

03-04-2002



102001296

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

FEB 14 2002

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

Submission Type

- New 2-14-02
- 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 Effective Date
Month Day Year
01 / 01 / 2001
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Delta Temax, Inc. Effective Date
Month Day Year
01 / 01 / 2001

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Med-Eng Systems, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2400 St. Laurent Blvd.

Address (line 2) _____

Address (line 3) Ottawa Ontario, Canada K1G6C4

City

State/Country

Zip Code

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

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.)

03/01/2002 DBYRNE 00000155 75674834

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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**Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231**

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Jenkins & Gilchrist, a Professional Corporation
Address (line 1) 1445 Ross Avenue, Suite 3200
Address (line 2) Dallas, Texas 75202-2799
Address (line 3) _____
Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 214/855-4713

Name Stanley R. Moore
Address (line 1) Jenkins & Gilchrist, A Professional Corporation
Address (line 2) 1445 Ross Avenue, Suite 3200
Address (line 3) Dallas, Texas 75202-2799
Address (line 4) _____

Pages

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

15

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)
<u>75/694,834</u> <u>75/694,835</u>	_____
_____	_____
_____	_____

Number of Properties

Enter the total number of properties involved.

two (2)

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$65.00

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:

10-0447

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.

Andrea Walker

Name of Person Signing

Andrea Walker

Signature

February 1, 2002

Date Signed

5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

(B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Form 4
Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

MED-ENG SYSTEMS INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
MED-ENG SYSTEMS INC.	1408542	January 1, 2001
DELTA TEMAX INC.	1412333	January 1, 2001

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

3.

N/A

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Corporations
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Formule
numéro 4
de sur les
compagnies

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The Amalgamated Corporation shall be authorized to issue an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares and an unlimited number of preferred shares issuable in series.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: 4

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

SEE SCHEDULE "I" ATTACHED

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SCHEDULE "I"

- (1) The rights, privileges, restrictions and conditions attaching to the Class A Common Shares and the Class B Common Shares of the Amalgamated Corporation are as follows:
- (a) **Payment of Dividends:** The holders of the Class A Common Shares and the Class B Common Shares shall be entitled, rateably, to receive dividends if, as and when declared by the board of directors of the Amalgamated Corporation out of the assets of the Amalgamated 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 any other class of shares of the Amalgamated Corporation entitled to receive dividends in priority to or concurrently with the holders of the Class A Common Shares and the Class B Common Shares, the board of directors may in its sole discretion declare dividends on the Class A Common Shares and the Class B Common Shares to the exclusion of any other class of shares of the Amalgamated Corporation.
- (b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Amalgamated Corporation or other distribution of assets of the Amalgamated Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A Common Shares and the Class B Common Shares shall, subject to the rights of the holders of any other class of shares of the Amalgamated Corporation be entitled rateably to receive assets of the Amalgamated Corporation upon such a distribution in priority to or concurrently with the holders of the Class A Common shares and the Class B Common Shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the Class A Common Shares and the Class B Common Shares at the time outstanding without preference or distinction.
- (c) **Voting Rights:** The holders of the Class A Common Shares and the Class B Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Amalgamated Corporation and to one vote in respect of each Class A Common Share or Class B Common Share held at all such meetings.
- (d) **Conversion.** The holders of Class B Common Shares, acting together, shall have the right at any time to convert all, but not less than all, of the Class B Common Shares into fully paid non-assessable Class A Common Shares on the basis of one Class B Common Share for each Class A Common Share subject to the provisions of this paragraph (d). The conversion privilege may be exercised by notice in writing given to the Amalgamated Corporation at its

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principal office accompanied by the certificate or certificates representing the Class B Common Shares. Such notice shall be signed by the holders and shall specify that all Class B Common Shares are to be converted. Provided that this paragraph (d) is otherwise complied with, the right of the holders of Class B Common Shares to convert the same into Class A Common Shares shall be deemed to have been exercised, and the holders of the Class B Common Shares to be converted shall be deemed to have become holders of Class A Common Shares for all purposes, on the date of surrender of certificates representing the Class B Common Shares accompanied by the notice in writing as provided in this paragraph (d), notwithstanding any delay in the delivery of the certificates representing the Class A Common Shares into which such Class B Common Shares have been converted.

- (2) The rights, privileges, restrictions and conditions attaching to the preferred shares of the Amalgamated Corporation are as follows:
- (a) the directors of the Amalgamated Corporation may, at any time and from time to time, issue the Preferred Shares in one or more series, each series to consist of such number of shares as may before issuance thereof be fixed by the directors;
 - (b) the directors of the Amalgamated Corporation may (subject as hereinafter provided) from time to time before issuance determine the designation, rights, privileges, restrictions and conditions to attach to the preferred shares of each series including, without limiting the generality of the foregoing, the rate, amount or method of calculation of dividends, whether cumulative or non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof, the rights of retraction, if any, vested in the holder of Preferred Shares of such series, and the prices and the other terms and conditions of any rights of retraction and whether any additional rights of retraction may be vested in such holders in the future, voting rights (if any) and conversion rights (if any) and any sinking fund, purchase fund or other provisions attaching to the Preferred Shares of such series, the whole subject to the issue pursuant to the *Business Corporations Act* (Ontario) of a certificate of amendment in respect of articles of amendment in prescribed form to designate a series of shares;
 - (c) when any fixed cumulative dividends or amounts payable on a return of capital are not paid in full, the Preferred Shares of all series shall participate rateably in respect of such dividends including accumulations, if any, in accordance with amounts which would be payable on the preferred shares if

