

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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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
I.W. Systems Canada Ltd.		03/05/2001	CORPORATION: CANADA

RECEIVING PARTY DATA	
Name:	ImageWare Systems, Inc.
Street Address:	10883 Thornmint Road
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92127
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2155228	EPISUITE

CORRESPONDENCE DATA	
Fax Number:	(858)350-6111
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	8583506108
Email:	kbdow@townsend.com
Correspondent Name:	Karen B. Dow
Address Line 1:	Two Embarcadero Center
Address Line 2:	8th Floor
Address Line 4:	San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	022018-001200
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NAME OF SUBMITTER:	Michele Lipscomb
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Total Attachments: 16
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4. Fiscal Year The fiscal year has been fixed as ending on the last day of December in each year.
5. Auditors The shareholders of the Company have waived the requirement to appoint auditors for the ensuing year. So long as the Company remains closely held (i.e. not a "reporting issuer" or "reporting company" under the *Securities Act* (Nova Scotia)), the requirement to appoint an auditor may be waived pursuant to section 118 of the *Companies Act*. At each annual shareholders' meeting all shareholders should consent to waive the requirement to appoint an auditor for the ensuing year. If this is not done the exemption may not be available.
6. Officers and Directors Registers of officers and directors have been prepared, are up to date, have been placed in the minute book, and show the following now holding office:

S. James Miller Jr.	Director and President
Wayne G. Wetherell	Director and Secretary

7. Shareholders The register of shareholders has been prepared and is up to date, and has been placed in the minute book. Shareholdings are as set forth below.
8. Liability of the Members: The Company is an "unlimited company" and should the company be liquidated and the assets of the Company be insufficient to meet its obligations, the shareholders may be called upon to contribute to this deficiency. **Any person who is or was previously registered as a shareholder will be subject to such liability.**

II. ENCLOSURES

1. Share certificate representing the issued and outstanding shares in the capital stock of the Company, as follows:

<u>Shareholder</u>	<u>Certificate Number</u>	<u>Number/Class of Shares</u>
ImageWare Systems, Inc.	2	100 common

If no money has yet been paid into the Company on account of the subscription price for shares, as soon as a bank account for the Company is opened, \$100 should be deposited for this purpose.

2. Corporate seal.
3. Copy of contents of minute book. Unless and until we receive other instructions from you, we will retain the Company's original minute book in our Corporate Records Office.

I trust that you will find everything to be in order. If you have any questions or require anything else to be done with respect to the Company, please call me.

S. James Miller Jr., ImageWare Systems, Inc.

March 5, 2001

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Yours very truly,

STEWART McKELVEY STIRLING SCALES



Charles S. Reagh

CSR/mjf

Enclosures

cc. Joelle Sebag, Mendelsohn Rosentsveig Shacter

cc: Heather McCormick, Cooley Godward

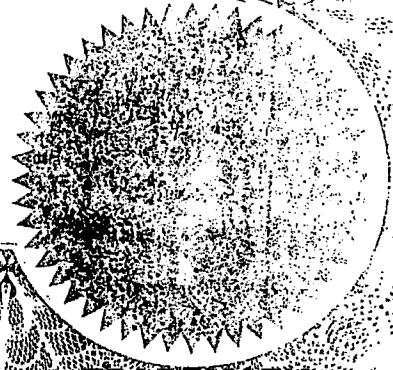
ImageWare Inc
 Incorporated in the Province of Nova Scotia
Shareholder I.W. Systems Canada
I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA
 (Incorporated 2001 under the Companies Act of Nova Scotia)

AUTHORIZED CAPITAL

THIS IS TO CERTIFY that ImageWare Systems, Inc. is the registered owner of
-100- fully paid and non-assessable Common Shares of
I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA,

transferable only on the books of the Company (subject to the restrictions imposed by the Articles of Association of the Company) by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF the Company has caused this Certificate to be signed by its duly authorized officers and to be sealed with the seal of the Company this 23rd day of February, 2001.



