

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/03/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TUTORSEDGE INC.		03/11/2003	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	ELLUMINATE, INC.
Street Address:	#304, 3016 - 5TH AVENUE N.E.
City:	CALGARY
State/Country:	CANADA
Postal Code:	T2P 6K4
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	76355885	APPSNAP
Serial Number:	76415779	ELLUMINATE WHERE BRIGHT IDEAS MEET.
Serial Number:	76343495	VCLASS
Serial Number:	76415923	ELLUMINATE
Serial Number:	76343533	VCLASS
Serial Number:	76415780	ELLUMINATE
Serial Number:	76343663	JINX

CORRESPONDENCE DATA

Fax Number: (403)265-7219
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 403-298-3157
 Email: pinsentl@bennettjones.ca
 Correspondent Name: LORRAINE PINSENT

OP \$190.00 76355885

Address Line 1: 4500, 855 - 2ND STREET S.W.
Address Line 4: CALGARY, CANADA T2P 4K7

DOMESTIC REPRESENTATIVE

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

NAME OF SUBMITTER:	LORRAINE PINSENT
Signature:	/LORRAINE PINSENT/
Date:	04/20/2005

Total Attachments: 7
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Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

ELUMINATE, INC.

419917-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

November 1, 2003 / le 1 novembre 2003

Date of Amalgamation - Date de fusion

Canada



Industry Canada

Industrie Canada

Canada Business Corporations Act

Loi canadienne sur les Sociétés par actions

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULE 9
STATUTS DE FUSION
(ARTICLE 185)

1 - Name of the Amalgamated Corporation

Dénomination sociale de la société Issue de la fusion

Illuminate, Inc.

2 - The 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

Alberta

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 attached Schedule of Share Capital is incorporated into and forms part of this form.

4 - Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

None.

5 - Number (or minimum and maximum number) of directors

Nombre (ou nombre minimal et maximal) d'administrateurs

Not less than 3 directors and not more than 15 directors.

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

None.

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

The attached Schedule of Other Provisions is incorporated into and forms part of this form.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

- 183
- 184(1)
- 184(2)

9 - Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
TutorsEdge Inc.	386532-1		October 30, 2003	Director
Illuminate, Inc.	415012-1		October 30, 2003	Director

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Filed - Déposée

Corporation No.
N° de la société
IC 3190 (2001/11)

419917-1

NOV. 03 2003

Canada

SCHEDULE OF SHARE CAPITAL

Illuminate, Inc. (the "Corporation")

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Class A Preferred Shares.

All Common and Preferred Shares are without nominal or par value and subject to the rights, privileges, restrictions and conditions as set out below.

1. Dividend – Class A Preferred Shares

- (i) The "Par Amount" as hereinafter referred to with respect to each Class A Preferred Shares shall be the sum of \$1.00;
- (ii) Each Class A Preferred share shall entitle the holder thereof to receive, from and after the issuance hereof, when, as and if declared by the board of directors of the corporation, out of the monies of the corporation properly applicable to the payment of dividends, a fixed annual cumulative preferential dividend of 5% of the Par Amount (the "Dividend Amount"). Such dividend shall accrue from and including the date of issue of such shares. The amount of the dividend shall accrue from and including the date of issue of such shares. The amount of the dividend for any period which is less than a full calendar year with respect to any Class A Preferred Shares which are issued, redeemed, or purchased during such period shall be equal to the amount calculated by multiplying the Dividend Amount by a fraction, the numerator of which is the number of days in such period during which the subject Class A Preferred Shares have been outstanding (excluding, in the case of redemption or purchase, the day of redemption or purchase) and the denominator of which is 365;
- (iii) Any dividend may be paid in one or more installments in the discretion of the board of directors of the corporation; and
- (iv) No dividend shall be paid to on the Common Shares unless the fixed annual cumulative preferential dividends accrued up to the date of such dividend on all the Class A Preferred Shares outstanding at any time shall have been paid in full.

