

03-13-2002

TRADEMARKS ONLY



IN TH

ID TRADEMARK OFFICE

102014206

In re Registrations of : HerbTech Inc.

Reg. Nos. : 2,218,580; 2,218,579;  
2,218,577; 2,218,578;  
2,235,770

Attorney Docket Nos. : BCG 5 0036; BCG 5 0037;  
BCG 5 0038; BCG 5 0039;  
BCG 5 0040

Cleveland, Ohio 44114-2518  
October 19, 2001

RECORDATION FORM COVER SHEET

Assistant Commissioner for Patents and Trademarks  
Box Assignments  
Washington, DC 20231

Dear Sir:

Please record the attached original document(s) or  
copy thereof.

1. Name of conveying Party(ies):

HerbTech Inc.

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

Name: CV Technologies Inc.

Internal Address:

Street Address: Suite 308, Campus Towers,

8625 - 112 Street

City: Edmonton, Alberta T6G 1K8

State/Country Canada ZIP:

3. Nature of Conveyance:

\_\_\_ Assignment \_\_\_ Change of Name

\_\_\_ Security Agreement \_\_\_ Merger

Other Certificate of Amalgamation

Execution Date: June 30, 1998

03/12/2002 6TOM11 00000102 2218580

01 FC:481

40.00 DP

02 FC:482

100.00 DP

Refund Ref: 03/12/2002 6TOM11 0000115009

CHECK Refund Total: \$60.00

TRADEMARK  
REEL: 002459 FRAME: 0495



DO NOT USE THIS SPACE

9. Statement and signature.

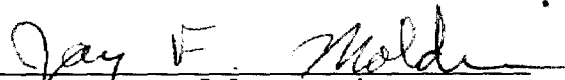
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Respectfully submitted,

FAY, SHARPE, FAGAN,  
MINNICH & MCKEE, LLP

October 19, 2001

Date

  
Jay F. Moldovanyi  
Reg. No. 29,678  
1100 Superior Avenue  
Suite 700  
Cleveland, OH 44114-2518  
(216) 861-5582

Total number of pages including cover sheet, attachments, and document: 13

*Certified Copy*

CORPORATE ACCESS NUMBER: 207912379

**Alberta**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**CV TECHNOLOGIES INC.**  
IS THE RESULT OF AN AMALGAMATION FILED ON 1998/06/30.



10/4/01 10:03 AM

**TRADEMARK**  
**REEL: 002459 FRAME: 0498**

# *Certified Copy*

## **Articles of Amalgamation For CV TECHNOLOGIES INC.**

**Share Structure:** THE ATTACHED SCHEDULE I IS INCORPORATED INTO AND FORMS PART OF THESE ARTICLES OF AMALGAMATION.

**Share Transfers Restrictions:** NONE

**Number of Directors:**

**Min Number of Directors:** 3

**Max Number of Directors:** 10

**Business Restricted To:** NONE

**Business Restricted From:** NONE

**Other Provisions:** THE ATTACHED SCHEDULE II IS INCORPORATED INTO AND FORMS PART OF THESE ARTICLES OF AMALGAMATION.

**Registration Authorized By:** SUSAN QUAN - BLAKE , CASSELS & GRAYDON  
AGENT OF CORPORATION



# Certified Copy of Transaction Corporate Registration System

Date of report: 2001/10/04  
Time of report: 10:15 AM  
Report provided by: BLAKE CASSELS & GRAYDON LLP

Service Request Number: 3326083  
Customer Reference Number: 82770/20 DGM

**Corporate Access Number:** 207912379  
**Current Legal Entity Name:** CV TECHNOLOGIES INC.  
**Current Legal Entity Status:** Active

**Service Request Number:** 433148  
**Transaction Type:** Amalgamate Alberta Corporation  
**Date Completed:** 1998/06/30  
**Authorized Representative**  
**Last Name:** QUAN - BLAKE , CASSELS & GRAYDON  
**First Name:** SUSAN  
**Relationship to Legal Entity:** Agent of Corporation

## Information Added or Changed by the Service Request

### Legal Entity

**Legal Entity Type:** Alberta Business Corporation  
**Alberta Corporation Type:** Named Alberta Corporation  
**Legal Entity Name:** CV TECHNOLOGIES INC.  
**Legal Entity Status:** Active

**Registered Address**

**Street:** SUITE 308, CAMPUS TOWERS, 8625 - 112 STREET  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T6G 1K8

**Records Address**

**Street:** SUITE 308, CAMPUS TOWERS, 8625 - 112 STREET  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T6G 1K8

**Share Structure:** THE ATTACHED SCHEDULE I IS INCORPORATED INTO AND FORMS PART OF THESE ARTICLES OF AMALGAMATION.

**Share Transfers Restrictions:** NONE

**Min Number Of Directors:** 3

**Max Number Of Directors:** 10

**Business Restricted To:** NONE

**Business Restricted From:** NONE

**Other Provisions:** THE ATTACHED SCHEDULE II IS INCORPORATED INTO AND FORMS PART OF THESE ARTICLES OF AMALGAMATION.

**Registration Date:** 1998/06/30

**Director/Shareholder/Officer/Record Keeper**

**Last Name/Legal Entity Name:** BROADFOOT  
**First Name:** KEN  
**Type:** Director  
**Status:** Active  
**Individual or Legal Entity Type:** Individual  
**Street/Box Number:** 12712 - 39 AVENUE  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T6J 0N4  
**Appointment Date:** 1998/06/30  
**Resident Canadian:** Y  
**Named On Stat Dec:** Y

