

Stock Certificates

Iviewit Technologies, Inc.

NO certs removed

1 Specimen

15 cents - none issued

Certificate No. 1 Issued to _____ Shares
 From whom transferred _____ Shares
 Dated _____ Received Certificate No. _____ Shares
 for _____ this _____ day of _____

No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED

NUMBER **1**

INCORPORATED UNDER THE LAWS OF

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.

STATE OF DELAWARE

iviewit Technologies, Inc.
 AUTHORIZED 700,000 SHARES

200,000 CLASS A VOTING COMMON \$0.01 PAR VALUE - 400,000 CLASS B NON-VOTING COMMON \$0.01 PAR VALUE
 100,000 PREFERRED \$0.01 PAR VALUE

This certifies that

_____ is the registered Holder of _____ Shares of the Capital Stock of

iviewit Technologies, 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 _____ day of _____

SECRETARY

PRESIDENT



1 Viewit Technologies, Inc
10 certs removed
1 specimen
15 certs - none issued

Stock Certificates

Certificate No. 1 Issued to Shares

From when transferred:

Received Certificate No. Shares for this day of _____

Dated _____

NO. ORIGINAL CERTIFICATE

NO. ORIGINAL SHARES

NO. OF SHARES TRANSFERRED

Dated _____

1

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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 Technologies, 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

iviewit Technologies, Inc.

registered Holder of _____ Shares of the Capital Stock of _____ is the

iviewit Technologies, 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 _____ day of _____

SECRETARY

PRESIDENT

CLASS B



Viewit Technologies, Inc
1 specimen
15 cents - none issued

Stock Certificates

Certificate No. 1 Issued to Shares Dated From when transferred Received Certificate No. Shares for this day of Shares

No. Original Certificate 1 No. Original Shares 1 No. of Shares Transferred 1

ARTICLE I

INCORPORATED UNDER THE LAWS OF

SHARES

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.

STATE OF DELAWARE

iviewit Technologies, 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 Certificate that

registered Holder of _____ is the
 _____ Shares of the Capital Stock of

CLASS A

iviewit Technologies, 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 _____ day of _____



SECRETARY

PRESIDENT

Certificate No. 2

For **3,007** Shares
Issued to
INVESTECH Holdings L.L.C.

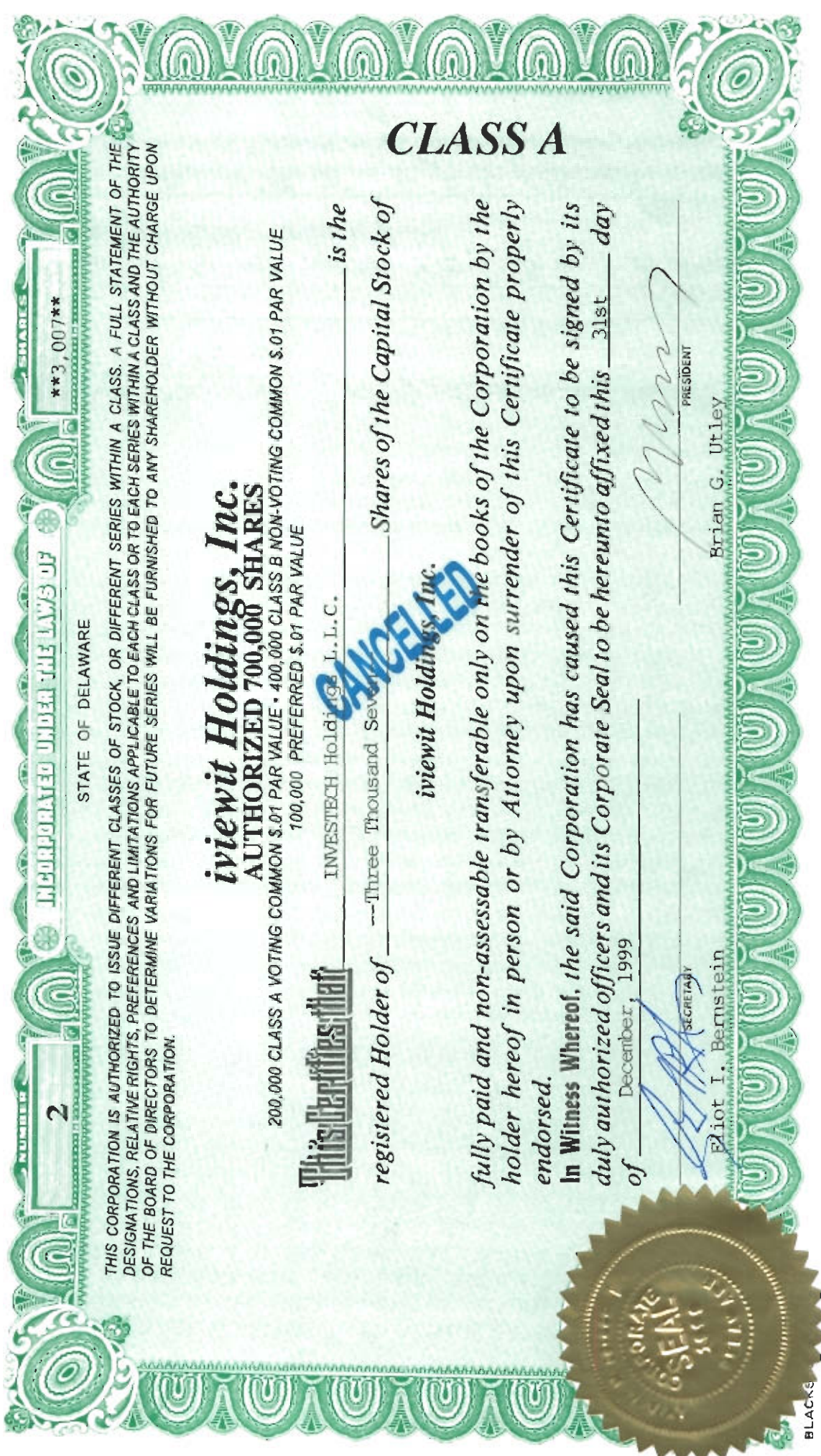
Original Issue
From whom transferred
Dated

Received Certificate No. _____
for _____ Shares
this _____ day of _____

No. ORIGINAL CERTIFICATE
No. ORIGINAL SHARES
No. OF SHARES TRANSFERRED

Dated 12/31/99

CANCELLED



NUMBER 2 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 _____ 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



[Signature]
PRESIDENT
Brian G. Utley

[Signature]
SECRETARY
Eliot I. Bernstein

Certificate

For **1,250** Shares

From whom transferred
Original Issue

Received Certificate No. _____ Shares

Issued to
New Media Holdings, Inc.

Dated

No. 1
Dated 12/31/99

this _____ day of _____

No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED

NUMBER 1

INCORPORATED UNDER THE LAWS OF

SHARES **1,250**

STATE OF DELAWARE

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
New Media Holdings, Inc.

This Certificate that

is the registered Holder of One Thousand Two Hundred Fifty 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.

