

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Virtek Laser Systems Inc.		01/31/2004	CORPORATION:

RECEIVING PARTY DATA	
Name:	Virtek Vision International Inc.
Street Address:	785 Bridge Street
City:	Waterloo, Ontario
State/Country:	CANADA
Postal Code:	N2V2K1
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 8		
Property Type	Number	Word Mark
Serial Number:	78161526	V DESIGN
Serial Number:	78161527	VIRTEK
Serial Number:	74561368	VIRTEK LASEREDGE
Serial Number:	74608180	VIRTEK TRUSSLINE
Serial Number:	75484261	PANELLINE
Serial Number:	75484262	LASERQC
Serial Number:	78023521	QUICKINSPEC
Serial Number:	78063477	VIRTEK LASERMC

CORRESPONDENCE DATA	
Fax Number:	(415)983-1200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	sftrademarks@pillsburywinthrop.com
Correspondent Name:	Pillsbury Winthrop LLP
Address Line 1:	Calendar/Docketing Dept.
Address Line 2:	P.O. Box 7880
Address Line 4:	San Francisco, CALIFORNIA 94120-7880

CH \$215.00 78161526

ATTORNEY DOCKET NUMBER:

020293/0283953

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Robert B. Burlingame

Total Attachments: 10

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Ontario Corporation Number
Numéro de la société en Ontario

1597417



Ministry of
Consumer
Services

CERTIFICATE

that the articles
of incorporation

FEBRUARY 01 FÉVRIER, 2004

[Signature]



Ontario Corporation Act

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

- 1 The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion (écrire en LETTRES MAJUSCULES SEULEMENT):

VIRTEK VISION INTERNATIONAL INC.

- 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

Ontario **N 2 V 2 K 1**

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

(Postal Code /
Code postal)

- 3 Number of directors is/are: or minimum and maximum number of directors is/are:
Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:
Number or minimum and maximum
Nombre ou minimum et maximum

one (1) ten (10)

- 4 The director(s) is/are:

Administrateur(s):
First name, middle names
and surname
Prénom, autres prénoms et nom
de famille

Address for service, giving Street & No. or R.R. No.,
Municipality, Province, Country and Postal Code
Domicile élu, y compris la rue et le numéro ou le
numéro de la R.R., le nom de la municipalité, la
province, le pays et le code postal

Resident Canadian
State 'Yes' or 'No'
Résident canadien
Oui/Non

Mohamed S. Kamel	267 Carrington Place, Waterloo, Ontario N2T 2K1	Yes
Robert B. Nally	189 Mary Street, Waterloo, Ontario N2J 1S1	Yes
Hugh W. Sloan	516 Waddington Road, Bloomfield Village, Michigan, UNITED STATES 48301	No
Paul Mitchell	210 Mohawk Avenue, Waterloo, Ontario N2L 2T3	Yes

Document prepared
by East Company Ltd.
100 West Street, Suite 110
Toronto, Ontario
416-362-6111

15/11/03/035

4. continued

First name, middle names
and surname
*Prénom, autres prénoms et nom
de famille*

Address for service, giving Street & No. or R.R. No.,
Municipality, Province, Country and Postal Code
*Domicile élu, y compris la rue et le numéro ou le
numéro de la R.R., le nom de la municipalité, la
province, le pays et le code postal*

Resident Canadian
State 'Yes' or 'No'
*Résident canadien
Oui/Non*

Robert Sandness

263 Burns Boulevard, King City, Ontario L7B 1E3

Yes

Richard Grogan

937 Riding Club Lane, Sarnia, Ontario N7V 4J1

Yes

Joseph Verderber

3361 E. Glencoe Road,
Richfield, Ohio, UNITED STATES 44286

No

5. Check A or B
Cocher A ou B

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.

or
ou

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 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.

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

Virtek Vision International Inc.
and are more particularly set out in these articles
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Month / mois Day / jour
Virtek Vision International Inc.	1506618	January 31, 2004
Virtek Laser Systems Inc.	1597416	January 31, 2004

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.

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

None.

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.

