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FORM 1595

01-19-2000

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

11/15/00



HEET

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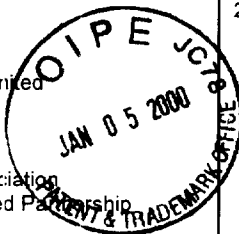
To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Compusearch Market and Social Research Limited

- Individual
- General Partnership
- Corporation- Country: CANADA
- Other

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



2. Name and address of receiving party(ies):

Name Blackburn Marketing Services, Inc.

Internal Address: \_\_\_\_\_

Street Address: 369 York Street

City London, Ontario

Country Canada ZIP N6A 1K2

- Individual (s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporate-Country Canada
- Other \_\_\_\_\_

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

Yes  No

Additional name(s) & addresses(es) attached?

Yes  No

3. Name of Conveyance:

Assignment  Merger

Security Agreement  Change of Name

Other \_\_\_\_\_

Execution Date: September 1, 1991

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

A. Trademark Application No (s)

B. Trademark Registration No.(s)

1,862,698 and 1,934,538

Additional numbers attached?  Yes  No

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

Name: G. Franklin Rothwell

Internal Address: Columbia Square

Street Address: 555 Thirteenth Street, N.W. Suite 701E

City: Washington,

State: D.C. Zip 20004

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): . . . . \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

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01 FC:481 40.00 OP  
02 FC:482 25.00 OP

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.

G. Franklin Rothwell  
Name of Person Signing

G.F. Rothwell  
Signature

11.22.99  
Date

Total number of pages including cover sheet, attachments and documents: 1-7

2518-102/103

TRADEMARK  
REEL: 002010 FRAME: 0096

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of )  
)  
Polk Canada Marketing Services Inc. )  
)  
Registration No.: 1,862,698 )  
)  
Registered: November 15, 1994 )  
)  
Mark: PSYTE )

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

The firm of ROTHWELL, FIGG, ERNST & KURZ, P.C., of 555 13th Street, N.W., Washington, D.C. 20004, is hereby designated registrant's representative upon whom notices or process in proceedings affecting the mark may be served. All previous appointments of domestic representative are hereby revoked.

**POWER OF ATTORNEY**

Registrant hereby appoints G. Franklin Rothwell, E. Anthony Figg, Barbara G. Ernst, Raymond A. Kurz, George R. Repper, Bart G. Newland, Vincent M. DeLuca, Celine Jimenez Crowson, Joseph A. Hyrds, Mark I. Bowditch, Robert J. Jondle, Kenneth M. Fagin, Stephen B. Parker, Don M. Kerr, Jeffrey L. Ihnen, Stephen A. Saxe, Glenn E. Karta and Martha Cassidy, all members of the Bar, of Rothwell, Figg, Ernst & Kurz, Suite 701-E, 555 13th Street, N.W., Washington, D. C. 20004, a professional corporation, as attorneys to transact all business in the

C A N A D A  
PROVINCE OF ONTARIO

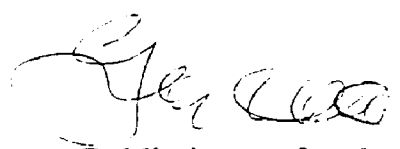
) TO ALL WHOM THESE PRESENTS  
) MAY COME, BE SEEN OR KNOWN  
)  
)  
)

TO WIT:

**I, ROBERT GREGORY HATT,**

a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of London, in the County of Middlesex, in said Province **do certify** that the paper writing hereto annexed is a true copy of a document produced and shown to me and purporting to be Certificate of Amalgamation of Blackburn Marketing Services Inc. dated the 1st day of September, 1991, the said copy having been compared by me with the said original document, an act whereof being requested I have granted my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

**IN TESTIMONY WHEREOF** I have hereto subscribed my name and affixed my Notarial Seal of Office at London, Ontario, this 30th day of January, 1995.



A Notary Public in and for the Province of Ontario.

