

11-14-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE



102600118

J.S. 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):

CARROLL INTELLI CORP.

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

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

3. Nature of conveyance:

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

Execution Date: 08/08/2003

2. Name and address of receiving party(ies)

Name: CARROLL HEALTHCARE INC.

Internal Address:

Street Address: 994 Hargrieve Road

City: LONDON State: ON Zip: N6E 1P5

CANADA

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other CORPORATION - 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) 76/218203, 76/084617, 76/218835, 76/184220, 76/509603 and 76/498825

B. Trademark Registration No.(s) 2451364, 2360544, 2178194, 2742142, 2632824

Additional number(s) attached Yes No

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

Name: ANISSIMOFF & ASSOCIATES

Internal Address: Suite 201

Richmond North Office Centre

Street Address: 235 North Centre Road

City: LONDON State: ON Zip: N5X 4E7 Canada

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41) \$ 290.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

9. Signature.

00000033 76218203

SERGE ANISSIMOFF Name of Person Signing

Signature

October 15, 2003

Date

Total number of pages including cover sheet, attachments, and document: 12

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

11/13/2003 BYRNE 01 FC:8521 02 FC:8522

40.00 OP 290.00 OP

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark Applications/Registrations of:

Registrant/Applicant: CARROLL INTELLI CORP.

Registration Nos.: 2,451,364 - ALLTO
2,360,544 - CARROLL'S SOLO
2,178,194 - CARROLL HEALTHCARE
2,742,142 - THINK SOFT
2,632,824 - ARRO

Serial Nos.: 76/218,203 - THERA-MAX-SUPREME
76/084,617 - LONG TERM SOLUTIONS FOR LONG
TERM CARE
76/218,835 - THERA-MAX-HFS
76/184,220 - CARROLL ASSIST RAIL
76/509,603 - WEIGHTLESS REST TECHNOLOGY
& Design
76/498,825 - THERA-CARE BY CAROLL

TO: Assistant Commissioner for Trademarks
BOX ASSIGNMENTS
FEE
2900 Crystal Drive
Arlington, Virginia 22202-3513

Dear Commissioner:

NOTICE OF CHANGE OF NAME

NOTICE OF CHANGE OF APPLICANT'S NAME

Assistant Commissioner for Trademarks
P.O. BOX 1450
ALEXANDRIA, Virginia
USA - 22313-1450

Sir:

Applicant hereby respectfully requests that the following amendment be made to the register to reflect the Applicant's new corporate name as follows:

CARROLL HEALTHCARE INC.

The address of the new Registrant/Applicant is **994 Hargrieve Road, London, Ontario, N6E 1P5, CANADA.**

Please find enclosed a Notarial Copy of the Articles of Amalgamation which establishes the change in the Applicant's corporate name.

We respectfully request confirmation that this change has been entered in the records of the United States Patent & Trademarks Office.

Respectfully submitted,

BY:



Serge Anissimoff - Attorney

ANISSIMOFF & ASSOCIATES

Telephone: (519) 673-5591

Facsimile: (519) 673-6784

DOMESTIC AGENT

ANTHONY J. CASTORINA

2001 Jefferson Davis Highway, Suite 207

Arlington, Virginia

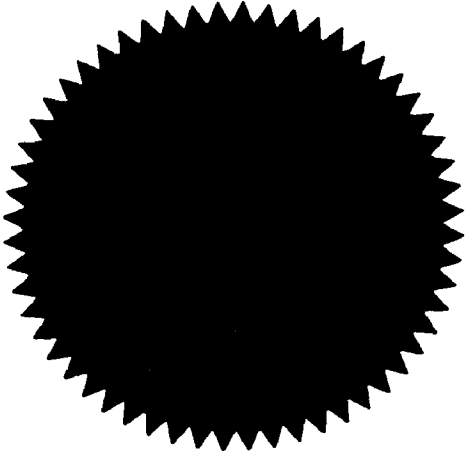
U.S.A. 22202

703-415-1581

CANADA) TO ALL WHOM THESE PRESENTS
Province of Ontario) may come, be seen or known
To Wit)

I, **HENRY BERG**, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of London, in said Province, **Do Certify and Attest** that the paper-writing hereto annexed is a true copy of a document shown to me and purporting to be the Certificate and Articles of Amalgamation for CARROLL HEALTHCARE INC. dated the 8th day of August, 2003, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

In Testimony Whereof I have hereunto subscribed my name and affixed my Notarial Seal of Office at London, Ontario this 30th day of September, 2003.




