliott Bernstein, for whom I am providing prenatal care. Mrs. Bernstein is currently 37 weeks pregnant with an estimated due date of 25 November. Aside from her routine prenatal visits, she has been evaluated for possible early labor and could, in fact, go into labor and deliver any time between now and her due date. Mr. & Mrs. Bernstein live a distance from the hospital and having just recently moved to our area, do not have the immediate availability of help necessary for the care of the other children and the home responsibilities. It would not be reasonable to expect him to leave his family at this time and I feel it is imperative that his business obligations be postponed until his wife is delivered, home and able to resume full family responsibilities. All things being normal when the delivery occurs, this would be a month from the actual delivery.

If there are any questions, please feel free to contact me.

Respectfully,

Colette M. Eastman

Colette M. Eastman, D.O.

IN THE COURT OF THE 15TH JUDICIAL CIRCUIT IN AND FOR

PALM BEACH COUNTY, FLORIDA

PROSKAUER ROSE LLP, &)
New York limited liability)
partnership,)

Plaintiff,)

vs.)

No. CA01-04671 AB

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

Defendants.)

ORIGINAL

TELEPHONIC AFFIDAVIT OF REPORTER RE NONAPPEARANCE OF

WITNESS,

Oceanside, California

Thursday, November 7, 2002

Reported by:
TERRY L. DEDRICK
CSR No. 12571
JOB No. 27599

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APPEARANCES:

For Plaintiff:

PROSKAUER ROSE LLP
BY: CHRISTOPHER PRUSAKI
Attorney at Law
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400
Fax: (561) 241-7145

For Defendants:

SELZ & MUVDI SELZ, P.A.
BY: STEVEN M. SELZ
Attorney at Law
214 Brazilian Avenue, Suite 220,
Palm Beach, Florida 33480
(561) 820-8409
Fax: (561) 820-9409

1 I, TERRY L. DEDRICK, a Certified Shorthand
2 Reporter of the State of California, CSR No. 02571, do
3 hereby declare as follows:

4 That on November 7, 2002, at 8:45 a.m., was in
5 transit for the purpose of reporting the deposition of
6 ELLIOT BERNSTEIN; that I was in transit and at no time
7 could attempt to further the deposition for ELLIOT
8 BERNSTEIN.

9 I further certify that the following was stated
10 for the record and reported telephonically by me:

11 MR. SELZ: "Mr. Selz, on behalf of the
12 defendants' IVIEWIT.

13 MR. PRUSAKI: "This is attorney Chris Pusaski,
14 calling on behalf of Proskauer Rose. The reason
15 we have asked to go before the court reporter live
16 now is because on October 31st the court, in an
17 order to grant the plaintiff's motion to compel the
18 deposition of the defendants' corporate
19 representative, Elliot Bernstein, and the court
20 entered an order that Mr. Bernstein shall appear
21 for the taking of his deposition at his home in
22 Escondido, California on November the 7th, 2002 at
23 9:00.

24 "And yesterday, in compliance with that order,
25 I flew to California, on November 6th. This

1 morning while I was driving to Escondido, I
2 received a call from Mr. Selz, counsel for the
3 defendants', noticing me that Mr. Bernstein's
4 wives' physician or OBGYN, sent a letter
5 indicating that there are pregnancy complications
6 and that Mr. Bernstein's and his wife should not be
7 disturbed.

8 "I, at that point, was about ten minutes away
9 from Mr. Bernstein's home and asked Mr. Selz
10 if Mr. Bernstein would, with a court reporter
11 present, allow me into his home to have the
12 deposition go forward. And he said that he is
13 unable to have his deposition taken even though
14 the court ordered the deposition to go forward.
15 And Mr. Selz indicated that Mr. Bernstein's wife's
16 medical condition is such that I should not go to
17 the home. And so with that representation being
18 made I did not. And right now I'm calling from a
19 parking lot in Escondido about ten minutes away
20 from Mr. Bernstein's home. It's now 9:10. The
21 deposition was ordered to begin ten minutes ago.

22 "Mr. Selz, do you want to add anything?

23 MR. SELZ: "My statement is -- and I'll
24 actually read you the contents -- I'm going to read
25 this into the record while I'm at it. I'm reading

1 the letter dated November 6, 2002 which is a fax
2 transmittal: November 6th, 2002 at 6:00 p.m.,
3 C. Eastman D.O. under 8584859424, at the top, and
4 the letterhead is Collett Eastman D.O.,
5 obstetrics -- looks like gynecology, reproductive
6 medicine, and has the date 6, November 2002.
7 Addressed as follows: "To whom it may concern, I'm
8 writing with regard to Mrs. Bernstein, the wife of
9 Elliot Bernstein, for whom I am providing prenatal
10 care.

11 "Mrs. Bernstein is currently 36 weeks pregnant
12 with an estimated due date of 25th, November.
13 Aside from her routine prenatal care visits, she
14 has been evaluated for possible early labor, and
15 could, in fact, go into labor and delivery at any
16 time between now and her due date.

17 "Mr. and Mrs. Bernstein live a distance from
18 the hospital and having just recently moved to our
19 area, do not have the immediate availability of
20 help necessary for the care of the other children
21 and the home responsibilities. It would not be
22 reasonable to expect him to leave his family at
23 this time, and I feel it's imperative that his
24 business obligations be postponed until his wife is
25 delivered, home, and able to resume full family

1 responsibilities, all things being normal when the
2 deliver occurs, this would be a month from the
3 actually delivery.

4 "If there are any questions, please feel free
5 to contact me. Respectfully Collett Eastman, D.O."

6 MR. PRUSAKI: "Do you have anything to add?"

7 MR. SELZ: "No."

8 MR. PRUSAKI: "Mr. Selz, like I said, I'm about
9 ten minutes away from Mr. Bernstein's house and am
10 willing and able to take the deposition today,
11 assuming we could get the court reporter to return,
12 I'm sure she can because she was in Escondido. I'm
13 concerned based on my conversation with you that
14 things are such that if I return to the house to
15 attempt to take the deposition, that I could
16 potentially be interfering with the wife's medical
17 condition. But I believe that your client violated
18 the court's order and, we, Proskauer Rose, incurred
19 considerable costs in sending me out to California
20 and having me out of the office for three days.
21 But I want to get your confirmation that I should
22 not go to the house and attempt to take that
23 deposition.

24 MR. SELZ: "The only information -- as I
25 indicated to you in an earlier conversation this

1 morning -- the only information I have is the
2 contents of this letter. So from that perspective
3 I cannot tell you other than what it says, which is
4 apparently any disruption of their residence is
5 something that might cause a problem for
6 Mrs. Bernstein's condition. I don't have any other
7 information, and I certainly don't have any
8 personal knowledge, and no information other than
9 what are the contents of this letter.

10 MR. PRUSASKI: "Have you been able to speak
11 with your client this morning?"

12 MR. SELZ: "No, I have not."

13 MR. PRUSASKI: "Well, based on that, I
14 certainly don't want to be accused of doing
15 anything by showing up for this deposition that
16 would cause a medical complication."

17 "So despite the court's order, where I'm ready
18 to take this deposition -- and I flew all the way
19 out here from Florida -- I cannot go to
20 Mr. Bernstein's house based on this physician's
21 letter. But, and I told you before, Mr. Selz, and
22 I'll put it on the record now, that we are going to
23 seek a motion next week seeking, you know, contempt
24 for violating the court's order because -- and I'll
25 also put on the record -- that we spent months

1 trying to get a date for Mr. Bernstein's
2 deposition. He already canceled his deposition in
3 September because of his wife's pregnancy when he
4 was going to Florida and then subsequently it took
5 month's to get available dates for him to agree to
6 have his deposition taken. On the morning that we
7 had the motion to compel, on October 31st, your
8 client insisted on having his deposition taken
9 telephonically. Yesterday when I was in Dallas on
10 a layover, I received word that your client now
11 wanted to change the location of the deposition,
12 but that was never confirmed.

13 "So we -- because that was never confirmed, I
14 proceeded to the house pursuant to the court's
15 order to take the deposition. But based on the
16 totality of the circumstances, I believe
17 Mr. Bernstein is trying everything in his power
18 to have his deposition not taken, and I'm between a
19 rock and a hard place because of the doctor's
20 letter where I'm afraid if I go to the house I
21 would be accused of putting his wife's health in
22 jeopardy. So therefore, I'm not going to go to his
23 house, but returning to San Diego, but Proskauer
24 Rose is going to have to pursue a motion for
25 contempt and/or sanctions, seeking the costs of

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this trip and my time out of the office. And I have nothing else to say on that.

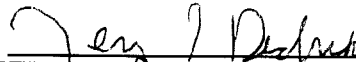
"Steve do want to add anything?

MR. SELZ: "No.

MR. PRUSAKI: "Thank you, Ms. Court Reporter. You can go off the record. Thank you."

I declare under penalty of perjury that the foregoing is true and correct.

Signed on November 7, 2002, at Oceanside, California.


TERRY L. DEDRICK
CSR No. 12571



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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

Plaintiff's Motion to Strike Items 3, 4 and 5 on Defendants' Exhibit List

DATE: Thursday, November 14, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

11/6/02

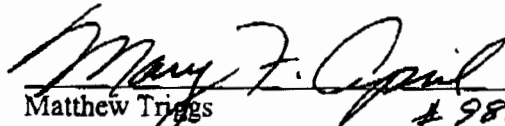
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

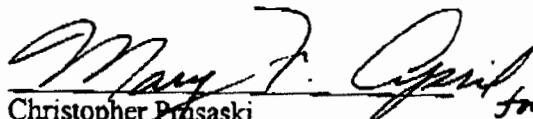
This 6th day of November, 2002.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145


Matthew Triggs # 982245
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 6th day of November, 2002, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.


Christopher Prusaski

✓

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

CASE NO. CA 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.

_____ /

RE-NOTICE OF TAKING DEPOSITION

(Pursuant to Court's Order Dated October 31, 2002)

TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

PLEASE TAKE NOTICE that commencing at **9:00 a.m. (PST) on Thursday, November 7, 2002, at 16975 Guejito Road, Escondido, CA 92027**, the attorney for Plaintiff will take the deposition upon oral examination of **ELLIOT BERNSTEIN**.

