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03-22-1999

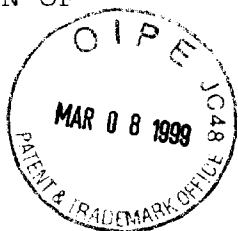
IN THE UNITED STATES



OFFICE

100988990

IN RE APPLICATION OF  
FOR THE MARKS  
SERIAL NOS.  
FILING DATES  
ATTORNEY DOCKET NOS.



: Xwave Solutions Inc.  
: **XWAVE; XWAVE SOLUTION**  
: 75/614,056; 75/613,92  
: December 28, 1998  
: SMB 5 792; SMB 5 793



03-08-1999

U.S. Patent & TMO/TM Mail Rcpt Dt.

Cleveland, Ohio 44114-2518  
March 4, 1999

**RECORDATION FORM COVER SHEET**

Commissioner of Patents  
and Trademarks  
Washington, DC 20231

Dear Sir:

Please record the attached original document or copy thereof.

1. Name of conveying Party(ies):

New Tel Information Solutions Limited

Entity:

\_\_\_ Individual(s) \_\_\_ Association  
\_\_\_ General Partnership \_\_\_ Limited Partnership  
X Corporation-State Canada  
\_\_\_ Other \_\_\_\_\_

2. Name and Address of receiving Party(ies):

Name: Xwave Solutions Inc.

03/19/1999 BNGUYEN 00000190 75614056

01 FC:481  
02 FC:482

40.00 OP  
25.00 OP

**TRADEMARK**  
**REEL: 1881 FRAME: 0220**

Street Address: Fort William Building

10 Factory Lane, Box 12110

City: St. John's, Newfoundland

State: CANADA ZIP: A1C 6J7



03-08-1999

U.S. Patent & TMOfc/TM Mail Ropt Dt. :

Entity:

Individual(s) citizenship  Association

General Partnership  Limited Partnership

Corporation-State Canada

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes  No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

Assignment  Change of Name

Security Agreement  Merger

Other Amalgamation

Execution Date: December 31, 1998

4. Application number(s) or registration number(s).

Additional sheet attached?  Yes  No

A. Trademark Appl. No. (s)

B. Trademark Reg. No. (s)

75/614,056; 75/613,923

Additional numbers attached?  Yes  No

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

Name: James W. McKee

Firm: Fay, Sharpe, Beall,

Fagan, Minnich & McKee

Address: 1100 Superior Avenue

Seventh Floor

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. 3.41): \$ 65.00

Enclosed

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): \_\_\_\_\_

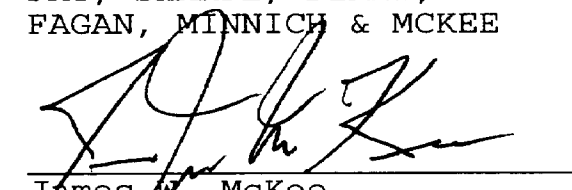
DO NOT USE THIS SPACE

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.*

Respectfully submitted,

FAY, SHARPE, BEALL,  
FAGAN, MINNICH & MCKEE



---

James W. McKee  
1100 Superior Avenue  
Seventh Floor  
Cleveland, OH 44114-2518  
(216) 861-5582

March 4, 1999

Date

Total number of pages including cover sheet, attachments, and document: 15



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
TRADEMARK EXAMINING OPERATION

In re Application of : Xwave Solutions Inc.  
Mark : **XWAVE SOLUTIONS**  
Serial No. : 75/613,923  
Filing Date : December 28, 1998  
Attorney Docket No. : SMB 5 793

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

XWAVE SOLUTIONS INC., as owner of U.S. Trademark Application No. 75/613,923 for the mark XWAVE SOLUTIONS, hereby appoints James W. McKee, Esq. of the firm of FAY, SHARPE, BEALL, FAGAN, MINNICH & McKEE, LLP, 1100 Superior Avenue, Seventh Floor, Cleveland, Ohio 44114-2518, as its domestic representative with the United States Patent and Trademark Office for all transactions relating to Trademark Application No. 75/613,923, said appointment being made on its behalf.