[Signature]
 President

[Signature]
 Secretary

no par value

Incorporated in the Province of Nova Scotia

I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA
(Incorporated 2001 under the Companies Act of Nova Scotia)

AUTHORIZED CAPITAL

THIS IS TO CERTIFY that ~~shares~~ **Reagh** is the registered owner of

-One- fully paid-up non-assessable Common Share of

I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA,

transferable only on the books of the Company (subject to the restrictions imposed by the Articles of Association of the Company) by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

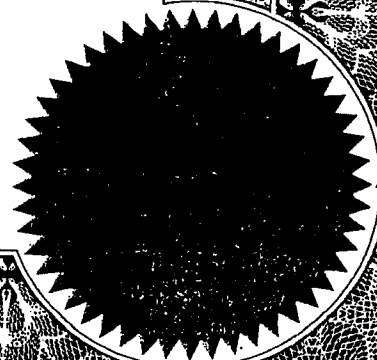
IN WITNESS WHEREOF the Company has caused this Certificate to be signed by its duly authorized officers and to be sealed with the seal of the Company this 23rd day of February, 2001.

President

SHARES

NO. 001 23

EACH



DIRECTOR'S RESOLUTION

I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA

February 23, 2001, at 9:00 a.m.

Pursuant to the *Companies Act*, the sole director of the Company, by signing his name to the foot hereof, adopts the following resolutions and by so doing renders the same as valid and effectual as if they had been passed at a meeting of directors duly called and constituted.

WHEREAS the Company has been duly incorporated under the *Companies Act* of Nova Scotia;

AND WHEREAS pursuant to the Articles of Association of the Company the undersigned is the first director of the Company;

BE IT RESOLVED AS FOLLOWS:

1. THAT Charles S. Reagh be and is hereby elected President of the Company and Leanne M. Thomas be and is hereby appointed Secretary of the Company.
2. THAT the Memorandum of Association and the Articles of Association, filed on behalf of the Company, be filed with the corporate records of the Company.
3. THAT the seal of the Company, an impression of which appears at the margin hereof, be and is hereby approved and adopted as the common seal of the Company.
4. THAT the following form of share certificate be adopted as the share certificate of the Company, together with a form of transfer endorsed thereon:

No. _____

_____ Shares

(Incorporated 2001 under the *Companies Act* of Nova Scotia)
AUTHORIZED CAPITAL

THIS IS TO CERTIFY that _____ is the registered owner of _____ fully paid and non-assessable _____ shares of _____, transferable only on the books of the Company (subject to the restrictions imposed by the Articles of Association of the Company) by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF the Company has caused this Certificate to be signed by its duly authorized officers and to be sealed with the seal of the Company this _ day of _____, _____.

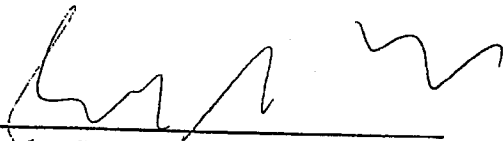
5. THAT one common share in the capital stock of the Company be allotted to Charles S. Reagh the subscriber of the Memorandum of Association for the subscription price of \$1 and that a certificate be issued therefor forthwith and that the subscriber's name be entered in the register of members of the Company as the holder of one common share, the certificate for such share to be executed by the President and Secretary under seal of the Company.

6. THAT the registered office of the Company be at Suite 800, 1959 Upper Water Street, P.O. Box 997, Halifax, Nova Scotia, B3J 2X2, and that notice thereof be transmitted in due course to the Registrar of Joint Stock Companies at Halifax, Canada.

7. THAT Charles S. Reagh of Suite 800, 1959 Upper Water Street, P.O. Box 997, Halifax, Nova Scotia, B3J 2X2, be appointed recognized agent of the Company and that the required notice of such appointment be filed in due course with the Registrar of Joint Stock Companies at Halifax, Canada.

8. THAT the President and Secretary or either of them be and each of them is hereby authorized to make, on behalf of the Company, any and all applications for any and all licenses and permits necessary for the carrying on of the business of the Company.

SIGNED at Halifax, Canada.



Charles S. Reagh

SHAREHOLDER'S RESOLUTION

I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA

February 23, 2001, at 9:15 a.m.

