

03-26-2002

FORM PTO-1618A

Expires 06/30/99

CMB 0651-0027



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TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

3-26-2002

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

Submission Type New
 Resubmission (Non-Recordation)
 Document ID # _____
 Correction of PTO Error
 Reel # _____ Frame # _____
 Corrective document
 Reel # _____ Frame # _____

Conveyance Type
 License Security Agreement
 Assignment
 Merger
 Effective Date
 Month Day Year
01/01/2002
 Change of Name
 Other _____

Conveying Party Mark if additional names of conveying parties attached
 Name Leisure Quest Entertainment Inc., which has amalgamated into Versent Corporation Effective Date
 Formerly Leisure Quest Entertainment Inc. Month Day Year
01/01/2002
 Individual General Partnership Limited Partnership Corporation Association
 Other _____
 Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of conveying parties attached
 Name: Versent Corporation
 DBA/KA/TA: _____
 Composed of _____
 Address (line 1): 3269 American Drive
 Address (line 2): _____
 Address (line 3): Mississauga Ontario/Canada L4V1V4
 City State/Country Zip Code
 Individual General Partnership Limited Partnership Corporation Association limited liability company
 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.]
 Citizenship/State of Incorporation/Organization Canadian Corporation

FOR OFFICE USE ONLY

03/26/2002 DBYRNE 00000306 2441701
 01 FC:481 40.00 OP
 02 FC:482 25.00 OP

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name: RL&F Service Corp.

Address (line 1): One Rodney Square

Address (line 2): Tenth Floor

Address (line 3): Tenth and King Streets

Address (line 4): Wilmington, DE 19801

Correspondent Name and Address

Area Code and Telephone Number: (302) 651-7708

Name: Tara J. Hoffner, Esquire

Address (line 1): Richards, Layton & Finger, P.A.

Address (line 2): P.O. Box 551

Address (line 3): Wilmington, DE 19899

Address (line 4): _____

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

24

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)

2,441,701 1,949,527 _____

Number of Properties

Enter the total number of properties involved.

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 of if additional fees can be charged to the account.) Deposit Account Number: # _____

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. Charge to deposit account are authorized, as indicated herein.

Tara J. Hoffner, Esquire
Name of Person Signing

Signature

March 7, 2002
Date Signed

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Mark: LASER QUEST
Registration No.: 2,441,701
Registration Date: ~~April 10, 2001~~
Classes: 9, 16, 25, 28 and 41

DESIGNATION OF DOMESTIC REPRESENTATIVE

Assignee applicant hereby appoints: RL&F Service Corp.
One Rodney Square, 10th Floor
Tenth and King Streets,
Wilmington, DE 19801

as assignee applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

Assignee applicant hereby appoints: Tara J. Hoffner, Esquire and any and all
directors and associates
Richards, Layton & Finger
One Rodney Square, P.O. Box 551
Wilmington, Delaware 19899

to prosecute this application to register, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the certificate of registration.

LEISURE QUEST ENTERTAINMENT, INC.

By: F. Gregory Thompson
Name: F. GREGORY THOMPSON
Title: PRESIDENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Owner) Leisure Quest Entertainment, Inc.
Mark) LASER QUEST
Registration No.) 2,441,701
Registration Date) April 10, 2001
Classes) 9, 16, 25, 28 and 41


The United States Patent and Trademark Office
The Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513
Box post registration

**REVOCATION OF POWER OF ATTORNEY
AND APPOINTMENT OF NEW ATTORNEY**

Leisure Quest Entertainment, Inc., revokes all prior Powers of Attorney and appoints any and all directors and associates of Richards, Layton & Finger, P.O. Box 551, Wilmington, DE 19801 (302) 658-6541, members of the Bar of the State of Delaware, as principal attorneys, with power to appoint associate attorneys, to transact all business in the Patent and Trademark Office in connection with this registration and to receive notice or process in all proceedings affecting the mark.

Dated: March ___, 2002

LEISURE QUEST ENTERTAINMENT, INC.



