

Convertible Preferred Stock	(1)	04/13/2004		J(1)		7,547	(3)	(4)	Common Stock	18,868	(1)	0	I(2)	Wheatley Foreign Partners, L.P.
Series D Convertible Preferred Stock	(1)	04/13/2004		J(1)		8,672	(3)	(4)	Common Stock	18,366	(1)	0	I(2)	By Applegreen Partners
Series E Convertible Preferred Stock	(1)	04/13/2004		J(1)		35,377	(3)	(4)	Common Stock	88,443	(1)	0	I(2)	By Applegreen Partners

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIEBER JONATHAN 80 CUTTERMILL ROAD, SUITE 302 GREAT NECK, NY 11021		X		

Signatures

/s/ Jonathan Lieber	04/14/2004
<small>Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Pursuant to an Exchange Agreement by and among the Company and the holders of the Company's Series D Convertible Preferred Stock and Series E Convertible Preferred Stock, the Series D Convertible Preferred Stock and Series E Convertible Preferred Stock owned by the Reporting Person were exchanged for shares of Common Stock.
- (2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (3) The Series D Convertible Preferred Stock and the Series E Convertible Preferred Stock became convertible upon issuance.
- (4) The Series D Convertible Preferred Stock and the Series E Convertible Preferred Stock do not have an expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.