A Notary Public in and for the Province of Ontario

For Ministry Use Only
À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la société en Ontario

1571151



Ministry of
Consumer and
Ontario Business Services

Ministère des Services
aux consommateurs
et aux entreprises

CERTIFICATE

This is to certify that these articles
are effective on

CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

AUGUST 08 AOUT, 2003

①

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
sociétés par
actions

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

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

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

994 Hargrieve Road

(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)

London, Ontario

N 6 E 1 P 5

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

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 ten (10).

4. The director(s) is/are:

Administrateur(s):

<i>First name, initials and surname Prénom, initiales et nom de famille</i>	<i>Address for service, giving Street & No. or R.R. No., Municipality and Postal Code 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>	<i>Resident Canadian State Yes or No Résident Canadien Oui/Non</i>
Archie Leach	1880 Kilally Road London, Ontario N6A 4C1	Yes
Donald Roussy	23 Old Oak Lane London, Ontario N6K 3S6	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



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>
CARROLL HEALTHCARE INC.	1167464	August 8, 2003
CARROLL INTELLI CORP.	1162989	August 8, 2003

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:*

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:

N/A

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 ~~est~~ pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:

- (a) The shares of the Corporation shall not be transferred without the approval of the board of directors of the Corporation to be evidenced by a resolution of the board
- (b) The number of shareholders of the Corporation is limited so that outstanding shares of the Corporation are beneficially owned, directly or indirectly, by not more than thirty-five (35) persons or companies, exclusive of
- (i) persons or corporations that are, or at the time they last acquired shares of the Corporation were, accredited investors (as defined in the Securities Act (Ontario)); and
 - (ii) current or former directors, officers or employees of the Corporation or an affiliated entity of the Corporation as defined in Ontario Securities Commission Rule 45-503 Trades to Employees, Executives and Consultants, who in each case beneficially own only shares of the corporation that were issued as compensation by, or under an incentive plan of, the Corporation or an affiliated entity of the Corporation;

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

- (a) 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 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".

9. continued

provided that

- (A) two or more persons who are the joint registered holders of one or more shares of the Corporation shall be counted as one beneficial owner of those shares; and
- (B) a corporation, partnership, trust or other entity shall be counted as one beneficial owner of shares of the Corporation unless the entity has been created or is being used primarily for the purpose of acquiring or holding shares of the Corporation, in which event each beneficial owner of an equity interest in the entity or each beneficiary of the entity, as the case may be, shall be counted as a separate beneficial owner of those shares of the Corporation.

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.

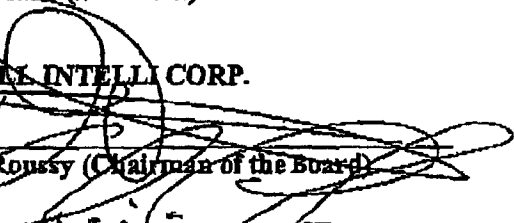
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.


CARROLL HEALTHCARE INC.

Per: 
Donald Roussy (Chairman of the Board)

Per: 
Archie Leach (President)

CARROLL INTELLI CORP.

Per: 
Donald Roussy (Chairman of the Board)

Per: 
Archie Leach (President)


SCHEDULE "A"

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF
CARROLL HEALTHCARE INC. AND CARROLL INTELLI CORP.

I, ARCHIE LEACH, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 175 of the *Business Corporations Act, (Ontario)* (the "Act"):

1. I am the President of each of Carroll Healthcare Inc. ("Healthcare") and Carroll Intelli Corp. ("Intelli") and as such have knowledge of the following matters;
2. There are reasonable grounds for believing that each of Healthcare and Intelli is and the amalgamated corporation resulting from the amalgamation of Healthcare and Intelli will be able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
4. No creditors have notified Healthcare or Intelli that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
5. Since neither Healthcare or Intelli have received any notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of the Act has no application in the present circumstances.

DATED this 27th day of August, 2003.
ARCHIE LEACH