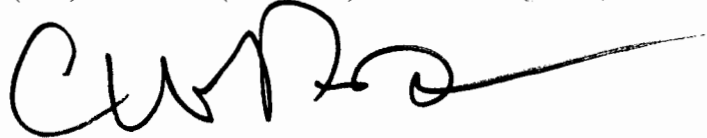
The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

11/7/02

This 1st day of November, 2002.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)

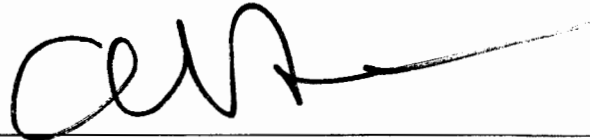
C-(954) 336-5403



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 1st day of November, 2002, a true and correct copy of the foregoing has been furnished by facsimile and U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



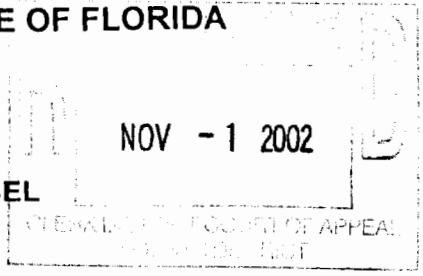
Christopher Prusaski

cc: Esquire Deposition Services

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.

IN THE DISTRICT COURT OF APPEAL OF THE STATE OF FLORIDA
FOURTH DISTRICT

DOCKETING STATEMENT
AND NOTICE OF APPEARANCE OF COUNSEL
(Revised as of May 1, 2001)



The Court requires the following information in order to facilitate disposition of the case.

APPELLANT/PETITIONER: If this case involves an original writ, is an appeal of a non-final order or is a case involving child custody, this docketing statement must be completed and returned within five days. In all other cases, the appellant must file the docketing statement within 20 days from the date of the acknowledgment of the notice of appeal.

APPELLEE/RESPONDENT: Is not required to file a docketing statement unless there are amendments, corrections or additions to the docketing statement filed by the appellant/petitioner. Appellee/respondent is only required to file a notice of appearance if counsel's name does not already appear on the certificate of service. Appellee's/respondent's docketing statement, if necessary, is due within 5 days from service of the appellant's/petitioner's docketing statement.

PLEASE PROVIDE THE FOLLOWING INFORMATION:

DOCKETING STATEMENT OF: (CHECK ONE) APPELLANT/PETITIONER
APPELLEE/RESPONDENT

1. STYLE OF CASE

VIEW IT .COM

v.

PROKAWA ROSE, LLP.

DCA CASE NUMBER

4D02-4084

LOWER COURT CASE NUMBER

CA 01-4671 AB

2a. NOTICE OF APPEARANCE OF COUNSEL FOR APPELLANT (If party is not represented by counsel, party should so indicate and provide accurate mailing address and phone number).

Name STEVEN SELL Bar Number 777420
Address 214 BRAZILIAN AVE. #220, PALM BEACH FL 33480
Attorney For VIEW.IT.COM Phone Number (561) 820-9400 Fax Number (561) 833-9915

2b. APPELLEE'S TRIAL COUNSEL AND/OR APPELLATE COUNSEL (IF KNOWN)

Name CHRISTOPHER PROKAWA, ESQ. Bar Number 121525
Address 2255 GARDEN ROAD, BOCA RATON FL 33471
Attorney For APPELLEE/PROKAWA Phone Number (561) 241-7400 Fax Number (561) 241-7445

3. INTERESTED PERSONS: List names of all persons or entities having an interest in this matter. Please clarify whether these persons or entities are parties, lawyers or otherwise, and as to parties, designate whether appellant or appellee.

PROKAWA ROSE, 2255 GARDEN ROAD BOCA RATON, FL 33471
VIEW.IT.COM, c/o ELLIOTT PROKAWA, 16075 GUSTAFSON ROAD
ESCONDIDO, CA 92025

11/1/02

4. JUDGES BELOW: List the name of all judges, deputy commissioners and hearing officers/examiners who were involved in this action below. Specify the judge who entered the order appealed.

JUDGE LA BIANCA

5. JURISDICTION: State the basis for this court's jurisdiction, including the following: (1) the appellate rule providing jurisdiction claimed 9.030; (2) the date of filing in the lower tribunal of the order appealed 9/12/02; (3) if this is an appeal from a final order, the date of the return of verdict in a jury action _____, the service date of any Fla. R. Civ. P. 1.530 motion _____, and the date of entry of the order deciding such motion _____.

6. PENDING MATTERS IN LOWER TRIBUNAL: Are there any matters, including counts of claims or counterclaims, still pending in the lower tribunal? If yes, please explain exactly what remains pending.

YES. CLAIM OF PLAINTIFF/APPELLEE AS TO ACTION AND SERVICES CONTRACT.

7. CURRENT AND PRIOR PROCEEDINGS IN THIS COURT:

List by style and case number of this court, all cases which are or have been pending before this court involving issues arising from the same lower tribunal case and the current status of same:

NONE.

Criminal appeals: List by style and case number of this court all co-defendants currently or previously on appeal to this court.

N/A

Similar Issues: List by style and case number of this court, all cases which are or have been pending before this court which are related to this action or which involve an issue which will be similar or determinative to the issue in this case on appeal.

N/A

If you become aware of appeals filed subsequent to the submission of this docketing statement involving a co-defendant in a criminal case, the same controversy or parties, or substantial similar issues, please file an amended response to this question.

8. Court Transcript:

Do you intend to order any portion of the transcript for the appeal? Yes α No _____

If yes, have all arrangements been made for its preparation? Yes α No _____

If yes, date ordered 11/1/02

If no, why not? _____

Estimated date of completion: 11/30/02

Estimated number of pages: 10

Name and address of court reporter(s): ESQUINA ORNAMENTAL SUMMA
518 N. FLAMM DR.
N. P. O. , FL 32401

9. CUSTODY STATUS IN CRIMINAL APPEALS: Is the appellant in custody and serving a sentence imposed as a result of a conviction which is the subject of this appeal? _____

If so, state the length of the sentence imposed. _____

N/A

10. ISSUES:

If this case involves the determination of the constitutionality of a statute, cite the statute involved.

Please state in short form the anticipated issues raised. For example, on criminal issues: denial of motion for judgment of acquittal, denial of motion to suppress evidence, error in sentence; on civil issues, award of alimony, error in valuation of assets for equitable distribution, error in determining contract damages; error in admission of hearsay at trial.

11. TYPE OF CASE: PLACE A CHECK BY THE MOST APPROPRIATE TYPE OF CASE:

A. Civil

- 1. Domestic Relations - divorce, child custody, paternity or support
- 2. Child dependency
- 3. Adoption/Termination of Parental Rights
- 4. Professional Malpractice
- 5. Products Liability
- 6. Negligence
- 7. Contract or Indebtedness
- 8. Condominium - rules violations, developer suits
- 9. Foreclosure - mortgage, lien
- 10. Inmate Appeal - gain time, rule challenges, disciplinary action
- 11. Attorney's Fees
- 12. All others - specify _____

B. Criminal

- _____ 1. Direct Appeal - judgment and sentence
- _____ 2. Direct Appeal - sentence only
- _____ 3. Direct Appeal - juvenile
- _____ 4. Collateral Attack - (Rule 3.850 or habeas corpus) - judgment and sentence
- _____ 5. Collateral Attack - (Rule 3.800, Rule 3.850 or habeas corpus) - sentence only
- _____ 6. Collateral Attack - juvenile
- _____ 7. Appeal by the State
- _____ 8. All Others - specify _____

C. Administrative

- _____ 1. Department of Professional Regulation
- _____ 2. Unemployment Appeals Commission
- _____ 3. Rule Challenge - specify agency _____
- _____ 4. All others - specify _____

Certificate of Service

I certify that a copy hereof has been furnished by MAIL this 1ST day
of November, 2002, to: CHRISTOPHER PROMSTEL, ESQ., 2715 GARDEN
ROAD, BOCA RATON, FL 33431



(Signature)

STEVEN M. RUIZ

(Print Name) ASN 077420

>>>>>>>> R E C E I P T <<<<<<<<<

DOROTHY H. WILKEN, CLERK CIRCUIT COURT
PALM BEACH COUNTY, FLORIDA
CIRCUIT LAW MAIN

PAGE 1

CASE NBR: CL-01-004671-AB
FILE NBR: 12

RECEIPT NBR: 00338074
ISSUE DATE : 10/14/02
RECEIVED : 10/11/02

RECEIVED FROM: SELZ & MUVDI SELZ, P.A.

AMOUNT PAID :	\$60.00	CASH AMT :	\$.00
		CHECK AMT:	\$60.00
		CHECK NBR:	0005152
	\$55.00	APPEAL CIRCUIT/DISTRICT CRT	
		FILING	\$50.00
		MEDIATION/ARBITRATION	\$5.00
DISTRIBUTION :	\$5.00	COPIES	
TOTAL CHARGE :	\$60.00		
CHANGE :	\$.00		

NEW APPEAL

PROSKAUER ROSE LLP
VS
IVIEWIT.COM, INC

PURSUANT TO SEC.28.24(8)(A) OF THE FLORIDA STATUTES,
THE CLERK IS REQUIRED TO CHARGE \$1/PAGE TO COPY ANY
INSTRUMENT IN THE PUBLIC RECORDS THAT IS 8 1/2X14 OR
LESS AND \$5/PAGE FOR COPIES LARGER THAN THAT. THANK
YOU FOR YOUR ORDER.

ENTERED BY : A1 E



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

CASE NO. CA 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.