**947467**

SEPTEMBER 1 SEPTEMBRE 1991

Trans Code <b>A</b>	Line No. <b>0</b>	Star <b>0</b>	Comp Code <b>A</b>	Method Code <b>3</b>
NOTICE Req'd <b>N</b>	Jurisdiction <b>ONTARIO</b>			

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

Form 4  
Business  
Corporations  
Act  
1982  
Formule  
numéro 4  
Loi de 1982  
sur les  
compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de*  
**BLACKBURN MARKETING SERVICES  
INC.**

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

**369 York Street**

*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**

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

**N 6 A 1**

*(Postal Code  
Code Postal)*

**City of London**

*(Name of Municipality,  
Geographical Township)  
(Nom de la municipalité,  
du canton)*

*in the  
dans le/la*

**County of Middlesex**

*(County District, Regional  
Municipality)  
Comté, district, municipalité  
régionale)*

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

Minimum of one (1), maximum of ten (10)

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 &amp; No. or R.R. No., Municipality and Postal Code Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	<i>Reside Canada State Yes or Reside Canada Oui No</i>
WILLIAM DAVID GOLDSTEIN	130 Dinnick Crescent, Toronto Ontario, M4N 1L8	Yes
RICHARD RAYMOND BROCK	196 Riverbank Drive, Cambridge Ontario, N3H 4R6	Yes
WILLIAM LORNE PORTER	1072 The Parkway, London Ontario, N6A 2W9	Yes
JOHN BRUCE PEARSON	279 Heath Street, Toronto Ontario, M4T 1T3	Yes
RALPH ALEXANDER GREEN	22 Hampton Crescent, London Ontario, N6H 2N8	Yes

OYE & DURHAM  
FORM 4 (B.C.A.)

5 A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 175(4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque compagnie fusionnée ont dûment adopté la convulsion conformément au paragraphe de la Loi sur les compagnies a 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 176 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 compagnie fusionnée ont approuvé la fusion par résolution conformément à l'article 176 sur les compagnies a la date mentionnée dessous. Les statuts de fusion reessentiellement les dispositions des constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numero de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approb</i>
Blackburn Marketing Services Inc.	843516	August 30, 1991
Compusearch-Market and Social Research Ltd.	598858	August 30, 1991
869793 Ontario Limited	869793	August 30, 1991
The Institute for Market and Social Analysis Inc.	687905	August 30, 1991

6 Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise. *Limites, s'il y a lieu imposees aux commerciales ou aux pouvoirs de la compag:*

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'act que la compagnie est autorisée a émettre.*

An unlimited number of shares designated as common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to be issued in series.

*Droits, privilèges, restrictions et conditions s'y rattachés à chaque catégorie d'actions et pour administrateurs relatifs à chaque catégorie qui peut être émise en série.*

N/A

9. The issue, transfer or ownership of shares is, is not restricted and the restrictions (if any) are as follows. *L'émission, le transfert ou la propriété de la part n'est pas restreinte. Les restrictions s'il y a lieu, les suivantes.*

No share in the capital of the Corporation shall be transferred without the consent of either:

- (a) the directors of the Corporation expressed by the votes of a majority of the directors at a meeting of the directors or by an instrument or instrument in writing signed by a majority of the directors or
- (b) the holders of at least fifty-one percent (51%) of the common shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders.

10. Other provisions, (if any):

*Autres dispositions, s'il y a lieu.*

- (a) the number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, or have continued after the termination of that employment to be, shareholders of the Corporation, is limited to fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder;
- (b) any invitation to the public to subscribe for securities of the Corporation is prohibited; and
- (c) without limiting in any manner the powers of the directors of the Corporation under the Business Corporations Act, 1982 (Ontario), as now enacted and hereafter amended, repealed and re-enacted or replaced the directors of the Corporation may, without the authorization of the shareholders, authorize the Corporation by authentic deed, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, to hypothecate, mortgage or pledge any property, movable or immovable, present or future, which it may own in Quebec.

