

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Certificate of Continuance and Change of Name
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Alias Systems Inc.		07/28/2004	Limited Liability Company: NOVA SCOTIA

RECEIVING PARTY DATA	
Name:	Alias Systems Corp.
Street Address:	210 King Street East
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5A 1J7
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 19		
Property Type	Number	Word Mark
Registration Number:	1639615	A
Registration Number:	1639614	ALIAS
Registration Number:	2596870	ALIAS
Registration Number:	2560531	DESIGNSTUDIO
Serial Number:	78273887	
Serial Number:	75839877	DESIGN STUDIO
Serial Number:	78229516	ALIAS SKETCHBOOK
Serial Number:	76184604	STUDIO TOOLS
Registration Number:	2705823	ALIAS WAVEFRONT
Registration Number:	2596959	CAN YOU IMAGINE
Serial Number:	76165144	CREATE > WHAT'S > NEXT >
Serial Number:	76165143	PORTFOLIOWALL
Serial Number:	78353290	SKETCHBOOK
Registration Number:	2759485	3DEC

CH \$490.00 1639615

Registration Number:	2759486	3DECEMBER
Serial Number:	76334536	THE DIGITAL CORKBOARD
Serial Number:	76057130	Z-RAYS
Serial Number:	76184603	Z RAYS
Registration Number:	2759487	3DECEMBER.COM

CORRESPONDENCE DATA

Fax Number: (312)660-0471
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3128616371
Email: rprescan@kirkland.com
Correspondent Name: Renee Prescan
Address Line 1: 200 E. Randolph Drive
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER: 40105-3 RMP

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Karen Schweickart

Total Attachments: 12
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Industry Canada

Industrie Canada

Corporations Canada

9th floor
Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Corporations Canada

9e étage
Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

July 29, 2004 / le 29 juillet 2004

Your file - Votre référence

ALEXANDRA BURKE
alexandra.burke@bakernet.com

Our file - Notre référence
626615-1

Re - Objet
Alias Systems Corp.

Enclosed herewith is the document issued in the above matter.

Vous trouverez ci-inclus le document émis dans l'affaire précitée.

A notice of issuance of CBCA documents will be published in the *Canada Corporations Bulletin*. A notice of issuance of CCA documents will be published in the *Canada Corporations Bulletin* and the *Canada Gazette*.

Un avis de l'émission de documents en vertu de la LCSA sera publié dans le *Bulletin des sociétés canadiennes*. Un avis de l'émission de documents en vertu de la LCC sera publié dans le *Bulletin des sociétés canadiennes* et dans la *Gazette du Canada*.

IF A NAME OR CHANGE OF NAME IS INVOLVED, THE FOLLOWING CAUTION SHOULD BE OBSERVED:

S'IL EST QUESTION D'UNE DÉNOMINATION SOCIALE OU D'UN CHANGEMENT DE DÉNOMINATION SOCIALE, L'AVERTISSEMENT SUIVANT DOIT ÊTRE RESPECTÉ :

This name is available for use as a corporate name subject to and conditional upon the applicants assuming full responsibility for any risk of confusion with existing business names and trade marks (including those set out in the relevant NUANS search report(s)). Acceptance of such responsibility will comprise an obligation to change the name to a dissimilar one in the event that representations are made and established that confusion is likely to occur. The use of any name granted is subject to the laws of the jurisdiction where the company carries on business.

Cette dénomination sociale est disponible en autant que les requérants assument toute responsabilité de risque de confusion avec toutes dénominations commerciales et toutes marques de commerce existantes (y compris celles qui sont citées dans le(s) rapport(s) de recherches de NUANS pertinent(s)). Cette acceptation de responsabilité comprend l'obligation de changer la dénomination de la société en une dénomination différente advenant le cas où des représentations sont faites établissant qu'il y a une probabilité de confusion. L'utilisation de tout nom octroyé est sujette à toute loi de la juridiction où la société exploite son entreprise.