XWAVE SOLUTIONS INC.

Date 24 FEB 79

By   
ANDREW BOSWELL

Title VP MARKETS  
VICE-PRESIDENT, MARKETS



GOVERNMENT OF  
NEWFOUNDLAND AND LABRADOR  
*THE CORPORATIONS ACT*

FORM 10

**CERTIFICATE OF AMALGAMATION**

(Section 294)

Xwave Solutions Inc.

Name of Corporation

41104-98

Number

I certify that the Corporation resulted from the amalgamation of the following Corporations under section 293 of *The Corporations Act* as set out in the attached articles of amalgamation.

  
Registrar

Date of Amalgamation

December 31, 1998



COPY

GOVERNMENT OF  
NEWFOUNDLAND AND LABRADOR COMPANIES

THE CORPORATIONS ACT

FORM 9

ARTICLES OF AMALGAMATION  
(Section 293)

41104-98  
Dec. 31/98  
5833  
\$230 11600  
Dr. Mulader

- 1 - Name of Amalgamated Corporation  
Xwave Solutions Inc.

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- 2 - The place in Newfoundland where the registered office is situated  
Fort William Building, 10 Factory Lane, Box 12110, St. John's, Newfoundland, A1C 6J7

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- 3 - The classes and any maximum number of shares that the corporation is authorized to issue
  - (i) unlimited number of common shares without nominal or par value;
  - (ii) 67,287 Redeemable, Retractable, Non-Voting, Non-Cumulative Class A Preference Shares without nominal or par value (the "Class A Preference Shares"); and
  - (iii) unlimited number of Class B Preference Shares without nominal or par value, issuable in series (the "Class B Preference Shares")
 each with the attributes set forth in Schedule I attached hereto

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- 4 - Restrictions if any on share transfers  
See Schedule I attached

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- 5 - Number (or minimum and maximum number) of directors  
Minimum 4; Maximum 12

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- 6 - Restrictions if any on business the corporation may carry on  
None

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- 7 - Other provisions if any  
See Schedule I attached

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- 8 - The amalgamation agreement has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 10 below in accordance with Section 290 of *The Corporations Act*.

The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 10 below in accordance with Sections 291 and 292 of *The Corporations Act*. These articles of amalgamation are the same as the articles of incorporation of (name the designated amalgamating corporation).

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- 9 - Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation  
NewTel Information Solutions Limited

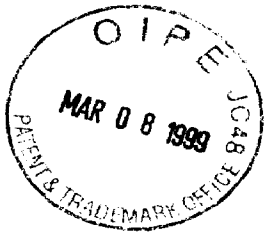
REGISTERED

10 - Name of Amalgamated Corporations	Corporation No.	Signature	Date	Description of Office
NewTel Information Solutions Limited	5246	<i>R.A. Munn</i>	31 Dec. 1998	Director
Paragon Information Systems Inc.	22105-87	<i>R.A. Munn</i>	31 Dec. 1998	Director
Minerva Technology Inc.	41048-98	<i>R.A. Munn</i>	31 Dec. 1998	Director
10735 Newfoundland Limited	41049-98	<i>R.A. Munn</i>	31 Dec. 1998	Director

**For Departmental use only**

Corporation No.	Filed
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## SCHEDULE "I"

