

09-16-2002

2002 SEP 11 AM 11:08



FINANCE SECTION RECORD. 102222421
TRADEMARKS ONLY

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

MEY 9-11-02

Submission Type

- New
- 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
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

09/16/2002 AHMED1 00000015 2185337

01 FC:481
02 FC:482

40.00 OP
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

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,185,337"/>	<input type="text" value="1,053,080"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Kristine M. Miller

9/9/2002

Name of Person Signing

Signature

Date Signed

A l'insu des articles de la Loi sur les sociétés par actions
Ontario Consumer and Commercial Relations CERTIFICATE
 This is to certify that these articles are effective on

Ministère de la Consommation et du Commerce
CERTIFICAT
 Ceci certifie que les présents articles entrent en vigueur le

Ontario Corporation Number
 Numéro de la compagnie en Ontario
1468377

MARCH 21 MARS, 2001

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

Trans Code A 10	Line No. 0 20	Stat. 0 28	Comp Type A 20	Method Incorp. 3 30	Share S 31
N 32	JURISDICTION ONTARIO			A 57	

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:

C	T	V	I	N	C																																	

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

9 Channel Nine Court

(Street & No. or R.R. No. & 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 bureau, numéro du bureau)

Toronto, Ontario

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

M 1 S 4 B 5

(Postal Code)
 (Code Postal)

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

Minimum of two (2) and a maximum of ten (10)

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

First name, initials and last name 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. ou le nom de la municipalité et le code postal	Resident Canadian State Yes or No Résident Canadien Oui/Non
Ivan Fecan	82 Chestnut Park Road Toronto, Ontario M4W 1W9	Yes
André Serero	127 Edgar Avenue Richmond Hill, Ontario L4C 6K3	Yes

From-CTV

+4163325087

T-024 P.003/016 F-551

No. 6392 P. 3/16

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.
 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 repréent essentiellement les dispositions des statuts constitutifs de

CTV INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des compagnies qui fusionnent	Ontario Corporation Number Numéro de la compagnie en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
CTV INC.	146 8376	March 21, 2001
CTV TELEVISION INC.	1447982	March 21, 2001
1155638 ONTARIO INC.	1155638	March 21, 2001

- 6. Resolutions, if any, on business the corporation may carry on or on powers the corporation exercise. 3
 Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

See attached pages 3A and 3B

- 7. The classes and any maximum number of shares that the corporation is authorized to issue. 3
 Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

An unlimited number of Common Shares.

The business of the corporation shall be restricted to carrying on the business as follows:

- (a) To carry on generally the business of radio and television broadcasters;
- (b) To purchase, lease or otherwise acquire, own and operate radio and television broadcasting and receiving stations and distribution, transmission and retransmission systems for the purpose of transmitting and receiving through the air and by closed circuit, whether independently or in conjunction with any telegraphic, telephonic, electronic or other means, sound, images, pictures and electrical impulses of all kinds whatsoever;
- (c) To furnish instruction, information, entertainment, and amusement to the public including commentaries, news and musical and dramatic performances of all kinds;
- (d) To carry on a general advertising and publicity business, whether by television, radio or otherwise;
- (e) To purchase, erect, build, lease, establish, equip, maintain and operate antennas, distribution, transmission or retransmission systems, and all other facilities related to the production or distribution of radio and television programmes, motion pictures, plays and theatrical productions of all kinds;
- (f) To produce, transmit, distribute, direct, create, edit and service films, motion pictures, plays, theatrical productions, live performances, tapes, programmes and commercials for industry, education, television, radio and theatre and to maintain and operate studios and other facilities in connection therewith;
- (g) To purchase, manufacture, sell, import, export, use, lease, license, instal or deal in electrical, electronic, wireless, radio, television and magnetic articles, machinery, equipment, appliances or devices used in connection with broadcasting or receiving images, pictures, sounds and electrical impulses of all kinds whatsoever;
- (h) To acquire, produce, create, sell, lease, license or otherwise dispose of, either as principal or agent, plays, photoplays, live performances, radio and television programmes, motion pictures or productions of a similar nature, musical compositions and any reproduction, representation or performance thereof and any and all rights, copyrights and interests therein;
- (i) To purchase or otherwise acquire and to hold, sell, exchange or otherwise dispose of and deal in any shares, stocks, debentures, debenture stock, bonds, obligations or securities and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof;
- (j) To take part in the management, supervision or control of the business or operations of any company or undertaking;
- (k) To assist in the promotion, organization, development or management of any corporation or company and to raise and assist in raising money for and to aid by

way of bonus, loan, promise, endorsement, guarantee of bonds, debentures or other securities or otherwise any company or corporation;

- (l) To acquire by purchase, lease or otherwise and to take over and manage and carry on all or any of the business, undertakings, properties, franchises, goodwill, contracts, rights, powers and privileges held, enjoyed or carried on by any person, firm or corporation or by any business, the carrying on of which will, in the opinion of the directors of the Corporation, promote the carrying out of the undertakings of the person, firm or corporation;
- (m) To enter into, make, perform and carry out contracts of every kind with any person, firm, association, corporation private, public or municipal or body politic, and with the Government of Canada or any foreign government.

- 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:

Not applicable

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

See attached page 5A

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 the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after 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".