Jacqueline Lemorvan

For the Director General, Corporations Canada

pour le Directeur général, Corporations Canada

Canada

TRADEMARK
REEL: 002977 FRAME: 0451



Industry Canada

Industrie Canada

**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

Alias Systems Corp.

626615-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Director - Directeur

July 28, 2004 / le 28 juillet 2004

Date of Continuance - Date de la prorogation

Canada



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION REPORT RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

ARTICLES OF CONTINUANCE (SECTION 187)

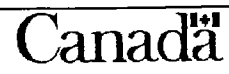
CLAUSES DE PROROGATION (ARTICLE 187)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

Request Number: 1632315
Numéro de Demande:

- 1. Name of the Corporation - Dénomination sociale de la société
Alias Systems Corp.
2. The province or territory in Canada where the registered office is to be situated
La province ou le territoire Canada où se situera le siège social
ON
3. The classes and any maximum number of shares that the corporation is authorized to issue
Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
The annexed Schedule A is incorporated in this form.
L'annexe A ci-jointe fait partie intégrante de la présente formule.
4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu
The annexed Schedule B is incorporated in this form.
L'annexe B ci-jointe fait partie intégrante de la présente formule.
5. Number (or minimum and maximum number) of directors
Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 1 Maximum: 10
6. Restrictions, if any, on business the corporation may carry on
Limites imposées à l'activité commerciale de la société, s'il y a lieu
The annexed Schedule C is incorporated in this form.
L'annexe C ci-jointe fait partie intégrante de la présente formule.
7. (1) If the corporation is changing its name on this continuance, what was the corporation's previous name?
Si la société change sa dénomination sociale avec cette prorogation, quelle était sa dénomination social antérieure?
(2) Details of incorporation - Détails de la constitution
The annexed Schedule D is incorporated in this form.
L'annexe D ci-jointe fait partie intégrante de la présente formule.
8. Other provisions, if any - Autres dispositions, s'il y a lieu
The annexed Schedule E is incorporated in this form.
L'annexe E ci-jointe fait partie intégrante de la présente formule.

Date Name - Nom Signature Capacity of - en qualité de
2004-07-28 MARY RUIJS AUTHORIZED OFFICER



SCHEDULE / ANNEXE A

Unlimited number of common shares

SCHEDULE / ANNEXE B

No shares shall be transferred without the approval of:

- a) the directors of the Corporation expressed by a resolution of the board of directors; or
- b) the shareholders of the Corporation, expressed by a resolution of the shareholders.

SCHEDULE / ANNEXE C

No Restrictions

SCHEDULE / ANNEXE D

Incorporated under the Companies Act (Nova Scotia) on January 16, 2004

SCHEDULE / ANNEXE E

1. It shall be a condition of these Articles that the number of shareholders of the Corporation, exclusive of persons who are 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 the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as a single shareholder.
2. It shall be a condition of these Articles that any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. It shall be a condition of these Articles that meetings of the shareholders of the Corporation may be held at any place outside Canada.



Industry Canada Industrie Canada

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION
REPORT

NOTICE OF REGISTERED
OFFICE OR NOTICE OF
CHANGE OF ADDRESS OF
REGISTERED OFFICE
(SECTION 19)

RAPPORT DE LA TRANSACTION
ÉLECTRONIQUE

AVIS DE DÉSIGNATION OU
DE CHANGEMENT
D'ADRESSE DU SIÈGE
SOCIAL
(ARTICLE 19)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société Alias Systems Corp.	2. Corporation No. - N° de la société 626615-1 Business No. - N° d'entreprise 865392104RC0000
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3. Province or territory in Canada where the registered office is to be situated. La province ou le territoire au Canada où se situera le siège social. Ontario

4. Civic address of Registered Office Adresse civique du siège social 210 KING STREET EAST TORONTO, ON, Canada M5A 1J7	Effective Date of Change Date de prise d'effet 2004-07-28
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5. Mailing address, if different Adresse postale si elle diffère	Effective Date of Change Date de prise d'effet
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Date 2004-07-28	Name - Nom MARY RUIJS	Signature	Capacity of - en qualité de AUTHORIZED OFFICER
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Industry Canada Industrie Canada

