

07-14-1999

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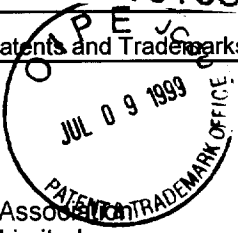


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Attorney Docket No. 4127.0023

med 7-9-99



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

1. Name(s) of conveying party(ies):
 Hedley Technologies Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Province of British Columbia

Other: _____

2. Name(s) and address(es) of receiving party(ies):
 Name: Hedley Technologies Inc.
 Address: 5160 Explorer Drive, Unit 20
Mississauga, Ontario L4W 4T7

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

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

Other: Change in Corporate Status

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation - Canadian Business Corporation
 Other:

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

** None needed because owner of application is the same; company has merely undergone a change in corporate status

Execution Date: May 19, 1999

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
74/672,954

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: Anessa J. Owen
 Address: Finnegan, Henderson, Farabow
Garrett & Dunner, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40

Enclosed
 Authorized to be charged to deposit account
 Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:
06-0916

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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.

Anessa J. Owen
 Name of Person Signing

Anessa J. Owen
 Signature

July 9, 1999
 Date

Total number of pages including cover sheet, attachments, and document: 4

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CANADA

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TO ALL TO WHOM THESE PRESENTS

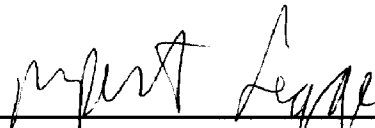
PROVINCE OF BRITISH COLUMBIA

MAY COME BE SEEN OR KNOWN:

TO WIT:

I, Rupert A. Legge, a Notary Public by Royal authority duly appointed, residing at the City of Vancouver, in the Province of British Columbia, do certify and attest that the paper writings hereto annexed, marked with my Notarial Seal, are true copies of the original documents produced to me and purporting to be copies of the Certificate of Continuance and Articles of Continuance of HEDLEY TECHNOLOGIES INC. issued by Industry Canada and dated May 19, 1999, the said copies having been compared by me with the said original documents, an act whereof being requested I have granted under notarial form and seal of office to serve and avail as occasion may require.

DATED at Vancouver, British Columbia, this 11th day of June, 1999.



A Notary Public in and for the Province of
British Columbia



**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

HEDLEY TECHNOLOGIES INC.

362017-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Director - Directeur

May 19, 1999 / le 19 mai 1999

Date of Continuance - Date de la prorogation

ARTICLES OF CONTINUANCE

CANADA BUSINESS
CORPORATIONS ACT

(Section 187)

-
1. Name of Corporation:
HEDLEY TECHNOLOGIES INC.
-
2. The place in Canada where the registered office is to be situated:
Mississauga, Ontario
-
3. The classes and any maximum number of shares that the Corporation is authorized to issue:
unlimited number of Common shares
25,000,000 Preferred Shares

The Common shares and Preferred Shares shall have attached thereto the special rights and restrictions set forth in Appendix I.
-
4. Restrictions if any on share transfers:
None
-
5. Number (or minimum or maximum number) of Directors:
Minimum 3 - Maximum 10
-
6. Restrictions if any on businesses the Corporation may carry on:
None
-
7. (1) If change of name effected, previous name:
Nil

(2) Details of incorporation:

Incorporated under the laws of British Columbia on April 28, 1947 under the name "Hedley Gordon Gold Mines Ltd. (N.P.L.)". The name of the Corporation was changed to "Hedley Pacific Mining Corp. Ltd. (N.P.L.)" on November 2, 1971, to "Hedley Pacific Ventures Ltd." on February 18, 1992, to "Hedley Technologies Ltd." on June 11, 1996 and to "Hedley

Technologies Inc." on July 8, 1996. The Corporation was converted to a limited liability company on November 20, 1979 under the name "Hedley Pacific Mining Corp. Ltd.".

8. Other provisions if any:

The annexed Appendix II is incorporated in this form.

9. Date	Signature	Description of Office
April 19, 1999	<i>Peter Quinlan</i>	Chairman and Chief Executive Officer

362017-4

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A. PREFERRED SHARES AS A CLASS

The Preferred Shares shall as a class carry and be subject to the following rights, privileges, restrictions and conditions:

1.1 Directors' Right to Issue in One or More Series

The Preferred Shares may be issued at any time or from time to time in one or more series. Before any shares of a series are issued, the board of directors of the Corporation shall fix the number of shares that will form such series and shall, subject to the limitations set out in the Articles, determine the designation, rights, privileges, restrictions and conditions to be attached to the Preferred Shares of such series, the whole subject to the filing with the Director (as defined in the Canada Business Corporations Act (the "Act")) of Articles of Amendment containing a description of such series including the rights, privileges, restrictions and conditions determined by the board of directors of the Corporation.