PRESIDENT
Brian G. Utley

SECRETARY
Eliot I. Bernstein

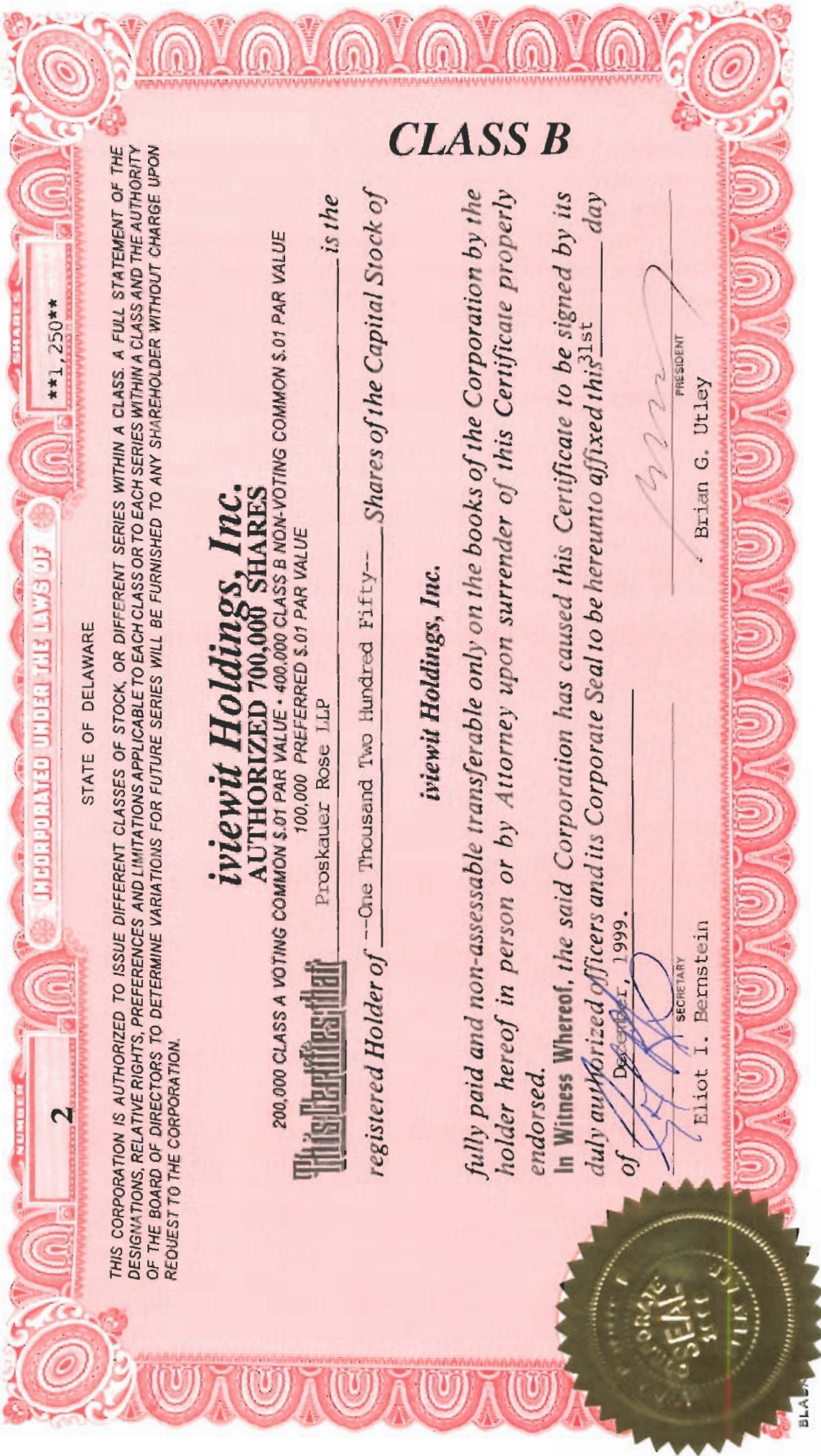
Certificate No. 2

For **1,250** Shares
Issued to Proskauer Rose LLP

From whom transferred Original Issue
Dated 12/31/99

Received Certificate No. Shares
for this day of _____

No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED



NUMBER 2 SHARES **1,250**

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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
Proskauer Rose LLP

This Certificate is the registered Holder of One Thousand Two Hundred Fifty 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

