

## NetFabric Holdings, Inc., Announces Acquisition of UCA Services, Inc.

Danbury, CT — (BUSINESS WIRE) — May 24, 2005 — NetFabric Holdings, Inc., (OTC BB:NFBH) today announced the acquisition of UCA Services, Inc., of Denville, NJ. Under the terms of the share exchange agreement between the companies, NetFabric will issue approximately 24 million shares of its common stock to the shareholders of UCA Services, representing about 35% of NetFabric Holdings, Inc., on a fully diluted basis.

The acquisition enhances NetFabric's ability to develop, market, integrate and roll out advanced Services over IP to enterprise customers, Enterprise Branch Offices and Small to Mid-size Businesses. Further, the acquisition enhances NetFabric's capability to offer total business solutions in the areas of IT Infrastructure and Enterprise Software.

UCA Services is a fast growing IT Solutions company that generated more than \$13 million in revenues in 2004 by serving the information and communications needs of a wide range of Fortune 500 and Small to Mid-size Business clients with an unwavering commitment to customer satisfaction. Primarily focused on Financial markets, the company has, over the years, diversified into the Pharmaceutical, Health Care and Hospitality sectors. UCA Services delivers a broad range of information technology consulting and infrastructure development services, including multi-year managed services contracts, via an integrated network of branch offices and alliance partners in the United States, Canada, Europe and India.

Jeff Robinson, NetFabric Chairman, CEO and Co-Founder, said, "NetFabric's mission -- to empower enterprises to migrate from legacy to next generation converged platforms and services -- is significantly enhanced by having the resources in house to develop software applications that simplify the incorporation of VoIP services into an enterprise's telecommunications infrastructure. This winning combination gives us a sustainable strategic advantage."

Additionally, Mr. Robinson said, "NetFabric shareholder value will be improved by our ability to cross sell our combined products and services to existing UCA Services and NetFabric clients, to quickly bring to market solutions that complement our award winning and patented Internet Protocol ("IP") appliances, as well as the better quality earnings that we expect to come from recurring cash flows and earnings."

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Fahad Syed, President of Global Services in the new NetFabric organization and Managing Director of UCA Services, said, "We are very excited to be part of this new, emerging player in the IP space and believe that our ability to provide clients with total business solutions from strategy to implementation and management will be enhanced further to offer more value added solutions to our Enterprise customers, their branch offices and the Small to Mid-size Business customers who purchase our IP platforms."

### **About NetFabric Holdings, Inc.**

NetFabric Holdings, Inc., (OTC BB: NFBH), empowers businesses to migrate from legacy to next generation converged platforms and services that reduce operating costs while improving productivity and competitive edge. Through four primary lines of business: Infrastructure Development, Converged Platforms, Professional Services and Services over IP, NetFabric currently delivers standard and custom solutions to meet the needs of large enterprises, Enterprise Branch Offices and Small to Mid-size Businesses that require next generation platforms and applications. NetFabric builds solutions that allow small offices to adopt VoIP services while keeping their legacy phone systems and, eventually, migrate to an all-IP infrastructure. Founded in 2002, NetFabric is based in Denville, NJ, and markets its products directly and through partners including distributors, VARs and service providers. For additional information, visit [www.netfabric.net](http://www.netfabric.net).

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***Safe Harbor Statement: Under the Private Securities Litigation Act of 1995 - With the exception of historical information, the matters discussed in this press release may include forward-looking statements that involve a number of risks and uncertainties. The actual future results of NetFabric may differ significantly from those statements. Factors that may cause or contribute to such differences include, but are not limited to, assumptions relating to the telecommunication and VoIP market and that there will be no unanticipated material adverse change in the Company's operations or business. Also, if government regulation is imposed that affects VoIP deployment or reduces or eliminates the cost savings of VoIP, this would materially detract from the commercial viability of some of NetFabric's products.***