### ARTICLES OF AMALGAMATION

#### NEWTEL INFORMATION SOLUTIONS LIMITED

3. (i) The rights, privileges, restrictions and conditions attaching to the common shares of the Corporation are as follows:
- (a) the holders of the common shares shall be entitled to notice of and to attend all meetings of shareholders of the Corporation except meetings at which only holders of Preference Shares are entitled to vote, and shall be entitled to one vote for each common share held;
  - (b) the holders of the common shares shall have the right, subject to the prior rights of any holders of Preference Shares, to receive dividends, if, as and when declared by the board of directors of the Corporation; and
  - (c) the holders of the common shares shall have the right, subject to the prior rights of any holders of Preference Shares, to receive the remaining property and assets of the Corporation upon its dissolution, liquidation or winding-up.
- (ii) The rights, privileges, restrictions and conditions attaching to the Class A Preference Shares are as follows:
- (a) The holders of the Class A Preference Shares, in priority to the Common Shares in the capital stock of the Corporation and to shares of any other class ranking junior to the Class A Preference Shares, shall be entitled to receive and the Corporation shall pay thereon as and when declared by the Directors out of the monies of the Corporation properly applicable to the payment of dividends such dividends as the Directors may from time to time declare. Such dividends shall accrue from such date or dates as may be determined by the Directors of the Corporation. Cheques of the Corporation payable at par shall be issued in respect of such dividends.
  - (b) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of property or assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A Preference Shares shall be entitled to receive the amount of \$100 per Class A Preference Share together with all unpaid cumulative preferential dividends thereon (which for such purpose shall be calculated as if such dividends were accruing for the period from the expiration of the last period for which dividends have been paid up to the date of distribution) before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class A Preference Shares. After payment to the holder of the Class A Preference Shares of the amounts so payable to them as

above provided they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

- (c) Subject to applicable laws the Corporation may upon giving notice as hereinafter provided redeem at any time the whole or from time to time any part of the then outstanding Class A Preference Shares on payment for each share to be redeemed of \$100 per Class A Preference Share together with all unpaid cumulative preferential dividends thereon (which for such purpose shall be calculated as if the dividends on the Class A Preference Shares were accruing for the period from the expiration of the last period for which dividends have been paid up to the date of such redemption). In case a part only of the then outstanding Class A Preference Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or if the directors so determine may be redeemed pro rata disregarding fractions.
- (d) The holders of the Class A Preference Shares shall have the option of requiring the Corporation to redeem any or all of the Class A Preference Shares held by them at any time and from time to time at the price of \$100 per Class A Preference Share on such share together with all accrued and unpaid dividends thereon up to the date of redemption of the such shares. Such retraction privilege shall be exercisable by the holders of the Class A Preference Shares depositing with the Corporation notice of its wish to have Class A Preference Shares redeemed stating the number of such shares to be redeemed together with the share certificate or certificates representing the shares to be redeemed. Such deposit shall be irrevocable except with respect to those shares deposited which are not redeemed by the Corporation on the retraction date. Subject to applicable laws, the Corporation shall redeem such shares and pay the redemption price therefor within 10 days of receipt of the redemption notice and a certificate or certificates representing same, duly endorsed by the holder thereof.
- (e) In any case of redemption of Class A Preference Shares under the provisions of Clause (c) hereof, the Corporation shall, at least thirty (30) days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of Class A Preference Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A Preference Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder not so appearing then to the last known address of such shareholder, provided, however, that accidental failure or omission to give any such notice on one (1) or more of such shareholders shall not affect the validity of such redemption as to the other holders. Such notice shall set out the redemption price and date on which redemption is to take place 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. On or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders

of the Class A Preference Shares to be redeemed the redemption price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates for the Class A Preference Shares called for redemption and the certificates for such shares shall thereupon be cancelled and the shares represented thereby shall thereupon be and be deemed to be redeemed. If a part only of the shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified in any such notice, the Class A Preference Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A Preference Shares to deposit the redemption price of the shares so called for redemption or of such of the said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such Class A Preference Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A Preference Shares in respect whereof such deposit shall have been made shall be and be deemed to be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively; any interest allowed on any such deposit shall belong to the Corporation.

- (f) No dividends shall at any time be declared or paid on or set apart for the Common Shares or any shares of any other class ranking junior to the Class A Preference Shares unless all dividends up to and including the dividend payable for the last dividend payment date on the Class A Preference Shares then issued and outstanding shall have been declared and paid or provided for at the date of such declaration or payment or setting apart.
- (g) No class of shares may be created or issued ranking as to capital or dividends in priority to or on a par with the Class A Preference Shares.
- (h) The holders of the Class A Preference Shares shall not be entitled as of right to subscribe for or purchase or receive any part of any issue of shares or of bonds, debentures or other securities of the Corporation now or hereafter authorized.