By:
Greg Thompson, president

Richards, Layton & Finger
P.O. Box 551
Wilmington, DE 19801
(302) 651-7670



Ministry of
Consumer and
Business Services
CERTIFICATE
This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises
CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

1.
1507375

JANUARY 01, JANVIER, 2002

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

1. The name of the amalgamated corporation is:

Dénomination sociale de la compagnie issue de la fusion:

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|--|---|---|---|---|---|---|---|---|---|---|---|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| V | E | R | S | E | N | T | | C | O | R | P | O | R | A | T | I | O | N | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

2. The address of the registered office is:

Adresse du siège social:

3269 American Drive

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)

(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'édifice à bureaux, numéro du bureau)

Mississauga, Ontario

(Name of Municipality or Post Office)

(Nom de la municipalité ou du bureau de poste)

| | | | | | |
|---|---|---|---|---|---|
| L | 4 | V | 1 | V | 4 |
|---|---|---|---|---|---|

(Postal Code/Code postal)

3. Number (or minimum and maximum number) of
directors is:

Nombre (ou nombres minimal et maximal)
d'administrateurs:

Minimum 4 - Maximum 10

4. The director(s) is/are:

Administrateur(s):

| First name, initials and surname Prénom, initiales et nom de famille | Address for service, giving Street & No. or R.R. No., Municipality and Postal code Domicile élu, y compris la rue et le numéro, le numéro de la R.R. le nom de la municipalité et la code postal | Resident Canadian State Yes or No Résident Canadien Oui/Non |
|---|---|---|
| see Schedule I | | |

Schedule I

4. The directors are:

| <u>Full Name</u> | <u>Residential Address</u> | <u>Resident Canadian</u> |
|----------------------|--|--------------------------|
| David H. James | 5959 Drytown Place San Jose, CA 95120 | No |
| Robert B. Johnston | 4838 Jenkins Avenue North Charleston, SC 29418 | No |
| Deborah Morrison | 60 Spadina Avenue, 2nd Floor Toronto, Ontario, M5V 2H8 | Yes |
| Jeffrey Rosen | 20 Scarlette Avenue London, Ontario, N6G 1Z5 | Yes |
| David A. Rosenkrantz | 105 Adelaide Street West, Suite 904 Toronto, Ontario, M5H 1P9 | Yes |
| F. Gregory Thompson | 3269 American Drive Mississauga, Ontario, L4V 1V4 | Yes |

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

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

Versent Corporation

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> |
|---|--|--|
| Leisure Quest Entertainment Inc. | 1331479 | December 14, 2001 |
| Versent Corporation | 1444639 | December 14, 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.

None

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:

unlimited number of Common Shares and an unlimited number of Class A Redeemable Preferred Shares.

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:

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 pages 4A to 4C

RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS
OF
VERSENT CORPORATION

The rights, privileges, restrictions and conditions attaching to the shares of Versent Corporation (the "Corporation") shall be as follows:

- A. The Corporation's Class A Redeemable Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

Redemption

The Corporation shall, subject to the requirements of the *Business Corporations Act* (Ontario) (the "Act"), as of 5 p.m. (Toronto time) on the second business day following the amalgamation forming the Corporation becoming effective (the "Time of Redemption") redeem all of the Class A Redeemable Preferred Shares in accordance with the following provisions of this section. Except as hereinafter provided, no notice of redemption or other act or formality on the part of the Corporation shall be required to call the Class A Redeemable Preferred Shares for redemption.

At or before the Time of Redemption, the Corporation shall deliver or cause to be delivered to the CIBC Mellon Trust Company (the "Depository") at its principal office in the City of Toronto the amount of \$1.75 in respect of each the Class A Redeemable Preferred Share to be redeemed (in each case, the "Redemption Consideration"). Delivery of the Redemption Consideration in such a manner shall be a full and complete discharge of the Corporation's obligation to deliver the Redemption Consideration to the holders of the Class A Redeemable Preferred Shares.