[Signature]
PRESIDENT
Brian G. Utley

Certificate

No. 3

For

Shares

From whom transferred

Received Certificate No. Shares

Issued to

zakirul Shirajee

Dated

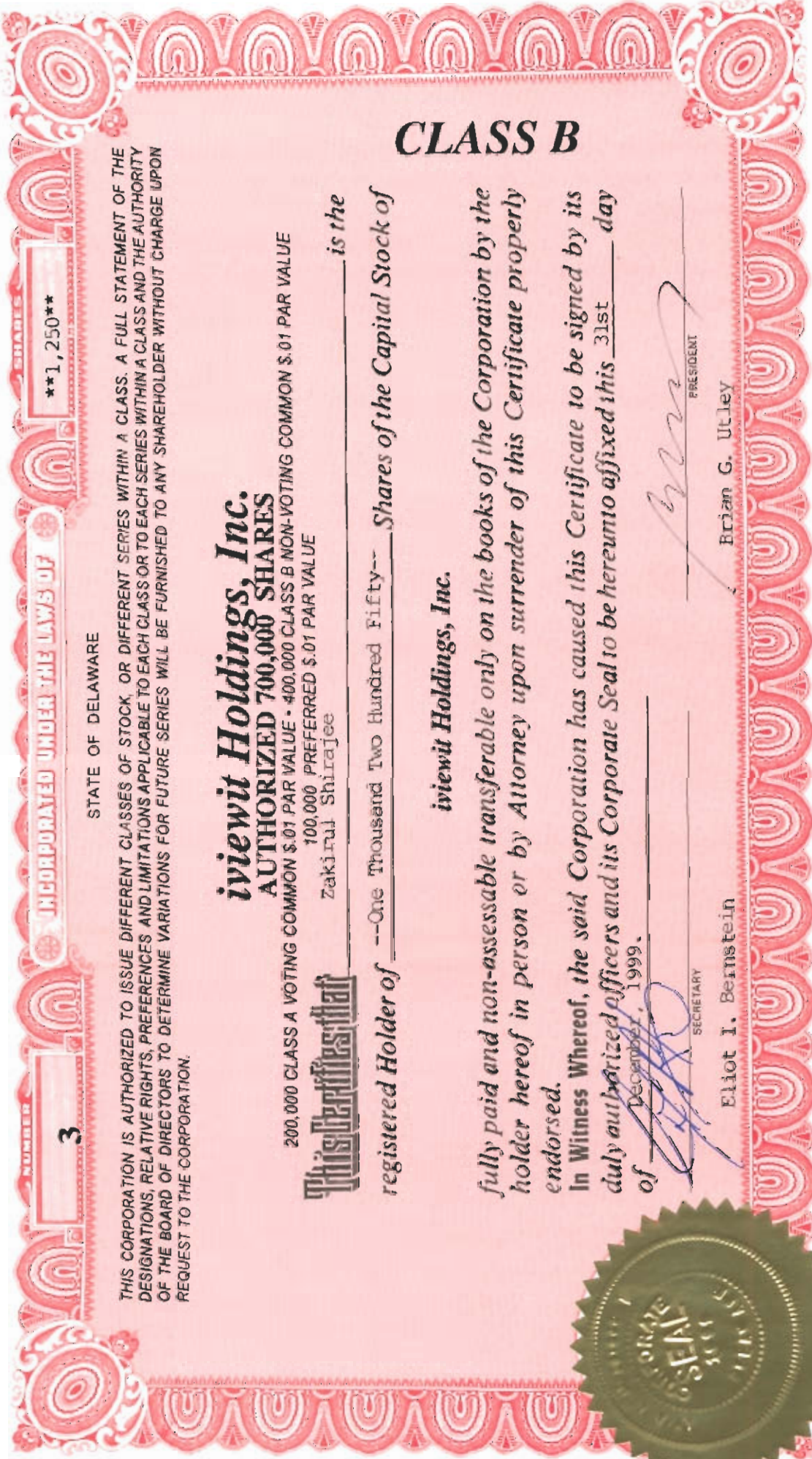
12/31/99

this day of

No. OF SHARES TRANSFERRED

No. ORIGINAL SHARES

No. ORIGINAL CERTIFICATE



INCORPORATED UNDER THE LAWS OF

NUMBER 3

SHARES **1,250**

STATE OF DELAWARE

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
zakirul Shirajee

This Certificate that

is the

registered Holder of --One Thousand Two Hundred Fifty-- 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.



[Signature]
SECRETARY

Eliot I. Bernstein

[Signature]
PRESIDENT

Brian G. Utley

CLASS B

Certificate

No. 4

For ***1,250** Shares

Issued to

Jude Rosario

Dated 12/31/99

From whom transferred

Original Issue

Dated

NO. ORIGINAL
CERTIFICATE

NO. ORIGINAL
SHARES

NO. OF SHARES
TRANSFERRED

Received Certificate No. Shares
for this day of Shares

4

***1,250**

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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
Jude Rosario

This Certificate

is the

registered Holder of --One Thousand Two Hundred Fifty-- 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.

[Signature]

SECRETARY

Eliot I. Bernstein

[Signature]

PRESIDENT

Brian G. Utley



CLASS B

Certificate

For _____ Shares

From whom transferred

Received Certificate No. _____ Shares

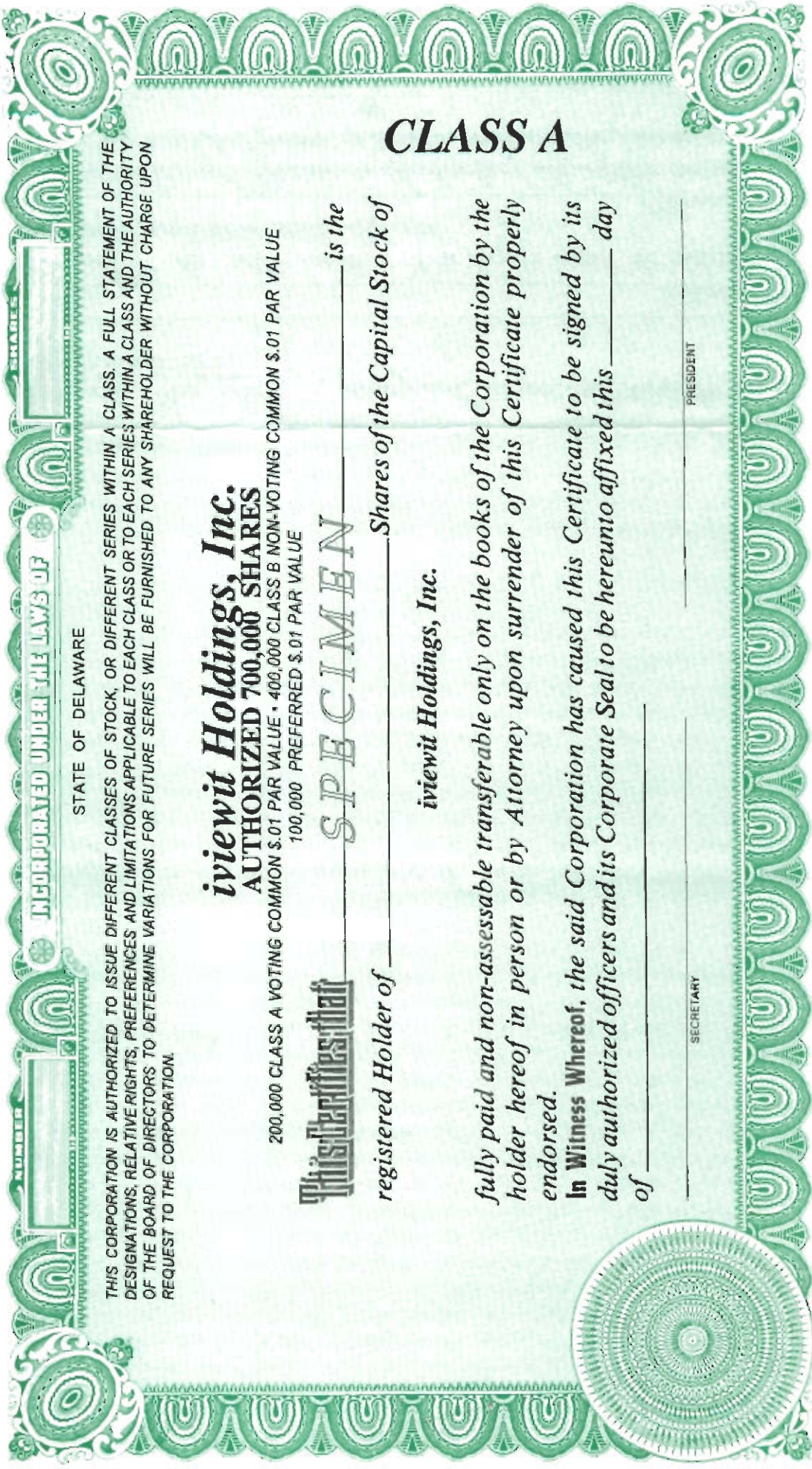
Issued to

Dated _____

for this _____ day of _____

No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED

Dated _____



INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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 _____ is the
 registered Holder of _____ 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.

