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T/1074-302 & T/1074-293

TRADEMARKS RECORDATION COVER SHEET

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

<p>1. Name of conveying party(ies): VPI HOLDINGS INC. 4.2001</p> <p>Type of Entity: Corporation of Province of Ontario</p> <p>Additional names(s) of conveying party(ies) attached? <No></p>	<p>2. Name and Address of receiving party(ies): X. EYE INC. 144 Front Street West, Suite 750 Toronto, Canada M5J 2L7, Canada</p> <p>Type of Entity: Corporation of Province of Ontario</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <No> </p> <p>Additional name(s) & address(es) attached? <No></p>
<p>3. Nature of Conveyance: Articles of Amendment and Change of Name</p> <p>Execution Date: October 31, 2000</p> <p>4.A. Trademark Application No(s): 75/484,665</p> <p>_____</p>	<p>B. Trademark Registration No.(s) 2,315,312</p> <p>Additional numbers attached? No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p>	<p>6. Total number of documents involved: 1</p>
<p>OSTROLENK, FABER, GERB & SOFFEN, LLP 1180 Avenue of the Americas New York, New York 10036-8403</p>	<p>7. Total fee (37 CFR 3.41): \$ 65.00</p> <p>Enclosed as part of Check No.</p> <p>In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.</p>
<p>DO NOT USE THIS SPACE</p>	
<p>8. <i>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.</i></p> <p>_____ <i>Robert C. Faber</i> April 17, 2001 Name of Person Signing Signature Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 4</p>	

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CANADA) *To all whom these Presents*
 Province of Ontario) *may come, be seen or known*
 To Wit)

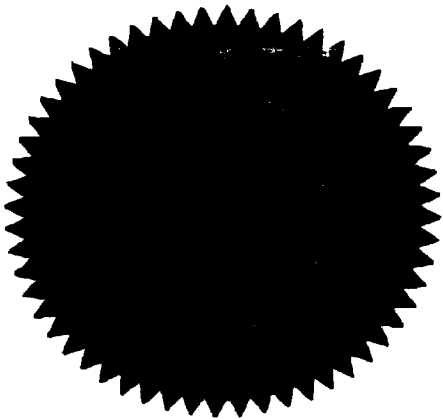
J, Tyler McNamee

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

Do Certify and Attest that the paper-writing hereto annexed is a true copy of a document produced and shown to me and purporting to be Certificate and Articles of Amendment of X.eye Inc. dated October 19, 2000, 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 Testimony Whereof I have hereto subscribed my name and affixed my Notarial Seal of Office at Toronto, Ontario,

this 31st day of October, 2000.



Tyler McNamee

 A Notary Public in and for the Province of Ontario.

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act. *La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on *Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2000, 09, 08

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

VPI Holdings Inc.

(Name of Corporation)
(Dénomination sociale de la société)

By/Par:


(Signature)
(Signature)

Vice-President

(Description of Office)
(Fonction)

DSG 01/2000