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all such dividends were declared and paid in full, and on any return of capital in accordance with sums which would be payable on such return of capital if all amounts so payable were paid in full;

- (d) the Preferred Shares of each series shall rank *pari passu* with the Preferred Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding-up of the Amalgamated Corporation, whether voluntary or involuntary;
- (e) in the event of liquidation, dissolution or winding-up of the Amalgamated Corporation or other distribution of assets of the Amalgamated Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Preferred Shares shall, before any amount shall be paid to or any property or assets of the Amalgamated Corporation shall be distributed among the holders of the Class A Common Shares or the Class B Common Shares or any other shares of the Amalgamated Corporation ranking junior to the Preferred Shares, be entitled to receive (a) an amount equal to the amount of the redemption price specified therefore, together with, in the case of cumulative Preferred Shares all unpaid cumulative dividends (which for such purpose shall be calculated as if such cumulative dividends were accruing from day to day for the period from the expiration of the last period for which cumulative dividends have been paid up to and including the date of distribution) and in the case of non-cumulative dividends, all declared and unpaid non-cumulative dividends, and (b) if such liquidation, dissolution, winding-up or distribution shall be voluntary, an additional amount equal to the premium, if any, which would have been payable on the redemption of the said Preferred Shares if they had been called for redemption by the Amalgamated Corporation on the date of liquidation, dissolution, winding-up or distribution and, if said Preferred Shares could not be redeemed on such date, then an additional amount equal to the greatest premium, if any, which would have been payable on the redemption of said Preferred Shares;
- (f) no dividends shall at any time be declared or paid on or set apart for payment of the Class A Common Shares or the Class B Common Shares or any other shares of the Amalgamated Corporation ranking junior to the Preferred Shares unless all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of preferred shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on the Class A Common Shares or the Class B Common Shares or such other shares of the Amalgamated Corporation ranking junior to the Preferred Shares nor shall the Amalgamated Corporation call for

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redemption or redeem or purchase for cancellation or reduce or otherwise pay off any of the Preferred Shares (less than the total amount then outstanding) or any Class A Common Shares or Class B Common Shares or any other shares of the Amalgamated Corporation ranking junior to the Preferred Shares unless all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of the Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment;

- (g) the Preferred Shares of any series may be purchased for cancellation or made subject to redemption by the Amalgamated Corporation at such times and at such prices and upon such other terms and conditions as may be specified in the rights, privileges, restrictions and conditions attaching to the Preferred Shares of such series as set forth in the resolution of the board of directors of the Amalgamated Corporation and certificate of amendment relating to such series;
- (h) the approval of the holders of the Preferred Shares, given in the manner described in paragraph (i) below, shall be required for the creation of any new share ranking prior to or on a parity with the Preferred Shares; and
- (i) the provisions of paragraph (a) to (h), inclusive and of this paragraph (i) may be repealed, altered, modified, amended or varied in whole or in part only with the prior approval of the holders of the preferred shares given in the manner hereinafter specified in addition to any other approval required by the *Business Corporations Act* (Ontario) or any other applicable statutory provision of like or similar effect, from time to time in force. The approval of the holders of the Preferred Shares with respect to any and all matters hereinbefore referred to may be given by at least 66-2/3% of the votes cast at a meeting of the holders of the Preferred Shares duly called for that purpose and held upon at least 21 days' notice at which the holders of a majority of the outstanding Preferred Shares are present or represented by proxy. If at any such meeting the holders of a majority of the outstanding Preferred Shares are not present or represented by proxy within one-half an hour after the time appointed for such meeting, then the meeting shall be adjourned to such date being not less than 30 days later and to such time and place as may be appointed by the chairman of the meeting and not less than 21 days' notice shall be given of any such adjourned meeting but it shall not be necessary in such notice to specify the purpose for which the meeting was originally called. At such adjourned meeting the holders of the Preferred Shares present or represented by proxy may transact the business for which the meeting was originally called by resolution passed thereat by not less than 66-2/3% of the votes cast at such

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adjourned meeting and the conduct thereof shall be from time to time prescribed by the by-laws of the Amalgamated Corporation with respect to meetings of shareholders. On every poll taken at every such meeting or adjourned meeting every holder of Preferred Shares shall be entitled to one vote in respect of each Preferred Share held by him.

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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 pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

5.

The right to transfer shares in the capital of the Amalgamated Corporation shall be restricted in that no share of the Amalgamated Corporation shall be transferred without the express consent of the directors of the Amalgamated Corporation expressed by the votes of a majority of the directors of the Amalgamated Corporation at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.

