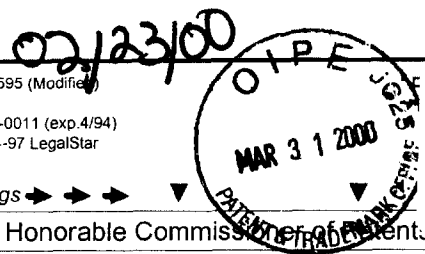


FORM PTO-1595 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalStar
P08/REV02



04-21-2000



101328694

Tab settings

To the Honorable Commissioner of Patents and Trademarks

attached original documents or copy thereof.

1. Name of conveying party(ies):
S&T Science and Technology Inc.

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **A & A Consulting Inc.**

Internal Address: _____

Street Address: **P.O. Box 3223, Tropic Isle Building,**

Road Town _____

City: **Tartola** State: **BVI** ZIP: _____

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: **July 2, 1999**

4. Application number(s) or registration numbers(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) _____

B. Patent No.(s) _____

5,043,437

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Omar A. Nassif**

Internal Address: _____

Street Address: **Suite 4900, Commerce Court West**

City: **Toronto** State: **ON** ZIP: **M5L1J3**

6. Total number of applications and patents involved: **1**

7. Total fee (37 CFR 3.41):.....\$ **40.00**

Enclosed - Any excess or insufficiency should be credited or debited to deposit account

Authorized to be charged to deposit account

8. Deposit account number: **07-1750**

04/21/2000 T10M11 00000035 071750 5043437

DO NOT USE THIS SPACE

01 FC:581 (40.00 CV)

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Omar A. Nassif, Reg. No. 33,640 **February 23, 2000**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **10**

ASSIGNMENT

WHEREAS, S&T Science and Technology Inc., (hereinafter referred to as ASSIGNOR), a corporation organized under the laws of the British Virgin Islands, having its head office at P.O. Box 3443, Tropic Isle Building, Road Town, Tortola, British Virgin Islands, is the beneficial owner of the entire right, title and interest in and to the patent and patent applications, any and all inventions covered thereby, and any and all know-how related thereto, listed in the Appendix "A" annexed hereto (hereinafter referred to collectively as "the Patents"); and

WHEREAS, A&A Consulting Inc., (hereinafter referred to as ASSIGNEE), a corporation organized under the laws of the Province of the British Virgin Islands, having its head office at P.O. Box 3443, Tropic Isle Building, Road Town, Tortola, British Virgin Islands, is desirous of acquiring from ASSIGNOR the entire right, title and interest in and to the Patents and all other intellectual property of ASSIGNOR, including rights in respect of intellectual property created or developed under the Patents.

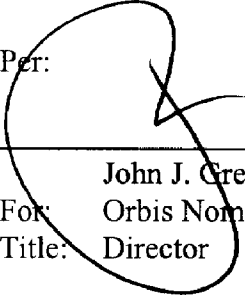
NOW THEREFORE, in consideration and in exchange for the sum of ten dollars (\$10.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns, transfers and sets over to ASSIGNEE its entire right, title and interest in and to the Patents and for the use and enjoyment of its successors, assigns or other legal representatives as the same would have been held and enjoyed by ASSIGNOR if the assignment and sale had not been made. ASSIGNOR further confirms that the herein assignment includes an assignment to ASSIGNEE of the right of ASSIGNOR to file foreign patent applications, patents of addition and patents of importation corresponding to any of the Patents (including any of the Patents which creates a priority date under the Paris Convention).

AND ASSIGNOR hereby agrees to do such things and to execute such further lawful documents, assurances, applications and other instruments as may be required to give effective legal and registered title to ASSIGNEE in and to the Patents, all without further consideration, but at the sole expense of ASSIGNEE.

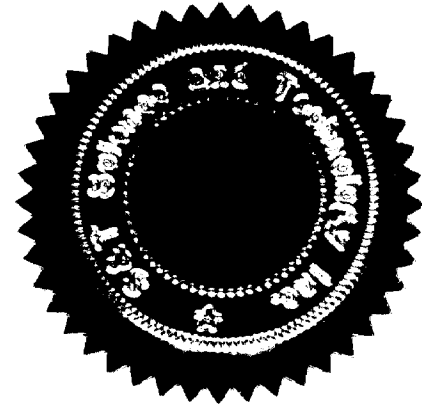
EXECUTED at Road Town, Tortola, British Virgin Islands, this 2nd day of July, 1999.

