

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Virtek Laser Systems Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation-State/Country:
Canada

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

2. Name and address of receiving party(ies)
Name: **Virtek Vision International Inc.**

Internal
Address:

Street Address: **785 Bridge Street**

City: **Waterloo** State: **Ontario**

Country: **Canada** Postal Code: **N2V2K1**

Individual(s) citizenship

General Partnership

Limited Partnership

Corporation-State/Country: **Canada**

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other **Corrective assignment to correct/specify the parties' place of incorporation in regard to assignment recorded on Reel 2882, Frame 0747.**

Execution Date: **January 31, 2004**

General Partnership

Limited Partnership

Corporation-State/Country: **Canada**

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 registration number(s):

A. Trademark Application No.(s)

78161526 78161527

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

1963803	1994559	2344515
2517795	2589937	2631828

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

Name **Robert B. Burlingame**

Internal Address **Calendar/Docketing Department**

Street Address: **P.O. Box 7880**

City: **San Francisco** State: **CA** Zip: **94120-7880**

6. Total number of applications and registrations involved:**8**

7. Total fee (37 CFR 3.41).....**\$ 215.00**

Enclosed

Authorized to be charged to deposit account

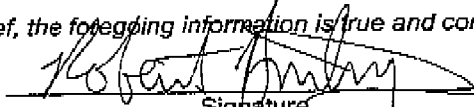
8. Deposit account number:

502214 (Our Ref.: 020293/0283953)

(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.

Robert B. Burlingame  **December 15, 2004**

Name of Person Signing Signature Date

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

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

CH \$215.00 502214 78161526

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

06/29/2004
 900009691

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		MERGER	
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:	sfrademarks@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 source=Virtek Assignment Doc_01#page1.tif source=Virtek Assignment Doc_02#page1.tif source=Virtek Assignment Doc_03#page1.tif source=Virtek Assignment Doc_04#page1.tif source=Virtek Assignment Doc_05#page1.tif source=Virtek Assignment Doc_06#page1.tif source=Virtek Assignment Doc_07#page1.tif source=Virtek Assignment Doc_08#page1.tif source=Virtek Assignment Doc_09#page1.tif source=Virtek Assignment Doc_10#page1.tif	

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Ontario Corporation Number
 Numéro de la société en Ontario

1597417

Ministry of
 Consumer
 Services
CERTIFICATE
 of Incorporation
 by Articles

FEBRUARY 01 FÉVRIER, 2004

[Signature]
 Registrar
 (11)

**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

Form 1
 Business
 Corporations
 Act

Form 1
 LO sur les
 sociétés par
 actions

PAID
 Jan 29, 2004

330.00
 [Signature]

Printed and published
 by the Registrar of
 Companies, Ontario
 1999, 2000, 2001, 2002, 2003

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

Document prepared by
King Fast Company, by
E.L. Process Software Ltd
Toronto, Ontario
416-321-5111

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 section 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

Document prepared by the Firm of Pillsbury Winthrop LLP
Document préparé par le cabinet de conseil
Pillsbury Winthrop LLP
100 King Street West
Toronto, Ontario
M5X 1C4

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.

1101 Corporation
1101 Fast Company, Inc.
1101 Business Software Inc.
Toronto, Ontario
M5G 1S1

1101-1101

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.

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Pillsbury Winthrop LLP
1000 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2900
Tel: 202-462-4000
Fax: 202-462-4001

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

Document prepared
 by Pillsbury Winthrop LLP
 100 King Street West
 Toronto, Ontario
 M5X 1C4

12/15/04

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

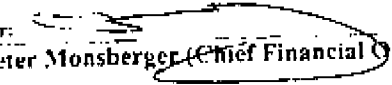
VIRTEK VISION INTERNATIONAL INC.

Per: 
Robert Sandness (President)

Per: 
Thomas D. Beynon (Secretary)

VIRTEK LASER SYSTEMS INC.

Per: 
Robert Sandness (President)

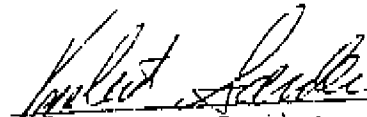
Per: 
Peter Monsberger (Chief Financial Officer)

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")

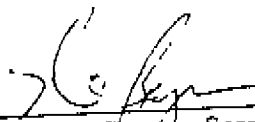
Certified True Copy of Resolution of the Directors Approving Amalgamation

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.**

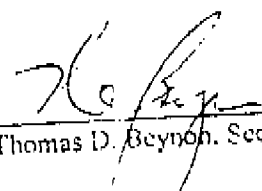
(the "Corporation")

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