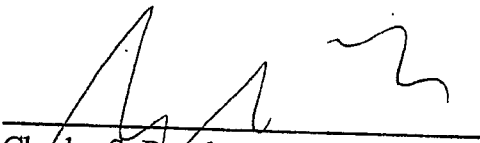
Pursuant to the *Companies Act*, the undersigned as sole shareholder of the Company, by signing his name to the foot hereof, adopts the following resolutions and by so doing renders the same as valid and effectual as if they had been passed at a meeting of the shareholders duly called and constituted.

1. **WHEREAS** it is deemed desirable and in the best interests of the Company that the directors may exercise to the fullest extent the power to purchase or otherwise acquire shares issued by the Company;

BE IT THEREFORE RESOLVED as a Special Resolution of the Company that the shareholders of the Company hereby sanction the exercise by the Company of all and every power to purchase or otherwise acquire shares issued by it and that the directors of the Company be and they are hereby authorized and empowered to exercise at any time and from time to time any and all such powers in the name of and on behalf of the Company and in particular, without restricting the generality of the foregoing, the directors of the Company be and they are hereby authorized and empowered in the name of and on behalf of the Company to purchase or otherwise acquire shares issued by the Company pursuant to and in accordance with the provisions of the *Companies Act*.

2. **BE IT RESOLVED** as a Special Resolution of the Company that a resolution respecting the borrowing of money in the form attached hereto as Schedule A be and the same is hereby adopted.

SIGNED at Halifax, Canada.



Charles S. Reagh

SCHEDULE "A"

SPECIAL RESOLUTION

BE IT RESOLVED as a Special Resolution of the Company:

1. THAT the members of the Company hereby sanction the exercise by the Company of all and every power to borrow money and to secure repayment thereof conferred upon it by the *Companies Act* of Nova Scotia and that the directors of the Company be and they are hereby authorized and empowered to exercise at any time and from time to time any and all such powers in the name of and on behalf of the Company.
2. THAT without limiting the generality of the foregoing, the directors may:
 - (a) mortgage and charge all or any part of the real or personal property of the Company to any person, firm or corporation to secure the repayment of money borrowed by the Company and for this purpose to settle the form of mortgage, the date and amounts of capital repayments, the rate or amounts of interest and all and every provision thereof; and
 - (b) mortgage and charge all or any part of the real or personal property of the Company to any person, firm or corporation to secure any liability or obligation of the Company (including any liability or obligation arising under guarantee) and for this purpose to settle the form of mortgage and all and every provision thereof; and
 - (c) create and issue debentures of the Company limited or unlimited, in aggregate principal amount, to bear such date or dates, to mature on such date or dates, to bear such rate or rates of income or interest, to be in such denominations and to be issued in such amounts, at such times and from time to time and either in series or otherwise as the directors may from time to time determine; and
 - (d) secure all or some of such debentures by a specific mortgage, pledge or charge and/or floating charge in favour of the holder or holders thereof from time to time or in favour of a trustee for the holders of such debentures, upon the whole or such part of the undertaking, property and assets, present and future, of the Company as may be determined by the directors from time to time; and
 - (e) fix and determine the form and contents of mortgages or deeds of trust and mortgage or trust indentures and any deed or deeds supplementary or ancillary thereto and of the debentures from time to time to be issued thereunder and/or secured thereby; and in particular, the principal amount of debentures to be issued, the place or places, time or times at, and the currency or currencies, in which the principal and interest of and on such debentures shall be payable, the premium (if any) payable upon redemption of any debentures redeemed or paid off before maturity, the amount of sinking fund (if any) to be paid and the appropriation thereof and all matters and things relating to the execution and delivery of any mortgages or deeds of trust and mortgage or trust indentures and any deed or deeds supplementary or ancillary thereto.
3. THAT the directors be and they are hereby authorized and empowered to sell, exchange, pledge, hypothecate or otherwise dispose of or deal in or with all or any debentures issued by the Company on such terms or conditions and at such price or prices whether at a discount or at the principal amount thereof or at a premium or without consideration as they may think fit.
4. THAT the term "debentures" as used herein means bonds, debentures, debenture stock, income bonds or income debentures or other like liabilities of the Company, whether constituting a charge on property of the Company or not.

