

5-11-00

FORM PTO-1618A
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OMB 0651-0027

05-25-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
03 22 99

Conveying Party

Mark if additional names of conveying parties attached

Name LUMONICS INC

Execution Date
Month Day Year
03 22 99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____ 1125455
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name GSI LUMONICS INC

DBA/AKA/TA _____

Composed of _____

Address (line 1) c/o Paul W. Smith

Address (line 2) 44 Chipman Hill, 10th, P.O. Box 7289, Station "A"

Address (line 3) Saint John, E2L 4S6

New Brunswick, Canada

Zip Code _____

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002078 FRAME: 0801

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1125455"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Lanning G. Bryer

Name of Person Signing

Signature

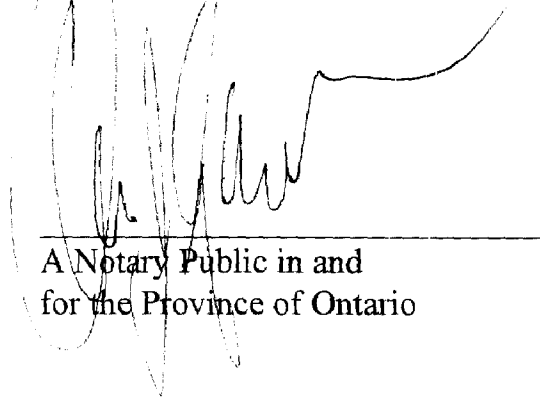
5/5/00

Date Signed

CANADA)
)
PROVINCE OF ONTARIO)
)
REGIONAL MUNICIPALITY)
OF OTTAWA-CARLETON)
)
)
)
TO WIT:)

I, Charles J. Gardner, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the City of Ottawa, in the Regional Municipality of Ottawa-Carleton in the said Province DO HEREBY CERTIFY that the paper writing hereto annexed, the first page of which is stamped with an impression of my seal, is a true and correct photostatic copy of the Corrected Certificate of Continuance of GSI Lumonics Inc. dated March 22, 1999, out of custody of LaBarge Weinstein, Ottawa, Ontario, the said photostatic copy having been compared by me, page for page, with the said original document, an act whereof being requested I have granted the same under my hand and notarial seal of office to serve and avail as occasion shall or may require.

DATED at Ottawa, this 22nd day of October, 1999.



A Notary Public in and
for the Province of Ontario

CANADA
PROVINCE OF NEW BRUNSWICK
BUSINESS CORPORATIONS ACT
CERTIFICATE OF CONTINUANCE

New Brunswick
Nouveau Brunswick

CANADA
PROVINCE DU NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS COMMERCIALES
CERTIFICAT DE PROROGATION

CORRECTED CERTIFICATE OF CONTINUANCE

GSI Lumonics Inc.

Name of Corporation
Raison sociale de la corporation

508971

Corporation Number
Numéro de la corporation

I HEREBY CERTIFY that the above - mentioned corporation was continued under Section 126 of the Business
JE CERTIFIE que la corporation mentionnée ci-dessus a été prorogée en application de l'article 126 de la Loi sur les

Corporations Act as set out in the attached Articles of Continuance.
corporations commerciales de la façon indiquée dans les statuts de prorogation ci-joints.

Note: This corrected Certificate of Continuance was issued on March 22, 1999 pursuant to s. 189 of the Business Corporations Act,
correcting the date of continuance from "March 19, 1999" to "March 22, 1999".

Per:

Director
Directeur

Director - Business Corporations Act

Date of Continuance
Date de prorogation

FORM 7

FORMULE 7

ARTICLES OF CONTINUANCE
(SECTION 126)

STATUTS DE PROROGATION
(ARTICLE 126)

1-Name of Corporation Raison sociale de la corporation
GSI Lumonics Inc.

2-The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which the share may be offered including shares without par value and/or with par value and the amount of par value. Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises, y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair.

The corporation is authorized to issue an unlimited number of common shares without par value

3-Restrictions, if any, on share transfers Restrictions, s'il y en a, au transfert d'actions
None

4-Number (or minimum and maximum number) of directors Nombre (ou nombre minimum et maximum) des administrateurs
Minimum of five (5) and a maximum of fifteen (15) as determined by resolution of the Board of Directors

REF: # 508971
DEPT 11
DEPT 78

5-Restrictions, if any, on businesses the corporation may carry on Restrictions, s'il y en a, à l'activité que peut exercer la corporation
None TOTAL 260
3019 0000-001 OPER 1 3/19/99

6-(1) If change of name effected, previous name (1) En cas de changement de raison sociale; indiquer la dernière en date.
Lumonics Inc.

(2) Details of incorporation (2) Détails sur la constitution en corporation.
Corporations Act (Ontario), Letters Patent dated November 26, 1970

7-Other provisions, if any Autres dispositions, le cas échéant
See attached Schedule "I"

Date Signature Description of Office-Description du bureau
March 17, 1999 Charles J. Gardner, Q.C., Corporate Secretary

FOR DEPARTMENT USE ONLY RESERVE A L'USAGE DU MINISTERE
Corporation No. - N°.de corporation Filed-Déposé
508971 FILED/DEPOSE MAR 22 1999

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GSI LUMONICS INC.

(hereinafter referred to as the "Corporation")

THIS IS SCHEDULE "I" TO THE FOREGOING FORM 7 UNDER THE
NEW BRUNSWICK BUSINESS CORPORATIONS ACT

1. PLACE OF SHAREHOLDER MEETINGS

Notwithstanding subsections (1) and (2) of Section 84 of the *Business Corporations Act*, as from time to time in force, meetings of shareholders of the Corporation may be held outside New Brunswick at any location throughout the world, including without limitation, Ottawa, Boston, Toronto, New York, Vancouver, or Los Angeles.

