

01-06-1999

FORM PTC-1594 (Rev. 6-93)

OME No. 0151-0011 exp. 4/94



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

12-24-98

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
 VETREPHARM, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other

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

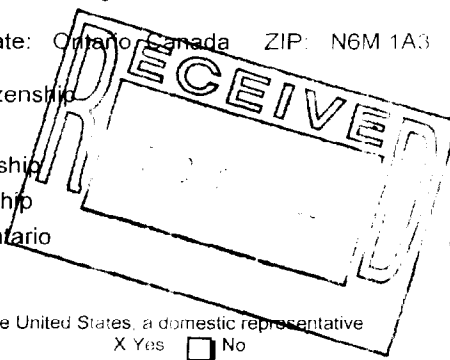
2. Name and address of receiving party(ies):
 Name: RENAISSANCE LIFE SCIENCES INC.
 Internal Address:
 Street Address: 383 Sovereign Road
 City: London State: Ontario, Canada ZIP: N6M 1A3

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - Ontario
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation is must be a separate document from assignment)

Additional name(s) & address(es) attached: Yes No



3. Nature of conveyance:

Assignment Amalgamation
 Security Agreement Change of Name
 Other _____

Execution Dates: both July 1, 1998

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s):

B. Trademark No.(s):
 1,742,693

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: D. Michael Bean
 Street Address: 50 Queen Street North
 Suite 1020
 City: Kitchener State: Ontario, Canada ZIP: N2H 6M2

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: 07-1750

DO NOT USE THIS SPACE

400

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

D. MICHAEL BEAN
 Name of Person Signing

Signature

December 17, 1998
 Date

Total number of pages comprising cover sheet 1

For Ministry Use Only
A l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la société en Ontario



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présentes
statuts entrent en vigueur le

JULY 01 '98 **JUILLET, 1998**

1295064

Tom D. Hill (1)
Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: *Dénomination sociale de la société issue de la fusion:*

V	E	T	R	E	P	H	A	R	M	I	N	V	E	S	T	M	E	N	T	S	H	O	L	D	I	N	G
S	I	N	C	.																							

2. The address of the registered office is: *Adresse du siège social:*

383 SOVEREIGN ROAD

*(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)*

LONDON, ONTARIO

N 6 M 1 A 3

*(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)*

*(Postal Code)
(Code postal)*

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum of one, maximum of fifteen

4. The director(s) is/are: *Administrateur(s):*

<i>First name, initials and surname Prénom, initiales et nom de famille</i>	<i>Residence address, giving Street & No. or R.R. No., municipality and postal code Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal</i>	<i>Resident Canadian State Yes or No Résident canadien Oui/Non</i>
Graeme McRae	452 Lawson Road London, ON N6G 1K8	Yes
Albert Beraldo	27 Somerset Cres. London, ON N6K 3L6	Yes
Harold Arbuckle	123 Commissioners St., Box 129 Embro, ON N0J 1J0	Yes
Richard Culbert	16 King Cres., Hickson, ON N0J 1L0	Yes

4. Directors continued

<u>Name</u>	<u>Address</u>	<u>Canadian Resident</u>
Jim Atchison	R.R. #4 Uxbridge, ON L9P 1R4	Yes
Terry Fisk	10 Queen St., Box 149 Harriston, ON N0G 1Z0	Yes
Luigi Circelli	505 Talbot St., #28 London, ON N6A 2S6	Yes
Stanley Alkemade	R.R. #1 Arva, ON N0M 1C0	Yes

(A) The amalgamation agreement has been adopted by the shareholders of each of the amalgamating corporations as required by subsection 178 (4) of the Business Corporations Act on the date set out below.

ont dûment adopté la convention de fusion conformément au paragraphe 178 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.
Les statuts de fusion reproduisent essentiellement les dispositions des statuts constitués de

VETREPHARM INVESTMENTS HOLDINGS INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
VETREPHARM INVESTMENTS HOLDINGS INC.	1050012	June 25, 1998
VETREPHARM INC.	413559	June 25, 1998

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou sur pouvoirs de la société. 3

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:

An unlimited number of common shares, an unlimited number of Class A special shares, an unlimited number of Class B special shares and an unlimited number of Class C special shares.