ELECTRONIC TRANSACTION REPORT

RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

Canada Business Corporations Act
Loi canadienne sur les sociétés par actions

NOTICE OF DIRECTORS
OR NOTICE OF CHANGE
OF DIRECTORS
(SECTIONS 106 AND 113)

LISTE DES
ADMINISTRATEURS OU AVIS
DE CHANGEMENT
DES ADMINISTRATEURS
(ARTICLES 106 ET 113)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

<p>1. Name of Corporation - Dénomination de la société</p> <p>Alias Systems Corp.</p>	<p>2. Corporation No. - N° de la société</p> <p>626615-1</p> <p>Business No. - N° d'entreprise</p> <p>865392104RC0000</p>
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3. The following persons became directors of this corporation:
Les personnes suivantes sont devenues administrateurs de la présente société:

Name - Nom	Effective Date Date d'entrée en vigueur	Residential Address - Adresse domiciliaire	Resident Canadian Y/N Résident canadien O/N
DOUGLAS WALKER	2004-07-28	210 KING STREET EAST , TORONTO, ON, Canada, M5A 1J7	Y
JOANNE RUSNELL	2004-07-28	210 KING STREET EAST , TORONTO, ON, Canada, M5A 1J7	Y

4. The following persons ceased to be directors of this corporation:
Les personnes suivantes ont cessé d'être administrateurs de la présente société:

Name - Nom	Effective Date Date d'entrée en vigueur	Residential Address - Adresse domiciliaire
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5. The directors of this corporation now are:
Les administrateurs de la présente société sont maintenant:

Name - Nom	Residential Address - Adresse domiciliaire	Resident Canadian Y/N Résident canadien O/N
DOUGLAS WALKER	210 KING STREET EAST , TORONTO, ON, Canada, M5A 1J7	Y
JOANNE RUSNELL	210 KING STREET EAST , TORONTO, ON, Canada, M5A 1J7	Y

Date	Name - Nom	Signature	Capacity of - en qualité de
2004-07-28	MARY RUIJS		AUTHORIZED OFFICER

Canada

TRADEMARK

REEL: 002977 FRAME: 0460

ALIAS SYSTEMS CORP.
SHAREHOLDER RESOLUTION

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

Conversion to limited company

BE IT RESOLVED that the following be approved as Special Resolutions of the Company:

1. THAT the status of the Company as an unlimited company be terminated and that the Company be registered as a limited company pursuant to Section 68 of the *Companies Act* (Nova Scotia).
2. THAT the Memorandum of Association of the Company be amended and restated in the form attached hereto as Schedule A.
3. THAT the Articles of Association of the Company be repealed and that new Articles of Association in the form attached hereto as Schedule B be adopted.
4. THAT with the approval of the Registrar of Joint Stock Companies the name of the Company be changed from **Alias Systems Corp.** to **Alias Systems Inc.** effective immediately following registration of the Company as a limited company pursuant to Section 68 of the *Companies Act* (Nova Scotia) and that application be made to the Registrar of Joint Stock Companies to enter the said new name on the register of companies in the place of the present name of the Company.

Export to Canada Business Corporations Act

WHEREAS the Company was incorporated under the *Companies Act* of Nova Scotia on the January 16, 2004, as evidenced by a Certificate of Incorporation No. 3085563;

AND WHEREAS it is in the best interest of the Company that the Company be continued as a corporation under the *Canada Business Corporations Act*;

AND WHEREAS the proposed continuance will not adversely affect either the creditors or the shareholders of the Company;

BE IT RESOLVED as a Special Resolution of the Company as follows:

1. THAT following the conversion of the Company to a limited company known as Alias Systems Inc. the Company be and it hereby is authorized to apply for a certificate of continuance continuing the Company as a corporation under the laws of Canada; *
2. THAT the articles of continuance of the Company forming part of the said application for continuance shall be substantially in the form annexed hereto as Annex 1 hereto (which articles *