2. Redemption at the Option of the Corporation – Class A Preferred Shares

The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A Preferred Shares upon payment of a redemption price equal to the Par Amount for each share to be redeemed and all dividends accrued (whether or not declared) thereon and unpaid, up to the Redemption Date. Not less than 7 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (in this paragraph 2 called the "Redemption Date") and place or places of redemption. Upon the Redemption Date the corporation shall pay or cause to be paid to the order of the registered holder of each Class A Preferred Share to be redeemed the redemption price therefore on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class A

Preferred Shares. If a part only of the Class A Preferred Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of each Class A Preferred Share to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. The corporation shall have the right at any time after the Redemption Date as aforesaid to deposit the redemption price of the Class A Preferred Shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class A Preferred Shares upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit(s) being made the Class A Preferred Shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof interest the redemption price so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the corporation, provided that with any such deposit the corporation shall forthwith mail to the holder of each such Class A Preferred Share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

Where a part only of the Class A Preferred Shares is to be redeemed, the shares to be redeemed shall be selected either:

- (i) as nearly as may be in proportion to the number of Class A Preferred Shares registered in the name of each shareholder; or
- (ii) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class A Preferred Shares at the time outstanding.

3. Mandatory Redemption – Class A Preferred Shares

On the date which is the 5th anniversary date of the issuance of a Class A Preferred Share, (the "Mandatory Redemption Date") the corporation shall redeem said Class A Preferred Share (the "Mandatory Share") and the corporation shall pay to the holder thereof for each such Mandatory Share to be redeemed a redemption price equal to the Par Amount and all dividends accrued (whether or not declared) thereon and unpaid up to the Mandatory Redemption Date. On the Mandatory Redemption date the corporation shall pay or cause to be paid to the order of the registered holder of any Mandatory Share the aggregate redemption price in respect of the Class A Preferred Shares to be to be redeemed on presentation and surrender at the registered office of the corporation of the certificates representing the Mandatory Shares. If a part only of the Class A Preferred Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Mandatory Redemption date, the holder of any Mandatory Share shall cease to be entitled to dividends in respect of such Mandatory Share and shall not be entitled to dividends in respect of such Mandatory Share

and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.

4. Participation in Assets on Dissolution – Class A Preferred Shares

In the event of the liquidation, dissolution, winding-up of the corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class A Preferred Share shall be entitled to receive, before any distribution of any part of the assets of the corporation among the holders of the common shares, a redemption price equal to the Par Amount per Class A Preferred Share, together with any dividends accrued (whether or not declared) thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class A Preferred Shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class A Preferred Share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata.

5. Dividend – Common Shares

After the full amount of the fixed annual cumulative preferential dividend payable on the Class A Preferred Shares has been paid, any and all further dividends declared by the directors of the corporation as of the date on which dividends are declared on the Class A Preferred Shares, shall be declared and paid in equal amounts per share on all the common shares at the time outstanding.

6. Participation in Assets on Dissolution – Common Shares

In the event of the liquidation, dissolution, winding-up of the corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holders of the common shares shall be entitled to receive, in equal amounts per share, without preference or distinction, all of the property and assets of the corporation remaining after payment to the holders of the Class A Preferred Shares as required by paragraph 4 hereof.

7. Voting

Except as provided by law, the holders of the Class A Preferred Shares shall not be entitled to vote at any meetings of the shareholders of the corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale, lease or exchange of all or substantially all the property of the corporation other than in the ordinary course of business of the corporation.

Holders of common shares shall be entitled to 1 vote for each common share held by them.

8. Participation in Profits

Except as herein expressly provided, the Class A Preferred Shares shall not confer any right upon the holder thereof to participate in profits or assets of the corporation.

9. Notice

Where notice is required by the provisions hereof to be sent, the notice or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

SCHEDULE OF OTHER PROVISIONS

1. The directors may, between annual meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual meeting of shareholders, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last meeting of the shareholders of the Corporation.
2. Any meeting of the shareholders of the Corporation may be held in any of the following cities:

St. John's, Newfoundland
Charlottetown, Prince Edward Island
Halifax, Nova Scotia
Saint John, New Brunswick
Montreal, Quebec
Quebec City, Quebec
Toronto, Ontario
Ottawa, Ontario
Winnipeg, Manitoba
Regina, Saskatchewan
Victoria, British Columbia
Vancouver, British Columbia

or in any other place selected by the directors of the Corporation in accordance with applicable corporate legislation.