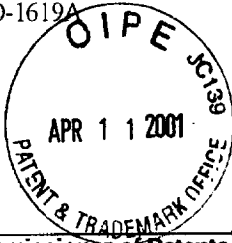


04-25-2001



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Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name (line 1) Leonard S. Haynes 3/23/01

Name (line 2) _____

Second Party

Execution Date
Month Day Year

Name (line 1) Benjamin Bachrach 3/23/01

Name (line 2) _____

Receiving Party

Mark if additional names of receiving parties attached

Name (line 1) Intelligent Automation, Inc.

Name (line 2) _____

Address (line 1) 7519 Standish Place

Address (line 2) Suite 200

Address (line 3) Rockville Maryland 20855

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If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. Month Day Year

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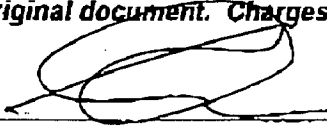
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Robert H. Epstein
Name of Person Signing


Signature

4/9/01
Date

ASSIGNMENT

WHEREAS, we, Leonard S. Haynes and Benjamin Bachrach, residing at Rockville, Maryland and Bethesda, Maryland, respectively, have invented certain new and useful improvements in Computerized Exercise System and Method, ("Invention"), for which an application for United States Letters Patent was filed on February 3, 2000 and assigned Serial No. 09/497,109 and in which William B. Harvey is also named as an inventor.

WHEREAS, Intelligent Automation, Inc., a corporation of Maryland, having a place of business at 7519 Standish Place, Suite 200, Rockville, Maryland, 20855 is desirous of acquiring our entire right, title and interest in and to said Invention and in and to any Letters Patent that may be granted therefor in the United States and in any and all foreign countries.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, the receipt whereof is hereby acknowledged, and other valuable considerations, we have sold, assigned and transferred, and by these presents do sell, assign and transfer unto Intelligent Automation, Inc. our full and exclusive right to said Invention in the United States and its territorial possessions and in all foreign countries and our entire right, title and interest in and to any and all Letters Patent which may be granted thereon in the United States and its territorial possessions and in any and all foreign countries, or its representatives, any facts known to us respecting said Invention, and testify in any legal proceedings, sign all lawful papers, execute all divisional, continuation, substitution, renewal and reissue applications, execute all necessary assignment papers to cause any and all of said Letters Patent to be issued to Intelligent Automation, Inc., make all rightful oaths and generally do everything possible to aid Intelligent Automation, Inc., its successors and assigns, to obtain and enforce proper protection for said Invention in the United States and in any and all foreign countries.

We agree that we will communicate to Intelligent Automation, Inc., or its representatives, any facts known to us respecting said Invention, and testify in any legal proceedings, sign all lawful papers, execute all divisional, continuation, substitution, renewal and reissue applications, execute all necessary assignment papers to cause any and all of said Letters Patent to be issued to Intelligent Automation, Inc., make all rightful oaths and generally do everything possible to aid Intelligent Automation, Inc., its successors and assigns, to obtain and enforce proper protection for said Invention in the United States and in any and all foreign countries.

IN TESTIMONY WHEREOF, we have hereunto set our hand.

3/23/01
Date

Leonard S. Haynes
Leonard S. Haynes

03/23/01
Date

Benjamin Bachrach
Benjamin Bachrach

On this _____ day of _____, 2001, personally appeared before me the above named _____ to me known and known to me to be the people described in, and who executed, the foregoing instrument and acknowledged the same to be their free act and deed in and for the purposes set forth in said instrument.

(SEAL)

NOTARY PUBLIC
My Commission Expires:

Accepted on behalf of Intelligent Automation, Inc. by:

Name: Leonard S. Haynes Signature Leonard S. Haynes

Title: President Date: 3/23/01