2. PRE-EMPTIVE RIGHTS

(A) Notwithstanding subsection (2) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its equity shares of any class of any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

(B) Notwithstanding subsection (3) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of voting shares of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares

or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

3. BORROWING AUTHORITY

The directors of the Corporation may from time to time, in such amounts and on such terms as deemed expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation; and
- (c) mortgage, hypothecate, charge or pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings of the Corporation, to secure any debt obligations or any money borrowed, or any other debt or liability of the Corporation.

The foregoing powers may be delegated by the directors to such officers or directors of the Corporation to such extent and in such manner as determined by the directors from time to time.

Nothing in this clause 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.

4. CUMULATIVE VOTING

Subject to applicable law, there shall be no cumulative voting rights in favour of shareholders of the Corporation.

5. SHAREHOLDER PROPOSAL

Subject to Section 89(5) of the Act, a proposal by a shareholder under Section 89 of the Act may include nominations for the election of directors if the proposal is signed by one or more holders of shares representing in the aggregate not less than 5% of the shares or 5% of the shares of a class of shares of the Corporation entitled to vote at the meeting to which the proposal is to be presented, in which case the Corporation shall set out the proposal in the notice of meeting in the same manner as provided for under Section 89(2) of the Act.

6. REQUISITION OF MEETING BY SHAREHOLDERS

The holders of not less than 10% of the issued shares of a Corporation that carry the right to vote at a meeting sought to be held may requisition the directors to call a meeting of shareholders for the purposes stated in the requisition and, upon receiving the requisition, the directors shall call a meeting of shareholders to transact the business stated in the requisition in the same manner as provided for in Section 96 of the Act.

FILED/DEPOSE MAR 2 2 1999

FORM 2

FORMULE 2

NOTICE OF REGISTERED OFFICE OR
NOTICE OF CHANGE OF REGISTERED OFFICE
(SECTION 17)

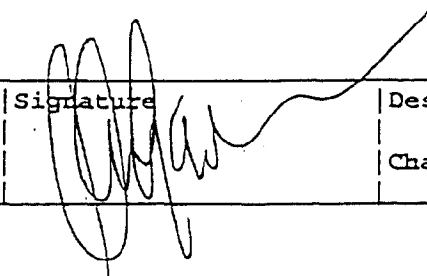
AVIS DE DESIGNATION OU
AVIS DE CHANGEMENT DU LIEU DU BUREAU ENREGI

1-Name of Corporation-Raison sociale de la corporation GSI Lumoines Inc.	2-Corporation No.-Numéro de la corporation 508971
3-Place and Address of the registered office	Lieu et Adresse du bureau enregistré

c/o C. Paul W. Smith
44 Chipman Hill, 10th
P.O. Box 7289, Station "A"
Saint John, N.B.
E2L 4S6

4-Effective date of change changement Upon Continuance	Date d'entrée en vigueur du changement
--	---

5-Previous place and address of the registered office 105 Schneider Road Kanata, Ontario K2K 1Y3	Dernière lieu et adresse du enregistré
--	--

Date	Signature	Description of Office - Fonction
March 17, 1999		Charles J. Gardner, Q.C. Corporate Secretary

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FILED/DEPOSE MAR 22 1999

FORM 4

FORMULE 4

NOTICE OF DIRECTORS
OR NOTICE OF CHANGE OF DIRECTORS
(SECTIONS 64,71)
D'ADMINISTRATEURS

LISTE DES ADMINISTRATEURS OU
AVIS DE CHANGEMENT

1-Name of Corporation-Raison sociale de la corporation

GSI Lumonics Inc.

508971

2-The following persons became directors
of this corporation:

Liste des personnes devenues administrateurs
de la corporation

Effective Date-Date d'entrée en vigueur

Name-Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
Upon Continuance	See Below		

3-The following persons ceased to be directors
of the corporation:

Liste des personnes qui ont cessé d'être
administrateurs de la corporation:

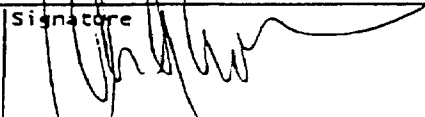
Effective Date-Date d'entrée en vigueur

Name-Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification

4-The directors of the corporation now are:

Administrateurs actuels de la corporation:

Name-Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
Robert J. Atkinson	43 Peregrine Crescent, Kanata, Ontario K2M 2T3	Executive	(613) 599-6988
Warren Scott Nix	919 Vista Ridge Lane, West Lake Village, California 91362	Executive	(805) 449-9209
Yukihito Takahashi	5-101 420 Banch Fujiwara 7-chome, Hunabashi, Chiba, Japan	Executive	011-81-3-5488-8060
Benjamin J. Virgilio	338 Westridge Drive, Kleinburg, Ontario L0J 1C0	Executive	(905) 893-0472
Richard Black	525 East 72nd Street, Apt. 42F, New York, NY 10021	Executive	(212) 794-4090
Paul Ferrari	8145 S.E. Woodlake Lane, Hobe Sound, Florida 33455	Executive	(561) 220-8941
Woodie Flowers	214 Boston Post Road, Weston, Massachusetts 02493	Executive	(781) 899-4472
Charles Winston	10 Cart Path Road, Weston, Massachusetts 02493	Executive	(617) 924-1010

Date	Signature	Description of Office-Description du bureau
March 17, 1999		Charles J. Gardner, G.C. Corporate Secretary

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