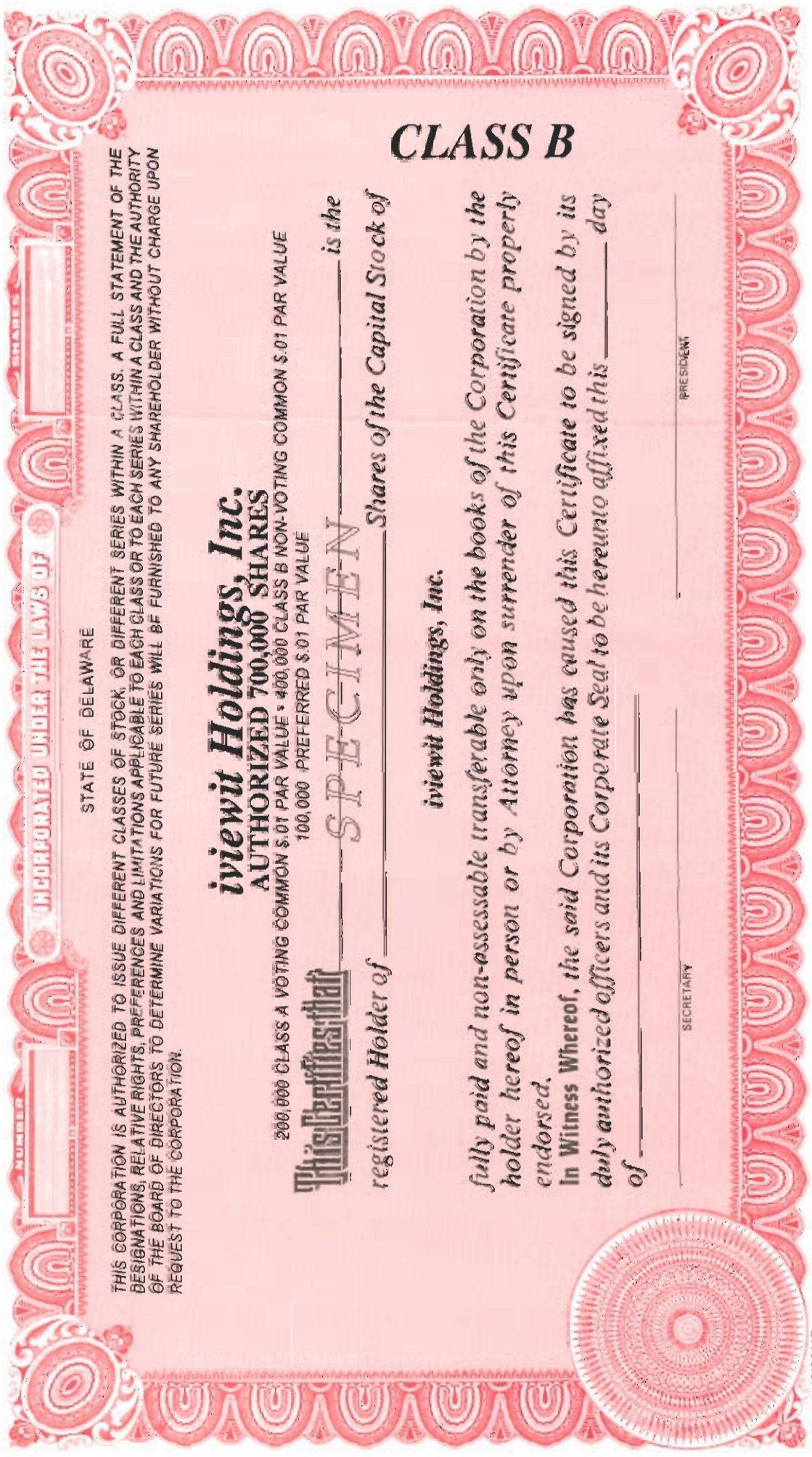
In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this _____ day of _____

SECRETARY

PRESIDENT



Certificate No. _____ Issued to _____ Shares _____
 For _____ Received Certificate No. _____ Shares _____
 Dated _____ this _____ day of _____
 From whom transferred _____
 No. of Original Certificate _____ No. of Original Shares _____ No. of Shares Transferred _____
 Dated _____



INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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 Certificate is the registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT



Certificate No. _____ Issued to _____ Shares _____
 For _____ Shares _____
 Received Certificate No. _____
 for _____ Shares _____
 this _____ day of _____
 Dated _____
 No. of Original Certificate _____ No. of Original Shares _____
 No. of Shares Transferred _____

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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 Certificate is the
 registered Holder of _____ 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 _____ day of _____

SECRETARY _____ PRESIDENT _____



Certificate No. 3 Issued to _____ Dated _____
 For _____ Shares
 From whom transferred _____ Dated _____
 Received Certificate No. _____ Shares
 for this _____ day of _____

NO. ORIGINAL CERTIFICATE	NO. ORIGINAL SHARES	NO. OF SHARES TRANSFERRED

Dated _____

INCORPORATED UNDER THE LAWS OF 3 SHARES

STATE OF DELAWARE

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 _____ is the
 registered Holder of _____ 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 _____ day of _____

