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102217897

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party
Virtek Vision Corp.
FINANCE SECTION

Individual(s) Association
 General Partnership Limited Partnership

Corporation-State: **09-05-02**

Other: **Canada corporation**

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

2. Name and address of receiving party(ies)
Name: **Virtek Vision International Inc.**
Internal Address:
Street Address: **785 Bridge Street**
City: **Waterloo** State: **Ontario** Zip: **N2V2K1**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name

Other

Execution Date: **January 29, 2002**

Other **Canada corporation**
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)
see attached schedule

B. Trademark Registration No.(s)
see attached schedule

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name **Laura C. Gustafson**
Internal Address **Calendar/Docketing Department**
P.O. Box 7880
San Francisco, CA 94120-7880
Street Address: **50 Fremont St.**
City: **San Francisco** State: **CA** Zip: **94105**

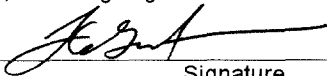
6. Total number of applications and registrations involved: **13**
7. Total fee (37 CFR 3.41)..... **\$340.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
502214 (Our Ref.: 020293- 021-5278)

(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.
Laura C. Gustafson  **August 26, 2002**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **17**

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

09/10/2002 6TOM11 00000124 502214 78063477

01 FC:481 40.00 CH
02 FC:482 300.00 CH

10642258V1

TRADEMARK
REEL: 002578 FRAME: 0690

Schedule A

Mark	Serial No.
APPLICATIONS	
VIRTEK LASERMC	78/063477
VIRTEKCHIPWRITER	78/035078
LT PRO	78/016646
REGISTRATIONS	
QUICKINSPEC	2589937
VIRTEK CHIPREADER	2494812
LASERQC	2517795
PANELLINE	2344515
AUTONEST	2122096
VIRTEK TRUSSLINE	1994559
VIRTEK LEATHERCAM	2022878
Design Only	1975854
VIRTEK VISION	1994445
VIRTEK LASEREDGE	1963803

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Virtek Vision International Inc.

Our Ref: 020293-028-3926/RLK/LCG/SLT

* * * * *

APPOINTMENT OF DOMESTIC REPRESENTATIVE

THE COMMISSIONER FOR TRADEMARKS

Dear Sir or Madam:

Pillsbury Winthrop LLP is designated as representative for applicant on whom notices or process in proceedings affecting the mark(s) may be served.

CORRESPONDENCE ADDRESS

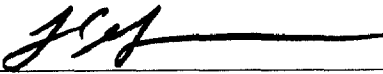
Please direct all correspondence in this matter to:

Calendar/Docketing Department
Pillsbury Winthrop LLP
Post Office Box 7880
San Francisco, CA 94120-7880

Dated: August 23, 2002

Respectfully submitted by its attorneys,

PILLSBURY WINTHROP LLP

By: 
RICHARD L. KIRKPATRICK
LAURA C. GUSTAFSON
PILLSBURY WINTHROP LLP
P.O. Box 7880
San Francisco, CA 94120-7880
Phone: (415) 983-6318
Fax: (415) 983-1200
Email: lgustafson@pillsburywinthrop.com

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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
ont pris en vigueur le

JANUARY 31 JANVIER, 2002

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

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporation
Act

Formule
numero 4
Loi sur les
sociétés par
actions

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

V I R T E K V I S I O N 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:*

785 BRIDGE STREET

(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'un édifice à bureaux, numéro du bureau)

WATERLOO, ONTARIO

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

N 2 V 2 K 1

(Postal Code/Code postal)

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

A minimum of one (1) and a maximum of twenty (20)

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 ou le numéro de la R.R., le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
James D. Crocker	18 Almond Avenue Thornhill, Ontario L3T 1L1	Yes
Charles E. Greb	R.R. #1 Ayr, Ontario N0B 1E0	Yes
Mohamed Salem Kamel	24 Sandcliffe Place Waterloo, Ontario N2T 1A8	Yes
Andrew Ka-Ching Wong	95 McCarron Street Waterloo, Ontario N2L 5M9	Yes
Robert Blaise Nally	189 Mary Street Waterloo, Ontario N2J 1S1	Yes

4. continued

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 ou le numéro de la R.R., le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Hugh W. Sloan	516 Waddington Road Bloomfield Village, MI, UNITED STATES OF AMERICA 4	No
Thomas D. Beynon	441 Winchester Drive Waterloo, Ontario N2T 1H6	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 société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions 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 société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

VIRTEK VISION 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 sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Virtek Vision International Inc.	1011207	January 29, 2002
Virtek Vision Corp.	699754	January 29, 2002

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 société.

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 société est autorisée à émettre:

The shares the Corporation is authorized to issue are an unlimited number of common shares without nominal or par value.

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Do Process Software Ltd.
Toronto, Ontario
(416) 322-6111

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:

None.

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:

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 restreint. Les restrictions, s'il y a lieu, sont les suivantes:*

None

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

- (a) The Corporation may, at any time and from time to time, purchase any of its issued common shares.
- (b) The meetings of the Board of Directors and the executive committee (if any) of the Corporation may be held at any place within or outside of the Province of Ontario and meetings of the shareholders of the Corporation may be held at any place within the Province of Ontario or at the registered office of the Corporation in the City of Waterloo, in the Regional Municipality of Waterloo.
- (c) The directors, at their sole discretion, shall declare dividends on any shares of the Corporation, which said dividends shall be non-cumulative.

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 sociétés par actions 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.

