05-22-2000

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #61

06-20-2000

T/1074-302

TRADEMARKS



SHEET

To the Honorable Commissioner of Patents and Traueman

101385467

al document or copy thereof.

1. Name of conveying party(ies):

Visioneering Partners Inc.

Corporation-Province of Ontario

Additional names(s) of conveying party(ies) attached? No

3. Nature of conveyance:

Articles of Amalgamation and Change of Name

Execution Date: 24 April 2000

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

VPI Holdings Inc. 144 Front Street West, Suite 750 Toronto, Ontario M5J 2L7, Canada

Corporation-Province of Ontario

If assignee is not domiciled in the United States, a domestic representative designation is attached:  $$N\mbox{O}$$ 

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? NO

4. A. Trademark Application No.(s)

75/484,665

B. Trademark Registration No.(s)

2,315,312

Additional numbers attached? NO

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

OSTROLENK, FABER, GERB & SOFFEN, LLP 1180 Avenue of the Americas New York, New York 10036-8403 6. Total number of documents involved:

7. Total fee (37 CFR 3.41):

\$ 80.00

Enclosed as part of Check No.

In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or it any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.

DO NOT USE THIS SPACE

8. 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.

Robert C. Faber

Name of Person Signing

Signature

May 17, 2000

Date

Total number of pages including cover sheet, attachments, and document: 8

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01 FC:481 02 FC:482 03 FC:998 40.00 OF 25.00 OF 15.00 OF

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6:

## To all whom these Presents Province of Ontario To Wit To Wit To Wit

Elizabeth J. Evans J.

a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing City of Toronto at the

in said Province,

Do Certify and Attest that the paper-writing hereto annexed is a true copy of a document produced

and shown to me by Tyler McNames

and purporting to be Articles of Analganation of UPI Holdings

TAK.

dated the

day of April

10 200

the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

In Testimone Whereof I have hereto subscribed my name and affixed my Notarial Seal of Office at Toronto

117 day of May 1920.

SEAL

A Notary Public in and for the Province of Ontario.

1414250

Ministry of Consumer and Commercial Relations

Ministère de h: Consommation et du Commerce

CERTIFICAT Cecì cedifie que les présents statuts entrent en vigueur la

CERTIFICATE This is to certify that these articles are effective on

24 AVRIL.

Form 4 Business Corporations Act

Formule numéro 4 Loi sur les compagnies

| ARTICLES | OF A  | MALGA  | MATION |
|----------|-------|--------|--------|
| STATE    | UTS D | E FUSI | ON     |

1. The name of the amalgamated corporation is:

Dénomination sociale de la compagnie issue de la fusion:

| $\overline{V}$ | I | P | I | Н | 0 | L | D | I | N | G | S | I | N | C |  |  |  |  |  |  |  |
|----------------|---|---|---|---|---|---|---|---|---|---|---|---|---|---|--|--|--|--|--|--|--|
|                | T |   |   |   |   |   |   |   |   |   |   |   |   |   |  |  |  |  |  |  |  |
|                | I |   |   |   |   |   |   |   |   |   |   |   |   |   |  |  |  |  |  |  |  |
|                | I |   |   |   |   |   |   |   |   |   |   |   |   |   |  |  |  |  |  |  |  |

2. The address of the registered office is:

Adresse du siège social:

144 FRONT STREET WEST, SUITE 750

(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 édifice à bureaux, numéro du bureau)

TORONTO, ONTARIO

(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

Nombre (ou nombres minimal et maximal) d'administrateurs:

A minimum of two and a maximum of eight.

The director(s) is/are:

Administrateur(s):

| First name, initials and surname<br>Prénom, initiales et nom de famille | Address for service, giving Street & No. or R.R. No., Municipality and Postal Code  Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal | Resident Canadian State Yes or No Résident Canadien Oui/Non |
|---|--|---|
| Kenneth D. Roebuck  | 1621 Birchwood Drive<br>Mississauga, ON L5J 1T5  | Y   |
| Craig J. O'Neill  | 4649 Founders' Walk, Mississauga, ON L5R 1N3   | Y   |
| Keith Gray  | 2727 Yonge Street, Ste. 410,<br>Toronto, ON M4N 3R6  | Y   |
|   |  |   |

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REEL: 002089 FRAME: 0653

|  | 6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.                                   | commerciales ou aux pouvoirs de la compagnie.  |
|--|--|--|
|  | None   |  |
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|  | 7. The classes and any maximum number of shares that the corporation is authorized to issue:   |  |
|  | 7. The classes and any maximum number of shares that the corporation is authorized to issue:  Unlimited number of common shares and an unline. | Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre: |
|  |  | Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre: |
|  |  | Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre: |
|  |  | Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre: |
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|  |  | Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre: |
|  |  | Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre: |
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|  |  | Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre: |
|  |  | Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre: |

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Rights, privileges, restrictions and conditions (if any) Droits, privileges, restrictions et conditions, s'il y a lieu, may be issued in series:

attaching to each class of shares and directors rattachés à chaque catégorie d'actions et pouvoirs des authority with respect to any class of shares which administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

- The rights, privileges, restrictions and conditions attaching to the common shares are as follows:
- **Payment of Dividends:** The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of the Class A shares and the rights of holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the common shares, the board of directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.
- Participation upon Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall, subject to the rights of the holders of the Class A shares and the rights of holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the common shares, be entitled to participate rateably in any distribution of the assets of the Corporation.
- Voting Rights: The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each common share held at all such meetings.
- **(2)** The rights, privileges, restrictions and conditions attaching to the Class A shares are as follows:
- Payment of Dividends: The holders of the Class A shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. However, all dividends which the board of directors may determine to declare and pay in any financial year of the Corporation shall be declared and paid in equal or equivalent amounts per share on all of the Class A shares and common shares at the time outstanding without preference or distinction.
- Participation upon Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class A shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Class A shares, be entitled to participate rateably with the holders of the common shares in any distribution of the assets of the Corporation.
- **Voting Rights:** The holders of the Class A shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class A share held at all such meetings.

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| 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 d'actions est/n'est 5. pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:  |
|-----|--|---|
|     | No share in the capital of the Corporation shall directors expressed by the votes of a majority of an instrument or instruments in writing signed by | the directors at a meeting of the directors or by   |
|     |  |   |
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|     |  |   |
| 10  | D. Other provisions, (if any):   | Autres dispositions, s'il y a lieu:   |
| 1   | (1) The number of shareholders of the Corpor employment and exclusive of persons who, having Corporation, were, while in that employment an          | ation, exclusive of persons who are in its  ag been formerly in the employment of the d have continued after the termination of that on, is limited to not more that fifty, two or more |
|     | (2) Any invitation to the public to subscribe for  | r securities of the Corporation is prohibited.  |
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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 compagnies constituent l'annexe "A"

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

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

**VISIONEERING PARTNERS HOLDINGS INC.** 

VISIONEERING PARTNERS INC.

**RECORDED: 05/22/2000** 

By: Ke Rid

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