The directors of the Corporation may refuse to issue any Common Share or to permit a transfer of any Common Share that could, in the opinion of the directors, jeopardize the right of the Corporation or any subsidiary of the Corporation to obtain, maintain, amend or renew a licence under the *Broadcasting Act*. For the purpose of determining whether an issue or transfer of any Common Share could jeopardize the right of the Corporation or any subsidiary of the Corporation to obtain, maintain, amend or renew a licence under the *Broadcasting Act*, the directors of the Corporation may require the proposed allottee or transferee, as the case may be, to submit to the Corporation or its transfer agent a statutory declaration setting forth the name of the proposed allottee or transferee, the proposed beneficial ownership of such Common Share, and

1. where such allottee, transferee or beneficial owner is an individual, his or her citizenship and place of ordinary residency, or
2. where such allottee, transferee or beneficial owner is a corporation, the jurisdiction under which such corporation was incorporated or otherwise organized, and the registered and beneficial owners of all classes of securities of such corporation and the citizenship and place of ordinary residency of each such owner, and
3. such other evidence as the directors of the Corporation or its transfer agent may require.

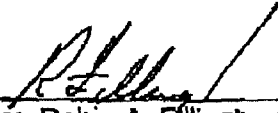
For the purpose of this paragraph, the *Broadcasting Act* shall mean the *Broadcasting Act*, Chapter C-11, R.S.C. 1991 as now enacted or as the same may from time to time be amended or re-enacted or any legislation enacted in substitution therefor or any regulations made pursuant to such legislation.

These articles are signed in duplicate

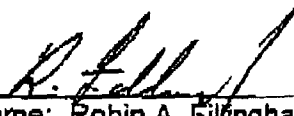
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers	Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.
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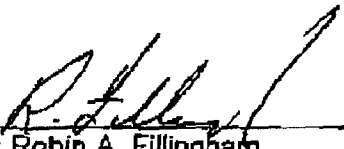
CTV INC.

By: 
 Name: Robin A. Fillingham
 Title: Executive Vice-President,
 Chief Financial Officer and
 Secretary

CTV TELEVISION INC.

By: 
 Name: Robin A. Fillingham
 Title: Executive Vice-President,
 Chief Financial Officer and
 Secretary

1155638 ONTARIO INC.

By: 
 Name: Robin A. Fillingham
 Title: Executive Vice-President,
 Chief Financial Officer and
 Secretary

SCHEDULE "A"**STATEMENT OF DIRECTOR OR OFFICER**

I, Robin A. Fillingham, C.A., of the Town of Pickering, in the Province of Ontario, solemnly state that:

1. I am the Executive Vice-President, Chief Financial Officer and Secretary of CTV Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein deposed to.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED March 21, 2001.



Robin A. Fillingham, C.A.

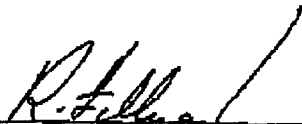
SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER

I, Robin A. Fillingham, C.A. of the Town of Pickering, in the Province of Ontario, solemnly state that:

1. I am the Executive Vice-President, Chief Financial Officer and Secretary of CTV Television Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein deposed to.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED March 21, 2001.



Robin A. Fillingham, C.A.

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER

I, Robin A. Fillingham, C.A., of the Town of Pickering, in the Province of Ontario, solemnly state that:

1. I am the Executive Vice-President, Chief Financial Officer and Secretary of 1155638 Ontario Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein deposed to.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED March 21, 2001.



 Robin A. Fillingham, C.A.

SCHEDULE "B"

CTV INC.

CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS

"RESOLVED THAT:

1. The amalgamation of the Corporation, CTV Television Inc. ("CTVTI") and 1155638 Ontario Inc. ("1155638") under the *Business Corporations Act* (Ontario) effective at 8:45 a.m. on March 21, 2001 pursuant to subsection 177(1) thereof, is approved.
2. Subject to the issuance of a Certificate of Amalgamation pursuant to the *Business Corporations Act* (Ontario) and without affecting the validity of the incorporation and existence of CTVTI and 1155638 under its articles of incorporation and of any act done thereunder, all shares of the authorized capital of CTVTI and 1155638, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation.
4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized and directed to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing."

CERTIFIED to be a true and correct copy of a resolution passed by the directors of CTV Inc. on March 21, 2001, which resolution is still in full force and effect, unamended.

DATED March 21, 2001.



Robin A. Fillingham, C.A.
Secretary

SCHEDULE "B"
CTV TELEVISION INC.


CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS

"RESOLVED THAT:

1. The amalgamation of the Corporation, CTV Inc. ("CTVI") and 1155638 Ontario Inc. ("1155638") under the *Business Corporations Act* (Ontario) effective at 8:45 a.m. on March 21, 2001 pursuant to subsection 177(1) thereof, is approved.
2. Subject to the issuance of a Certificate of Amalgamation pursuant to the *Business Corporations Act* (Ontario) and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares of the capital of the Corporation, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of CTVI.
4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of CTVI.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized and directed to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing."

CERTIFIED to be a true and correct copy of a resolution passed by the directors of CTV Television Inc. on March 21, 2001, which resolution is still in full force and effect, unamended.

DATED March 21, 2001.



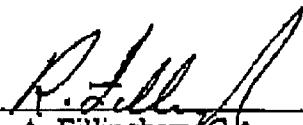
Robin A. Fillingham, C.A.
Secretary

SCHEDULE "B"**1155638 ONTARIO INC.****CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS****"RESOLVED THAT:**

1. The amalgamation of the Corporation, CTV Inc. ("CTVI") and 1155638 Ontario Inc. ("1155638") under the *Business Corporations Act* (Ontario) effective at 8:45 a.m. on March 21, 2001 pursuant to subsection 177(1) thereof, is approved.
2. Subject to the issuance of a Certificate of Amalgamation pursuant to the *Business Corporations Act* (Ontario) and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares of the capital of the Corporation, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of CTVI.
4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of CTVI.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized and directed to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing."

CERTIFIED to be a true and correct copy of a resolution passed by the directors of 1155638 Ontario Inc. on March 21, 2001, which resolution is still in full force and effect, unamended.

DATED March 21, 2001.



Robin A. Fillingham, C.A.
Secretary