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<u>ASSIGNMENT</u>

For one dollar (US\$) and other good and valuable consideration received of the hereinafter named assignee, receipt and sufficiency of which is hereby acknowledged,

EYEFX3D INC. (previously called TETRATEL SYSTEMS LTD.) (The "Assignor") an Alberta corporation, in the country of Canada, having an address at #305, 9797 Jasper Avenue, Edmonton, Alberta T5J 1N9, hereby sells and assigns to

X3D TECHNOLOGIES CORP., A Delaware corporation (Assignee), whose address is 225 Broadway, Suite 1805, New York, New York 10007, its successors and assigns,

the entire right, title and interest, so far as concerns the United States and the Territories and Possessions thereof and all foreign countries, in and to the inventions entitled according to the patents and patent application in Schedule A attached hereto.

said patents and patent application for United States Letter Patent, and all United States provisional patent applications on which priority is claimed, any and all other applications on which priority is claimed, any and all other applications for Letters Patent on said inventions in countries foreign to the United States, and all divisional, renewal, substitute, continuation and Convention applications based in whole or in part upon said inventions or upon said applications, and any and all Letters Patent and reissues, reexaminations and extensions of Letter Patent granted for said inventions or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said applications and said Letters Patent; said Assignee being hereby authorized to file patent applications in any or all countries on any or all said inventions in the name of the Assignor, in the name of said Assignee, in the name of the inventors or other appropriate

PATENT REEL: 013699 FRAME: 0291

applicants as they have authorized Assignor, or otherwise as said Assignee may deem advisable, under the International Convention or otherwise; the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments being hereby authorized to issue or transfer all said applications and Letters Patent to said Assignee in accordance herewith; this assignment being under covenants, not only that full power to make the same is had by the Assignor, but also that said assigned right is not encumbered by any grant, license, or other right heretofore given, and that the Assignor will do all acts reasonably serving to assure that said inventions, patent applications and Letters Patent shall be held and enjoyed by said Assignee as fully and entirely as the same could have been held and enjoyed by the Assignor if this assignment had not been made, and particularly to execute and deliver said to said Assignee all lawful documents including petitions, specifications, oaths, assignments, invention disclaimers, and lawful affidavits in form and substance which may be requested by said Assignee, to furnish said Assignee with all facts relating to said inventions or the history thereof and any and all documents, photographs, models, samples or other physical exhibits which may be useful for establishing the facts of conception, disclosure and reduction to practice of said inventions, and to testify in a any proceedings related to said inventions, patent applications and Letters Patent.

EYEFX3D INC, Assignor

Signature:

Title: CEO

RECORDED: 06/02/2003

Notarization:

Region of Toronto)

Ontario, Canada) ss:

Before me, this Angust 2, 2002 (date) personally appeared Jeff McCoy who is personally known or proved to me on the basis of satisfactory evidence to be the person who acknowledged the foregoing instrument of assignment to be his/her free act and deed.

Date liquet 2/2002

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