From and after the Time of Redemption (i) the Depository shall pay and deliver or cause to be paid and delivered to the order of the respective holders of the Class A Redeemable Preferred Shares, by way of cheque and warrant certificate, on presentation and surrender at the principal office of the Depository in the City of Toronto of the certificates representing the Common Shares of the Corporation's predecessor, Versent Corporation, which were converted into the Class A Redeemable Preferred Shares upon the amalgamation, the Redemption Consideration payable and deliverable to such holders, respectively, and (ii) the holders of the Class A Redeemable Preferred Shares shall not be entitled to exercise any of the rights of shareholders in respect thereof except to receive the Redemption Consideration therefor, provided that if satisfaction of the Redemption Consideration for any Class A Redeemable Preferred Shares is not duly made by or on behalf of the Corporation in accordance with the provisions hereof, then the rights of such holders shall remain unaffected.

From the Time of Redemption, the Class A Redeemable Preferred Shares in respect of which deposit of the Redemption Consideration is made shall be deemed to be redeemed

and cancelled. The Corporation shall be fully and completely discharged from its obligations with respect to the payment of the Redemption Consideration to such holders of the Class A Redeemable Preferred Shares, and the rights of such holders shall be limited to receiving Redemption Consideration payable to them on presentation and surrender of the said certificates held by them respectively as specified above. Subject to the requirements of applicable law with respect to unclaimed property, if the Redemption Consideration has not been fully satisfied in accordance with the provisions hereof within six years of the Time of Redemption, the Redemption Consideration shall be forfeited to the Corporation.

Priority

The common shares shall rank junior to the Class A Redeemable Preferred Shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Class A Redeemable Preferred Shares.

Dividends

The holders of the Class A Redeemable Preferred Shares shall not be entitled to receive any dividends thereon.

Voting Rights

Except as otherwise provided in the Act, the holders of the Class A Redeemable Preferred Shares shall not be entitled to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

Liquidation, Dissolution or Winding-Up

In the event of the liquidation or winding-up of the Corporation or any other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, and subject to the extinguishment of the rights of holders of the Class A Redeemable Preferred Shares upon satisfaction of the Redemption Consideration, the holders of the Class A Redeemable Preferred Shares shall be entitled to receive and the Corporation shall pay to such holders, before any amount shall be paid or any property or assets of the Corporation shall be distributed to the holders of common shares or any other class of shares ranking junior to the Class A Redeemable Preferred Shares as to such entitlement, an amount equal to the value of the Redemption Consideration at the Time of Redemption for each Class A Redeemable Preferred Share held by them respectively and no more. After payment to the holders of the Class A Redeemable Preferred Shares of the amounts so payable to them as hereinbefore provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

B. The common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

Dividends

Subject to the rights of the holders of any class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the common shares, the holders of the common shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine.

Voting Rights

The holders of the common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each common share held at such meetings, other than meetings of the holders of a particular class or series of shares other than the common shares who are entitled to vote separately as a class or series at such meeting.

Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the property or assets of the Corporation upon such distribution in priority to or rateably with the holders of the common shares, be entitled to receive the remaining property and assets of the Corporation.

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 of the Corporation is restricted in that no share shall be transferred except with the consent of the board of directors of the Corporation, to be expressed either by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

10. Other provisions, (if any): *Autres dispositions, s'il y a lieu:*

- (i) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (ii) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

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 or directors resolutions (as the case may be) is/are attached as Schedule "B". *Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) est/est attaché(e) l'annexe "B".*

TRADEMARK

REEL: 002469 FRAME: 0139

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.

VERSENT CORPORATION

LEISURE QUEST ENTERTAINMENT INC.

BY: 

Name: F. Gregory Thompson

Title: President

BY: 

Name: F. Gregory Thompson

Title: President

SCHEDULE A

STATEMENT OF OFFICER OF
VERSENT CORPORATION
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT*

I, F. Gregory Thompson, of the City of Toronto, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am the President of Versent Corporation and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of Versent Corporation as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) Versent Corporation is and the corporation to be formed by the amalgamation of Versent Corporation and Leisure Quest Entertainment Inc. will be able to pay its liabilities as they become due, and
 - (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of Versent Corporation will be prejudiced by the amalgamation.

