

FROM: QTSK

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Form 100803066
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 RECEIPT DIVISION

DEPARTMENT OF COMMERCE
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MKD 2-29-96

To the Honorable, John... of Pa... 100803066

1. Name of conveying party(ies):
 Dedicated Technology Corporation

2. Name and address of receiving party(ies):
 Name: AIT Advanced Information Technologies Corporation
 Internal Address: AIT Building
 Street Address: 9 Auriga Drive
Maple, Ontario, Canada R2E 7T9
 City: _____ State: _____ ZIP: _____

Individual(s)
 General Partnership
 Corporation-State of Canada
 Other

Association
 Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Articles of Amalgamation

Execution Date: September 1, 1995

If assignee is not domiciled in the United States, a domicile representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 74/479,197
 B. Trademark registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Antonelli, Terry, Stout & Kraus
 Internal Address: _____

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 01-2135
 (Attach duplicate copy of this page if paying by deposit account)

Street Address: Suite 1800, 1300 North Seventeenth Street
 City: Arlington State: VA ZIP: 22209

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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.

James N. Dresser February 29, 1996
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0681-0011 (Rev. 4/94)
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Industry Canada

Industrie Canada

Canada Business
Corporations Act

Loi canadienne sur les
sociétés par actions

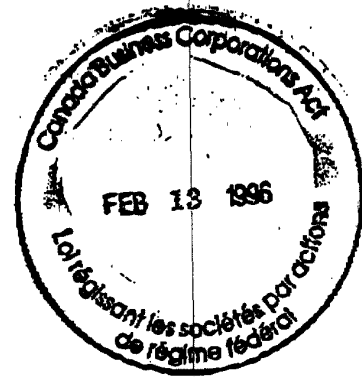
I HEREBY CERTIFY THAT THE ATTACHED IS
A TRUE COPY OF THE DOCUMENT
MAINTAINED IN THE RECORDS OF THE
DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE
LE DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU DANS
LES LIVRES TENUS PAR LE DIRECTEUR.

Stacie M. Collins

DEPUTY DIRECTOR / DIRECTEUR ADJOINT

DATE





Industry Canada / Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

**AIT Advanced Information Technologies
Corporation**

318000-0

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

September 1, 1995/le 1 septembre 1995

Date of Amalgamation - Date de fusion

CANADA BUSINESS CORPORATION ACT

FORM 9

ARTICLES OF AMALGAMATION
(SECTION 185)

1. Name of Corporation:
AIT Advanced Information Technologies Corporation
2. The place in Canada where the registered office is to be situated:
Regional Municipality of Ottawa-Carleton
3. The classes and any maximum number of shares that the Corporation is authorized to issue:
An unlimited number of Common Shares and an unlimited number of Preferred Shares. See Schedule "A" annexed hereto.
4. Restrictions if any on share transfers:
None.
5. Number (or minimum and maximum number) of directors:
Minimum number one (1); maximum number twelve (12)
6. Restrictions if any on business the Corporation may carry on:
None
7. Other provisions if any:
See Schedule "B" annexed hereto.
8. The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:
- 183
 184(1)
 184(2)

10. Name of the amalgamating corporations	Corporation No.	Signature	Date	Title
Dedicated Technologies Corporation	317999-1	<i>[Signature]</i>	1/9/95	President
AIT Advanced Information Technologies Corporation	045937-2	<i>[Signature]</i>	1/9/95	President

FOR DEPARTMENTAL USE ONLY
Corporation No.:

318000-0

Filed: SEP - 5 1995

SCHEDULE "A"

The Preferred shares and the Common Shares shall respectively carry and be subject to the following rights, preferences, priorities, privilege limitations, restrictions and conditions:

1. The Board of Directors may declare a fixed preferential dividend of seven percent (7%) on the amount paid up on the Preferred Shares for any fiscal year of the Corporation payable out of the profits or surplus funds of the Corporation properly available for the payment of dividends, provided that such dividend shall be declared prior to the annual meeting of the shareholders of the Corporation which follows the termination of the fiscal year in question. Should the Board of Directors not declare any dividends during such period, then the right of the holders of the Preferred Shares to such dividends for such fiscal year shall be forever extinguished.
2. No dividends may be declared and paid in respect of the Common Shares for any fiscal year of the Corporation before the said preferential dividends of seven percent (7%) on the amount paid up on the Preferred Shares has been declared and paid in respect of the Preferred Shares.
3. The capital paid up on the Preferred Shares shall not be subject to cancellation or reduction in consequence of or with respect to any loss or depreciation of any of the property or assets of the Corporation.
4. The Preferred Shares shall rank both as regards dividends and return of capital in priority to the Common Shares of the Corporation. In the event of the Corporation being wound up or liquidated the net assets shall be applied first in repayment of the capital paid-up on the Preferred Shares plus an amount equal to any dividends declared and unpaid thereon; any remaining assets shall be divided among the other shareholders of the Corporation.
5. Except as stipulated in paragraphs 1 and 4 hereof, the Preferred Shares shall not otherwise confer any right to participate in profits or assets.
6. The Preferred Shares shall not confer any voting rights.
7. At any time, or from time to time, by resolution of the Board of Directors of the Corporation, all or any part of the Preferred Shares at that time outstanding may be redeemed by the Corporation on the date fixed by such resolution at the amount paid up thereon plus any declared and unpaid dividends.
8. If less than all of the outstanding Preferred Shares are so called for redemption, the shares so to be redeemed shall be selected pro rata to the holdings of the holders of all Preferred Shares outstanding.

SCHEDULE "B"
OTHER PROVISIONS

1. The corporation may purchase or otherwise acquire shares issued by it.
2. The directors of the corporation may without authorization from the shareholders:
 - (a) borrow money upon the credit of the corporation;
 - (b) issue, reissue, sell or pledge debt obligations of the corporation; and
 - (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immoveable property of the corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations, or any money borrowed or other debt or liability of the corporation.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.