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

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

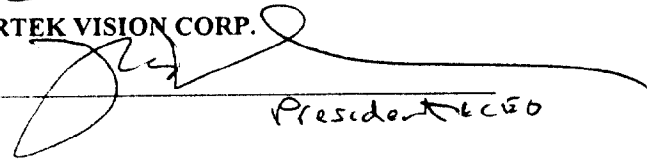
VIRTEK VISION INTERNATIONAL INC.

Per:


President & CEO

VIRTEK VISION CORP.

Per:

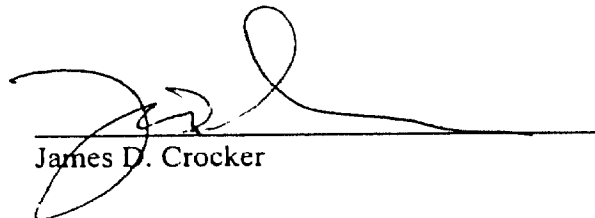

President & CEO

SCHEDULE A

I, James D. Crocker, of the City of Thornhill, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of *Business Corporations Act*, R.S.O. 1990, as amended (the "Act").
2. I am the President and Chief Executive Officer of Virtek Vision International Inc. ("Holdco") and as such have knowledge of its affairs.
3. I am the President and Chief Executive Officer of Virtek Vision Corp. ("Subsidiary") and as such have knowledge of its affairs.
4. I have conducted such examinations of the books and records of Holdco and Subsidiary (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.
5. There are reasonable grounds for believing that:
 - a) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due;
 - b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - c) no creditor will be prejudiced by the amalgamation.
6. Based on the statements made above none of the Amalgamating Corporations is obligated to give notice to any creditor.

This statement made January 29, 2002.


James D. Crocker

SCHEDULE "B"

VIRTEK VISION INTERNATIONAL INC.
(the "Corporation")

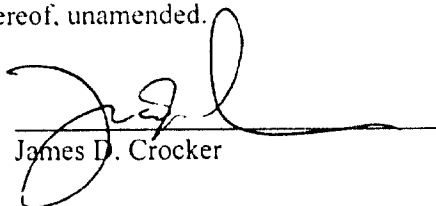
Resolution of the Directors Approving Amalgamation

RESOLVED THAT:

1. The amalgamation of the Corporation with VIRTEK VISION CORP. effective the close of business on January 31, 2002 pursuant to section 177(1) of the *Business Corporations Act* (Ontario), be and it is hereby approved.
2. Upon articles of amalgamation being issued:
 - a. the shares of Virtek Vision Corp. will be cancelled without any repayment of capital in respect thereof;
 - b. the by-laws of the amalgamated corporation will be the same as the by-laws of the Corporation;
 - c. the articles of amalgamation will be the same as the articles of the Corporation; and
 - d. no securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
3. Any one officer or director of the Corporation is authorized and directed to execute and deliver, in the name and on behalf of the Corporation and under its corporate seal or otherwise, Articles of Amalgamation and all certificates, instruments, notices and other documents, and to do all such other acts and things, as in the opinion of such person may be necessary or desirable in connection with the Articles of Amalgamation.
4. The signature of any of the directors of the Corporation may be evidenced by a facsimile copy of these resolutions bearing such signature and these resolutions may be signed in one or more counterparts, each of which when so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to be effective on the date upon which the last of the directors execute the foregoing resolutions.

I, James D. Crocker, the President and Chief Executive Officer of Virtek Vision International Inc., (the "Corporation"), hereby certify that the foregoing is a true copy of a resolution of the directors of the Corporation duly enacted on January 29, 2002, and remains in full force and effect as of the date hereof, unamended.

DATED: January 29, 2002.


James D. Crocker

SCHEDULE "B"
VIRTEK VISION CORP.

(the "Corporation")

Resolution of the Directors Approving Amalgamation

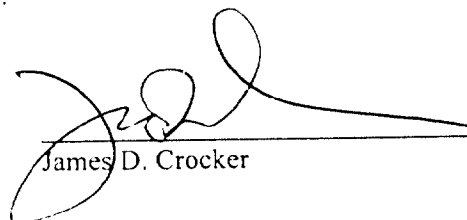
RESOLVED THAT:

1. The amalgamation of the Corporation with Virtek Vision International Inc. ("Holdco") effective the close of business on January 31, 2002 pursuant to section 177(1) of the *Business Corporations Act* (Ontario), be and it is hereby approved.
2. Upon articles of amalgamation being issued:
 - a. the shares of the Corporation will be cancelled without any repayment of capital in respect thereof;
 - b. the by-laws of the amalgamated corporation will be the same as the by-laws of Holdco;
 - c. the articles of amalgamation will be the same as the articles of Holdco; and
 - d. no securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
3. Any one officer or director of the Corporation is authorized and directed to execute and deliver, in the name and on behalf of the Corporation and under its corporate seal or otherwise, Articles of Amalgamation and all certificates, instruments, notices and other documents, and to do all such other acts and things, as in the opinion of such person may be necessary or desirable in connection with the Articles of Amalgamation.
4. The signature of any of the directors of the Corporation may be evidenced by a facsimile copy of these resolutions bearing such signature and these resolutions may be signed in one or more counterparts, each of which when so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to be effective on the date upon which the last of the directors execute the foregoing resolutions.

* * * * *

I, James D. Crocker, the President and Chief Executive Officer of Virtek Vision Corp., (the "Corporation"), hereby certify that the foregoing is a true copy of a resolution of the directors of the Corporation duly enacted on January 29, 2002, and remains in full force and effect as of the date hereof, unamended.

DATED: January 29, 2002.


James D. Crocker

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