This Statement is made this 14th day of December, 2001.



F. GREGORY THOMPSON

SCHEDULE A

STATEMENT OF OFFICER OF
LEISURE QUEST ENTERTAINMENT INC.
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT*

I, F. Gregory Thompson, of the City of Toronto, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am the President of Leisure Quest Entertainment Inc. and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of Leisure Quest Entertainment Inc. as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) Leisure Quest Entertainment Inc. is and the corporation to be formed by the amalgamation of Versent Corporation and Leisure Quest Entertainment Inc. will be able to pay its liabilities as they become due, and
 - (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of Leisure Quest Entertainment Inc. will be prejudiced by the amalgamation.

This Statement is made this 14th day of December, 2001.



F. GREGORY THOMPSON

SCHEDULE B

RESOLUTION OF THE DIRECTORS

OF

VERSENT CORPORATION

(the "Corporation")

Amalgamation with Leisure Quest Entertainment Inc.

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS Leisure Quest Entertainment Inc. ("LQE") is a wholly-owned subsidiary corporation of the Corporation;

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and LQE amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE BE IT RESOLVED THAT


1. the amalgamation (the "Amalgamation") of the Corporation and LQE pursuant to subsection 177(1) of the Act, be and the same is hereby approved;
2. upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares in the capital of the Subsidiaries, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the Articles of Amalgamation of the amalgamated corporation (such corporation being referred to herein as the "Amalgamated Corporation") shall be the same as the Articles of Amalgamation of the Corporation and the name of the Amalgamated Corporation shall be Versent Corporation;
4. upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

6. the directors or officers of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

THE FOREGOING RESOLUTIONS are hereby passed and consented to by the signatures of the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario).

DATED the 14th day of December, 2001.

DAVID A. ROSENKRANTZ



F. GREGORY THOMPSON

DAVID H. JAMES

ROBERT B. JOHNSTON

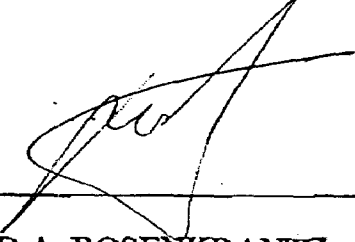
DEBORAH MORRISON

JEFFREY ROSEN

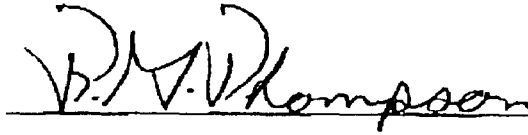
6. the directors or officers of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

THE FOREGOING RESOLUTIONS are hereby passed and consented to by the signatures of the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario).

DATED the 14th day of December, 2001.



DAVID A. ROSENKRANTZ



F. GREGORY THOMPSON

DAVID H. JAMES

ROBERT B. JOHNSTON

DEBORAH MORRISON

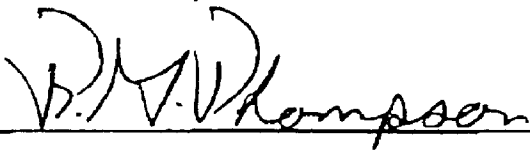
JEFFREY ROSEN

6. the directors or officers of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

THE FOREGOING RESOLUTIONS are hereby passed and consented to by the signatures of the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario).

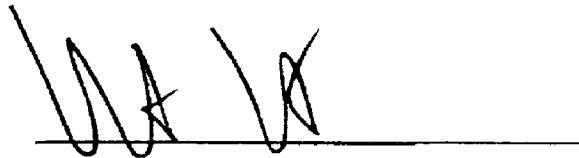
DATED the 14th day of December, 2001.

