

5/21/04

07-02-2004

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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102782489

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

<p>1. Name of conveying party(ies): Unitron Industries Ltd. 2024380 Ontario Ltd.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other (Incorporated Ontario Corporations)</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: Unitron Hearing Ltd. Internal Address: P.O. Box 9017 Street Address: 20 Beasley Drive City: Kitchener State: ON Zip: N2G 4X1</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other Incorporated Ontario Corporation</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: 06/01/2003</p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/350439</p>	<p>B. Trademark Registration No.(s) 961,012</p>
<p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Richard J. Parr Internal Address: Bereskin & Parr Scotia Plaza Street Address: 40 King Street West 40th Floor City: Toronto State: ON Zip: M5H 3Y2</p>	<p>6. Total number of applications and registrations involved: 11</p> <p>7. Total fee (37 CFR 3.41).....\$ 440 <input checked="" type="checkbox"/> Enclosed # 6701 <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p>
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DO NOT USE THIS SPACE

<p>9. Signature. 07/01/2004 JJALLAH2 00000035 76350439 01 FC:8521 40.00 DP 02 FC:8522 250.00 DP Richard J. Parr Name of Person Signing</p>	<p><i>Richard J. Parr</i> 22,836 Signature</p>	<p>May 20, 2004 Date</p>
<p>Total number of pages including cover sheet, attachments, and document: 13</p>		

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

07/01/2004 JJALLAH2 0000137248
8778172004

CHECK Refund Total: \$150.00

TRADEMARK
REEL: 003001 FRAME: 0846

ATTACHMENT TO
TRADEMARKS RECORDATION FORM COVER SHEET

U.S. PATENT AND TRADEMARK OFFICE

Continuation of ITEM 4

A. Additional Trademark
Application Numbers

Serial No. 76/411689
Serial No. 76/477922

B. Additional Trademark
Registration Numbers

Registration No. 1,845,046
Registration No. 1,985,451
Registration No. 2,108,258
Registration No. 2,576,945
Registration No. 2,608,444
Registration No. 2,703,365
Registration No. 2,778,823

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 compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
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(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 compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

2024380 ONTARIO LIMITED

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
UNITRON INDUSTRIES LTD. / <i>Les Industries Unitron Ltée.</i>	1455105	March 31, 2003
2024380 ONTARIO LIMITED LTD.	2024380	March 31, 2003

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

3. *Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

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 compagnie est autorisée à émettre:

The Corporation is authorized to issue 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:* 4.

The rights, privileges, restrictions and conditions attaching to the Common Shares shall include the following:

(a) Payment of Dividends: The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Common Shares, the Board of Directors may in their sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares in the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Common Shares, be entitled to participate rateably in any distribution of the assets of the Corporation.

(c) Voting Rights: The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.

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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:* 5.

The right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without either:

(a) the consent of the Directors expressed by a resolution passed by the Board of Directors or by an instrument or instruments in writing signed by all of the Directors; or

(b) the consent of the holders of a majority of the shares of the Corporation carrying the right to vote for the time being outstanding expressed by a resolution passed by such shareholders, or by an instrument or instruments in writing signed by all of the shareholders carrying the right to vote.

10. Other provisions, (if any): *Autres dispositions, s'il y a lieu:*

None.

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 compagnies 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.

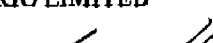
Les présents statuts sont signés en double exemplaire. 6.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

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

UNITRON INDUSTRIES LTD. / LES
INDUSTRIES UNITRON LITEE

Per: 
Cameron Hay, Director
2024380
ONTARIO LIMITED

Per: 
Cameron Hay, Director

SCHEDULE A

DIRECTOR'S STATEMENT

PURSUANT TO SUBSECTION 178(2)


OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

Re: Amalgamation of Unitron Industries Ltd and ²⁰²⁴³⁸⁰[Ontario Ltd.] ("Amalgamation") to form
UNITRON HEARING LTD. (the "Amalgamated Corporation") *CH*

I, Cameron Hay, a Director of Unitron Industries Ltd. and ²⁰²⁴³⁸⁰[Ontario Ltd.] (the "Amalgamating
Corporations"), hereby certify as follows: *CH*

- (a) There are reasonable grounds for believing that:
 - i) the Amalgamating Corporations are and the Amalgamated Corporations will be able to pay its liabilities as they become due; and
 - ii) the realizable value of the Amalgamated Corporations' assets will not be less than the aggregate of its liabilities and stated capital of all classes.
- (b) There are reasonable grounds for believing that no creditor will be prejudiced by the Amalgamation.
- (c) No creditors have objected to the Amalgamation.

Dated March 31, 2003.



 CAMERON HAY

8

SCHEDULE B
RESOLUTIONS OF THE BOARD OF DIRECTORS OF

UNITRON INDUSTRIES LTD.
(the "Corporation")

AMALGAMATION OF THE CORPORATION WITH 2024380 ONTARIO LTD.

WHEREAS:

- A. The Corporation is, as of the date and time hereof, a wholly-owned subsidiary of 2024380 Ontario Ltd. (the "Holding Corporation");
- B. The Corporation and the Holding Corporation desire to amalgamate and continue as one corporation to be called **UNITRON HEARING LTD.** (the "Amalgamated Corporation").