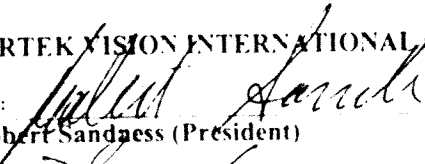
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A


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.

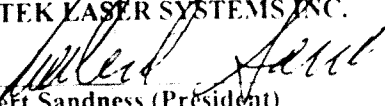
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés

VIRTEK VISION INTERNATIONAL INC.

Per: 
Robert Sandness (Président)

Per: 
Thomas D. Beynon (Secretary)

VIRTEK LASER SYSTEMS INC.

Per: 
Robert Sandness (Président)

Per: 
Peter Monsberger (Chief Financial Officer)

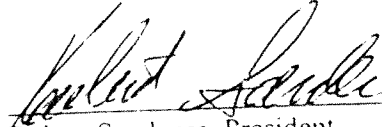
Fast Company
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SCHEDULE A

I, Robert Sandness, of the Town of King City, 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 of Virtek Vision International Inc. ("VVII") and as such have knowledge of its affairs.
3. I am the President of Virtek Laser Systems Inc. ("VLSI") and as such have knowledge of its affairs.
4. I have conducted such examinations of the books and records of VVII and VLSI (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 31, 2004.



Robert Sandness, President

SCHEDULE B
VIRTEK VISION INTERNATIONAL INC.
(the "Corporation")

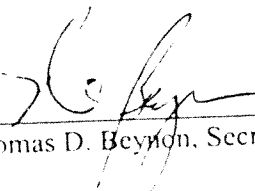
Certified True Copy of Resolution of the Directors Approving Amalgamation

"RESOLVED THAT:

- (a) The amalgamation of the Corporation with Virtek Laser Systems Inc. ("VLSI") effective at the hour of 12:02 in the morning on February 1, 2004 pursuant to section 177(1) of the *Business Corporations Act* (Ontario), be and it is hereby approved;
- (b) Upon articles of amalgamation being issued:
 - (i) the shares of the VLSI will be cancelled without any repayment of capital in respect thereof;
 - (ii) the by-laws of the amalgamated corporation will be the same as the by-laws of the Corporation;
 - (iii) the articles of amalgamation will be the same as the articles of the Corporation;
 - (iv) no securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation;
 - (v) the name of the amalgamated corporation will be Virtek Vision International Inc.
- (c) 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."

I, Thomas D. Beynon, Secretary of Virtek Laser Systems Inc. (the "Corporation"), hereby certify that the foregoing is a true copy of a resolution of the directors of the Corporation duly enacted on December 3, 2003, and remains in full force and effect as of the date hereof, unamended.

DATED: January 31, 2004.



Thomas D. Beynon, Secretary

SCHEDULE B

VIRTEK LASER SYSTEMS INC.

(the "Corporation")

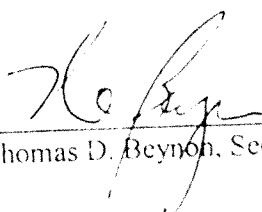
Certified True Copy of Resolution of the Directors Approving Amalgamation

"RESOLVED THAT:

- (a) The amalgamation of the Corporation with Virtek Vision International Inc. ("VVII") effective at the hour of 12:02 in the morning on February 1, 2004 pursuant to section 177(1) of the *Business Corporations Act* (Ontario), be and it is hereby approved.
- (b) Upon articles of amalgamation being issued:
 - (i) the shares of the Corporation will be cancelled without any repayment of capital in respect thereof;
 - (ii) the by-laws of the amalgamated corporation will be the same as the by-laws of the VVII;
 - (iii) the articles of amalgamation will be the same as the articles of the VVII;
 - (iv) no securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation;
 - (v) the name of the amalgamated corporation will be Virtek Vision International Inc.
- (c) 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."

I, Thomas D. Beynon, Secretary of Virtek Laser Systems Inc. (the "Corporation"), hereby certify that the foregoing is a true copy of a resolution of the directors of the Corporation duly enacted on December 3, 2003, and remains in full force and effect as of the date hereof, unamended.

DATED: January 31, 2004.


Thomas D. Beynon, Secretary