DAVID A. ROSENKRANTZ



F. GREGORY THOMPSON

DAVID H. JAMES



ROBERT B. JOHNSTON

DEBORAH MORRISON

JEFFREY ROSEN

6. the directors or officers of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing

THE FOREGOING RESOLUTIONS are hereby passed and consented to by the signatures of the directors of the Corporation pursuant to the *Business Corporations Act (Ontario)*.


DATED the 14th day of December, 2001

DAVID A. ROSENKRANTZ



DAVID H. JAMES

DEBORAH MORRISON



F. GREGORY THOMPSON

ROBERT B. JOHNSTON

JEFFREY ROSEN

6. the directors or officers of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

THE FOREGOING RESOLUTIONS are hereby passed and consented to by the signatures of the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario).

DATED the 14th day of December, 2001.

DAVID A. ROSENKRANTZ

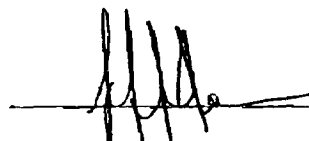
DAVID H. JAMES

DEBORAH MORRISON



F. GREGORY THOMPSON

ROBERT B. JOHNSTON



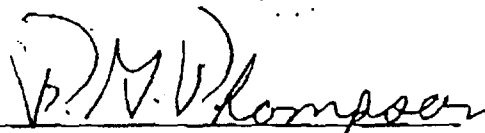
JEFFREY ROSEN

6. the directors or officers of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

THE FOREGOING RESOLUTIONS are hereby passed and consented to by the signatures of the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario).

DATED the 14th day of December, 2001.

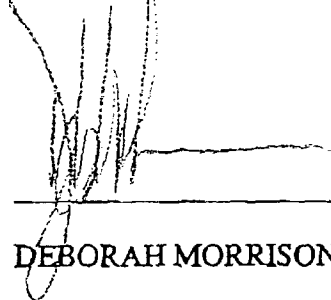
DAVID A. ROSENKRANTZ



F. GREGORY THOMPSON

DAVID H. JAMES

ROBERT B. JOHNSTON



DEBORAH MORRISON

JEFFREY ROSEN

SCHEDULE B

RESOLUTION OF THE DIRECTORS

OF

**LEISURE QUEST ENTERTAINMENT INC.
(the "Corporation")**

Amalgamation with Versent Corporation

WHEREAS subsection 177(1) the *Business Corporations Act* (Ontario) (the "Act") permits a holding corporation and one or more of its wholly-owned subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS the Corporation is a wholly-owned subsidiary of Versent Corporation ("Parentco");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and Parentco amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE BE IT RESOLVED THAT

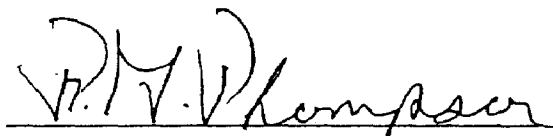
1. the amalgamation (the "Amalgamation") of the Corporation and Parentco pursuant to subsection 177(1) of the Act, be and the same is hereby approved;
2. upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the Articles of Amalgamation of the amalgamated corporation (such corporation being referred to herein as the "Amalgamated Corporation") shall be the same as the Articles of Amalgamation of Parentco and the name of the Amalgamated Corporation shall be Versent Corporation;
4. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

6. each director and officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

THE FOREGOING RESOLUTIONS are hereby passed and consented to by the signatures of the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario).

DATED the 14th day of December, 2001.

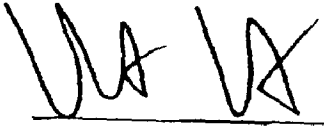
ROBERT B. JOHNSTON

Handwritten signature of F. Gregory Thompson in cursive script, written over a horizontal line.

F. GREGORY THOMPSON

THE FOREGOING RESOLUTIONS are hereby passed and consented to by the signatures of the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario).

DATED the 14th day of December, 2001.



ROBERT B. JOHNSTON



F. GREGORY THOMPSON