

**COMPENSATION COMMITTEE CHARTER
OF
uVuMOBILE, INC.
Adopted by the Board of Directors on July 6, 2004**

I. COMPOSITION AND QUALIFICATIONS

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of uVuMobile, Inc. (the “Company”) shall be comprised of at least one member of the Board.

II. APPOINTMENT AND REMOVAL

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. A member of the Committee may be removed, with or without cause, by a majority vote of the Board.

III. DUTIES

The duties of the Committee are as follows:

1. Discharge the Board’s responsibilities to the stockholders, potential stockholders and investment community relating to the compensation of the Company’s executive officers.
2. Review and approve corporate goals and objectives relevant to the compensation of the chief executive officer and other executive officers.
3. Review and evaluate the performance of the chief executive officer and other executive officers and other key employees of the Company in light of the goals and objectives of the Company, and either as a committee or together with the other independent directors (as directed by the Board) determine and approve their annual compensation packages, including base salaries, cash bonuses, stock options and other stock-based incentives, based on these evaluations.
4. Monitor the effectiveness of benefit plan offerings and approve changes where appropriate.
5. Make an annual report on executive compensation in the Company’s annual proxy statement or annual report on Form10-K as required by the rules of the U.S. Securities and Exchange Commission and other regulatory bodies.
6. Review and approve, or recommend to the full Board, non-chief executive officer compensation, executive incentive compensation plans and equity-based plans in which executive officers and members of the Board of Directors are eligible to participate.

7. Supervise and oversee the administration of the Company's incentive compensation programs.
8. Review management proposals to (i) designate employees for incentive compensation programs; and (ii) approve new benefit plans.
9. Recommend to the Board the annual retainer fee as well as other compensation for non-employee directors.
10. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to those matters that are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to those recommendations that the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make such report.
11. Perform a review and reassess periodically the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in the manner it deems appropriate.

IV. MEETINGS

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties and responsibilities.

V. ADVISORS

The Committee shall have the exclusive authority, at the expense of the Company, to retain and terminate: (i) executive compensation consultants, including the fees and other terms of their engagements, to advise on the evaluation and compensation of the members of the Board, the chief executive officer and other executive officers of the Company, and (ii) such outside counsel and other advisors as it deems appropriate in its sole discretion.