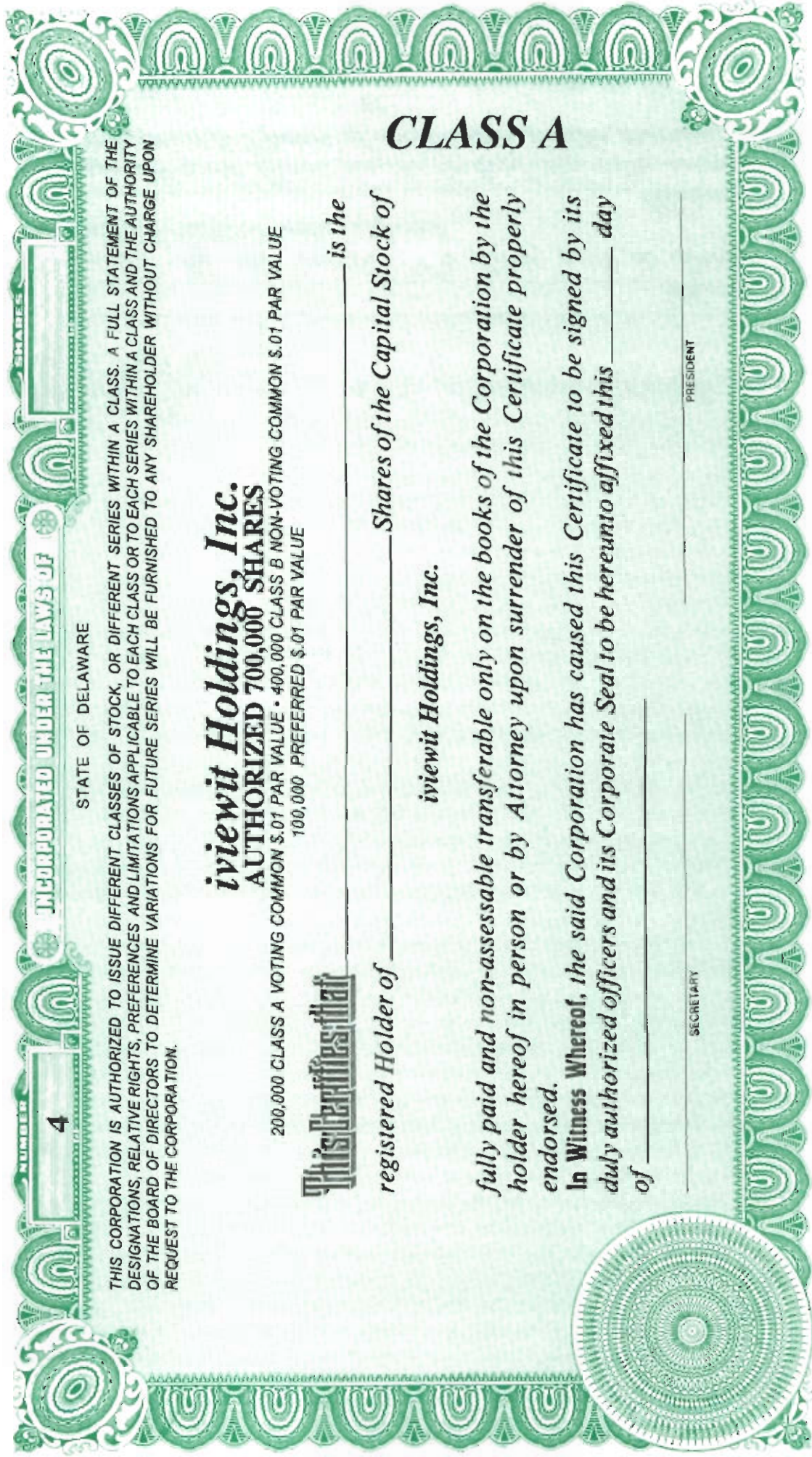
 SECRETARY

 PRESIDENT



Certificate No. 4 Issued to _____ Dated _____
 For _____ Shares _____
 From whom transferred _____
 Received Certificate No. _____ Shares _____
 for this _____ day of _____

NO. ORIGINAL CERTIFICATE	NO. ORIGINAL SHARES	NO. OF SHARES TRANSFERRED



INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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 Certificate _____ is the
 registered Holder of _____ 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 _____ day of _____

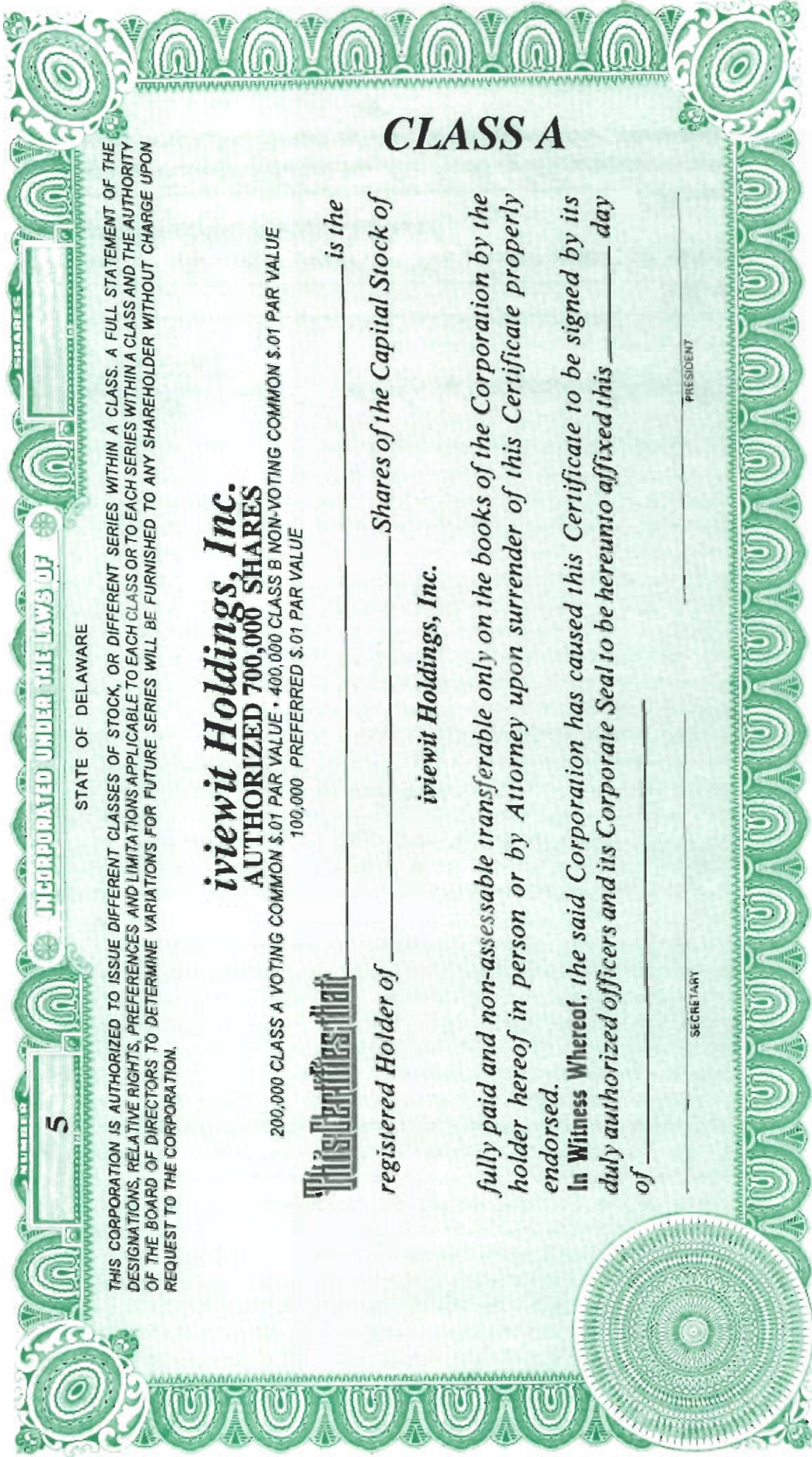
SECRETARY

PRESIDENT



Certificate No. 5 Issued to _____ Dated _____
 For _____ Shares
 From whom transferred _____ Dated _____
 Received Certificate No. _____ Shares
 for this _____ day of _____

No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED



INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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 _____ is the
 registered Holder of _____ 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 _____ day of _____



SECRETARY

PRESIDENT

Certificate No. 7 Issued to Shares Dated _____

For Shares From whom transferred Shares Received Certificate No. Shares

for this day of _____

No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED
<u>7</u>		

Dated _____

INCORPORATED UNDER THE LAWS OF **STATE OF DELAWARE**

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 Certificate _____ is the
 registered Holder of _____ 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.

