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31353 U.S. PTO 10/745630

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

1. Name of conveying party(ies): LEV-RAN, Ilan TOPAZ, Dov Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: CountWise, LLC. Internal Address:

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other

Street Address: 405 SW 148th Avenue, Suite one City: Davie State: Florida Zip: 33325

Execution Date: December 23, 2003; december 25, 2003;

Additional name(s) & address(es) attached? [] Yes [X] 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: December 29, 2003 A. Patent Application No.(s) 101745680

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

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Eitan, Pearl, Latzer & Cohen Zedek, LLP. Internal Address: Street Address: 10 Rockefeller Plaza Suite 1001 City: New York State: NY Zip: 10020

6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41).....\$ 40.00 [] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 05-0649 (Attach duplicate copy of this page if paying by deposit account)

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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. Mark S. Cohen Name of Person Signing December 29, 2003 Date

Total number of pages including cover sheet, attachments, and documents: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

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ASSIGNMENT

In consideration of One Dollar (\$1.00), and other good and valuable considerations, the Receipt of which is hereby acknowledged, I the undersigned, LEV-RAN, Ilan residing at 405 SW 148th Avenue, Suite One Davie, Florida 33325 USA; TOPAZ, Dov residing at Ofer 27, Mobil Post, Hof HaCarmel, Israel;

Hereby sell, assign and transfer to COUNTWISE LLC., located at 405 SW 148th Avenue, Suite One Davie, Florida 33325 USA, its successors, assigns and legal representatives, the entire right, title and interest for all countries, in and to any and all inventions which are disclosed and claimed, and as possessed by the undersigned, any and all inventions which are disclosed but not claimed in the application for United States Patent U.S. Serial No. () filed () and being entitled:

**A VIDEO-BASED SYSTEM AND METHOD FOR COUNTING PERSONS TRAVERSING
AREAS BEING MONITORED**

and in and to said application and all divisional, continuing, substitute, renewal, reissue, and all other applications for U.S. Letters Patent or other related property rights in any and all foreign countries which have been or shall be filed on any of said inventions disclosed in said application; and in and to all original and reissued patents or related foreign documents which have been or shall be issued on said inventions. I hereby authorize and request the attorney of record of the firm Eitan, Pearl, Latzer & Cohen Zedek, LLP., 10 Rockefeller Plaza, Suite 1001, New York, New York 10020, to insert in the parentheses above, the filing date and US Serial No. of said application when known;

Authorize and request the Commissioner of Patents of the United States to issue to said Assignee, the corporation above named, its successors, assigns and legal representatives, in accordance with this assignment, any and all United States Letters Patent on said inventions or any of them disclosed in said application;

Agree that said Assignee may apply for and receive foreign Letters Patent or rights of any other kind for said inventions, or any of them; and may claim, in applications for said foreign Letters Patent or other rights, the priority of the aforesaid United States patent application under the

provisions of the International Convention of 1883 and later modifications thereof, under the Patent Cooperation Treaty, under the European Patent Convention or under any other available international agreement; and that, when requested, without charge to, but at the expense of, said Assignee, its successors, assigns and legal representatives, to carry out in good faith the intent and purpose of this assignment, the under-signed or the undersigned's executors or administrators will, for the United States and all foreign countries, execute all divisional, continuing, substitute, renewal, reissue, and all other patent applications or other documents on any and all said inventions; execute all rightful oaths, assignments, powers of attorney and other papers; communicate to said Assignee, its successors, assigns and representatives, all facts known and documents available to the undersigned relating to said inventions and the history thereof; testify in all legal proceedings; and generally do everything possible which said Assignee, its successors, assigns or representatives shall consider desirable for aiding in securing, maintaining and enforcing proper patent protection for said inventions and for vesting title to said inventions and all applications for patents or related foreign rights and all patents on said inventions, in said Assignee, its successors, assigns and legal representatives; and

COVENANT with said Assignee, its successors, assigns and legal representatives that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by the undersigned, and that full right to convey the same as herein expressed is possessed by the undersigned.

Witness:	<u>Lisa DeCarlo</u>	[Signature]	<u>Ilan Liberman</u>	[Inventor's Signature]
	<u>Lisa DeCarlo</u>	[Name]	<u>ILAN LIBERMAN, Ilan</u>	
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	<u>10/22/03</u>	[Date]	<u>10/22/03</u>	
	[day / month / year]			

Witness:	<u>YOEL SHOSHAN</u>	[Signature]	<u>[Signature]</u>	[Inventor's Signature]
	<u>25 KLIBANOV HAIFA, ISRAEL</u>	[Name]	<u>YOEL SHOSHAN</u>	
	<u>25.12.2003</u>	[Address]		
	[day / month / year]	[Date]		