



Tab settings

102238166

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Positionwatch Limited

9-27-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 1, 2000

2. Name and address of receiving party(ies)

Name: CNC Global Limited

Internal Address: \_\_\_\_\_

Street Address: 60 Bloor Street West, # 1400

City: Toronto State: Ontario ZIP: M4W  
Canada 3B8

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

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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2201273

Additional numbers attached?  Yes  No

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

Name: Sheldon Lazarovitz

Internal Address: \_\_\_\_\_

10/01/2002 TDIAZ1 00000202 2201273

01/FC:481

40.00 DP

Street Address: 31 Westgate Blvd.

City: Toronto State: Ontario ZIP: M3H  
Canada 1N8

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(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.

Sheldon Lazarovitz

Name of Person Signing

SJ

Signature

Sept. 24, 2002

Date

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

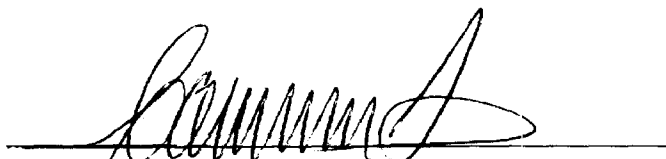
2201273

**POWER OF ATTORNEY & APPOINTMENT OF DOMESTIC REPRESENTATIVE****Re: Trademark POSITIONWATCH, U.S. regn. no. 2201273**

**POWER OF ATTORNEY** - The undersigned **CNC Global Limited**, whose full post office address or place of business, is 60 Bloor Street West, Suite 1400, Toronto, Ontario, Canada M4W 3B8, hereby appoints **Sheldon S. Lazarovitz**, whose full post address is 31 Westgate Blvd., Toronto, Ontario, Canada, M3H 1N8, to prosecute the applications to register, to transact all business in the Patent and Trademark Office in connection therewith and receive the Certificate of Registration, or any other official documentation.

**APPOINTMENT OF DOMESTIC REPRESENTATIVE** - **Bruce A. Tassan**, located at 4143 North 27<sup>th</sup> Street, Arlington, Virginia, U.S.A., 22207-5211 is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

EXECUTED at Toronto, Ontario, Canada, this day 20<sup>th</sup> day of September, 2002.

**CNC GLOBAL LIMITED**

By: **Cameron Irons**  
Senior Vice President, Finance & Administration

For Ministry Use Only  
 À l'usage exclusif du ministère

Ontario Corporation Number  
 Numéro de la société en Ontario

1437435



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**  
 Ceci certifie que les présents  
 statuts entrent en vigueur le

SEPTEMBER 01 SEPTEMBRE, 2000

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

**ARTICLES OF AMALGAMATION  
 STATUTS DE FUSION**

Form 4  
 Business  
 Corporations  
 Act

Formule 4  
 Loi sur les  
 sociétés par  
 actions

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

C	N	C	G	L	O	B	A	L	L	I	M	I	T	E	D	/	C	N	C	G	L	O	B	A	L
L	I	M	I	T	E	E																			

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

60 Bloor Street West, 14th Floor, Toronto, Ontario, Canada

(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)*

M	4	W	3	B	8
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(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: 1, Maximum: 10

4. The director(s) is/are:

*Administrateur(s)*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving Street & No. or R.R. No., municipality and postal code. <i>Adresse personnelle, y compris la rue et le numéro, 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>
Robert Beauchemin	65 Sherrick Drive, Gormley, Ontario, Canada L0H 1G0	Yes
Alexander Friend	11 Cross Gates, Short Hills, New Jersey, USA 07078	No
Steven Skoler	262 Central Park West, New York, New York, USA 10024	No
Jeffrey Stober	62 Hillholm Road, Toronto, Ontario, CANADA M5P 1M6	Yes
Bradley Waese	231 Armour Blvd, North York, Ontario, Canada M3H 1M8	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
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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

**CNC GLOBAL LIMITED/CNC GLOBAL LIMITÉE**

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>
CNC GLOBAL LIMITED/CNC GLOBAL LIMITÉE	1318131	August 31, 2000
POSITIONWATCH LIMITED	1192091	August 31, 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 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:*

<u>Class of Shares</u>	<u>Maximum Number</u>
Class A Voting Common shares	Unlimited
Class B Voting Common shares	Unlimited
Class C Non-Voting Common shares	Unlimited
Class A Preferred shares	5,000.00
Class B Preferred shares	Unlimited

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 is to 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 attached Schedule 1.

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:*

(1) The number of shareholders of the Corporation, exclusive of persons 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 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 for such purposes as one shareholder.

(2) No shares in the capital of the Corporation shall be transferred unless such transfer has either been approved by a resolution of the directors of the Corporation or consented to in writing by the then holders of not less than 51% of all of the shares of the Corporation which are then outstanding which then carry the right to vote in an election of directors.

(3) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

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

The directors may from time to time, in such amounts and on such terms as they deem expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or money borrowed, or other debt or liability of the Corporation.

The directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the directors all or any of the powers conferred on the directors above to such extent and in such manner as the directors shall determine with respect to each such delegation.

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.

CNC GLOBAL LIMITED/CNC GLOBAL LIMITÉE

Per: 

JEFFREY STOBER  
Chairman

POSITIONWATCH LIMITED

Per: 

JEFFREY STOBER  
Chairman and Chief Executive Officer