For S&T Science and Technology Inc.

Per:



John J. Greenwood
For: Orbis Nominees Limited
Title: Director



Notarial Certificate - Assignor

KNOW by these presents that before me appeared John J. Greenwood, personally known to me who acknowledged that he is an authorized signatory of Orbis Nominees Limited, Corporate Director and that in such capacity he has signed this Assignment Agreement.

IN WITNESS WHEREOF, I Janice George-Creque, duly admitted and sworn to practise for life as a Notary Public in the British Virgin Islands, have set my hand and attached my Seal of Office.

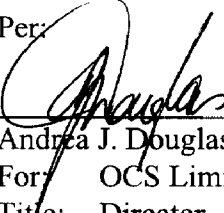
DATED this 2nd day of July, 1999.



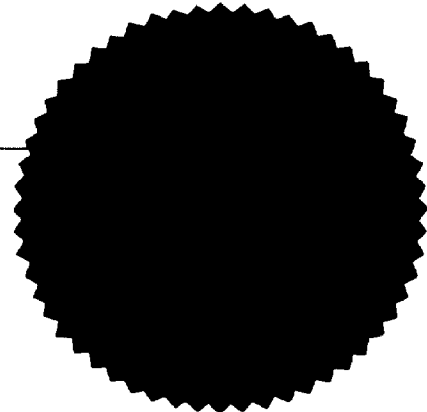
Janice George-Creque

For A&A Consulting Inc.

Per:



Andrea J. Douglas
For: OCS Limited
Title: Director




Notarial Certificate - Assignee

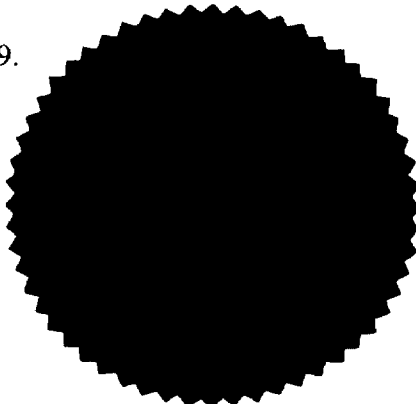
KNOW by these presents that before me appeared Andrea J. Douglas, personally known to me who acknowledged that she is an authorized signatory of OCS Limited, Corporate Director and that in such capacity she has signed this Assignment Agreement.

IN WITNESS WHEREOF, I Charles Kerins, duly admitted and sworn to practise for life as a Notary Public in the British Virgin Islands, have set my hand and attached my Seal of Office.

DATED this 2nd day of July, 1999.



Charles Kerins



APPENDIX "A"

COUNTRY	SERIAL NO.	ISSUE DATE
UNITED STATES	5,043,437	AUGUST 27, 1991
SOUTH KOREA	106,957	NOVEMBER 1, 1996
JAPAN	1963937	AUGUST 25, 1995
EUROPE Registered in UNITED KINGDOM, GERMANY, FRANCE & SWITZERLAND	0354246	FEBRUARY 14, 1990
SWEDEN	89901341.1	FEBRUARY 14, 1990

Orbis Services Limited

P.O. Box 3443
Road Town, Tortola
British Virgin Islands



KPMG Centre
Tropic Isle Building
Road Town, Tortola
British Virgin Islands

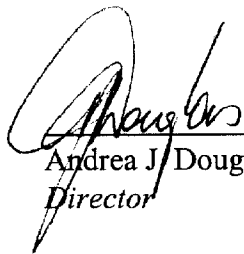
Telephone +1 (284) 494-5800
Fax + 1 (284) 494-2545
orbis@caribsurf.com

CERTIFICATE OF INCUMBENCY

We, Orbis Services Limited, the Registered Agent of **S&T Science and Technology Inc.**, a company incorporated under the International Business Companies Act of the Territory of the British Virgin Islands on 9 July 1997, hereby certify that the following is a true and correct listing of the Directors and Officers of the Company in full force and effect as of this date:

Company Name: S&T Science and Technology Inc.
Company Number: 239794
Date of Incorporation: 9 July 1997
Directors: OCS Limited
Orbis Nominees Limited
Officers: Orbis Secretaries Limited – Company Secretary

Dated this 9th day of July, 1999.