**ORDER ON PLAINTIFF'S MOTION TO COMPEL THE DEPOSITION OF THE
DEFENDANTS' CORPORATE REPRESENTATIVE AND FOR ATTORNEY'S FEES**

THIS CAUSE came before the Court on October 31, 2002 on the Plaintiff's Motion to
Compel the Deposition of the Defendants' Corporate Representative and for Attorney's Fees, and
the Court being duly advised in the premises it is thereupon

ORDERED AND ADJUDGED that Plaintiff's Motion is granted. Elliot Bernstein,
the Defendants' corporate representative, shall appear for the
taking of his deposition at ^{his} home in Calif. on Nov. 7,
2002 at 9:00 am PST. Counsel for the Defendants
shall provide counsel for the Plaintiff at Mr.
Bernstein's address in writing no later than
Fri., Nov. 7, 2002 at 5:00 p.m. The Plaintiff's
request for attorney's fees is DENIED.

10/31/02

Proskauer Rose LLP v. Iviewit.com
Case No. CA 01-04671 AB
Page Two

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this 31st day
of October, 2002.

SIGNED AND DATED

OCT 31 2002

Honorable Jorge Labarga
Circuit Court Judge ~~Judge Jorge Labarga~~

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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

CASE NO. CA 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.

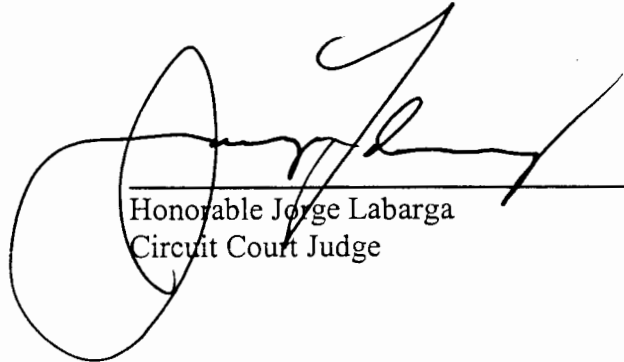
**ORDER ON PLAINTIFF'S MOTION TO COMPEL THE DEPOSITION OF THE
DEFENDANTS' CORPORATE REPRESENTATIVE AND FOR ATTORNEY'S FEES**

THIS CAUSE came before the Court on October 31, 2002 on the Plaintiff's Motion to
Compel the Deposition of the Defendants' Corporate Representative and for Attorney's Fees, and
the Court being duly advised in the premises it is thereupon

ORDERED AND ADJUDGED that Plaintiff's Motion is ^{Granted} Elliot Bernstein,
the Defendants' corporate representative, shall appear
for the taking of his deposition at his house in
California on Nov. 7, 2002 at 9:00^{a.m.} P.S.T. Counsel
for the Defendants shall provide counsel for the
Plaintiff w/ Mr. Bernstein's address ^{in writing} no later
than Friday, Nov. 1, 2002 at 5:00 p.m. The
Plaintiff's request for attorney's fees is
DENIED.

10/31/02

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this 31st day
of October, 2002.



Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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,

v.

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

Defendants.

**ORDER ON DEFENDANTS' MOTION TO APPOINT FOREIGN
COMMISSIONER AND TO COMPEL DEPOSITION OF KENNETH
RUBENSTEIN**

This matter coming before the Court on the Defendants' Motion to Appoint Foreign Commissioner and to Compel the Taking of Deposition as to Kenneth Rubenstein, Esq. and the Court having heard argument of counsel for both Plaintiff and Defendants and otherwise being advised in the premises and having considered the grounds for the Motion and considered applicable law, it is FOUND,

ORDERED AND ADJUDGED as follows:

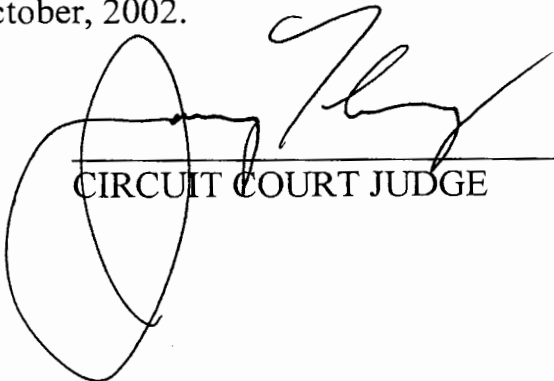
1. Defendants' Motion for Appointment of Foreign Commissioner and to

10/31/02

compel the taking of the deposition of Kenneth Rubenstein, Esq. is hereby granted.

2. Esquire Deposition Services, located at 216 E. 45th Street, 8th Floor, New York City, New York 10017, is hereby appointed Commissioner to take the deposition of Kenneth Rubenstein, Esq. in this matter, which deposition is to be conducted telephonically at a mutually convenient date for the parties prior to November 15, 2002, *OR AS OTHERWISE AGREED BY THE PARTIES.*

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this 31st day of October, 2002.



CIRCUIT COURT JUDGE

Copies to:

Steven M. Selz, Esq.
214 Brazilian Ave., #220
Palm Beach, FL 33480

Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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

CASE NO. CA 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.

**ORDER GRANTING PLAINTIFF'S MOTION TO
TAKE FOREIGN DEPOSITION AND APPOINTING COMMISSIONER**

THIS MATTER came before the Court on the Plaintiff's Motion to Take Foreign
Deposition and to Appoint a Commissioner and the Court, after being duly advised in the
premises and being otherwise fully advised in the premises, it is hereby

ORDERED AND ADJUDGED that the motion is GRANTED. Esquire Deposition
Services, located at 6222 Wilshire Blvd., 2nd Floor, Los Angeles, CA 90048 is hereby
APPOINTED Commissioner for the taking of the deposition of Elliot Bernstein in Los Angeles,
California.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this _____ day
of October, 2002.

SIGNED AND DATED

OCT 29 2002

~~Judge Jorge Labarga~~
Honorable Jorge Labarga
Circuit Court Judge

10/19/02

Proskauer Rose v. Iviewit.com, Inc.
Case No. CA-01-04671 AB

Copies furnished to:

Christopher Prusaski, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340-West
Boca Raton, FL 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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

CASE NO. CA 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.

NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

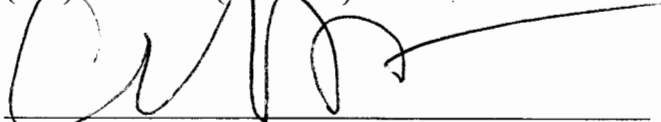
PLEASE TAKE NOTICE that commencing at **9:00 a.m. (PST) on Thursday, November 7, 2002**, at the offices of **Proskauer Rose LLP, 2049 Century Park East, 32nd Floor, Los Angeles, CA 90067-3206 (310.557.2900)**, the attorney for Plaintiff will take the deposition upon oral examination of **ELLIOTT BERNSTEIN**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

10/25/02

This 25th day of October, 2002.

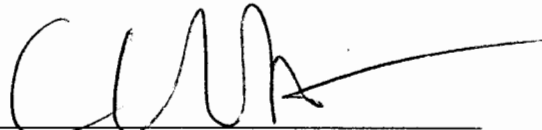
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matt Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 25th day of October, 2002, a true and correct copy of the foregoing has been furnished by facsimile and U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



Christopher W. Prusaski, Esq.

cc: Esquire Deposition Services

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Plaintiff's Motion to Compel the Deposition of the
Defendants' Corporate Representative and for
Attorneys' Fees**

DATE: October 31, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

10/25/02

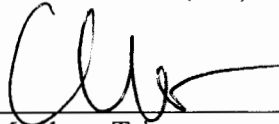
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 25 day of October, 2002.

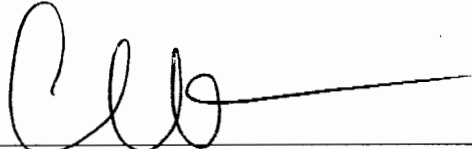
PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 25 day of October, 2002, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

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

CASE NO. CA 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.

NOTICE OF FILING DEPOSITION TRANSCRIPT

Plaintiff, Proskauer Rose LLP, by and through its undersigned counsel, hereby gives notice of the filing of the original Telephonic Deposition of Brian Utley, consisting of Volumes I and II, which was taken on August 22, 2002 and August 23, 2002.

This 25th day of October, 2002.

PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

10/25/02

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 25th day of October, 2002, a true and correct copy of the foregoing has been furnished by U.S. Mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Fl 33480.



Christopher W. Prusaski, Esq.

101

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

CASE NO. CA 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 COMPEL THE DEPOSITION OF THE DEFENDANTS'
CORPORATE REPRESENTATIVE AND FOR ATTORNEYS' FEES**

Plaintiff, Proskauer Rose LLP (“Proskauer”), moves the Court for an order compelling the deposition of the Defendants’ corporate representative and awarding Proskauer its attorneys’ fees incurred in prosecuting this motion and states as follows:

1. The undersigned counsel for Proskauer has attempted to obtain dates from counsel for the Defendants for the deposition of the Defendants’ corporate representative, Elliot Bernstein (“Bernstein”).
2. Because Bernstein is a California resident, counsel for Proskauer is willing to travel to Los Angeles County, California, to take Bernstein’s deposition. Proskauer has made numerous verbal and written requests that counsel for the Defendants provide dates for Bernstein’s deposition. In fact, counsel for Proskauer has called counsel for the Defendants almost every business day for the past two weeks in an attempt to obtain these dates so that travel arrangements can be made. Counsel for Proskauer has even provided his mobile telephone

10/25/02

number so that he can be reached after hours. However, Defendants' counsel has informed counsel for Proskauer that Bernstein apparently will not cooperate in providing his counsel with dates on which he is available to have his deposition taken.

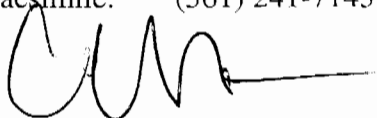
3. At the time of filing this motion, Proskauer has noticed Bernstein's deposition for November 7, 2002, a date on which counsel for the Defendants indicated he is available. A copy of the Notice of Taking Deposition is attached hereto as Exhibit "A." This Court should compel Bernstein, as corporate representative of the Defendants, to appear for the taking of this deposition on that date.

4. It is apparent that Bernstein is refusing to provide dates for his deposition in an effort to be uncooperative and to further delay the trial of this matter, which is set for the week of December 16, 2002.