**RESOLUTION IN LIEU OF FIRST ANNUAL OR ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA**

February 23, 2001, at 9:30 a.m.

Pursuant to the *Companies Act*, the undersigned as sole shareholder of the Company, by signing his name to the foot hereof, adopts the following resolutions and by so doing renders the same as valid and effectual as if they had been passed at a meeting of the shareholders duly called and constituted.

1. **WHEREAS** it is necessary to hold an annual meeting of the shareholders;

AND WHEREAS the Company was just incorporated, no balance sheet or profit and loss statement or reports of auditors or directors were prepared for presentation to the meeting;

BE IT RESOLVED that the undersigned sole shareholder of the Company waives the requirements of the *Companies Act* in this respect as well as the provisions of the Company's Articles of Association.

2. **BE IT RESOLVED** that the following be elected directors of the Company, to hold office until the next annual or ordinary general meeting of the Company or until their successors are elected:

Charles S. Reagh
Wayne G. Wetherell


S. James Miller Jr.

3. **BE IT RESOLVED** that the fiscal year of the Company be fixed as ending on the last day of December in each year.

4. **BE IT RESOLVED** that the Company be exempt from audit requirements for the ensuing fiscal year.

5. **BE IT RESOLVED** that a meeting of the directors of the Company be held immediately following the signing of this resolution, such meeting being held without notice pursuant to the provisions of the Articles of Association of the Company.

SIGNED at Halifax, Canada.



Charles S. Reagh

MINUTES of the MEETING of the DIRECTORS of I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA held at Suite 800, Purdy's Wharf Tower One, Halifax, Canada on February 23, 2001, at the hour of 9:45 a.m.

PRESENT: Charles S. Reagh, being a Director of the Company and, by invitation, Leanne M. Thomas the Secretary of the Company.

UPON MOTION Charles S. Reagh was appointed to act as Chairman of the meeting and Leanne M. Thomas was appointed to act as secretary of the meeting.

The Chairman pointed out that this meeting was held without notice following adoption of the Shareholders' Resolution in lieu of First Annual or Ordinary General Meeting of the Shareholders, pursuant to the Company's Articles of Association, and that a quorum was present and the meeting duly constituted.

The Secretary presented to the meeting the transfer of Certificate No. 1 for one common share from Charles S. Reagh to ImageWare Systems, Inc. **UPON MOTION IT WAS RESOLVED** that the transfer of one common share of the capital stock of the Company from Charles S. Reagh to ImageWare Systems, Inc. is hereby accepted and approved to take effect at the close of the present meeting and not before.

The Secretary then reported to the meeting that application for 99 common shares in the capital stock of the Company had been received from ImageWare Systems, Inc., together with payment for the said shares in the amount of \$1.00 each, being the subscription price therefor.

UPON MOTION IT WAS RESOLVED that the shares in the capital stock of the Company subscribed for be allotted to the applicant, such allotment to take effect at the close of the present meeting but not before.

AND UPON MOTION IT WAS FURTHER RESOLVED that the following share certificate be signed on behalf of the Company by Charles S. Reagh as President and by Leanne M. Thomas as Secretary and the corporate seal affixed and be delivered to the shareholder at or after the close of the present meeting:

<u>Certificate No.</u>	<u>Name of Shareholder</u>	<u>Number of Shares</u>
2	ImageWare Systems, Inc.	100 (including 1 common share transferred from Charles S. Reagh)

The resignation of Charles S. Reagh as a director of the Company was presented to the meeting.

UPON MOTION IT WAS RESOLVED that the resignation of Charles S. Reagh as a director of the Company be accepted, to take effect at the close of the present meeting but not before.

The Secretary pointed out that at the close of the meeting, the Company would be left with the following persons as its directors:

S. James Miller Jr.

Wayne G. Wetherell

The meeting then proceeded to the election of officers and the following persons were declared elected, to take office at the close of the present meeting:

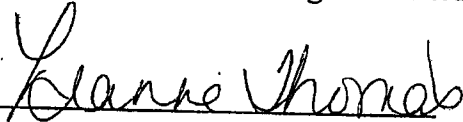
S. James Miller Jr.

