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<p>1. Name of conveying party(ies):</p> <p>(1) Michael ZARKH (2) Moshe KLAIMAN</p> <p>Additional name(s) of conveying parties attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>	<p>2. Name and address of receiving parties:</p> <p>Name: <u>PAIEON Inc.</u> Internal Address: _____ Street Address: <u>747 3rd Avenue</u> City: <u>New York</u> State: <u>New York</u> Zip: <u>10017-2803</u> Country: <u>U.S.A.</u> Additional name(s) &amp; address(es) attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement    <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>January 19, 2006</u></p>	

01-20

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: January 19, 2006

A. Patent Application No(s).:      B. Patent No(s).:

Additional numbers attached?  YES  NO

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Robert Popa</u> <u>LADAS &amp; PARRY</u> Internal Address: _____ Street Address: <u>5670 Wilshire Boulevard, #2100</u> City: <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90036</u></p>	<p>6. Total number of application and patents involved: <u>[ 1 ]</u></p> <p>7. Total fee 937 CFR 3.41).....\$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed</p> <p>Any additional fees which may be required are <input checked="" type="checkbox"/> Authorized to be charged to deposit account No. <u>12-0415</u></p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>
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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.*

Robert Popa      January 20, 2006  
Name of Person Signing      Signature      Date  
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**ASSIGNMENT OF PATENT APPLICATION**

Whereas **Michael ZARKH**, a citizen of Israel, and **Moshe KLAIMAN**, a citizen of Israel (hereinafter: the "Assignors") have invented and own a certain invention entitled **Method and System for Identifying Optimal Image Within a Series of Images that Depict a Moving Organ** (hereinafter: the "Invention"), and are desirous to transfer the entire right, title and interest in and to (1) the Invention, (2) any and all patent applications filed on the invention in any country or jurisdiction worldwide, including but not limited to **United States** patent application filed as a national phase of the PCT/IL2004/000632 (separately and together: the "**Patent Applications**"), and (3) to any and all patents which may be granted on the Patent Applications in any country or jurisdiction worldwide (hereinafter: the "**Patents**");

And whereas **PAIEON Inc.**, a corporation organized under and existing by virtue of the laws of Unites States, and having a place of business at 747 3rd Avenue, NY 10017-2803, New York, Unites States (hereinafter: the "**Assignee**") is desirous of acquiring the entire right, title and interest in and to the Invention, the Patent Applications and the Patents;

Now, therefore, in consideration of the sum of one dollar (\$1.00), and other good and valuable consideration the receipt of which is hereby acknowledged, the Assignors, by these presents, do hereby sell, assign and transfer unto the Assignee the entire right, title and interest in and to (1) the Invention; (2) the Patent Applications; (3) the Patents; (4) any and all divisional, continuation, continuation-in-part, substitute, and reissue applications for Letters Patent resulting from any of the Patent Applications (hereinafter: the "**Related Applications**"), including all priority rights under an International Convention.

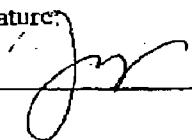
The Assignors agree that, when requested, without charge to but at the expense of the Assignee, the Assignor's successors, assigns and legal representatives, in order to carry out in good faith the intent and purpose of this assignment, shall apply for and execute all original, divisional, continuing, continuing-in-part, substitute or reissue patent applications for the Invention; execute all rightful oaths, assignments, powers of attorney and other papers; communicate to the Assignee, its successors, assigns, and representatives, all facts known to the Assignors relating to the Invention and/or any Patent Applications and/or any Patents and/or any Related Applications; and generally do everything possible which the Assignee, its successors, assigns or representatives shall consider desirable for aiding in securing and maintaining proper patent

protection for the Invention and for vesting title in and to the Invention and in and to any and all applications for patents thereon in the Assignee, its successors, assigns and legal representatives.

The Assignors hereby request and authorize the United States Patent and Trademark Office and any and all official patent authorities worldwide, to issue a patent and/or patents on the Patent Applications, and on any and all Related Applications, to the Assignee as the assignee of the entire right, title, and interest in and to the same, for the Assignee's sole use and benefit, and for the use and benefit of the Assignee's legal representatives, to the full end of the term for which said patent and/or patents may be granted, as fully and entirely as the same would have been held by the Assignors had this assignment and sale not been made.

Executed by me on the below indicated beside my signature.

Michael ZARKH (Citizen of Israel)  
9 Oranim Street, Giv'at Shmuel 54052,  
ISRAEL

Signature: 

Date: 19. Jan. 2006

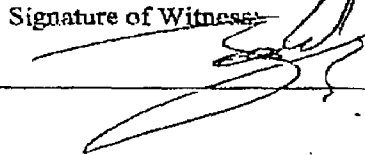
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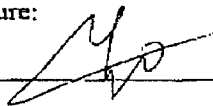
Witness Name:

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Date: 19-01-06

Bruno Zadek

Moshe KLAIMAN (Citizen of Israel)  
21/2 Harava Street, Gedera 70700,  
ISRAEL

Signature: 

Date: 19. Jan. 2006

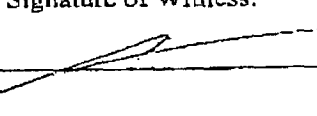
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Anat Kalirin

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