WHEREFORE, Proskauer requests that the Court enter an order compelling the Defendants' corporate representative to appear for the taking of his deposition on the date and time and at the place listed on the attached Notice of Taking Deposition, award Proskauer's its attorneys' fees incurred in prosecuting this motion, and grant any further relief that is reasonable and just.

This 25th day of October, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on October 25th, 2002, a copy of the foregoing was furnished by U.S. Mail and facsimile to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

—

—

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

CASE NO. CA 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.

NOTICE OF TAKING DEPOSITION

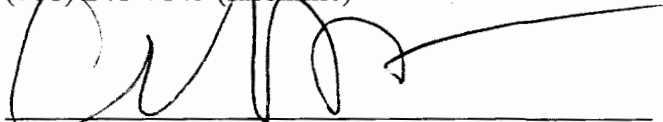
**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

PLEASE TAKE NOTICE that commencing at **9:00 a.m. (PST) on Thursday, November 7, 2002**, at the offices of **Proskauer Rose LLP, 2049 Century Park East, 32nd Floor, Los Angeles, CA 90067-3206 (310.557.2900)**, the attorney for Plaintiff will take the deposition upon oral examination of **ELLIOTT BERNSTEIN**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

This 25th day of October, 2002.

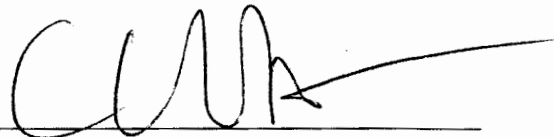
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matt Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 25th day of October, 2002, a true and correct copy of the foregoing has been furnished by facsimile and U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480.



Christopher W. Prusaski, Esq.

cc: Esquire Deposition Services

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.

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,

v.

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

Defendants.

**DEFENDANTS' MOTION TO COMPEL TAKING OF FOREIGN
DEPOSITION AND FOR APPOINTMENT OF A COMMISSIONER**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order requiring Kenneth Rubenstein, Esq. as a partner of the
Plaintiff, to submit to the taking of his deposition in New York City, New York and
appointing Esquire Deposition Services in New York City, New York, as a
Commissioner for the taking of the deposition of Mr. Rubenstein and in support of
this Motion would state:

1. That based on the prior testimony of deponents to this matter and the

10/24/01

personal knowledge of the Defendants corporate representative, Elliot Bernstein, Kenneth Rubenstein was involved directly in the providing of services to the Defendants both prior to his employment with the Plaintiff and subsequently during his employ with the Plaintiff.

2. That Kenneth Rubenstein (“Rubenstein”) is an attorney currently employed by the Plaintiff and who works out of the Plaintiff’s New York City offices.

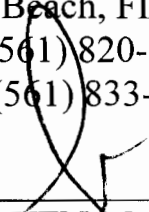
3. That the Defendants intend to take the deposition of Rubenstein in New York City, New York, prior to the trial of this matter due to the knowledge of Rubenstein as to the services provided by the Plaintiff to the Defendants; however, counsel for the Plaintiff has refused to make Rubenstein available as set forth in the attached Exhibit “A”.

4. That Esquire Deposition Services, located at 216 E. 4th Street, 8th Floor, New York City, New York 10017, should be appointed Commissioner to take the deposition of Rubenstein.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order directing that Kenneth Rubenstein be submitted for deposition and permitting the Defendants to take the deposition of Rubenstein in New York and appointing Esquire Deposition Services, located at 216 E. 4th Street, 8th Floor, New York City, New York 10017 as Commissioner to take the deposition of Rubenstein.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 24th day of October, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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,

v.

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.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

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, October 29, 2002.

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

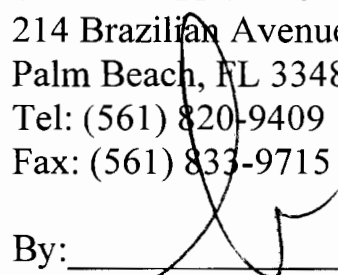
Place: Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401

Matter: Defendants' Motion Appointment Foreign Commissioner and to Take Foreign Deposition and Plaintiff's Objections to Request for Production.

10/29/02

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission to the above-listed addressee(s) this 24th day of October, 2002 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
FIFTEENTH JUDICIAL CIRCUIT IN
AND FOR PALM BEACH COUNTY,
FLORIDA

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Plaintiff's Motion to Take Foreign Deposition and for the
Appointment of a Commissioner**

DATE: October 29, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

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

CASE NO. CA 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 TAKE FOREIGN DEPOSITION AND
FOR THE APPOINTMENT OF A COMMISSIONER**

Plaintiff, Proskauer Rose LLP (“Proskauer”), hereby moves for an order permitting it to take the deposition of the Defendants’ corporate representative in California and appointing Esquire Deposition Services in Los Angeles, California, as a Commissioner for the taking of the deposition. In support of this motion, Proskauer states as follow:

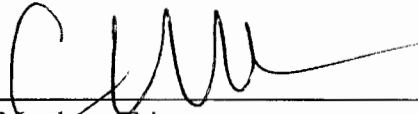
1. Elliot Bernstein (“Bernstein”), the designated corporate representative of the Defendants, resides in Los Angeles County, California. Proskauer intends to depose Bernstein in Los Angeles prior to trial.
2. Esquire Deposition Services, located at 6222 Wilshire Blvd., 2nd Floor, Los Angeles, California 90048 should be appointed as a Commissioner for the taking of Bernstein’s deposition.

10/27/11

WHEREFORE, Proskauer requests that this Court enter an order permitting it to take the deposition of Bernstein in Los Angeles and appointing Esquire Deposition Services, 6222 Wilshire Blvd., 2nd Floor, Los Angeles, CA 90048 as Commissioner for the taking of the deposition.

This 24 day of October, 2002.

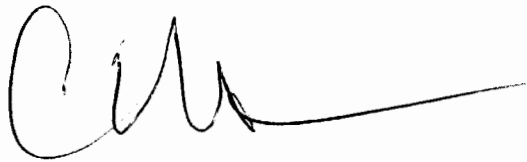
PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on October 24 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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,

v.

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

Defendants.

_____/

**DEFENDANTS' MOTION TO COMPEL TAKING OF FOREIGN
DEPOSITION AND FOR APPOINTMENT OF A COMMISSIONER**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order requiring Kenneth Rubenstein, Esq. as a partner of the
Plaintiff, to submit to the taking of his deposition in New York City, New York and
appointing Esquire Deposition Services in New York City, New York, as a
Commissioner for the taking of the deposition of Mr. Rubenstein and in support of
this Motion would state:

1. That based on the prior testimony of deponents to this matter and the

10/24/06

personal knowledge of the Defendants corporate representative, Elliot Bernstein, Kenneth Rubenstein was involved directly in the providing of services to the Defendants both prior to his employment with the Plaintiff and subsequently during his employ with the Plaintiff.

2. That Kenneth Rubenstein (“Rubenstein”) is an attorney currently employed by the Plaintiff and who works out of the Plaintiff’s New York City offices.

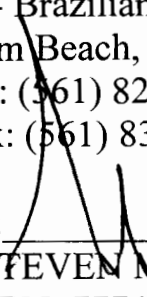
3. That the Defendants intend to take the deposition of Rubenstein in New York City, New York, prior to the trial of this matter due to the knowledge of Rubenstein as to the services provided by the Plaintiff to the Defendants; however, counsel for the Plaintiff has refused to make Rubenstein available as set forth in the attached Exhibit “A”.

4. That Esquire Deposition Services, located at 216 E. 45th Street, 8th Floor, New York City, New York 10017, should be appointed Commissioner to take the deposition of Rubenstein.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order directing that Kenneth Rubenstein be submitted for deposition and permitting the Defendants to take the deposition of Rubenstein in New York and appointing Esquire Deposition Services, located at 216 E. 45th Street, 8th Floor, New York City, New York 10017 as Commissioner to take the deposition of Rubenstein.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 24th day of October, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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,

v.

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

Defendants.

**DEFENDANTS NOTICE OF COMPLIANCE WITH ORDERS
REGARDING DISCOVERY AND SUPPLEMENTAL RESPONSE TO
SECOND REQUEST FOR PRODUCTION**

Defendants hereby respond to the second request for production served by the Plaintiff under the services date of January 18, 2002 as follows and has produced to Plaintiff herewith a copy of a computer compact disk containing data and certifies that there are no other documents in the Defendants' possession responsive to the Plaintiff's request for production in this matter.

I HEREBY CERTIFY that a true and correct copy of the foregoing and the discovery referenced therein has been provided by hand delivery this 18th day

10/18/02

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

**Plaintiff's Motion for Protective Order Or, Alternatively, Motion for
Extension of Time to Respond to the Defendants' Request for Production**

DATE: October 24, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

10/17/02

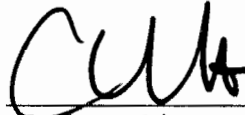
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 17 day of October, 2002.

PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 17 day of October, 2002, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

✓

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

CASE NO. CA 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.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

OCT 21 2002

COPY / ORIGINAL
RECEIVED FOR FILING

**PLAINTIFF'S MOTION FOR PROTECTIVE ORDER OR,
ALTERNATIVELY, MOTION FOR EXTENSION OF TIME TO
RESPOND TO THE DEFENDANTS' REQUEST FOR PRODUCTION**

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to Rule 1.280(c) of the Florida Rules of Civil Procedure, moves the Court for the entry of a protective order or, alternatively, moves the Court for an extension of time to serve its responses and objections to the Defendants' Request for Production, and as grounds states as follows:

1. This is an action by Proskauer to collect unpaid attorney's fees from the Defendants, who are former clients of Proskauer.
2. Notwithstanding the rather straightforward nature of this case, one day prior to the discovery cutoff, Defendants served a thirty-five item document request designed principally to harass and annoy -- not seek evidence related to the claims or defenses in this case.

10/17/02

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

CASE NO. CA 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.