- | | | |
|---|--|--|
| 7 | Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series | Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série |
|---|--|--|

The designations, preferences, rights, conditions, restrictions, limitations and prohibition attaching to the Common Shares and the Class "A", "B" and "C" Special Shares, are as follows:

- (a) **Priority**
The Class "A", "B" and "C" Special Shares shall rank in priority, without preference or distinction as between the said three class, to all other shares of the Corporation as regards priority in the payment of dividends and in the distribution of the assets of the Corporation in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of its assets or property among its shareholders for the purpose of winding up its affairs;
- (b) **Dividends**
The holders of Class "A" and "B" Special Shares shall be entitled to receive, as and when declared by the board of directors, out of moneys of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends at a rate of one per cent per month of the redemption amount of One Thousand Dollars (\$1,000) , as described in paragraph (f) and (g), herein (hereinafter referred to as the "Redemption Amount" per share per annum and no more; such dividends shall be payable annually in the discretion of the board of directors; and in any fiscal year of the Corporation such dividends as the board of directors may determine as aforesaid shall be paid in priority to any dividends on any common shares of the Corporation;
- (c) **The holders of Class "C" Special Shares shall be entitled to receive, as and when declared by the board of directors, out of moneys of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends at a rate of one per cent per month on the said Special Shares, such dividends to be payable annually in the discretion of the board of directors; and in any fiscal year of the Corporation such dividends as the board of directors may determine as aforesaid shall be paid in priority to any dividends on any common shares of the Corporation;**
- (d) **The holders of the Class "A", "B" and "C" Special Shares shall have the right to waive, by instrument in writing, the right to dividends upon the said Special Shares held by them and any such waiver may be given before, during or after the time when the right to such dividends accrued;**

- (e) **Distribution**
In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of its assets among the shareholders for the purpose of winding up its affairs, the holders of Class "A", "B" and "C" Special Shares shall be entitled to receive the respective Redemption Amounts per share, specified herein together with the dividends declared thereon and unpaid, in priority to any distribution to the holders of other classes of shares in the capital stock of the Corporation, but the holders of other classes of shares in the capital stock of the Corporation, but the holders of Class "A", "B" and "C" Special Shares shall not, as such, be entitled to share in any further distribution of the assets or property of the Corporation;
- (f) **Redemption of Class "A" and "C" Shares**
The Corporation may, in the manner hereinafter provided, redeem all, or from time to time, any part of the outstanding Class "A" and "C" Special Shares, without the consent of the holder thereof on payment to the holder thereof for each share to be redeemed, of the amount of One Thousand Dollars (\$1,000) with respect to Class "A" Shares, and the Redemption Amount set out in paragraph (h) herein with respect to Class "C" Shares, together with any dividends declared thereon and unpaid; and before redeeming any Class "A" and "C" Special Shares, the Corporation shall mail, to each person who, at the date of such mailing, is a registered holder of shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder; and such notice shall be mailed by ordinary prepaid post addressed to the last address of such holder as it appears on the records of the Corporation or, in the event of the address of any such holder not appearing on the records of the Corporation, then to the last known address of the holder, at least thirty (30) days before the date specified for redemption; and such notice shall set out the redemption price, the date and place or places of redemption and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed; and on or after the date so specified for redemption the Corporation shall pay or cause to be paid the redemption price to the registered holders of the share to be redeemed, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in such notice, and the certificates for such shares shall thereupon be cancelled, and the shares represented thereby shall thereupon be redeemed; and from and

after the date specified for redemption in such notice, the holders of such shares called for redemption shall cease to be entitled to dividends and shall not be entitled to any rights in respect thereof, except to receive the redemption price, unless payment of the redemption price shall not be made by the Corporation in accordance with the foregoing provisions, in which case, the rights of the holders of such shares shall remain unimpaired;

(g)

Redemption of Class "B" Shares

A holder of Class "B" Special Shares shall be entitled to require the Corporation to redeem at any time or times, all or any of the Class "B" Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office such registered holder's share certificate or certificates for such Class "B" Special Shares together with a request in writing specifying:

- (a) that the registered holder desire to have those Class "B" Special Shares referred to in the request redeemed by the Corporation, and
- (b) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class "A" Special Shares;

provided that such request for redemption shall specify a redemption date which shall be not less than ten (10) days after the day on which the request in writing is given to the Corporation; and upon receipt of such a request, the Corporation shall on the redemption date redeem such Class "B" Special Shares specified in such request by paying to such registered holder the amount of \$1,000 for each Class "B" Special Shares being redeemed, together with any dividends declared thereon and unpaid; and such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada; and the said Class "B" Special Shares shall be redeemed on the redemption date and from and after the redemption date such Class "B" Special Shares so to be redeemed shall cease to be entitled to dividends or to any other type of distribution to such Class "B" Special Shares and the registered holder thereof shall not be entitled to exercise any of the rights of holders of Class "B" Special Shares in respect thereof unless payment of the redemption price is not made on the redemption date, in which event the rights of such holder of the said shares shall remain unaffected;

(h)

Redemption Amount for Class "C"