**Last Name/Legal Entity Name:** CHU  
**First Name:** KAM  
**Middle Name:** WAI  
**Type:** Director  
**Status:** Active  
**Individual or Legal Entity Type:** Individual  
**Street/Box Number:** 1106, 11007 - 83 AVENUE  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T6G 0T9  
**Appointment Date:** 1998/06/30  
**Resident Canadian:** Y

**Last Name/Legal Entity Name:** CHURCH  
**First Name:** ROBERT  
**Middle Name:** B.  
**Type:** Director  
**Status:** Active  
**Individual or Legal Entity Type:** Individual  
**Street/Box Number:** R.R. #1  
**City:** AIRDRIE  
**Province:** ALBERTA  
**Postal Code:** T4B 2A3  
**Appointment Date:** 1998/06/30  
**Resident Canadian:** Y



**Last Name/Legal Entity Name:** EU  
**First Name:** CHARLES  
**Type:** Director  
**Status:** Active  
**Individual or Legal Entity Type:** Individual  
**Street/Box Number:** B2, LOT 18, TAO FUNG SHAN ROAD  
**City:** SHATIN  
**Postal Code:** N/A  
**Province:** HONG KONG  
**Appointment Date:** 1998/06/30

**Last Name/Legal Entity Name:** PANG  
**First Name:** PETER  
**Middle Name:** K. T.  
**Type:** Director  
**Status:** Active  
**Individual or Legal Entity Type:** Individual  
**Street/Box Number:** 205 CARRIAGE LANE  
**City:** SHERWOOD PARK  
**Province:** ALBERTA  
**Postal Code:** T8A 1L5  
**Appointment Date:** 1998/06/30  
**Resident Canadian:** Y

**Last Name/Legal Entity Name:** SHAN  
**First Name:** JACQUELINE  
**Middle Name:** JIE  
**Type:** Director  
**Status:** Active  
**Individual or Legal Entity Type:** Individual  
**Street/Box Number:** 136 TWIN BROOKS COVE  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T6H 1L5  
**Appointment Date:** 1998/06/30  
**Resident Canadian:** Y

**Amalgamating Corporation Registered in Alberta**

**Corporate Access Number:** 207554486  
**Legal Entity Name:** CV TECHNOLOGIES INC.  
**Home Jurisdiction Corporate Access Number:**

**Corporate Access Number:** 205380629  
**Legal Entity Name:** HERBTECH INC.  
**Home Jurisdiction Corporate Access Number:**

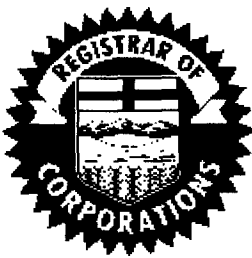
## Attachment

**Attachment Type:** Other Rules or Provisions  
**Microfilm Bar Code:** ELECTRONIC  
**Date Recorded:** 1998/06/30

**Attachment Type:** Share Structure  
**Microfilm Bar Code:** ELECTRONIC  
**Date Recorded:** 1998/06/30

**Attachment Type:** Statutory Declaration  
**Microfilm Bar Code:** 10000396000302381  
**Date Recorded:** 1998/06/30

Alberta Registries certifies that the information contained in this report is the information filed in the Register of Corporations by the service request specified.



SCHEDULE I REFERRED TO IN THE  
ARTICLES OF AMALGAMATION  
OF  
CV TECHNOLOGIES INC.  
(the "Corporation")

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. The rights, privileges and restrictions of the Common and Preferred Shares are as follows:

1. The rights of the holders of the Common Shares are equal in all respects and include the rights

a) to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;

b) subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive any dividend declared by the Corporation on the Common Shares; and

c) subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.

2. a) The Preferred Shares may be issued from time to time in one or more series with such rights, restrictions, privileges, conditions and designations attached thereto as shall be fixed from time to time before issuance by any resolution or resolutions providing for the issue of the shares of any series which may be passed by the board of directors of the Corporation and confirmed and declared by articles of amendment. Reference to one class or series of shares ranking on a parity with another class or series of shares shall mean ranking on a parity with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation whether voluntary or involuntary to the extent of their respective rights in that connection.

b) The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series, provided, however, that when in the case of any of such shares any cumulative dividends or amounts payable on a return of capital are not paid in full

in accordance with their respective terms, the Preferred Shares of all series shall participate ratably in respect of such dividends (including all unpaid accumulated dividends which for such purpose shall be calculated as if the same were accruing up to the date of payment) in accordance with the sums which would be payable on said shares if all such dividends were declared and paid in full in accordance with their respective terms, and on any return of capital in accordance with the sums which would be payable on such return of capital if all sums so payable were paid in full in accordance with their respective terms, and provided further that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the said shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends as aforesaid.

c) The Preferred Shares shall be entitled to preference over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said Preferred Shares with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, to the extent fixed in the case of each respective series, and may also be given such other preferences over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said Preferred Shares as may be fixed in the case of each such series.

SCHEDULE II REFERRED TO IN THE  
ARTICLES OF AMALGAMATION  
OF  
CV TECHNOLOGIES INC.  
(the "Corporation")

1. The Corporation shall have a minimum of three (3) and a maximum of ten (10) directors, the number within such range to be determined from time to time by resolution of the directors or shareholders.
2. Subject to the Business Corporations Act (Alberta), the board of directors may, between annual meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual meeting of shareholders.