**PLAINTIFF'S MOTION FOR PROTECTIVE ORDER OR,
ALTERNATIVELY, MOTION FOR EXTENSION OF TIME TO
RESPOND TO THE DEFENDANTS' REQUEST FOR PRODUCTION**

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to Rule 1.280(c) of the Florida Rules of Civil Procedure, moves the Court for the entry of a protective order or, alternatively, moves the Court for an extension of time to serve its responses and objections to the Defendants' Request for Production, and as grounds states as follows:

1. This is an action by Proskauer to collect unpaid attorney's fees from the Defendants, who are former clients of Proskauer.
2. Notwithstanding the rather straightforward nature of this case, one day prior to the discovery cutoff, Defendants served a thirty-five item document request designed principally to harass and annoy -- not seek evidence related to the claims or defenses in this case.

10/17/02

3. Rule 1.280(c) of the Florida Rules of Civil Procedure specifically protects parties from the annoyance and oppression caused by discovery of the type that the Defendants have chosen to serve in the instant case.

4. Proskauer has no objection to allowing the Defendants to review Proskauer's file relating to its prior representation of the Defendants (subject to any applicable privilege) as it is kept in the normal course of business. However, the Defendants should not be entitled to use the discovery process as a means of harassment by seeking documents such as:

- Copies of documents prepared by Proskauer *for other clients* not related in any way to the Defendants or to this lawsuit;
- The employment file for one of Proskauer's partners who billed *no time* on any Iviewit matters;
- The personal home and cellular telephone bills/records of Proskauer attorneys;
- Files from Proskauer's computers;
- Files from the "Palm Pilots" belonging to Proskauer attorneys; and
- "Meeting Room Schedules" from Proskauer's offices.

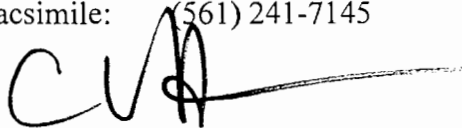
5. Additionally, Proskauer is unable to draft an appropriate response to each document request because of the vague and ambiguous way in which the request for production was drafted. For example, although the initial paragraph of the request for production seeks documents contained within Proskauer's prior representation file, the individual categories of document requests seem to seek documents unrelated to the prior representation of the Defendants. While such requests would clearly be objectionable, Proskauer is uncertain if the Defendants are limiting their requests to documents contained within Proskauer's file relating to the prior representation of the Defendants.

6. Proskauer seeks an Order limiting the scope of the Defendants' request for production to the inspection of Proskauer's file (subject to any applicable privilege) relating to the prior representation of the Defendants as it is kept in the ordinary course of business. Alternatively, if the Court determines that a response should be served to each of the thirty-five individual requests, Proskauer requests that the time within which it is permitted to serve its responses and/or objections be extended.

WHEREFORE, Proskauer respectfully requests that the Court enter a protective order consistent with this motion or, alternatively, that the Court extend the time within which Proskauer shall serve its responses and/or objections to the Defendants' Request for Production, and grant any further relief that is reasonable and just.

This 17 day of October, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on October 17, 2002, a copy of the foregoing was furnished by U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

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,

v.

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

Defendants.

DEFENDANTS' REQUEST FOR PRODUCTION OF DOCUMENTS

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., requests that the Plaintiff, PROSKAUER ROSE,
L.L.P., pursuant to Rule 1.350 of the Florida Rules of Civil Procedure and within the
time required by said Rule, to produce all documents as set forth below.

This request for production is intended to cover all documents within the
possession, custody or control of Plaintiff, or any of its agents, servants, employees,
accountants, attorneys and any other person or entities subject to Plaintiff's actual or
constructive custody or control, wherever so located.

I. DEFINITIONS AND INSTRUCTIONS

1. "Documents" shall mean, without limitation, any kind of written or graphic matter however produced or reproduced, of any kind or description, whether sent or received, or neither, including originals, copies and drafts thereof and including but not limited to papers, books, letters, correspondence, telegrams, cables, telex corporate communications, calender or diary entries, airplane tickets, travel itineraries, appointment books, minutes, transcripts, telephone company bills and/or statements reflecting telephone calls placed, received or charged, reports and recordings of telephone or other conversations or of interviews, or of conferences and/or other meetings, statements, summaries, opinions, reports, studies, analyses, evacuations, contracts, agreements, journals, checks, check stubs, purchase orders change orders, invoices, bills, receipts, cash receipts, cash receipt journals, balance sheets, income statements, auditor's notes, deposit receipts, cash disbursement journals, general ledgers, records of disbursement, computer printouts, bank statements, credit reports, books of account, financial statements to banks of or any other persons or entities, statements, to banks, duplicate deposit receipts, canceled checks, statistical record, lists, tabulations,

instructions, specifications, manuals, pamphlets, publications, raw and refined data, graphs, drawings, advertisements, lists meeting minutes, magnetic tapes, or discs, punch cards, computer printouts, proposals, recommendations and any other data or records kept by electronic, photographic or mechanical means and things similar to the foregoing however denominated.

2. Whenever appropriate throughout this subpoena, the singular form of a word shall be interpreted to include the plural and vice versa, so as to require the broadest possible production.
3. "And" and "or" shall be construed conjunctively or disjunctively, so as to require the broadest possible production.
4. In the event any document has been lost or removed from the purpose of this action or for any other purpose, please state the name and address of the person who removed the document, the date of the document, the title of the document (if any), the subject matter of the document with reasonable specificity, the name of the person authoring such document, the name of the person to whom such document was given or transmitted, the present location and custodian of such document or any copies thereof.
5. If Production of a document is withheld on the grounds of privilege

or otherwise, state the following for each document withheld:

- a. The type of document (i.e., correspondence, memorandum, telex, etc.);
 - b. The date of the document;
 - c. The person who signed the document
 - d. The person who received the document; and
 - e. The reason for withholding production.
6. The document to be produced in response to this request for production shall be segregated according to the specific requests to which such documents are responsive. If a document(s) is/are responsive to more than one paragraph of this subpoena, the document(s) need only be produced once.

All work product, files and all billings for I View It and any/ and all affiliated companies including but not limited to: Iviewit Technologies, Inc., Iviewit.com LLC, Iviewit LLC, Iviewit.com, Uview, Uview.com, Ilearnit, Imedia, Iviewit Holdings, LLC, I.C., Cyberfyds, RealView and any and all affiliated companies. Including work generated by all Proskauer partners, employees and affiliates, relating to any and all I View It companies in any format including: All files of any form including but not limited to: Tapes, Emails, Board meeting notes, Draft documents, Mailed items, Receipts for mailed items,, Hand delivered items, Computer files of any type in any form including backups, Inter-office correspondence regarding I View It or any of it's companies, Letters, All Expense Records and supporting backup including Cell phone, corporate phones, personal home phone records for all attorney's on any/all matters relating to I View It and its billings, Palm Pilot or other PDA files, Microfiche, Stored Documents, Transcriptions, Video Conference Records, Meeting Room Schedules and any other form of communication, including but not limited to the following documents:

1. All/ANY Patent, Trademark, Copyright and Trade Secret
Provisional Documents and notes for any/all of the above
Pending Applications and notes for any/all of the above
Assignment Documents
Communications both Inter-office and between other law firms or lawyers relating in any way to I View It and the above
Binders
2. Investigations results and notes or files or evidence of any sort held on behalf of I view it by Proskauer relating to:
Infringement matters
Meltzer Lippe investigation
Raymond Joao investigation
Patent Fraud Investigations
Brian Utley Investigations
Foley and Lardner Investigations
3. Sealed documents and/or any other documents delivered by your client to your office for safe keeping.
4. All transactions for:
Crossbow Ventures
Huiznega Holdings
Jason Gregg
Alpine Ventures
All Loan documents for any individual or company
Tiedemann Prolow
Donald Kane
Alan Shapiro
Alan Young
Ellen DeGeneres
Alanis Morrisette
Atlas Entertainment
Simon Bernstein
Mitchel Welsch
Kenneth Anderson

Brian Utley
Michael Reale
Subscription Agreements
Notes
William Barber
Andrew Chessler
Hollywood.com
Webcasts
Wachovia
Selman
Deutsche Telecom
Michael Fox
Reale 3D
Disney

5. All employment, non-compete, COI's, papers and drafts for all employees, including but not limited to:

Brian Utley
Michael Reale
James Armstrong
Guy Iantoni
Jill Iantoni
Ellot Bernstein

6. All lease documents including but not limited to:
Rental agreements
Furniture agreements
Equipment leases, etc.

7. All audit information and correspondences regarding each and every audit of I Viewit or any of it's affiliates

8. All correspondences of any type between Proskauer and Goldstein Lewin and Gerald Lewin including but not limited to:

Foley and Lardner
Mr. Akselrod
Holland & Knight
Tom Wippman
George Villasana
Matt Rosen
Armstrong Hirsh Jackoway & Tyerman
Richard Rosman
Saybrook Capital
David Kalserman
Alan Epstein
Stuart Rosow
Mr. Kohner
Arthur Anderson
Hassan Miah
Kevin O'Donnell
Dollinger
FAU or any member
Mitchell Rubenstein

9. Taped conversation of patent call between Zakirul Samadajee, Eliot Bernstein, Raymond Joao and Gerald Lewin. The original tape is requested, please retain a copy only.
10. All taped or video conference conversations of any sort relating to I View It and any matters on the billings.
11. All correspondences and documents of any sort relating to I View It for each of the following Proskauer partners or other firm lawyers including but not limited to:
 - Chris Wheeler
 - Al Gortz
 - Greg Reed
 - Ken Rubenstein
 - Mara Lerner Robbins
 - Jill Zamas
 - Gayle Coleman
 - Gloria Burfield
 - Rocky Thompson
 - A Levy
 - Kevin Healey
 - Stuart Kapp
 - D. Paris Jr.
 - Rod Bell
 - Marcy Hahn Saperstein
 - B. Schiff
 - S. Romoff
 - H. Coates Jr
 - R. Rowe
 - Ed Restalno
 - Susan Weiner
 - R. Storette
 - A. Gutwein
 - Gregg Goldman
 - J. Silver
 - L. Gardner
 - R. Foster
12. Any and all documents relating to I Viewit matters with any of the following attorneys, firms or others:
 - William Dick
 - Raymond Joao
 - Steven Becker
 - Douglas Boehm
 - Stephen Filipek
 - Meltzer Lippe Goldstein & Schnissel
13. All documents of any sort relating to Gruntal including but not limited to
14. All documents and files of any sort relating to RYJO or Ryan Huisman including but not limited to
15. All documents, files, notes, etc of any sort relating to patent application 5865-2