11. The statements required by subsection 177(2) of the Business Corporations Act are attached as Schedule "A".

*Les déclarations exigées aux termes du paragraphe 177 de la Loi sur les compagnies 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) constituent l'annexe "B".*

TRADEMARK

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Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

Denomination sociale des compagnies fusionnant, signature et fonction de leurs dirigeants regulierement designes.

BLACKBURN MARKETING SERVICES INC.

By: [Signature]

COMPUSEARCH-MARKET AND SOCIAL RESEARCH LTD.

By: [Signature]

869793 ONTARIO LIMITED

By: [Signature]

THE INSTITUTE FOR MARKET AND SOCIAL ANALYSIS INC.

By: [Signature]

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 177(2) OF  
THE BUSINESS CORPORATIONS ACT, 1982

I, William Lorne Porter, of the City of London  
the County of Middlesex, Ontario, hereby certify and state  
follows:

1. That I am a director of each of Blackburn Marke  
Services Inc., Compusearch-Market and Social Research I  
869793 Ontario Limited and The Institute for Market  
Social Analysis Inc. (hereinafter called the "Amalgama  
Companies").

2. I have conducted such examinations of the books  
records of the Amalgamating Companies as are necessary  
enable me to make the statements hereinafter set forth.

3. There are reasonable grounds for believing that

(i) each of the Amalgamating Companies is and  
corporation to be formed by their amalgamation  
be able to pay its liabilities as they become  
and

(ii) the realizable value of such amalgam  
corporation's assets will not be less than  
aggregate of its liabilities and stated capita  
all classes.

4. There are reasonable grounds for believing tha  
creditor will be prejudiced by the amalgamation.

This Statement is made this 30th day of August  
1991.

  
William Lorne Porter

AMALGAMATION AGREEMENT

THIS AGREEMENT made as of August 30th 1991.

B E T W E E N:

869793 ONTARIO LIMITED, a corporation  
incorporated under the laws of the Province of  
Ontario

(hereinafter referred to as "Prospects")

OF THE FIRST PART

- and -

BLACKBURN MARKETING SERVICES INC., a  
corporation incorporated under the laws of the  
Province of Ontario,

(hereinafter referred to as "BMSI")

OF THE SECOND PART

- and -

COMPUSEARCH-MARKET AND SOCIAL RESEARCH LTD., a  
corporation incorporated under the laws of the  
Province of Ontario,

(hereinafter referred to as "Compusearch")

OF THE THIRD PART

- and -

THE INSTITUTE FOR MARKET AND SOCIAL ANALYSIS  
INC., a corporation incorporated under the  
laws of the Province of Ontario,

(hereinafter referred to as "IMSA")

OF THE FOURTH PART.

WHEREAS Prospects was incorporated under the laws of  
the Province of Ontario by articles of incorporation effective  
July 26, 1989 and the authorized capital consists of 1,000 common  
shares;

AND WHEREAS there are 1,000 common shares of Prospects issued and outstanding;

AND WHEREAS BMSI was incorporated under the laws of the Province of Ontario by articles of incorporation effective July 26, 1991 and the authorized capital consists of an unlimited number of common shares;

AND WHEREAS there are 1,000 common shares of BMSI issued and outstanding;

AND WHEREAS Compusearch was amalgamated under the laws of the Province of Ontario by articles of amalgamation effective April 1, 1985 and the authorized capital consists of an unlimited number of common shares;

AND WHEREAS there are 101 common shares of Compusearch issued and outstanding as fully paid and non-assessable;

AND WHEREAS IMSA was incorporated under the laws of the Province of Ontario by articles of incorporation effective November 27, 1986 and the authorized capital consists of an unlimited number of common shares;

AND WHEREAS there are 200 common shares of IMSA issued and outstanding;

AND WHEREAS the parties hereto propose to amalgamate and continue as one corporation;

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the covenants and agreements herein contained the parties hereto agree as follows:

1. Prospects, BMSI, Compusearch and IMSA shall amalgamate, pursuant to the provisions of the Business Corporations Act, 1982 (Ontario), and continue as one corporation (hereinafter referred to as the "Amalgamated Corporation") upon and subject to the terms and conditions and in the manner hereinafter set out.