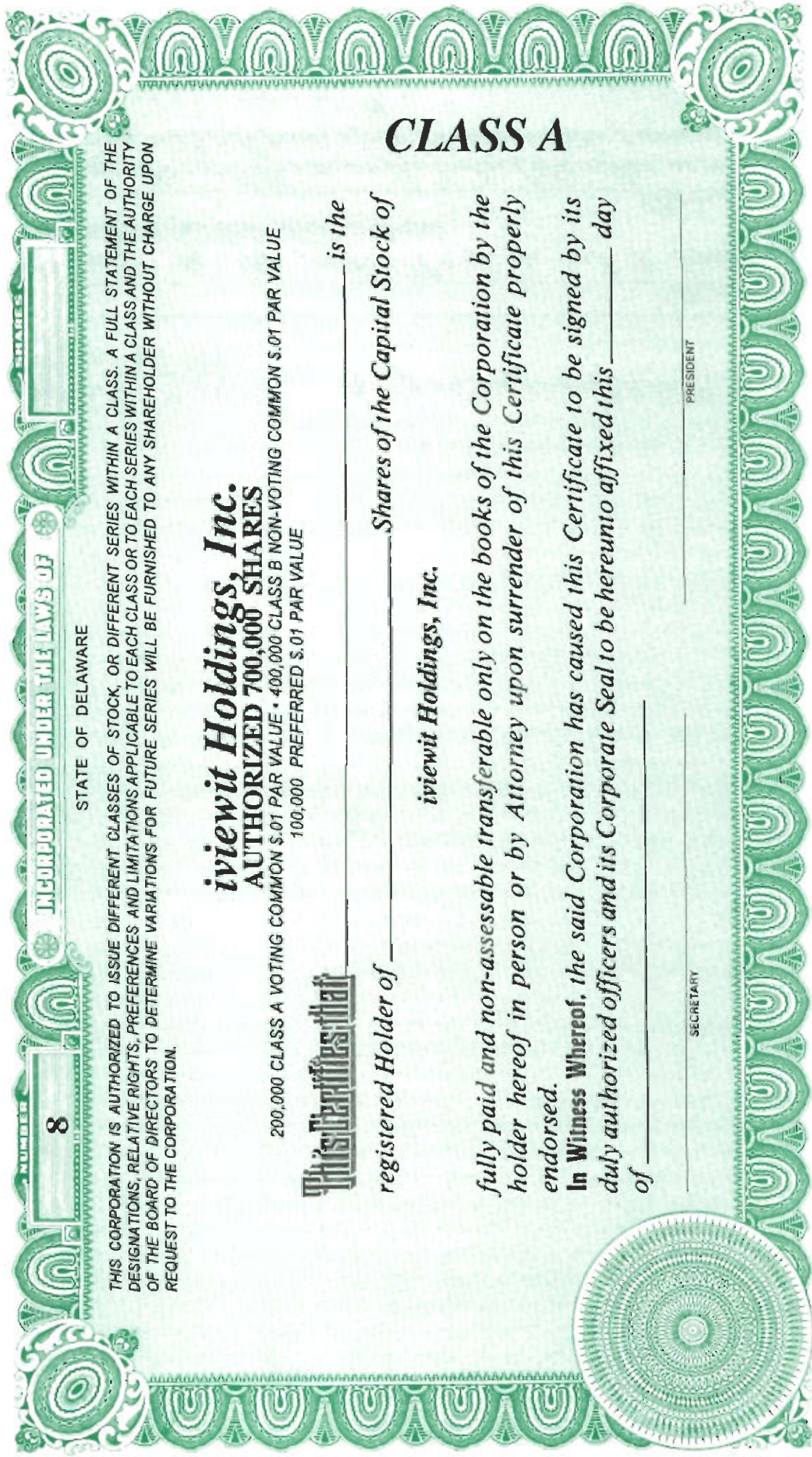
In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this _____ day of _____

SECRETARY _____ PRESIDENT _____



Certificate No. 8 Issued to _____ Dated _____
 For _____ Shares
 From whom transferred _____ Dated _____
 Received Certificate No. _____ Shares
 for this _____ day of _____

No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED



INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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 Certificate is the registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT



Certificate No. 9 Issued to _____ Dated _____
 For _____ Shares _____
 From whom transferred _____ Dated _____
 Received Certificate No. _____ Shares _____
 for _____ day of _____

No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED

INCORPORATED UNDER THE LAWS OF
 STATE OF DELAWARE

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 Certificate that _____ is the
 registered Holder of _____ 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.

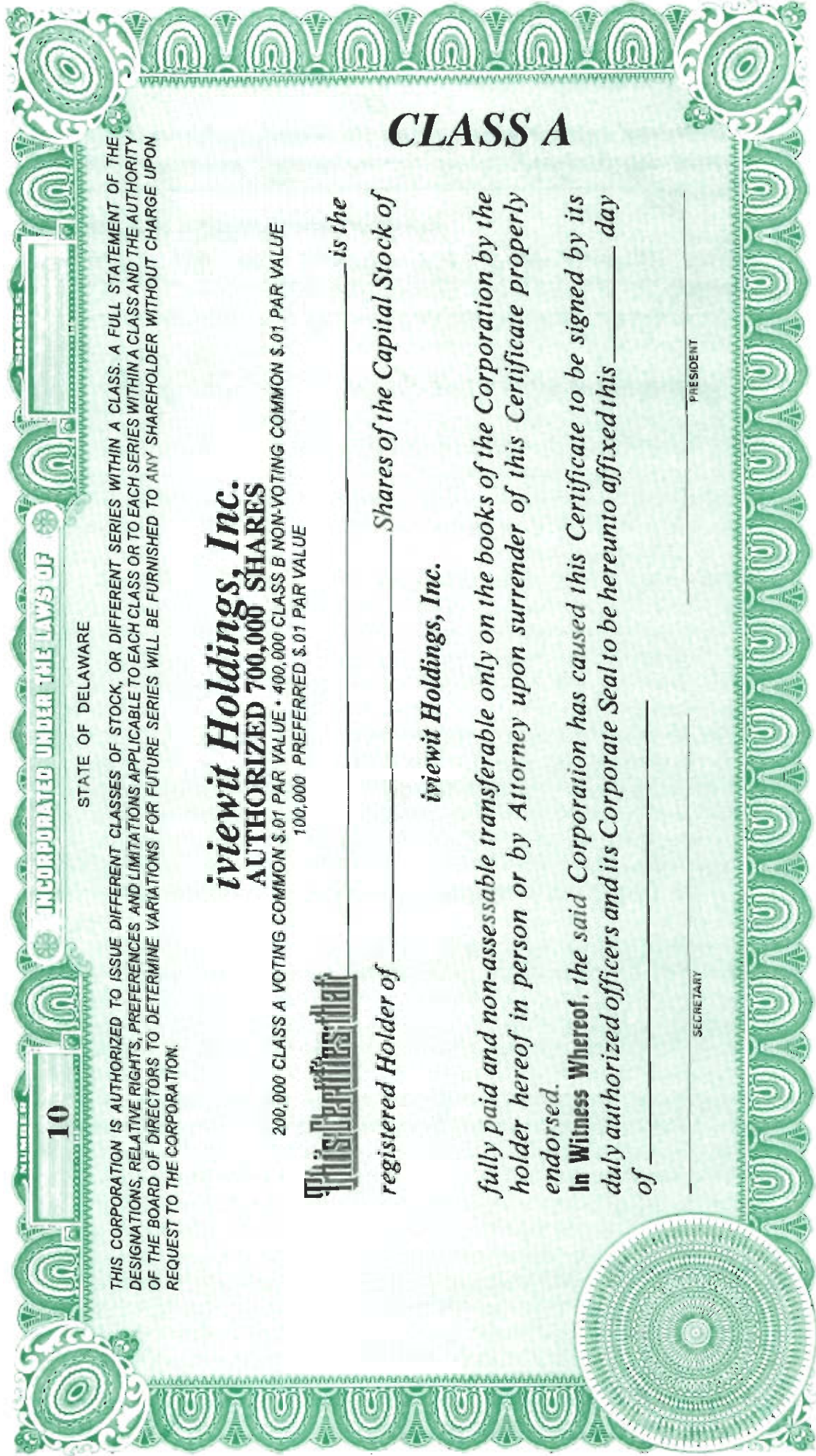
In Witness Whereof, the said Corporation has caused this Certificate to be signed by its
 duly authorized officers and its Corporate Seal to be hereunto affixed this _____ day
 of _____