The Redemption Amount for each Class "C" Special Share shall be an amount equal to that obtained by dividing the fair market value of the net consideration for

which all of the issued and outstanding Class "C" Special Shares were issued by the total number of issued and outstanding Class "C" Special Shares; the fair market value of the net consideration aforesaid shall be the amount determined in accordance with generally accepted accounting and valuation principles by the accountants of the Corporation; and in the event that any taxing authority having jurisdiction shall subsequently allege that such amount as so determined does not accurately reflect the fair market value of the net consideration for which all of the Class "C" Special Shares were issued or propose to make an assessment of tax on the basis that a benefit or advantage is or has been conferred on any person by reason of such amount as so determined then, in any such event, such amount may, ab initio, be amended by such accountants to such amount as may be agreed upon between such accountants and such taxing authority, or failing agreement, as may be determined by the appropriate appellate tribunal or by a Superior Court having jurisdiction; and such amended amount as agreed upon or determined as aforesaid shall be and is deemed to be and to have always been the Redemption Amount; and in the event that such amended amount is less than the original amount so determined, any excess dividends paid or other distribution made by the Corporation on the Class "C" Special Shares as a result shall be repaid by the holder of the Corporation within sixty (60) days of the determination of the amended amount and, conversely, if such amended amount is more than the original amount so determined, any amount so determined, any excess dividends paid or other distribution made by the Corporation on the Class "C" Special Shares as a result shall be paid by the holder to the Corporation within sixty (60) days of the determination of the amended amount;

(1)

Cancellation

The Corporation may at any time or times purchase for cancellation the whole or any part of the Class "A", "B" and "C" Special Shares outstanding from time to time at the lowest price at which, in the opinion of the board of directors of the Corporation, such shares are obtainable, together with any dividends declared thereon and unpaid;

(j)

Voting

Except as is provided in paragraph (k) below and except as may be otherwise provided under the provisions of the Business Corporations Act of Ontario or any successors to such statute, the holders of Class "A", "B" and "C" Special Shares shall not, as such, be entitled to any vote at any meeting of the shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation

or the sale of its undertaking or a substantial part thereof;

- (k) Any amendment to the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class "A", "B" and "C" Special Shares or to create preference shares ranking in priority to or on a parity with the Class "A", "B" and "C" Special Shares, in addition to the authorization by a special resolution, may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class "A", "B" and "C" Special Shares, voting as a class, duly called for that purpose, and by at least four-fifths (4/5) of the votes cast at a meeting of the holders of the common shares, duly called for that purpose;
- (l) **Common Shares**
The rights of the holders of the common shares of the corporation include the rights:
- (i) to vote at all meetings of shareholders; and
 - (ii) to receive, subject to paragraph (e) herein, the remaining property of the corporation upon dissolution.

9. The issue, transfer or ownership of shares is/are not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:

9.

The right to transfer shares in the capital stock of the Corporation is restricted in that no shares shall be transferred without the previous consent of the directors of the Corporation expressed by a resolution passed by the Board of Directors or by an instrument or instruments in writing signed by a majority of the directors.

10. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

n/a

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

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CBR 187

F.11

DEC 07 07 98 04:07PM VETREP/ARM

SENT BY:

7- 3-88 ; 3:25PM ;

S. C. I. & D.-

5194532418;#14/20

These articles are signed in duplicate.

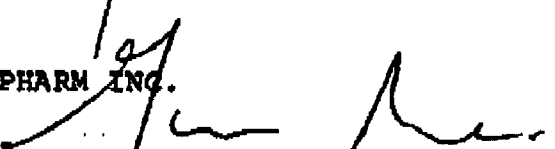
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers	Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.
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VETREPHARM INVESTMENTS HOLDINGS INC.

Per: 
Graeme McRae - President

VETREPHARM INC.

Per: 
Graeme McRae - Chief Executive Officer

0010

CSR 137

P.12

DEC 07 98 04:02PM VETREPHARM

TRADEMARK
REEL: 1835 FRAME: 0669

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Ontario Corporation Number
Numéro de la société en Ontario

1295064



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE

This is to certify that these
articles are effective on

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

JULY 02 JUILLET, 1998

W.D. Hill ①

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

1. The name of the corporation is:

Dénomination sociale de la société:

V	E	T	R	E	P	H	A	R	M	I	N	V	E	S	T	M	E	N	T	S	H	O	L	D	I	N	G
S	I	N	C	.																							

2. The name of the corporation is changed to (if applicable):

Nouvelle dénomination sociale de la société (s'il y a lieu):

R	E	N	A	I	S	S	A	N	C	E	L	I	F	E	S	C	I	E	N	C	E	S	I	N	C	.	

3. Date of incorporation/amalgamation:

Date de la constitution ou de la fusion:

1998/July/1

(Year, Month, Day)
(année, mois, jour)

4. The articles of the corporation are amended as follows:

Les statuts de la société sont modifiés de la façon suivante:

- (a) To change the name of the Corporation to RENAISSANCE LIFE SCIENCES INC.

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

1998/July/1

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

VETREPHARM INVESTMENTS HOLDINGS INC.

(Name of Corporation)
(Dénomination sociale de la société)

By/Par:

(Signature)
(Signature)

(Description of Office)
(Fonction)

Græme McRae - President

07/98

CBR 173

P.13

DEC 07 98 04:09PM VETREPHARM