2. The name of the Amalgamated Corporation shall be Blackburn Marketing Services Inc.

3. The registered office of the Amalgamated Corporation shall be located in the City of London, County of Middlesex, in the Province of Ontario and the address of the Amalgamated Corporation shall be 369 York Street, London, Ontario N6A 1K2.

4. The number of directors of the Amalgamated Corporation shall be a minimum of one (1) and a maximum of ten (10) and the following persons shall be the first directors:

<u>Name</u>	<u>Residence Address</u>	<u>Resident Canadian</u>
Richard Raymond Brock	196 Riverbank Drive Cambridge, Ontario N3H 4R6	Yes
John Bruce Pearson	279 Heath Street Toronto, Ontario M4T 1T3	Yes
William David Goldstein	130 Dinnick Crescent Toronto, Ontario M4N 1L8	Yes
William Lorne Porter	1072 The Parkway London, Ontario N6A 2W9	Yes

<u>Name</u>	<u>Residence Address</u>	<u>Resident Canadian</u>
Ralph Alexander Green	22 Hampton Crescent London, Ontario N6H 2N8	Yes

5. There will be no restrictions on the business the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.

6. The Amalgamated Corporation shall be authorized to issue an unlimited number of common shares.

7. No share in the capital of the Corporation shall be transferred without the consent of either:

(a) the directors of the Corporation expressed by the votes of a majority of the directors at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the holders of at least fifty-one percent (51%) of the common shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by such holders.

8. Any shares in the capital of any of the parties hereto held by or on behalf of the other parties hereto shall, upon articles of amalgamation in respect of the amalgamation becoming effective, be cancelled without any repayment of capital in respect thereof.

9. The issued and outstanding shares in the capital of each of the parties hereto, except the shares, if any, which shall be cancelled pursuant to Section 8 hereof, shall, upon articles of amalgamation in respect of the amalgamation becoming

effective, be converted into issued and outstanding shares in the capital of the Amalgamated Corporation wherein each common share in the capital of BMSI and Compusearch shall be converted into one (1) common share in the capital of the Amalgamated Corporation.

After articles of amalgamation in respect of the amalgamation have become effective, the holders of shares which are converted into shares of the Amalgamated Corporation as noted above shall be entitled to receive certificates representing shares of the Amalgamated Corporation on the bases aforesaid on presentation and surrender of the certificates representing shares held by them at the registered office of the Amalgamated Corporation and shall surrender the certificates representing shares of BMSI and Compusearch for cancellation.

10. The by-laws of BMSI shall be the by-laws of the Amalgamated Corporation until repealed, amended or altered and a copy of such by-laws may be examined at 369 York Street, London, Ontario N6A 1K2.

11. The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

12. Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.

13. Each of the parties hereto may, by resolution of their respective directors, consent to any amendment or variation of this Agreement which the shareholders of the parties hereto may approve and the term "Agreement" as used herein shall include this Agreement as so amended or varied.

14. Notwithstanding the approval of this Agreement by the shareholders of any party hereto, the directors of such party may by resolution terminate this Agreement at any time prior to articles of amalgamation becoming effective in respect of the Amalgamated Corporation.

IN WITNESS WHEREOF the parties have executed this Agreement.

869793 ONTARIO LIMITED

BLACKBURN MARKETING SERVICES INC.

By: "J. B. PEARSON"

By: "J. B. PEARSON"

By: "W. L. PORTER"

By: "W. L. PORTER"

COMPUSEARCH-MARKET AND SOCIAL RESEARCH LTD.

THE INSTITUTE FOR MARKET AND SOCIAL ANALYSIS INC.

By: "MARTHA G. BLACKBURN"

By: "J. B. PEARSON"

By: "W. L. PORTER"

By: "W. L. PORTER"