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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RECO TR

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Digital Processing Systems, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Acquisition

Execution Date: December 1, 2001

2. Name and address of receiving party(ies)

Name: Leitch Technology International Inc.

Internal

Address:

Street Address: 150 Ferrand Drive, Suite 700

City: Toronto State: ON Zip: Canada M3C 3E9

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

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) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/456,731 and 75/456,730

B. Trademark Registration No.(s) 2,399,615, 1,778,749, 2,333,734, 1,733,974

Additional number(s) attached Yes No

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

Name: Michael D. Johns

Internal Address: Dinsmore & Shohl, LLP, 1900

Chemed Center

Street Address: 255 East Fifth Street

City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 165.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

04-1133

DO NOT USE THIS SPACE

9. Signature.

Michael D. Johns Name of Person Signing

Signature

2/22/02 Date

Total number of pages including cover sheet, attachments, and document: 8

Mark documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/12/2002 TDIAZ1 00000038 75456731

01 FC:481 40.00 OP 02 FC:482 125.00 OP

DESIGNATION OF DOMESTIC REPRESENTATIVE

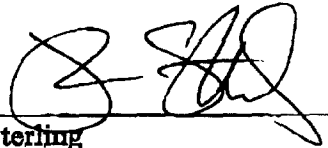
Leitch Technology International Inc.
Name of assignee

March 27, 2002
Date of signature

Michael D. Johns, Esq. of Dinsmore & Shohl L.L.P.

whose postal address is 1900 Chemed Center, 255 East Fifth Street, Cincinnati, Ohio 45202

is hereby designated assignee's representative upon whom notice or process in proceedings affecting the mark may be served.

By: 
Jim Sterling
Intellectual Property Counsel
Leitch Technology International Inc.

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Ontario Corporation Number
 Numéro de la compagnie en Ontario

1.



Ministry of
 Consumer and
 Ontario Commercial Relations

Ministère de
 la Consommation
 et du Commerce

CERTIFICATE

This is to certify that these
 articles are effective on

CERTIFICAT

Ce certificat certifie que les présents
 statuts entrent en vigueur le

1452772

DECEMBER 01 DÉCEMBRE, 2000

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

Form 4
 Business
 Corporations
 Act

Formule
 numéro 4
 Loi sur les
 compagnies

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

L	E	I	T	C	H	T	E	C	H	N	O	L	O	G	Y	I	N	T	E	R	N	A	T	I	O	N	A
L	I	N	C	.																							

2. The address of the registered office is: *Adresse du siège social:*

150 Ferrand Drive, Suite 700

(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)

Toronto, Ontario

M3C3E5

(Name of Municipality or Post Office)
 (Nom de la municipalité ou du bureau de poste)

(Postal Code/Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum of one (1); maximum of seven (7)

4. The director(s) is/are: *Administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Stanley R. Moote	150 Ferrand Drive, Suite 700 Toronto, Ontario M3C 3E5	Yes
John A. MacDonald	150 Ferrand Drive, Suite 700 Toronto, Ontario M3C 3E5	Yes
Reginald J. Tiessen	150 Ferrand Drive, Suite 700 Toronto, Ontario M3C 3E5	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	Cocher
A or B	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

LEITCH TECHNOLOGY INTERNATIONAL 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>
LEITCH TECHNOLOGY INTERNATIONAL INC.	1415915	December 1, 2000
DIGITAL PROCESSING SYSTEMS INC.	1452771	December 1, 2000

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 commerciales³ 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:

An unlimited number of common 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:*

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

1. Dividends

The holders of the common shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the directors of the Corporation out of moneys of the Corporation properly applicable to the payment of dividends, dividends in such amounts as may be determined by the directors from time to time, each such dividend to be paid to such holders on such date as may be fixed by the directors at the time of declaration of such dividend.

2. Shares to be Voting

The holders of the common shares shall be entitled to receive notice of and to attend at all meetings of shareholders of the Corporation, other than meetings of the holders of another class of shares, and shall be entitled to one (1) vote for each common share held on the record date for voting at any such meeting.

3. Liquidation, Dissolution or Winding Up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property and assets of the Corporation among its shareholders for the purpose of winding up its affairs, the property and assets of the Corporation shall be distributed equally among the holders of common shares without preference or distinction.

9. The issue, transfer or ownership of shares is/ls 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 transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the approval of the directors of the Corporation expressed 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; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than holders of shares who are entitled to vote separately as a class) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

- (a) 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.
- (b) 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) constitue(nt) l'annexe "B".*

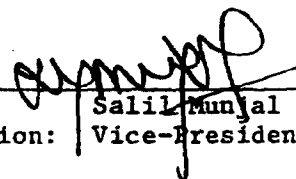
These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire. 6.

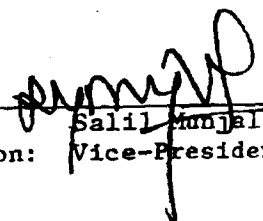
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

LEITCH TECHNOLOGY INTERNATIONAL INC.

By: 
Name: Salil Munjal
Position: Vice-President

DIGITAL PROCESSING SYSTEMS INC.

By: 
Name: Salil Munjal
Position: Vice-President