 SECRETARY

 PRESIDENT



Certificate No. 10 Issued to _____ Shares _____
 For _____ Shares _____
 From whom transferred _____
 Received Certificate No. _____ Shares _____
 for this _____ day of _____
 Dated _____
 No. ORIGINAL CERTIFICATE _____
 No. ORIGINAL SHARES _____
 No. OF SHARES TRANSFERRED _____



INCORPORATED UNDER THE LAWS OF

10

STATE OF DELAWARE

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 Certificate that _____ is the
 registered Holder of _____ 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 _____ day of _____



SECRETARY

PRESIDENT

Certificate No. 11 Issued to _____ Shares _____
 For _____ Shares _____
 From whom transferred _____
 Received Certificate No. _____ Shares _____
 for this _____ day of _____
 Dated _____
 Dated _____
 NO. ORIGINAL CERTIFICATE _____ NO. ORIGINAL SHARES _____ NO. OF SHARES TRANSFERRED _____

11
 INCORPORATED UNDER THE LAWS OF
 STATE OF DELAWARE

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 Certificate that _____ is the
 registered Holder of _____ 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 _____ day
 of _____

_____ PRESIDENT
 _____ SECRETARY



Certificate No. 12 Issued to _____ Shares _____
 For _____ Shares _____
 From whom transferred _____
 Received Certificate No. _____ Shares _____
 for this _____ day of _____
 Dated _____
 No. ORIGINAL CERTIFICATE _____
 No. ORIGINAL SHARES _____
 No. OF SHARES TRANSFERRED _____
 Dated _____

12 NUMBER OF SHARES

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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 _____ is the
 registered Holder of _____ 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 _____ day
 of _____

 SECRETARY

 PRESIDENT



Certificate No. 15 Issued to _____ Shares _____
 For _____ Shares _____
 Received Certificate No. _____ Shares _____
 for this _____ day of _____
 Dated _____
 From whom transferred: _____
 Dated _____
 No. of Shares Transferred _____
 No. Original Shares _____
 No. Original Certificate _____

INCORPORATED UNDER THE LAWS OF
 STATE OF DELAWARE

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 Certificate is the _____ 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 _____ day of _____

 SECRETARY

 PRESIDENT



Certificate
No. 5

Five Shares

From whom transferred
Dated

Received Certificate No.
Five Shares
day of

5

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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 Certificate

registered Holder of _____ 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 _____ day of _____

CLASS B

SECRETARY

PRESIDENT

Certificate

No. 6

Issued to

Shares

From whom transferred

Received Certificate No. _____

for _____

Shares

for _____

Shares

for _____

Shares

for _____

this _____ day of _____

Shares

State of Delaware

INCORPORATED UNDER THE LAWS OF

DELAWARE

NO. OF ORIGINAL CERTIFICATE

NO. OF ORIGINAL SHARES

NO. OF SHARES TRANSFERRED

STATE OF DELAWARE

INCORPORATED UNDER THE LAWS OF

6

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.

iviewit Holdings, Inc.

200,000 CLASS A VOTING COMMON \$0.01 PAR VALUE • 400,000 CLASS B NON-VOTING COMMON \$0.01 PAR VALUE

100,000 PREFERRED \$0.01 PAR VALUE

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

CLASS B

Certificate

No. 7

For

Shares

From whom transferred

Original

No. Original Certificate

No. Original Shares

No. of Shares Transferred

Received Certificate No.

for this day of

Shares

Dated

7

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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

iviewit Holdings, Inc.

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

CLASS B

Certificate

No. 8

For

Bound to

Shares

From whom transferred

Dated

No. ORIGINAL
CERTIFICATE

No. ORIGINAL
SHARES

No. OF SHARES
TRANSFERRED

Received Certificate No. _____
for _____
this _____ day of _____
Shares

Dated

8

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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.

200,000 CLASS A VOTING COMMON \$0.01 PAR VALUE • 400,000 CLASS B NON-VOTING COMMON \$0.01 PAR VALUE
100,000 PREFERRED \$0.01 PAR VALUE

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

CLASS B

Certificate

No. 9

For

Signed to

Shares

From whom transferred

Dated

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

Received Certificate No.

for this day of

Shares

Dated

NUMBER 9

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

SHARES

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.

200,000 CLASS A VOTING COMMON \$0.01 PAR VALUE • 400,000 CLASS B NON-VOTING COMMON \$0.01 PAR VALUE

100,000 PREFERRED \$0.01 PAR VALUE

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

CLASS B

Certificate

No.

10

Issued to

Shares

From whom transferred

Dated

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

Received Certificate No.

for this day of

Shares

Dated

10

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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.

iviewit Holdings, Inc.
AUTHORIZED 700,000 SHARES

200,000 CLASS A VOTING COMMON \$0.01 PAR VALUE • 400,000 CLASS B NON-VOTING COMMON \$0.01 PAR VALUE
100,000 PREFERRED \$0.01 PAR VALUE

registered Holder of

iviewit Holdings, Inc.

Shares of the Capital Stock of

is the

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 _____ day of _____

SECRETARY

PRESIDENT

CLASS B

Certificate

For

Issued to

Shares

From whom transferred

Received Certificate No.

No. 11

Dated

Dated

For

this day of

Shares

No. ORIGINAL
CERTIFICATE

No. ORIGINAL
SHARES

No. OF SHARES
TRANSFERRED

NUMBER
11

INCORPORATED UNDER THE LAWS OF

SHARES
11

STATE OF DELAWARE

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.

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

iviewit Holdings, Inc.

iviewit Holdings, Inc.
AUTHORIZED 700,000 SHARES

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

CLASS B

Certificate

No.

12

Shares

Issued to

From whom transferred

Dated

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

Received Certificate No.

for this day of

Shares

Dated

12

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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

iviewit

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

CLASS B

Certificate No. 13

For Shares

From whom transferred

Received Certificate No. Shares
for this day of

Dated

No. ORIGINAL
CERTIFICATE

No. ORIGINAL
SHARES

No. OF SHARES
TRANSFERRED

13

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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

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

is the

registered Holder of 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 day of

SECRETARY

PRESIDENT

CLASS B

Certificate

No. 14

For

Assued to

Shares

From whom transferred

Dated

No. ORIGINAL
CERTIFICATE

No. ORIGINAL
SHARES

No. OF SHARES
TRANSFERRED

Remitted Certificate No.

for this day of

Share

NUMBER 14

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

SHARES

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.

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

Viewit Holdings, Inc.

AUTHORIZED 700,000 SHARES

100,000 PREFERRED \$.01 PAR VALUE

registered Holder of _____ Shares of the Capital Stock of

Viewit 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 _____ day of _____

SECRETARY

PRESIDENT

CLASS B

Certificate No. 15

For Five Shares

From whom transferred

Granted

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

Received Certificate No. Five Shares for Five days of May

Dated

15

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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

iviewit Holdings, Inc.

