



To the Honorable Commissioner

e attached original documents or copy hereof.

1. Name of conveying party(ies):  
**Morphometrix Technologies Inc.**

101767284

nd address of receiving party(ies):

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State  
 Other Canada

Name: Veracel Inc.  
Address: 59 Adelaide Street East, 3<sup>rd</sup> Floor  
Toronto, Ontario  
Canada M5C 1K6

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other Canada

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

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

Yes  No

(Designations must be a separate document from  
Assignment)

Additional name(s) & addresses attached?  
 Yes  No

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: April 6, 2001

A. Trademark Application No.(s)  
75/641,116 (MORPHX)

B. Trademark Registration No.(s).

Additional Numbers attached?  Yes  No

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

Name: Mark N. Mutterperl  
Internal Address: Fulbright & Jaworski L.L.P.  
Street Address: 666 Fifth Avenue  
City: New York State: NY Zip: 10103

6. Total number of applications and registration  
involved: ..... 1

7. Total fee (37 CFR 3.41) ..... \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account  
**(Only if total fee is not sufficient)**

8. Deposit account number:  
  
[NUMBER] 50.0624

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Mark N. Mutterperl  
Name of Person Signing

Signature

June 25, 2001  
Date

Total number of pages comprising cover sheet:

For Ministry Use Only  
 À l'usage exclusif du ministère

1092985



Ministry of  
 Consumer and  
 Commercial Relations  
**CERTIFICATE**  
 This is to certify that these  
 articles are effective on

Ministère de  
 la Consommation  
 et du Commerce  
**CERTIFICAT**  
 Ceci certifie que les présents  
 statuts entrent en vigueur le

**APRIL 06 AVRIL, 2001**

Director / Directeur  
 Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT  
 STATUTS DE MODIFICATION**

Form 3  
 Business  
 Corporations  
 Act

Formule 3  
 sur les  
 sociétés par  
 actions

1. The name of the corporation is: *Dénomination sociale de la société:*

M	O	R	P	H	O	M	E	T	R	I	X	T	E	C	H	N	O	L	O	G	I	E	S	I	N	C	.

2. The name of the corporation is changed to (if applicable): *Nouvelle dénomination sociale de la société(s'il y a lieu):*

V	E	R	A	C	E	L	I	N	C	.																		

3. Date of incorporation/amalgamation: *Date de la constitution ou de la fusion:*

**1994-08-10**  
 (Year, Month, Day)  
 (année, mois, jour)

4. The articles of the corporation are amended as follows: *Les statuts de la société sont modifiés de la façon suivante:*

**TO CHANGE THE NAME OF THE CORPORATION TO VERACEL INC.**

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*

2001-02-22

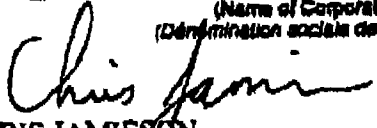
(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.

*Les présents statuts sont signés en double exemplaire.*

MORPHOMETRIX TECHNOLOGIES INC.

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



By/Par:

CHRIS JAMIESON

(Signature)  
(Signature)

SECRETARY

(Description of Office)  
(Fonction)

3 01/2000

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