

Certificate

For **3,007** Shares

From whom transferred

Original Issue

Received Certificate No. _____

No. 2

Issued to
INVESTECH Holdings L.L.C.

Dated

No. ORIGINAL
CERTIFICATE

No. ORIGINAL
SHARES

No. OF SHARES
TRANSFERRED

for _____ Shares
this _____ day of _____

Dated 12/31/99

CANCELLED

NUMBER

2

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

SHARES

3,007

THIS CORPORATION IS AUTHORIZED TO ISSUE DIFFERENT CLASSES OF STOCK, OR DIFFERENT SERIES WITHIN A CLASS. A FULL STATEMENT OF THE DESIGNATIONS, RELATIVE RIGHTS, PREFERENCES AND LIMITATIONS APPLICABLE TO EACH CLASS OR TO EACH SERIES WITHIN A CLASS AND THE AUTHORITY OF THE BOARD OF DIRECTORS TO DETERMINE VARIATIONS FOR FUTURE SERIES WILL BE FURNISHED TO ANY SHAREHOLDER WITHOUT CHARGE UPON REQUEST TO THE CORPORATION.

iviewit Holdings, Inc.
AUTHORIZED 700,000 SHARES

200,000 CLASS A VOTING COMMON \$.01 PAR VALUE • 400,000 CLASS B NON-VOTING COMMON \$.01 PAR VALUE
100,000 PREFERRED \$.01 PAR VALUE

This Certifies that

INVESTECH Holdings L.L.C.

is the

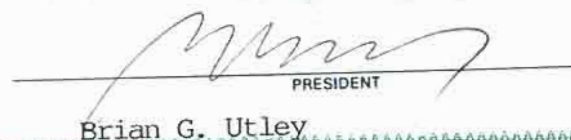
registered Holder of ---Three Thousand Seven--- Shares of the Capital Stock of

iviewit Holdings, Inc.

fully paid and non-assessable transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this 31st day of December, 1999


SECRETARY
Eliot I. Bernstein


PRESIDENT
Brian G. Utley

CLASS A