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

CLASS B

Certificate

No. 1

For

Shares

From whom transferred

Received Certificate No.

for this day of Shares

No. 1

Assigned to

Dated

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

Dated

NUMBER 1

INCORPORATED UNDER THE LAWS OF

SHARES

STATE OF DELAWARE

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.

200,000 CLASS A VOTING COMMON \$0.01 PAR VALUE • 400,000 CLASS B NON-VOTING COMMON \$0.01 PAR VALUE

100,000 PREFERRED \$0.01 PAR VALUE

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

PREFERRED

Certificate No. 2

For Two Shares

From whom transferred Dated

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

Received Certificate No. Two for Two days Two Shares

Dated

2

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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.

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

registered Holder of

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 _____ day of _____

SECRETARY

PRESIDENT

PREFERRED

Certificate No. 3

For Three Shares

From whom transferred

Received Certificate No. _____

Shares

Dated _____

Dated _____

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

for this day of _____

3

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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 \$0.01 PAR VALUE • 400,000 CLASS B NON-VOTING COMMON \$0.01 PAR VALUE
100,000 PREFERRED \$0.01 PAR VALUE

iviewit Holdings, Inc.

registered Holder of _____ 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 _____ day of _____

PREFERRED

SECRETARY

PRESIDENT

Certificate

No. 4

For

Shares

From whom transferred

Received Certificate No.

No. 4

Signed by

Dated

No. OF ORIGINAL CERTIFICATE

No. OF ORIGINAL SHARES

No. OF SHARES TRANSFERRED

for this day of Shares

NUMBER 4

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

SHARES

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

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

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

PREFERRED



BLACKSTONE

Certificate No. 5

For Five Shares

From whom transferred Quoted

Received Certificate No. Five for this day of Shares

Quoted

No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED

5

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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

Registered
registered Holder of _____ Shares of the Capital Stock of **iviewit Holdings, Inc.** is the

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 _____ day of _____

SECRETARY

PRESIDENT

PREFERRED

Certificate

No. 6

Five

Shares to

Shares

From whom transferred

Dated

No. ORIGINAL
CERTIFICATE

No. ORIGINAL
SHARES

No. OF SHARES
TRANSFERRED

Received Certificate No.

for this day of

Shares

6

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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.

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

registered Holder of

iviewit Holdings, Inc.

Shares of the Capital Stock of

is the

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 _____ day of _____

PREFERRED

SECRETARY

PRESIDENT

Certificate

No. 7

Shares

From whom transferred

to whom transferred

for how many days

7

Shares

Original Certificate

No. of Original Shares

No. of Original Shares

No. of Shares Transferred

for how many days

Shares

7

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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.

200,000 CLASS A VOTING COMMON \$0.01 PAR VALUE • 400,000 CLASS B NON-VOTING COMMON \$0.01 PAR VALUE

100,000 PREFERRED \$0.01 PAR VALUE

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

PREFERRED

Certificate

For

Shares

From whom transferred

for

Received Certificate No.

No. 8

Issued to

Dated

No. of ORIGINAL CERTIFICATE

No. of ORIGINAL SHARES

No. of SHARES TRANSFERRED

this *day* of *Shares*

Dated

8

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

SHARES

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

registered Holder of

iviewit Holdings, Inc.

Shares of the Capital Stock of

is the

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 _____ day of _____

PREFERRED

SECRETARY

PRESIDENT

Outstanding

No. 9

For

Amount to

Shares

From whom transferred

Dated

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

for

Received Certificate No.

Shares

Dated

9

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

SHARES

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.

Walter B. ...

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

iviewit Holdings, Inc.

AUTHORIZED 700,000 SHARES

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

PREFERRED

Certificate No. 10

For

Issued to

Shares

From whom transferred

Received Certificate No.

for this day of Shares

Dated

Dated

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

10

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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.

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

iviewit Holdings, Inc.
AUTHORIZED 700,000 SHARES

registered Holder of

iviewit Holdings, Inc.

Shares of the Capital Stock of

is the

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 _____ day of _____

PREFERRED

SECRETARY

PRESIDENT

Certificate No. 11

Five Shares

From whom transferred

Received Certificate No. for this day of Shares

Dated

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

11

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

SHARES

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.

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

registered Holder of

iviewit Holdings, Inc.

Shares of the Capital Stock of

is the

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 _____ day of _____

PREFERRED

SECRETARY

PRESIDENT

Certificate No. 12

For

Assumed to

Shares

From whom transferred

Dated

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

Received Certificate No. for Shares this day of

Dated

12

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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.

Miss Bertha

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

iviewit Holdings, Inc.

AUTHORIZED 700,000 SHARES

registered Holder of 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 day of

SECRETARY

PRESIDENT

PREFERRED

Certificate No. 13

For

Assumed to

Shares

From whom transferred

Received Certificate No.

Shares

for this day of

Dated

Dated
No. ORIGINAL
CERTIFICATE

No. ORIGINAL
SHARES

No. OF SHARES
TRANSFERRED

13

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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.

Official Representative

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

iviewit Holdings, Inc.
AUTHORIZED 700,000 SHARES

registered Holder of

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 ___ day of ___

SECRETARY

PRESIDENT

PREFERRED

Certificate

No. 14

For

Shares

Issued to

From whom transferred

Received Certificate No. _____
for _____ Shares

No. 14

Dated

No. ORIGINAL
CERTIFICATE

No. ORIGINAL
SHARES

No. OF SHARES
TRANSFERRED

this _____ day of _____

Shares

Dated

14

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

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.

Miss Bertha Baird

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

iviewit Holdings, Inc.

AUTHORIZED 700,000 SHARES

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

PREFERRED

Certificate

No. 15

For

Shares

From whom transferred

Dated

No. ORIGINAL CERTIFICATE

No. ORIGINAL SHARES

No. OF SHARES TRANSFERRED

Received Certificate No.

for this day of

Shares

Dated

NUMBER 15

INCORPORATED UNDER THE LAWS OF

STATE OF DELAWARE

SHARES

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

Miss [Name]

registered Holder of _____ 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 _____ day of _____

SECRETARY

PRESIDENT

PREFERRED

	NAME OF STOCKHOLDER	PLACE OF RESIDENCE	TIME BECAME OWNER	CERTIFICATES ISSUED		FROM WHOM SHARES WERE TRANSFERRED (If Original Issue Enter As Such)
				CERTIF NOS	NO SHARES	
A	uview.com, Inc.		12/31/99	1-A	52,127	Original Issue
B	INVESTEC H Holdings L.L.C.		12/31/99	2-A	3,007	Original Issue
C	NewMedia Holdings, Inc.		12/31/99	1-B	1,250	Original Issue
D	Proskauer Rose LLP		12/31/99	2-B	1,250	Original Issue
E	Zakirul Shaquee		12/31/99	3-B	1,250	Original Issue
F	Jude Rosario		12/31/99	4-B	1,250	Original Issue
G						