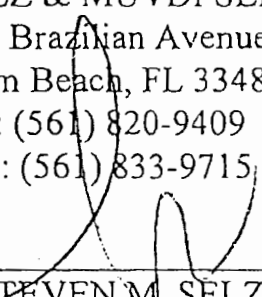
16. All consulting agreements documents, drafts and files
17. All term sheet documents, drafts and files
18. All patent documents that were in any way replaced including the replaced documents
19. All documents relating to Real3D, Intel, SGI, & Lockheed and I View It.
20. All documents relating to any transactions with Iviewit and Distance Learning Companies and or objectives including but not limited to:
 - Trademarks
 - Patents
 - Trade Secrets
 - Corporate FilingsIncorporation documents for any company opened or intended to be opened
All documents relating to any transaction of any sort with Internet Train, Ilearnit, Imedia, etc.
21. All documents relating to Proskauer Rose marketing letter for I View It products to its clients
22. All documents relating to the acceptance of I View It stock by Proskauer or any affiliate, including interoffice correspondences and partner letters and communications.
23. All documents detailing the hiring of Kenneth Rubenstein.
24. All records pertaining to I View It and AOLTW or any affiliate
25. All correspondences of any sort relating to Ron Assaf and Sensormatic
26. Description and notes for meeting on 6/2/99 with Gerald Lewin, Chris Wheeler and Mr. Bernstein billed as "lengthy conversation."
27. All documents of any sort relating to investigation of COI with Goldstein Lewin, Visula Data and I View It.
28. All filings of name changes for any I View It entity
29. All copies of all NDA's for all clients of Proskauer Rose and all copies of retained NDA's for all I View It companies for any potential client or investor.
30. All analyses of corporate structure and any form of document or file relating to such.
31. Phone records for Al Gortz , Chris Wheeler and Kenneth Rubenstein relating to initial conversations with anyone relating to I View It or it's subs
32. All records and copies of business plans and distribution lists of such plans.

33. All copies of checks relating to any viewit or sub transactions
34. All notes and correspondences of meetings held with Foley and Lardner
35. All correspondence, meeting notes, relating Brian Utley billings.

At the offices of Selz & Muvdi Selz, P.A., at the address set forth below and that if any of the information normally contained in the documents, or in some other form, electronic or otherwise, has been photographed, recorded or is retained on a computer or other electronic device, defendant is hereby requested to obtain such information, translated, if necessary, into a reasonably usable form.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail this 19th day of September, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

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
FIFTEENTH JUDICIAL CIRCUIT IN AND
FOR PALM BEACH COUNTY, FLORIDA

CASE NO. CA 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.

RE-NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

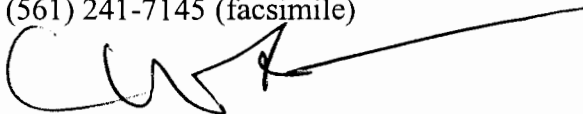
PLEASE TAKE NOTICE that commencing at **2:00 p.m. on Thursday, November 14, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **SIMON BERNSTEIN**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

10/10/02

This 16 day of October, 2002.

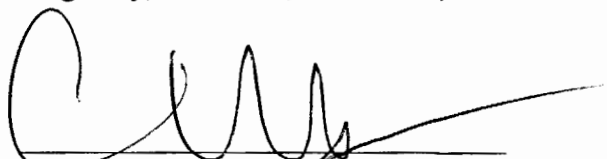
PROSKAUER ROSE LLP
Counsel for Plaintiff
One Boca Place, Suite 340W
2255 Glades Road
Boca Raton, Florida 33431
(561) 241-7400 (telephone)
(561) 241-7145 (facsimile)



Matt Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 16 day of October, 2002, a true and correct copy of the foregoing has been furnished by facsimile and U.S. mail to Steven M. Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, Florida 33480, and to Steven I. Greenwald, Esq., Steven I. Greenwald, P.A., 6971 North Federal Highway, Suite 105, Boca Raton, FL 33487.



Christopher W. Prusaski, Esq.

cc: Ken Schanzer & Assoc.

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the ADA Coordinator, 15th Judicial Circuit, Palm Beach County Courthouse, 205 North Dixie Highway, West Palm Beach, Florida 33401, (561) 355-2431, within 2 working days of your receipt of this Notice; if you are hearing or voice impaired, call (800) 955-8771.

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

CASE NO. CA 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.

RE-NOTICE OF TAKING DEPOSITION

**TO: Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480**

PLEASE TAKE NOTICE that commencing at **9:00 a.m. on Thursday, October 24, 2002**, at the offices of **Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33341**, the attorney for Plaintiff will take the deposition upon oral examination of **SIMON BERNSTEIN**.

The deposition will be taken for the purpose of discovery and for any other purpose authorized by the appropriate rules of civil procedure before an authorized court reporter. The deposition will continue from day to day until complete.

10/15/02

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,

v.

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

Defendants.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION

OCT 11 2002

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NOTICE OF APPEAL

TO: Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

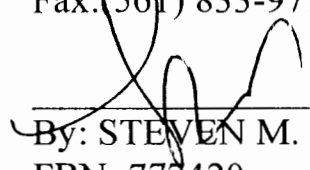
YOU ARE HEREBY NOTIFIED that the Defendants, by and through their undersigned counsel and hereby files his notice of appeal to the Fourth District Court of Appeal in this matter with regard to that certain Order Denying Defendants' Motion to Join Indispensable Parties, as dated September 12, 2002, a true copy of same being attached hereto as Exhibit "A".

10/11/02

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by U.S. Mail this 11th day of October, 2002 to the above-named addressee.

SELZ & MUVDI SELZ, P.A.
Attorneys for Plaintiff
214 Brazilian Ave., #220
Palm Beach, FL 33480
Tel: (561) 820-9409
Fax: (561) 833-9715



By: STEVEN M. SELZ
FBN: 777420

FILE COPY

MT: DJG: CWP
PLM
Docketing

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

CASE NO. CA 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.

**ORDER ON DEFENDANTS' MOTION TO JOIN INDISPENSABLE
PARTIES AND TO CONTINUE TRIAL; DEFENDANTS' *ORE TENUS*
MOTION TO POSTPONE MEDIATION; AND PLAINTIFF'S *ORE TENUS*
MOTION TO COMPEL RESPONSES TO REQUESTS FOR PRODUCTION**

THIS CAUSE came before the Court on September 11, 2002, on Defendants' motion to join indispensable parties and to continue trial; Defendants' *Ore Tenus* motion to postpone mediation; and Plaintiff's *Ore Tenus* motion to compel responses to requests for production.



After being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Defendants' motion to join indispensable parties is DENIED;
 2. The Defendants' motion to continue trial is DENIED;
 3. The Defendants' *ore tenus* motion to postpone mediation deadline is GRANTED;
- and

4. The Plaintiff's *ore tenus* motion to compel responses to request for production is GRANTED. The documents ordered to be produced by Court Order dated July 18, 2002 shall be produced on or before September 17, 2002.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day of September, 2002.

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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,

v.

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

Defendants.
_____ /

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION
OCT 11 2002
COPY / ORIGINAL
RECEIVED FOR FILING

NOTICE OF APPEAL

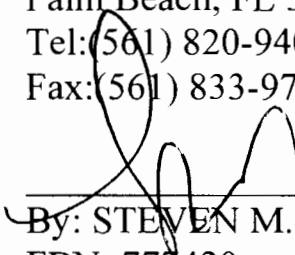
TO: Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

YOU ARE HEREBY NOTIFIED that the Defendants, by and through their undersigned counsel and hereby files his notice of appeal to the Fourth District Court of Appeal in this matter with regard to that certain Order Denying Defendants' Motion to Join Indispensable Parties, as dated September 12, 2002, a true copy of same being attached hereto as Exhibit "A".

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by U.S. Mail this 11th day of October, 2002 to the above-named addressee.

SELZ & MUVDI SELZ, P.A.
Attorneys for Plaintiff
214 Brazilian Ave., #220
Palm Beach, FL 33480
Tel: (561) 820-9409
Fax: (561) 833-9715


By: STEVEN M. SELZ
FBN: 777420

FILE COPY

MT: DJG: CWP
PCM
Docketing

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

CASE NO. CA 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.

**ORDER ON DEFENDANTS' MOTION TO JOIN INDISPENSABLE
PARTIES AND TO CONTINUE TRIAL; DEFENDANTS' *ORE TENUS*
MOTION TO POSTPONE MEDIATION; AND PLAINTIFF'S *ORE TENUS*
MOTION TO COMPEL RESPONSES TO REQUESTS FOR PRODUCTION**

THIS CAUSE came before the Court on September 11, 2002, on Defendants' motion to join indispensable parties and to continue trial; Defendants' *Ore Tenus* motion to postpone mediation; and Plaintiff's *Ore Tenus* motion to compel responses to requests for production.

After being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Defendants' motion to join indispensable parties is DENIED;
2. The Defendants' motion to continue trial is DENIED;
3. The Defendants' *ore tenus* motion to postpone mediation deadline is GRANTED;

and

4. The Plaintiff's *ore tenus* motion to compel responses to request for production is GRANTED. The documents ordered to be produced by Court Order dated July 18, 2002 shall be produced on or before September 17, 2002.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day of September, 2002.

[Faint stamp: ORDERED]
[Faint stamp: 9/13/02]

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

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,

v.

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

Defendants.

DOROTHY H. WILKEN
CLERK OF CIRCUIT COURT
CIRCUIT CIVIL DIVISION
OCT 11 2002
COPY / ORIGINAL
RECEIVED FOR FILING

NOTICE OF APPEAL

TO: Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

YOU ARE HEREBY NOTIFIED that the Defendants, by and through their undersigned counsel and hereby files his notice of appeal to the Fourth District Court of Appeal in this matter with regard to that certain Order Denying Defendants' Motion to Join Indispensable Parties, as dated September 12, 2002, a true copy of same being attached hereto as Exhibit "A".