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révisé
sur les
réglements

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

The by-laws of Med-Eng shall, mutatis mutandis, be the by-laws of the Amalgamated Corporation, such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the Business Corporations Act (Ontario) relating to the making, amending and repealing of by-laws. A copy of such by-laws may be examined at 2400 St. Laurent Boulevard, Ottawa, Ontario, K1G 6C4.

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".

12. A copy of the amalgamation agreement of directors

Une copie de la convention de fusion ou les résolutions

DURHAM
Division
On-Disk

TRADEMARK

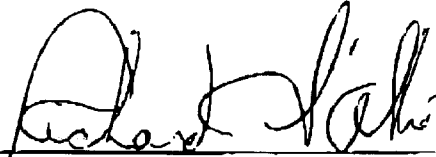
These articles are signed in duplicate.

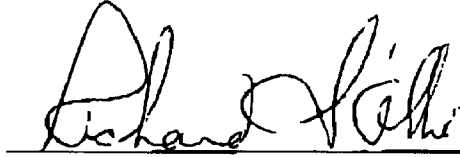
Les présents statuts sont signés en double exemplaire.

6.

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.


MED-ENG SYSTEMS INC.


DELTA TEMAX INC.

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Corporations
Act

Formule
n° 4
sur les
compagnies

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Trademark Application)
Mark: CORETECH)
Application No.: 75/694,834)
Filing Date: April 30, 1999)
Applicant: Med-Eng Systems Inc.)

POWER OF ATTORNEY

The undersigned hereby appoints _____

members of the Bar of the State of Texas, and all of the firm **Jenkins & Gilchrist**, a Professional Corporation, with its principal address office at 1445 Ross Avenue, Suite 3200, Dallas, Texas 75202-2799, United States of America, to prosecute this application with full power of substitution and revocation, and to transact all business in the Patent and Trademark Office in connection therewith.

Please send all correspondence in connection with this application to _____, **Jenkins & Gilchrist**, 1445 Ross Avenue, Suite 3200, Dallas, Texas 75202-2799, United States of America, telephone number (214) 855-4713.

DESIGNATION OF DOMESTIC REPRESENTATIVE

Applicant hereby revokes any and all previous designations and hereby designates the law firm of **JENKENS & GILCHRIST**, 1445 Ross Avenue, Suite 3200, Dallas, Texas 75202-2799, United States of America, telephone number (214) 855-4713, as applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

Signed at Ottawa, Ontario, Canada, this 27th day of December, 2001.

MED-ENG SYSTEMS INC.

By:



Name: STEVE MAYNES

Title: CFO

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Trademark Application)
Mark: CORETECH)
Application No.: 75/694,835)
Filing Date: April 30, 1999)
Applicant: Med-Eng Systems Inc.)

POWER OF ATTORNEY

The undersigned hereby appoints _____

members of the Bar of the State of Texas, and all of the firm **Jenkins & Gilchrist**, a Professional Corporation, with its principal address office at 1445 Ross Avenue, Suite 3200, Dallas, Texas 75202-2799, United States of America, to prosecute this application with full power of substitution and revocation, and to transact all business in the Patent and Trademark Office in connection therewith.


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Signed at Ottawa, Ontario, Canada, this 27th day of December, 2001.

MED-ENG SYSTEMS INC.

By: 

Name: STEVE MAYNES
Title: CFO

Jenkins & Gilchrist

A PROFESSIONAL CORPORATION

1445 ROSS AVENUE
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DALLAS, TEXAS 75202

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Andrea Walker
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awalker@jenkens.com

Commissioner of Patents and Trademarks
Box ASSIGNMENTS - FEE
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper or fee is being deposited with the U.S. Postal Service, first class mail service, postage prepaid, under 37 CFR 1.10 on the date indicated below and is addressed to the Commissioner of Patents and Trademarks, Box: ASSIGNMENTS - FEE, Washington, D.C. 20231

On February 1, 2002
Signature Dorothy Mackinnon
Printed Name DOROTHY MACKINNON

Re: Applicant: Delta Temax, Inc.
Serial Nos.: 75/694,834; 75/694,835
Marks: CORETECH (class 42);
CORETECH (class 9)
Docket Nos.: 43238.00003.001; 43238.00004. 002

Dear Sir/Madam:

Transmitted for filing with the Patent and Trademark Office are the following documents for the above-referenced trademark applications:

1. Recordation Form Cover Sheet;
2. Copy of the Articles of Amalgamation of Med-Eng Systems, Inc., with Designation of Domestic Representative for each application attached;
3. A check in the amount of \$65 representing the recording fee; and
4. Acknowledgment Postcard.

Please address all communications related to this to:

Stanley R. Moore
Jenkins & Gilchrist, P.C.
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202-2799

In the event there is an under or over payment, please debit or credit our Deposit Account #10-0447. This letter is being filed in duplicate to facilitate processing.

Respectfully submitted,



Andrea Walker

JENKENS & GILCHRIST,
A Professional Corporation
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202-2799
(214) 855-4775
(214) 855-4300 (fax)

ATTORNEYS FOR APPLICANT