Andrea J. Douglas
Director



Orbis Services Limited



P.O. Box 3443
Road Town, Tortola
British Virgin Islands

KPMG Centre
Tropic Isle Building
Road Town, Tortola
British Virgin Islands

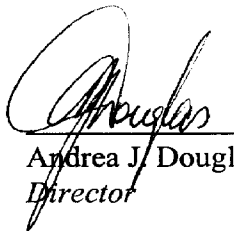
Telephone +1 (284) 494-5800
Fax + 1 (284) 494-2545
orbis@caribsurf.com

CERTIFICATE OF INCUMBENCY

We, Orbis Services Limited, the Registered Agent of **A&A Consulting Inc.**, a company incorporated under the International Business Companies Act of the Territory of the British Virgin Islands on 28 August 1998, hereby certify that the following is a true and correct listing of the Directors and Officers of the Company in full force and effect as of this date:

Company Name: A&A Consulting Inc.
Company Number: 292745
Date of Incorporation: 28 August 1998
Directors: OCS Limited
Officers: Orbis Secretaries Limited – Company Secretary

Dated this 9th day of July, 1999.


Andrea J. Douglas
Director



FARARA GEORGE-CREQUE & KERINS

*Barristers & Solicitors
Trade Mark & Patent Agents
Notaries Public*

GERARD ST. C. FARARA, Q.C., LL.B.
JANICE M. GEORGE-CREQUE, LL.B.
CHARLES P. KERINS, B.A., LL.M.

SALLY M.A. COX, LL.B.
ANNE-LOUISE ROBINSON, B.A.



125 Main Street
P.O. Box 144
Road Town
Tortola
British Virgin Islands

Tel: (284) 494 - 2717 / 2068
Fax: (284) 494 - 4834
E-Mail: fgc@caribsurf.com

Our Ref: 3-1541.03

Your Ref:

19th July, 1999

Gowling Strathy and Henderson
Commerce Court West
Suite 4900
Toronto
Canada
M5L 1J3

Attn: Mr. Omar Nassif

Dear Sirs,

Re: A&A Consulting Inc.

We are a firm of barristers and solicitors duly admitted and licensed to practise in the British Virgin Islands.

We refer to the accompanying Certificate of Incumbency as to A&A Consulting Inc. (the "Company") issued by Orbis Services Limited on 9th July, 1999 and are pleased to confirm as follows:

1. Orbis Services Limited is the duly appointed Registered Agent of the Company.
2. The Certificate of Incumbency has been signed by Andrea J. Douglas who is duly authorized to issue such a certificate on behalf of Orbis Services Limited.
3. As the Company is incorporated under the International Business Companies Act of the British Virgin Islands, it is not required to maintain a record of its directors or officers at the Registry of Companies or at any other public office in the British Virgin Islands. In the absence of a public record of directors and officers, it is the established practice in the British

.../2

Member of ACL International Association of Commercial Lawyers

PATENT
REEL: 010703 FRAME: 0618

Virgin Islands for the Registered Agent of a company incorporated under the International Business Companies Act to certify the current directors and officers of such a company.

4. The information contained in the Certificate of Incumbency is true and correct.

Yours faithfully,

FARARA GEORGE-CREQUE & KERINS



Charles Kerins

FARARA GEORGE-CREQUE & KERINS

*Barristers & Solicitors
Trade Mark & Patent Agents
Notaries Public*

GERARD ST. C. FARARA, Q.C., LL.B.
JANICE M. GEORGE-CREQUE, LL.B.
CHARLES P. KERINS, B.A., LL.M.

SALLY M.A. COX, LL.B.
ANNE-LOUISE ROBINSON, B.A.

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125 Main Street
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19th July, 1999

Gowling Strathy and Henderson
Commerce Court West
Suite 4900
Toronto
Canada
M5L 1J3

Attn: Mr. Omar Nassif

Dear Sirs,

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.../2

Member of ACL International Association of Commercial Lawyers

RECORDED: 02/23/2000

PATENT
REEL: 010703 FRAME: 0620