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by U.S. Mail this 11th day of October, 2002 to the above-named addressee.

SELZ & MUVDI SELZ, P.A.
Attorneys for Plaintiff
214 Brazilian Ave., #220
Palm Beach, FL 33480
Tel: (561) 820-9409
Fax: (561) 833-9715


By: STEVEN M. SELZ
FBN: 777420

FILE COPY

MT: DJG: CWP
PCM
Docketing

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

CASE NO. CA 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.

**ORDER ON DEFENDANTS' MOTION TO JOIN INDISPENSABLE
PARTIES AND TO CONTINUE TRIAL; DEFENDANTS' ORE TENUS
MOTION TO POSTPONE MEDIATION; AND PLAINTIFF'S ORE TENUS
MOTION TO COMPEL RESPONSES TO REQUESTS FOR PRODUCTION**

THIS CAUSE came before the Court on September 11, 2002, on Defendants' motion to join indispensable parties and to continue trial; Defendants' *Ore Tenus* motion to postpone mediation; and Plaintiff's *Ore Tenus* motion to compel responses to requests for production.

After being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Defendants' motion to join indispensable parties is DENIED;
2. The Defendants' motion to continue trial is DENIED;
3. The Defendants' *ore tenus* motion to postpone mediation deadline is GRANTED;

and

4. The Plaintiff's *ore tenus* motion to compel responses to request for production is GRANTED. The documents ordered to be produced by Court Order dated July 18, 2002 shall be produced on or before September 17, 2002.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this ___ day of September, 2002.

RECEIVED
SEP 12 2002

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

For Plaintiff:

Matthew Triggs, Esquire
Christopher W. Prusaski, Esquire
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431;

For Defendants:

Steven M. Selz, Esquire
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

J

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

CASE NO. CA 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.

**ORDER ON PLAINTIFF'S MOTION TO COMPEL THE DEFENDANTS'
COMPLIANCE WITH PREVIOUS COURT ORDERS AND FOR SANCTIONS**

THIS CAUSE came before the Court on October 10, 2002 on the Plaintiff's Motion to
Compel the Defendants' Compliance with Previous Court Orders and for Sanctions, and the Court
being duly advised in the premises it is thereupon

ORDERED AND ADJUDGED that Plaintiff's Motion is

within 10 days Defendants
shall provide a statement that all documents within
their possession, custody and control have been
produced.

10/10/02

Proskauer Rose LLP v. Iviewit.com
Case No. CA 01-04671 AB
Page Two

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this _____ day
of October, 2002.

SIGNED AND DATED

OCT 10 2002

~~Judge Jorge Labarga~~

Honorable Jorge Labarga
Circuit Court Judge

Copies furnished to:

Matthew Triggs, Esq.
Christopher W. Prusaski, Esq.
Proskauer Rose LLP
Attorneys for Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

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

CASE NO. CA 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.

SUBPOENA FOR DEPOSITION

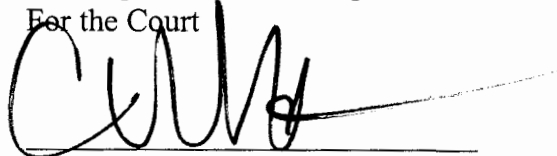
**TO: Simon Bernstein
7020 Lions Head Lane
Boca Raton, FL
561.477.9096**

YOU ARE COMMANDED to appear before a person authorized to take depositions at the office of Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, FL 33431-7360, on the 24th day of October, 2002, at 9:00 a.m. for the taking of your deposition in this action. If you fail to appear, you may be in contempt of court.

You are subpoenaed to appear by the following attorney, and unless excused from this subpoena by this attorney or the Court, you shall respond to this subpoena as directed.

DATED this 11th day of October, 2002.

Christopher Prusaski, Esq.
For the Court



Proskauer Rose LLP
Attorneys for the Plaintiff
2255 Glades Road, Suite 340W
Boca Raton, FL 33431
(561) 241-7400
Florida Bar No. 121525

10/11/02

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

CASE NO. CA 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.

ORDER ON MOTION TO VACATE

THIS CAUSE came before the Court upon Plaintiff's Motion to Vacate Order and the Court being duly advised in the premises it is thereupon

ORDERED AND ADJUDGED Plaintiff's Motion is GRANTED/DENIED.

*Motion to vacate is moot. Discovery cutoff is
extended to Nov. 15, 2002. The Pretrial
Stipulation shall be filed on Nov. 20, 2002.*

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, this ____ day
of October, 2002.

OCT 22 2002

Judge Jorge Labarga

Honorable Jorge Labarga
Circuit Court Judge

10/2/02

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

vs.

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

Defendant.

NOTICE OF HEARING
Motion Calendar

To: Steven Selz, Esq.
Selz, Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

YOU ARE HEREBY NOTIFIED that the undersigned has called up for hearing the
following:

Proskauer's Motion to Vacate Order

DATE: October 2, 2002

TIME: 8:45 a.m.

JUDGE: The Honorable Jorge Labarga

10/2/02

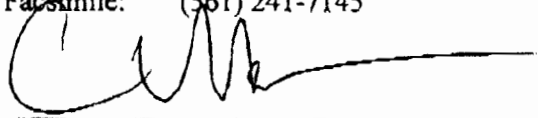
**PLACE: Palm Beach County Courthouse
205 North Dixie Highway, Room 11.1204
West Palm Beach, Florida 33401**

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation to participate in this proceeding should contact the Court ADA Coordinator no later than seven days prior to the proceedings. Telephone: (561) 355-2431 for assistance; if hearing-impaired, telephone (800)955-8771 for assistance.

Pursuant to Rule 2.050(b) of the Florida Rules of Judicial Administration, Movant hereby certifies that a good faith attempt to resolve the above matter has been made or will be made prior to the hearing on this matter.

This 1st day of October, 2002.

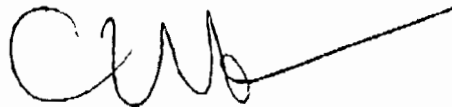
PROSKAUER ROSE LLP
2255 Glades Rd., Suite 340 West
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher W. Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by facsimile and United States Mail, this 1st day of October, 2002, to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher Prusaski

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

PROSKAUER ROSE LLP

Date October 1, 2002

Client-Matter 6143.60145.255

Fax Transmittal

Total Pages (including Cover) 18

From Christopher Prusaski, Esq.

Sender's Room Number 450

Sender's Voice Number 561.241.4767

For assistance call 561.241.7400

To Steven M. Selz, Esq.

Fax No. 561.833.9715

Company Selz & Muvdi Selz, P.A.

Voice No. 561.820.9409

Message

Re: Proskauer Rose LLP v. Jviewit.com, Inc.

Please see the attached.

Confidentiality Note: This message is confidential and intended only for the use of the addressee(s) named above. It may contain legally privileged material. Dissemination, distribution or copying of this message, other than by such addressee(s), is strictly prohibited. If you have received this message in error, please immediately notify us by telephone and return the original to us at the address above. We will reimburse you for the cost of the telephone call and postage. Thank you.

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

CASE NO. CA 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 VACATE ORDER

Plaintiff, Proskauer Rose LLP ("Proskauer"), pursuant to Florida Rule of Civil Procedure 1.540(b), moves the Court for an Order vacating the Court Order dated September 30, 2002 and in support thereof states as follows:

1. On September 30, 2002, counsel for the Defendants attended a Uniform Motion Calendar Hearing on an *ex parte* basis and, at that hearing, this Court entered an Order on Defendants' Motion to Enlarge Time for Discovery. A copy of the September 30, 2002 Order is attached hereto as Exhibit "A."

2. Proskauer never received the Defendants' Motion to Enlarge Time for Discovery or any Notice of Hearing on the motion. Proskauer had no idea that the motion had been filed or that there was a hearing scheduled. See Affidavit of Matthew Triggs, attached hereto as Exhibit "B."

10/1/02

3. Proskauer did, however, previously notify counsel for the Defendants in a letter dated September 20, 2002 that it did not agree to extend the discovery deadlines in this matter when the issue was raised by counsel for the Defendants in a letter dated September 19, 2002. A copy of counsel for the Defendants' letter discussing extending the discovery cutoff and Proskauer's response are attached hereto as Exhibits "B" and "C," respectively.

4. The Order attached as Exhibit "A" grants the Defendants relief which Proskauer opposes. Proskauer did not have notice and an opportunity to be heard on this issue, despite the language contained in the Order stating that the Court "heard argument for counsel of both parties. . . ."

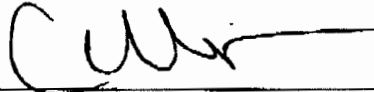
5. Moreover, counsel for the Defendants never attempted to call Proskauer prior to entering the motion calendar hearing on September 30, 2002 to inquire as to why its attorneys were not there.

6. Proskauer would suffer substantial prejudice if the Court does not vacate its September 30, 2002 Order, in that Proskauer has diligently prepared itself for trial, has completed discovery, and has prepared and filed a proposed Unilateral Pretrial Statement and a motion for leave to file the Unilateral Pretrial Statement.

WHEREFORE, Proskauer respectfully requests that the Court vacate its September 30, 2002 Order and grant any further relief that is reasonable and just.

This 1st day of October 30, 2002.

PROSKAUER ROSE LLP
2255 Glades Road, Suite 340W
Boca Raton, Florida 33431
Telephone: (561) 241-7400
Facsimile: (561) 241-7145



Matthew Triggs
Florida Bar No. 0865745
Christopher Prusaski
Florida Bar No. 0121525

CERTIFICATE OF SERVICE

I certify that on October 1st, 2002, a copy of the foregoing was furnished by Facsimile and U.S. Mail to Steven Selz, Esq., Selz & Muvdi Selz, P.A., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480.



Christopher W. Prusaski

Exhibit A

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,

v.

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

Defendants.