- (i) The holders of the Class A Preference Shares shall not be entitled to receive notice of or to attend and vote at meetings of the shareholders of the Corporation.
  - (j) The foregoing provisions and the provisions of this clause may be repealed, altered, modified, amended or amplified but only with the approval of the holders of the Class A Preference Shares given in the manner provided in Clause (k) hereof in addition to any other approval required by the Corporations Act.
  - (k) The approval of the holders of the Class A Preference Shares as to any and all matters referred to herein may be given in writing by the holders of not less than seventy five percent (75%) of the outstanding Class A Preference Shares or by resolution passed or by by-law sanctioned at a meeting of the holders of Class A Preference Shares duly called and held upon not less than fourteen (14) days' notice at which the holders of at least a majority of the outstanding Class A Preference Shares are present or represented by proxy and carried by the affirmative votes of the holders of not less than seventy-five percent (75%) of the Preference Shares represented and voted at such meeting cast on a poll. If at any such meeting the holders of a majority of the outstanding Class A Preference Shares are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date being not less than twenty-one (21) days later and to such time and place as may be appointed by the chairman and not less than fourteen (14) days' notice shall be given of such adjourned meeting but it shall not be necessary in such notice to specify the purpose for which the meeting was originally called. At such adjourned meeting the holders of Class A Preference Shares present or represented by proxy may transact the business for which the meeting was originally convened and a resolution passed thereat by the affirmative votes of the holders of not less than seventy-five percent (75%) of the Class A Preference Shares represented and voted at such adjourned meeting cast on a poll shall constitute the approval of the holders of Class A Preference Shares referred to above. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the By-Laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting or adjourned meeting every holder of Class A Preference Shares shall be entitled to one (1) vote in respect of each Class A Preference Share held.
- (iii) The Class B Preference Shares shall be issuable in series and shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:
    - (a) the Class B Preference Shares may from time to time be issued in one or more series. Each series shall consist of such number of shares as may,

before the issue thereof, be fixed by resolution of the directors of the Corporation and, subject to the class conditions herein set forth, each series shall be designated and shall have the rights, privileges, restrictions and conditions as determined by resolution of the directors of the Corporation, the whole to be subject to the issue of a certificate and articles of amendment or such other document as may be prescribed by law setting forth the number, designation, rights, privileges, restrictions and conditions attaching to the Class B Preference Shares of each series;

- (b) except as hereinafter referred to or as required by law or in accordance with voting rights (if any) which may from time to time be attached to any series of Class B Preference Shares, the holders of the Class B Preference Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation, other than meetings of holders of the Class B Preference Shares; provided however, that such holders shall be entitled to notice of meetings of shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the distribution of all or substantially all the property of the Corporation, other than in the ordinary course of business of the Corporation;
- (c) the rights, privileges, restrictions and conditions attaching to the Class B Preference Shares as a class may be added to, changed or removed, but only with the approval of the holders of the Class B Preference Shares given as hereinafter specified;
- (d) the approval of the holders of the Class B Preference Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class B Preference Shares as a class or any other matter requiring the consent of the holders of the Class B Preference Shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given either in writing by resolution signed by all the holders of the Class B Preference Shares entitled to vote thereon or by a resolution passed at a meeting of holders of Class B Preference Shares at which holders of Class B Preference Shares representing not less than a majority of the aggregate stated capital of all Class B Preference Shares are present or are represented by proxy and carried by not less than two-thirds of the votes cast at such meeting. If at any such meeting the holders of Class B Preference Shares representing not less than a majority of the aggregate stated capital of all Class B Preference Shares are not present or represented by proxy within one-half hour after the time appointed for such meeting then, subject to applicable law, the meeting shall be adjourned to such time and place as may be designated by the Chairman. At such adjourned meeting the holders of Class B Preference Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by not less than two-thirds of the votes cast at such meeting shall constitute approval of the holders of the Class B Preference Shares; and

