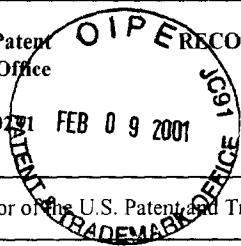


Director of the U.S. Patent
and Trademark Office
Box Assignments
Washington, D.C. 20531



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02-23-2001



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COMMERCIAL
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To the Director of the U.S. Patent and Trademark Office: Please record the attached original document or copy thereof.

1. A. Name of conveying party:
3037951 Nova Scotia Company

2.09.01

General Partnership Limited Partnership
 Corporation-Canada Public Limited Company
 Other _____

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

2. A. Name and address of receiving party:
3037951 Nova Scotia Inc.
8999 Nelson Way
Burnaby, British Columbia CANADA V5A 4B5

B. Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation Canada
 Public Limited Company _____
 Other _____

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

Execution Date: April 20, 2000

C. 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)

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

4. A. Trademark Application Nos.
75/856,139 for the mark MLXCHANGE &
75/834,444 for the mark MLXCHANGE & Design

C. Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Kirk M. Hudson

Address: **OLIFF & BERRIDGE, PLC**
P.O. Box 19928
Alexandria, VA 22320

6. Total number of applications and registrations involved: 2

7. A. Total fee (37 CFR 3.41)..... \$ 65.00
B. Enclosed (Check No. 116150)

8. Credit any overpayment or charge any underpayment to deposit account number 15-0461.

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

Michael S. Culver Michael Culver February 9, 2001
Typed Name of Person Signing Signature Date

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

02/23/2001 BTOM11 00000025 75856139
01 FC:482 40.00 OP
02 FC:482 25.00 OP

3037951 NOVA SCOTIA COMPANY
SHAREHOLDER RESOLUTION

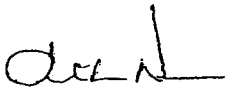
BE IT RESOLVED that the following be approved as Special Resolutions of the Company:

1. THAT the status of the Company as an unlimited company be terminated and that the Company be registered as a limited company pursuant to Section 68 of the *Companies Act* (Nova Scotia).
2. THAT the Memorandum of Association of the Company be amended and restated in the form attached hereto as Schedule A.
3. THAT the Articles of Association of the Company be repealed and that new Articles of Association in the form attached hereto as Schedule B be adopted.
4. THAT the name of the Company be, with the approval of the Registrar of Joint Stock Companies, changed from 3037951 Nova Scotia Company to 3037951 Nova Scotia Inc. effective immediately following registration of the Company as a limited company pursuant to Section 68 of the *Companies Act* (Nova Scotia) and that application be made to the Registrar of Joint Stock Companies to enter the said new name on the register of companies in the place of the present name of the Company.

I hereby certify that the attached Resolutions are true copies of Special Resolutions duly passed on April 20, 2000, by being signed by all of the shareholders of the Company who would be entitled to vote on the Resolution at a meeting, all in accordance with the provisions of sub-section (1) of Section 92 of the Companies Act of Nova Scotia, and that the Resolutions are Special Resolutions in accordance with the Companies Act of Nova Scotia.

WITNESS my hand and seal of the Company this April 20, 2000.

I HEREBY CERTIFY that this is a true copy
of a document filed in the office of the
Registrar of Joint Stock Companies on the
25th day of April, 2000


Ellen Neeman, Secretary
3037951 Nova Scotia Company


J.M. Nomans
Registrar of Joint Stock Companies

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