NOW THEREFORE BE IT RESOLVED THAT:

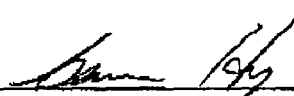
- 1. The Corporation amalgamates with the Holding Corporation pursuant to sections 174 and 177 of the *Business Corporations Act* (Ontario) upon and subject to the following conditions:
 - (5) The shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
 - (6) The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Holding Corporation;
 - (7) The Articles of Amalgamation shall be the same as the Articles of Incorporation of the Holding Corporation dated March 25, 2003.

(8) No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.

2. Any director or officer of the Corporation hereby is authorized to execute all documents and do all things necessary or desirable to give effect to the foregoing.

CERTIFIED TO BE A TRUE COPY of a resolution passed by UNTRON INDUSTRIES LTD. which resolution is in full force and effect and unamended as of the date hereof.

DATED March 31, 2003.



CAMERON HAY, Vice-President

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SCHEDULE B

RESOLUTIONS OF THE BOARD OF DIRECTORS OF

2024380 ONTARIO LTD.

(the "Corporation")

AMALGAMATION OF THE CORPORATION WITH UNITRON INDUSTRIES LTD.

WHEREAS:

- A. Unitron Industries Ltd. (the "Subsidiary") is, as of the date and time hereof, a wholly-owned subsidiary of the Corporation.
- B. The Subsidiary and the Corporation desire to amalgamate and continue as one corporation to be called **UNITRON HEARING LTD.** (the "Amalgamated Corporation").

NOW THEREFORE BE IT RESOLVED THAT:

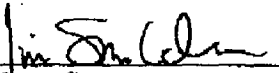
- 1. The Corporation amalgamates with Unitron Industries Ltd. pursuant to sections 174 and 177 of the *Business Corporations Act* (Ontario) upon and subject to the following conditions:
 - (5) The issued and outstanding shares of the Corporation shall be converted into an equal number of Common Shares of the Amalgamated Corporation;
 - (6) The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation;
 - (7) The Articles of Amalgamation shall be the same as the Articles of Incorporation of the Corporation dated March 25, 2003.

(8) No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.

2. Any director or officer of the Corporation hereby is authorized to execute all documents and do all things necessary or desirable to give effect to the foregoing.

CERTIFIED TO BE A TRUE COPY of a resolution passed by 2024380 ONTARIO LTD. which resolution is in full force and effect and unamended as of the date hereof.

DATED March 31, 2003.



Jim Smulders, Secretary

::ODMA\PCDOCS\WAT_LAW\76868\1

Bereskin & Parr

INTELLECTUAL PROPERTY LAW

May 20, 2004

Richard J. Parr BA.Sc. (Eng. Phys.), LL.B.
416 957 1686 rparr@bereskinparr.com

Your Reference: 76/350439 et al
Our Reference: 680-256

Hand Delivered

Mail Stop Assignment Recordation Services
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450
U.S.A.

TRADEMARK FEE PROCESS
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2004 MAY 21 P 2:07
US PATENT &
TRADEMARK OFFICE

Dear Sir:

Re: Recordal of Merger

Against:	UNITRON HEARING & Design	Serial No. 76/350439
	UNISON Design	Serial No. 76/411689
	CONVERSA	Serial No. 76/477922
	UNITRON	Registration No. 961,012
	SIGMA	Registration No. 1,845,046
	SOUND F/X	Registration No. 1,985,451
	ICON	Registration No. 2,108,258
	NEXUS & Design	Registration No. 2,576,945
	UNIFIT	Registration No. 2,608,444
	UNICARD	Registration No. 2,703,365
	POCKET UNIFIT	Registration No. 2,778,823



05-21-2004

U.S. Patent & TMO/TM Mail Rcpt Dt #11

We write in respect of the above United States trademark applications and registrations, which currently stand in the name of "Unitron Industries Ltd."

Effective April 1, 2003, the current recorded owner of the above applications and registrations, namely "Unitron Industries Ltd.", merged with "2024380 Ontario Ltd." The name of the resulting amalgamated corporation (and thus, the current name of the owner of the above trade-mark applications and registrations) is "Unitron Hearing Ltd."

Please record this change against the above noted applications and registrations.

We enclose a Recordation Form Cover Sheet together with a copy of the Articles of Amalgamation.

Please send all correspondence to the Toronto office:

Scotia Plaza, 40 King St. West, 40th Floor,
Toronto, Ontario, Canada M5H 3Y2
Tel: 416.364.7311 Fax: 416.361.1398

2000 Argenta Rd., Plaza 4, Ste. 430,
Mississauga, Ontario, Canada L5N 1W1
Tel: 905.812.3600 Fax: 905.814.0031

Waterloo Technology Campus, 408 Albert St., Ste. 2,
Waterloo, Ontario, Canada N2L 3V3
Tel: 519.783.3210 Fax: 519.783.3211

www.bereskinparr.com

RECORDED: 05/21/2004

**TRADEMARK
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