President

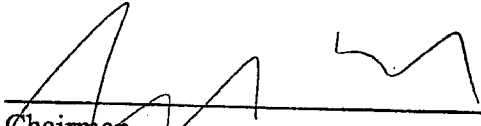
Wayne G. Wetherell

Secretary

There being no further business before the meeting, UPON MOTION the meeting terminated.


Secretary

APPROVED:


Chairman

February 23, 2001

TO: I.W. Systems Canada Company/Société de Systèmes I.W. du Canada
Halifax, Nova Scotia

I hereby tender my resignation as a director of the Company.

Yours very truly,


Charles S. Reagh

CORPORATE INFORMATION

I. W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I. W. DU CANADA

Incorporation Date: February 23, 2001 Certificate No. 3053799

Corp. Regn. Act Date: February 23, 2001 Certificate No. 3053799

Authorized Capital:

Common: 100,000 npv

Preferred: Nil

Share Conds.* or restrs: Private company

Directors: Number: 1 to 10 Quorum: One

Reg. Office: Suite 800, 1959 Upper Water St., P.O. Box 997, Halifax, NS, B3J 2X2

Reg. Agent: Charles S. Reagh, Suite 800, 1959 Upper Water St., P.O. Box 997, Halifax, NS, B3J 2X2

Auditors: Waived

Fiscal Year: Last day of December in each year.

Directors Banking Resolutions*:

Bank: Date: February 23, 2001

Other Resolutions*:

General Borrowing Date: February 23, 2001

Federal Business Number:

882 821 812 NS0001

Contact for Annual Filings:

S. James Miller Jr., ImageWare Systems, Inc., 10883 Thornmint Road, San Diego, CA 92127 ,
Phone #: 858-673-8600 (137), Fax #: 858-679-0291

REGISTER OF COMMON SHAREHOLDERS

I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA

<i>NAME and ADDRESS</i>	<i>No. of Certificate</i>	<i>No. of Shares</i>	<i>Amount Paid Up on Shares</i>	<i>Date Became Shareholder</i>	<i>Date Ceased to be Shareholder</i>	<i>Transfer Particulars</i>
Charles S. Reagh Suite 800, 1959 Upper Water St. P.O. Box 997 Halifax, NS B3J 2X2	1	1	Fully Paid	23 Feb 2001	23 Feb 2001	See Cert. No. 2
ImageWare Systems, Inc. 10883 Thornmint Road San Diego, CA 92127	2	100	Fully Paid	23 Feb 2001		

REGISTER OF DIRECTORS

I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA

<i>Name</i>	<i>Address</i>	<i>Date Became a Director</i>	<i>Date Ceased to be Director</i>
Charles S. Reagh	Suite 800, 1959 Upper Water St. P.O. Box 997 Halifax, NS B3J 2X2	23 Feb 2001	23 Feb 2001
S. James Miller Jr.	10883 Thornmint Road San Diego, CA 92127	23 Feb 2001	
Wayne G. Wetherell	10883 Thornmint Road San Diego, CA 92127	23 Feb 2001	

LIST OF OFFICERS

I.W. SYSTEMS CANADA COMPANY/SOCIÉTÉ DE SYSTÈMES I.W. DU CANADA

<i>Name</i>	<i>Address</i>	<i>Office Held</i>	<i>Date Became an Officer</i>	<i>Date Ceased to be Officer</i>
Charles S. Reagh	Suite 800, 1959 Upper Water St. P.O. Box 997 Halifax, NS B3J 2X2	President	23 Feb 2001	23 Feb 2001
Leanne M. Thomas	Suite 800, 1959 Upper Water St. P.O. Box 997 Halifax, NS B3J 2X2	Secretary	23 Feb 2001	23 Feb 2001
S. James Miller Jr.	10883 Thornmint Road San Diego, CA 92127	President	23 Feb 2001	
Wayne G. Wetherell	10883 Thornmint Road San Diego, CA 92127	Secretary	23 Feb 2001	