1.2 Ranking of the Preferred Shares

The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to dividends and return of capital and shall be entitled to a preference over the Common Shares of the Corporation and over any other shares ranking junior to the Preferred Shares with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs. If any cumulative dividends, whether or not declared, or declared non-cumulative dividends or amounts payable on return of capital are not paid in full in respect of any series of the Preferred Shares, the Preferred Shares of all series shall participate rateably in respect of such dividends in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of such return of capital in accordance with the sums that would be payable on such return of capital if all sums so payable were paid in full; provided, however, that if there are insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Preferred Shares with respect to return of capital shall be paid and satisfied first and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Preferred Shares of any series may also be given such other preferences not inconsistent with the rights, privileges, restrictions and conditions attached to the Preferred Shares as a class over the Common Shares of the Corporation and over any other shares ranking junior to the Preferred Shares as may be determined in the case of such series of Preferred Shares.

1.3 Voting Rights

Except as hereinafter referred to or as required by law or unless provision is made in the Articles relating to any series of Preferred Shares that such series is entitled to vote, the holders of the Preferred 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.

1.4 Amendment With Approval of Holders of Preferred Shares

The rights, privileges, restrictions and conditions attached to the Preferred Shares as a class may be added to, changed or removed but only with the approval of the holders of the Preferred Shares given as hereinafter specified.

1.5 Approval of Holders of the Preferred Shares

The approval of the holders of the Preferred Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Preferred Shares as a class or in respect of any other matter requiring the consent of the holders of the Preferred Shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution signed by the holders of not less than 2/3 of the Preferred Shares then outstanding or passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of the Preferred Shares duly called for that purpose.

The quorum for a meeting of the holders of the Preferred Shares shall be not less than 25% of the outstanding Preferred Shares present in person or represented by proxy at such meeting, provided however, that, if at any such meeting, when originally held, the holders of at least 25% of the outstanding Preferred Shares are not present in person or so represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 7 days later, and to such time and place as may be fixed by the chairman of such meeting and, at such adjourned meeting, the holders of Preferred Shares present in person or so represented by proxy, whether or not they hold more or less than 25% of all Preferred Shares then outstanding, may transact the business for which the meeting was originally called.

The formalities to be observed with respect to the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders, or if not so prescribed, as required by the Act as in force at the time of the meeting. On every poll taken at every meeting of the holders of the Preferred Shares as a class, or at any joint meeting of the holders of two or more series of Preferred Shares, each holder of Preferred Shares entitled to vote thereat shall have one vote in respect of each Preferred Share held.

B. COMMON SHARES

2.1 The Common Shares shall entitle the holders thereof to one vote at all meetings of shareholders for each Common share held, except meetings at which only holders of another specified class of shares are entitled to vote, and shall, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Shares whether as a class or as a series, and to any other class or series of shares of the Corporation which rank prior to the Common Shares, entitle the holders thereof to receive, on a pro rata basis, the remaining property of the Corporation upon a dissolution.

2.2 Subject to the rights of the holders of the Preferred shares, the holders of the Common Shares shall be entitled to dividends from time to time at the discretion of the directors.

1. Without in any way limiting the powers conferred upon the Corporation and its directors by the Canada Business Corporations Act, the directors may, from time to time, in such amounts and on such terms as they deem expedient, charge, mortgage, hypothecate, pledge, or grant any form of security interest in, all or any of the currently owned or subsequently acquired property of the Corporation, real or personal, moveable or immoveable, including its undertaking, book debts, rights, powers and franchises, to secure any debt obligation or any money borrowed or other debt or liability of the Corporation.

2. The Articles of the Corporation may be amended by special resolution pursuant to Section 173 of the Canada Business Corporations Act to:

- (a) increase or decrease any maximum number of authorized shares of any class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of another class;
- (b) effect an exchange, reclassification or cancellation of all or any part of the shares of any class; or
- (c) create a new class of shares equal or superior to the shares of another class;

and no separate class or series vote shall be required under Section 176 of the Act in respect to the amendment except that the holders of any class of preferred shares shall be entitled to vote separately as a class or series on such amendment to the extent provided in the Act and in the Articles.