

FORM PTO-1594
(Rev. 10/02)
UMH No. 0651-0027 (exp. 6/30/2005)
M&C 7933 105-US-01 (R&K)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Atlantis Aerospace Corporation
1 Kenview Boulevard
Brampton, Ontario
Canada L6T 5E6

Individuals
 General Partnership
 Corporation of CANADA
 Other: _____

Association
 Limited Partnership

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

2. Name and address of receiving party(ies):

Atlantis Systems International Inc.
1 Kenview Boulevard
Brampton, Ontario
Canada L6T 5E6

3. Nature of conveyance:

Assignment
 Security Agreement
 Other: _____

Merger
 Change of Name

Execution Date: 29 March 2000

Individual(s) citizenship
 General Partnership
 Corporation of CANADA
 Other: _____

Association
 Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)/ Mark(s)

B. Trademark Reg. No (s)/Mark(s)

Registration No. ,233,360
Mark: ATLANTIS

Additional numbers attached? Yes No

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

Name: John A. Clifford
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41) \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number 13-2725

DO NOT USE THIS SPACE

9. Signature

John A. Clifford
Name of Person Signing

John A. Clifford
Signature

March 14, 2005
Date

Total number of pages including cover sheet, attachments, and document: 2

Mail questions to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Bus. Assignments
Director of the United States Patent and Trademark Office
Washington, D.C. 20231

CH \$40.00 132725 0233360

For Ministry Use Only
Usage exclusif du ministère

Ontario Corporation Number
Numéro de la société en Ontario

1371523



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

MARCH 29 MARS, 2000

John D. Williams
Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act

Formule 3
Loi
sur les
sociétés par
actions



1. The present name of the corporation is. **Dénomination sociale actuelle de la société:**

A	T	L	A	N	T	I	S		A	E	R	O	S	P	A	C	E		C	O	R	P	O	R	A	T	I	O	N

2. The name of the corporation is changed to (if applicable): **Nouvelle dénomination sociale de la société (s'il y a lieu):**

A	T	L	A	N	T	I	S		S	Y	S	T	E	M	S		I	N	T	E	R	N	A	T	I	O	N	A	L
I	N	C	.																										

3. Date of incorporation/amalgamation: **Date de la constitution ou de la fusion:**

1999/09/01

(Year, Month, Day)
(année, mois, jour)

4. The articles of the corporation are amended as follows: **Les statuts de la société sont modifiés de la façon suivante:**

1. changing the corporate name of the Corporation from Atlantis Aerospace Corporation to Atlantis Systems International Inc.;

2. subdividing the 1,731,195 issued and outstanding voting common shares of the Corporation on a one (1) for five point six (5.6) basis so that 9,694,692 voting common shares are issued and outstanding;

SCHEDULE "A"

VOTING COMMON SHARES

- (a) Dividends: The holders of voting common shares shall be entitled to receive a non-cumulative dividend payable at such time, in such manner and in such amount as the Directors may determine in their discretion, provided a similar dividend be declared and paid simultaneously on the non-voting common shares.
- (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 or property of the Corporation among its shareholders for the purpose of winding-up its affairs, and subject to the prior rights of any other class of shares of the Corporation entitled to receive the assets and property of the Corporation upon such a distribution in priority to the voting common shares, the holders of voting common shares shall be entitled to share equally, share for share, in any distribution of the assets and property of the Corporation pari passu with the holders of non-voting common shares.
- (c) Voting: The holders of voting common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each voting common share held at all such meetings.

NON-VOTING COMMON SHARES

- (d) Dividends: The holders of non-voting common shares shall be entitled to receive a non-cumulative dividend payable at such time, in such manner and in such amount as the Directors may determine in their discretion, provided a similar dividend be declared and paid simultaneously on the voting common shares.
- (e) Conversion: The non-voting common shares shall be converted automatically, by the Corporation on the shareholder's behalf, into fully paid and non-assessable voting common shares of the Corporation on a one-for-one basis, immediately prior to the time of closing of an offering of voting common shares (or securities convertible into voting common shares) by the Corporation pursuant to a prospectus filed in the Province of Ontario (and/or one or more other Canadian jurisdictions) and/or a registration statement filed in the United States.
- (f) Idem: Upon the happening of the event of conversion described in paragraph (e) above, the issued and outstanding non-voting common shares shall be converted into voting common shares as the same shall be constituted at the time of conversion upon the basis of one (1) voting common share for each one (1) non-voting common share in respect of which the conversion right is exercised.

- 18
- (g) Idem: The Corporation shall give written notice of such conversion event to the holders of non-voting common shares converted and such holders shall surrender the certificates evidencing their non-voting common shares to the Corporation for the voting common shares at the Corporation's registered office accompanied by written notice signed by the holder specifying the name or names (with addresses) in which the certificate or certificates for voting common shares issuable on conversion shall be issued. Unless the holder of any non-voting common share converted otherwise directs the Corporation in writing, the voting common shares shall be registered in the name or names of the holder or holders of such non-voting common share appearing on the register and mailed to the address of such holder and, if more than one address appears on the register in respect of joint holders, to the first address so appearing. If any of the voting common shares issuable upon conversion of any non-voting common share are to be issued to a person or persons other than the registered holder of the non-voting common share, the holder's notice shall be accompanied by payment to the Corporation of any transfer tax or charge which may be payable by reason thereof.
- (h) 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 or property of the Corporation among its shareholders for the purpose of winding-up its affairs, and subject to the prior rights of any other class of shares of the Corporation entitled to receive the assets and property of the Corporation upon such a distribution in priority to the non-voting common shares, the holders of non-voting common shares shall be entitled to share equally, share for share, in any distribution of the assets and property of the Corporation pari passu with the holders of voting common shares.
- (i) Voting: The holders of non-voting common shares shall not be entitled as such (except as required under the provisions of the Business Corporations Act (Ontario) and as herein specifically provided) to receive notice of, or to attend, any meetings of shareholders of the Corporation, and shall not be entitled to vote at any such meeting. The holders of non-voting common shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.
- (j) Waiver: The Corporation or the holder of any non-voting common share may waive, in writing, any of the requirements herein, in its favour.

- 3. increasing the authorized capital of the Corporation by creating a new class of common shares to be designated as non-voting common shares;
- 4. declaring that the authorized capital of the Corporation, after giving effect to the foregoing, shall consist of an unlimited number of voting common shares and an unlimited number of non-voting common shares;
- 5. providing that the designation, preferences, rights, conditions, restrictions, limitations or prohibitions attaching to the voting common shares and the non-voting common shares of the Corporation shall be as set out in Schedule "A" attached hereto;

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

La actionnaires ou les administrateurs (selon le cas) de la société on approuvé la résolution autorisant la modification le

2000/03/28

(Year, Month, Day)
(année mois jour)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

ATLANTIS AEROSPACE CORPORATION

(Name of Corporation)
(Dénomination sociale de la société)

By/Par:



(Signature)
(Signature)

President

(Description of Office)
(Fonction)

Richard Clive Tumock

TRADEMARK