**ORDER ON DEFENDANTS' MOTION TO ENLARGE TIME FOR
DISCOVERY**

This matter coming before the Court on the Defendants' Motion to Enlarge Time for Discovery, and the Court having heard argument of counsel for both Plaintiff and Defendants and otherwise being advised in the premises and having considered the grounds for the Motion and considered applicable law, it is FOUND,

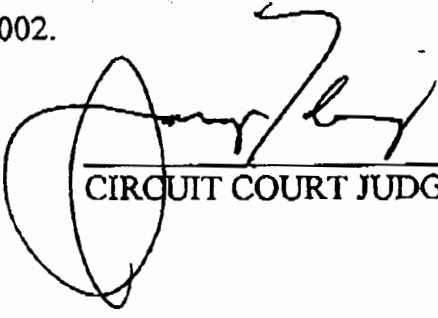
ORDERED AND ADJUDGED as follows:

1. Defendant's Motion to Enlarge Time for Discovery is hereby

GRANTED.

2. - Discovery cut off shall be November 15, 2002

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida this
30th day of September, 2002.



CIRCUIT COURT JUDGE

Copies to:

Steven M. Selz, Esq.
214 Brazilian Ave., #220
Palm Beach, FL 33480

Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Exhibit B

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

CASE NO. CA 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.

AFFIDAVIT OF MATTHEW TRIGGS

STATE OF FLORIDA)
 :
COUNTY OF PALM BEACH)

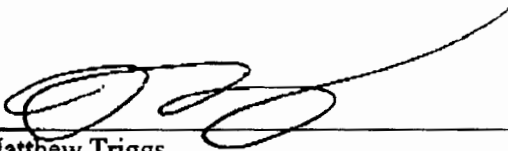
Before me, a Notary Public, personally appeared Matthew Triggs, who being duly sworn
deposes and says that:

1. I am an attorney with the law firm of Proskauer Rose LLP and I am licensed to practice law in the State of Florida.
2. Proskauer Rose LLP is the Plaintiff in this matter.
3. On October 1, 2002, Steven Selz, counsel for the Defendants, informed me that he had appeared at a Uniform Motion Calendar hearing on September 30, 2002 on an *ex parte* basis on Defendants' Motion to Enlarge Time for Discovery. He informed me that he had filed such a motion and further filed a Notice of Hearing setting the motion for hearing on September 30, 2002.

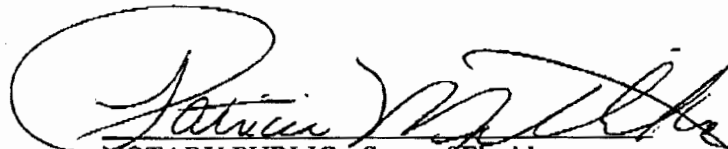
4. Proskauer has never received the Defendants' Motion to Enlarge Time for Discovery or a Notice of Hearing for September 30, 2002. Thus, I did not have any knowledge that a hearing was scheduled to occur on September 30, 2002.

5. I have previously notified counsel for the Defendants that Proskauer does not agree to an extension of the discovery cutoff in this matter.

FURTHER AFFIANT SAYETH NAUGHT.


Matthew Triggs

SWORN TO and subscribed before me this 1st day of October, 2002 by Matthew Triggs, who is personally known by me to be the person who executed the foregoing.


NOTARY PUBLIC - State of Florida
My Commission expires:



Patricia Metlika
MY COMMISSION # CCP83429 EXPIRES
November 24, 2004
BONDED BY FIDELITY AND SURETY INSURANCE, INC.

Exhibit C

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

September 19, 2002

VIA FACSIMILE TRANSMISSION

Christopher W. Prusaski, Esq.
Proskauer Rose, LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431

Re: Proskauer Rose vs. Iviewit.com; Depositions and Pending Discovery..

Dear Chris:

As you will recall at the hearing on September 11th, after being advised of the limitations placed on Mr. Bernstein to attend depositions, mediation, etc., Judge Labarga advised that we were to coordinate an extension of the discovery deadlines in this matter. Your position now seems to be that the discovery will be extended for your client but not mine. I do not believe that this is either in keeping with the spirit or the directive of the Judge's ruling.

Please advise of what date you wish to establish for discovery cut-off in this matter. I would suggest Friday, November 15th, which is 30 days prior to our trial setting and which is after Mr. Bernstein's wife will have delivered their child. The mediation would be set the following week, the week of November 18-22.

If we cannot reach an agreement in this matter I will be forced to address this matter with the Court; however, I would much prefer if we can simply accomplish that end by agreement.

Please advise me by 5:00 pm today if you have reconsidered your position in this matter so that we may submit an agreed order in keeping with my suggestions.

VIA FACSIMILE TRANSMISSION

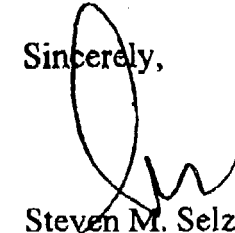
Christopher W. Prusaski, Esq.

Proskauer Rose, LLP

September 19, 2002

Page 2

Sincerely,



Steven M. Selz
For the Firm

SMS/ajf
cc: Client

Exhibit D

PROSKAUER ROSE LLP

2250 Lakes Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher W. Prusaski
Attorney at Law

Direct Dial 561.995.4767
cprusaski@proskauer.com

September 20, 2002

Via Fax and U.S. Mail

Steven M. Selz, Esq.
Selz & Muvdi Selz, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Re.: Proskauer Rose LLP v. Iviewit.com, Inc. et al.

Dear Mr. Selz:

This letter addresses several issues. First, please allow this letter to confirm our telephone conversation this morning wherein you advised me that you are sick with the flu and therefore unable to take the deposition of Christopher Wheeler, which you noticed for 11:00 a.m. today. I have agreed to coordinate a mutually convenient date and time with you to reschedule Mr. Wheeler's deposition.

Second, regarding your letter dated September 19, 2002 wherein you indicate that you wish to extend the discovery cutoff in this matter, please be advised that we do not agree to that request. As Matt Triggs and I told you after the September 11, 2002 hearing, the Court never ruled that the parties "were to coordinate an extension of the discovery deadlines" as you state in your letter. Indeed, Judge Labarga stated that we could extend the discovery cutoff if the parties agreed to do so. We do not agree to do so. That brings me to the issue of the request for production that you faxed to me yesterday. Aside from the fact that the request for production is harassing and preposterously overbroad, the request violates the Court's order setting the discovery cutoff for September 20, 2002. If you do not agree to withdraw the request for production, we will file a motion for protective order.

Finally, you state in your letter that "your position now seems to be that the discovery will be extended for your client but not for mine." We have never asked that the discovery deadline be extended. Rather, we simply agreed to your request that we postpone Mr. Bernstein's deposition (which had been properly noticed well within the discovery period) due to his family medical issue.

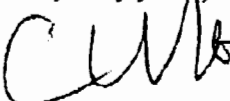
PROSKAUER ROSE LLP

September 20, 2002

Page 2

In sum, pursuant to Judge Labarga's July 18, 2002 order, all discovery in this matter is finished as of 5:00 p.m. today, with the exception of the depositions of Christopher Wheeler and Eliot Bernstein. We will not agree to extend the discovery cutoff. As for rescheduling Mr. Bernstein's deposition and mediation, please provide me with dates when he is available.

Very truly yours,



Christopher W. Prusaski

CWP/kem

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,

v.

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

Defendants.

THIRD RE-NOTICE OF TAKING OF DEPOSITION

To: Christopher W. Prusaski, Esq.
One Boca Place, Suite 340 W
2255 Glades Road
Boca Raton, FL 33431

PLEASE TAKE NOTICE that the undersigned attorneys will take the deposition of:

<u>DEPONENT</u>	<u>DATE AND TIME</u>	<u>LOCATION</u>
Christopher Wheeler, Esq.	October 10, 2002, 10:00 am	Selz & Muvdi Selz, P.A. 214 Brazilian Avenue Suite 200- Conference Room Palm Beach, FL 33480

These oral examinations will continue from day to day until completed,
before a notary public or other person authorized by law to take depositions.

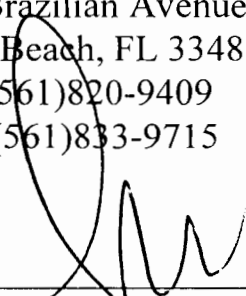
10/11/02

These depositions are being taken for purposes of discovery, for use at a trial or for such other purposes as are permitted under the Florida Rules of Civil Procedure.

PLEASE GOVERN YOURSELF ACCORDINGLY.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 15 day of October, 2002 to the above-listed addressee.

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

CC: Esquire Deposition Services, Inc. (via facsimile)
In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodations to participate in this proceeding should contact the Court ADA Coordinator at (561) 357-5512 no later than seven days prior to the proceeding. If hearing impaired, contact the Court TDD number (305) 831-8288, or Florida Relay Services (800-955-8771) for assistance.

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (708) 450-1415

Individual & Firm: CAROLINE ROGERS, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 10/1/02 11:40 A.M. File # _____

Total number of Pages (INCLUDING this cover sheet) 5

RE: IVIEWIT.COM

Document(s) Attached: LETTER; RE-NOTICE OF TAKING OF DEPOSITION

Comments: I HAVEN'T HAD A RESPONSE TO MY PRIOR LETTER- NEED INFORMATION ON COUNTERCLAIM IMMEDIATELY SO THAT CAN BEGIN WORKING ON SAME.

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT 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 IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

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

FAX TRANSMITTAL COVER SHEET
FAX Number: (561) 241-7145

Individual & Firm: CHRISTOPHER W. PRUSASKI, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 10/01/02 File # _____

Total number of Pages (INCLUDING this cover sheet) 4

RE: IVIEWIT.COM

Document(s) Attached: LETTER; NOTICE OF HEARING

Comments: NONE

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

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HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Oct 01 2002 10:46am

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Oct 1	10:45am	Fax Sent	2417145	1:00	5	OK

HP Fax K1220

Log for
SELZ MUVDI SELZ
561 833 9715
Oct 01 2002 11:03am

Last Transaction

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Oct 1	10:59am	Fax Sent	17084501415	3:17	5	OK
