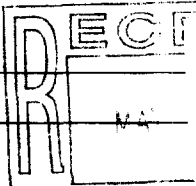


med

0-26-00



06-23-2000



101388889

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents ~~or copy thereof.~~

1. Name of conveying party(ies):
Joseph Weinberger
William H. Webb, Jr.
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: May 17 & 19, 2000

2. Name and address of receiving party(ies):
Name: The Weinberger Group, LLC
Internal Address: _____
Address: 13 Guernsey Lane
City: East Brunswick State: NJ Zip: 08816
Additional name(s) & Address attached?
 Yes No

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is _____
A. Patent Application No.(s)
09/513,028
Additional numbers attached? Yes No

B. Patent No.(s)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kenneth F. Florek, Esq.
Internal Address: _____
HEDMAN, GIBSON & COSTIGAN, P.C.
Street Address: _____
1185 Avenue of the Americas
City: New York State: NY Zip: 10036
6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41).....\$40.00
 Enclosed
 Authorized to be charged to Deposit Account
8. Deposit Account Number: 08-1540
 Authorization is given to charge Deposit Account if the enclosed fee is deficient

DO NOT USE THIS SPACE

06/22/2000 JJALLAN2 00000032 09513028

01 FC:581 40.00 DP

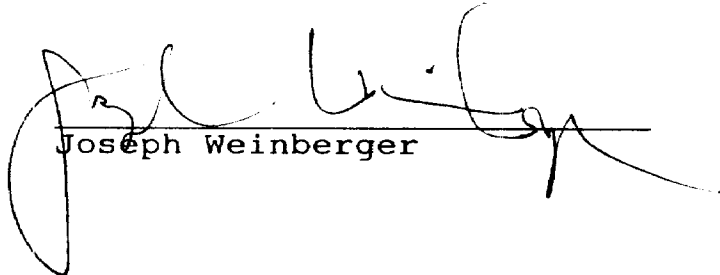
9. Statement and signature:
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kenneth F. Florek  May 24, 2000
Name Signature Date
Reg. No. 33,173 (Total number of pages including cover sheet, attachments and document: 3)

ASSIGNMENT

In consideration of One Dollar and other good and valuable consideration, of which we acknowledge receipt, we, Joseph Weinberger of 13 Guernsey Lane, East Brunswick, NJ 08816 and William H. Webb, Jr. of 15 Old Back Highway, Old Saybrook, CT 06475 respectively, sell and assign to The Weinberger Group, LLC, a Limited Liability Company under the provisions of New Jersey Limited Liability Company Act, having a place of business at 13 Guernsey Lane, East Brunswick, NJ 08816, its successors and assigns the entire right, title and interest in and to the improvements in IMAGE PROCESSING DEVICE invented by us, as described in the application for United States patent filed on February 25, 2000, as Application Serial No. 09/513,028, and all applications for patent and patents therefor in any and all countries, including all thereof, and all rights of priority resulting from the filing of said United States application, and authorize and request any official whose duty it is to issue patents, to issue any patent on said improvements or resulting therefrom to said The Weinberger Group, LLC, or its successors or assigns and agree that on request and without further consideration, but at the expense of The Weinberger Group, LLC, we will communicate to The Weinberger Group, LLC, or its representatives or nominees any facts known to us respecting said improvements and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid The Weinberger Group, LLC, its successors, assigns, and nominees to obtain and enforce proper patent protection for said improvements in all countries.

5-19, 2000



Joseph Weinberger

State of New York)
County of New York) ss.:


This 19th day of May, 2000, before me personally came the above-named Joseph Weinberger, to me personally known as the individual who executed the foregoing assignment, who acknowledged to me that he executed the same of his own free will for the purposes therein set forth.



NOTARY PUBLIC

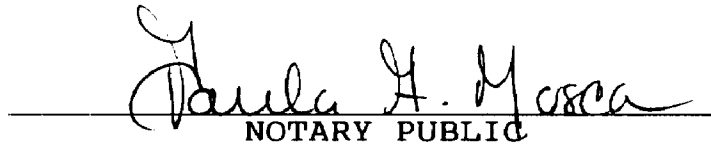
KENNETH F. FLOREK
NOTARY PUBLIC, State of New York
No. 31-4952940
Qualified in New York County
Commission Expires 1-2-01

17th May, 2000


William H. Webb, Jr.

State of Connecticut)
County of Middlesex) ss.: Old Saybrook

This 17th day of May, 2000, before me personally came the above-named William H. Webb, Jr., to me personally known as the individual who executed the foregoing assignment, who acknowledged to me that he executed the same of his own free will for the purposes therein set forth.


NOTARY PUBLIC

PAULA A. MOSCA
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 2004