

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Articles of Amalgamation (Merger)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Route1 Technology Inc.		12/28/2005	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Route1 Inc.		
Street Address:	155 University Avenue, Suite 1920		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5M 3B7		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	76637650	1 INTELLIROAM	
Serial Number:	78506281	1 MOBIAGENT	
Serial Number:	78506298	1 MOBINET	
Serial Number:	74547766	ROUTE 1	
Serial Number:	75669567	ROUTE 1 THE WAY TO GO	
Serial Number:	78451008	ROUTE1	
Serial Number:	78506199	ROUTE1 MOBI	
CORRESPONDENCE DATA			
Fax Number:	(212)682-0200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-880-6000		
Email:	trademark@torys.com		
Correspondent Name:	Louis S. Ederer		
Address Line 1:	237 Park Avenue		
Address Line 4:	New York, NEW YORK 10017		

CH \$190.00 76637650

ATTORNEY DOCKET NUMBER:

32988-2002

DOMESTIC REPRESENTATIVE

Name: Louis S. Ederer
Address Line 1: 237 Park Avenue
Address Line 4: New York, NEW YORK 10017

NAME OF SUBMITTER:

Louis S. Ederer

Signature:

/Louis S. Ederer/

Date:

01/27/2006

Total Attachments: 27

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SCHEDULE
TO FORM 4
ARTICLES OF AMALGAMATION OF

4. The director(s) is/are: First name, initials and surname <i>Prénom, initiales et nom de famille</i>	<i>Administrateur(s):</i> Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Steven Koles	165 Avenue Road, Ste. 401, Toronto, ON M5R 3S4	Yes
Michael F. Doolan	165 Avenue Road, Ste. 401, Toronto, ON M5R 3S4	Yes
Andrew White	165 Avenue Road, Ste. 401, Toronto, ON M5R 3S4	Yes

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 subsection 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

Routel Inc.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year / année	Month / mois	Day / jour
Routel Inc.	1635940	2005	December	<u>28</u>
Routel Technology Inc.	1635325	2005	December	<u>28</u>

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 :

An unlimited number of First Preferred Shares, an unlimited number of Second Preferred Shares, an unlimited number of Common Shares and an unlimited number of Series A First Preferred 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 :

See pages 4A to 4M

1. The First Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) Issuance in Series: The First Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of First Preferred Shares.
- (b) Ranking of First Preferred Shares: The First Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the First Preferred Shares of every other series and be entitled to preference over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares. The First Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares or as may be fixed in accordance with subparagraph 1(a).
- (c) Approval by Holders of First Preferred Shares: The approval by the holders of the First Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Ontario), be given in writing by the holders of all of the First Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the First Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all First Preferred Shares then outstanding are present in person or represented by proxy; provided, however, that if at any such meeting, when originally held, the holders of at least a majority of all First Preferred Shares then

outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place as may be fixed by the chairman of such meeting and at such adjourned meeting the holders of First Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all First Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the First Preferred Shares hereinbefore mentioned. Notice of any such original meeting of the holders of the First Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any such adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of such original meeting, in which latter case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

2. The Second Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:
- (a) Issuance in Series: The Second Preferred Shares may be issued from time to time in one or more series, and subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Second Preferred Shares.
 - (b) Ranking of Second Preferred Shares: The Second Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Second Preferred Shares of every other series and be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares. The Second Preferred Shares of any series shall also be

entitled to such other preferences, not inconsistent with these provisions, over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares as may be fixed in accordance with subparagraph 2(a).

- (c) Approval by Holders of Second Preferred Shares: The approval of the holders of the Second Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Ontario), be given in writing by the holders of all of the Second Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Second Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Second Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting and at such adjourned meeting the holders of Second Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Second Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Second Preferred Shares hereinbefore mentioned. Notice of any such original meeting of the holders of the Second Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any such adjourned meeting need to be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of such original meeting, in which latter case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders.

3. The Common Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) Voting: The holders of the Common Shares without nominal or par value 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 Common Share without nominal or par value held at all such meetings.

(b) Dividends: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares without nominal or par value shall be entitled to receive and participate rateably in any dividends declared by the board of directors in the Corporation.

(c) Liquidation, Dissolution or Winding-Up: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Common Shares without nominal or par value shall participate rateably in the distribution of the assets of the Corporation.

4. The Series A First Preferred Shares as a class shall be designated Convertible Voting First Preferred Shares, Series A (the "Series A First Preferred Shares") and shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Ranking of First Preferred Shares: The Series A First Preferred Shares shall be entitled to priority over the Common Shares of the Corporation and over any other shares of the Corporation ranking junior to the Series A First Preferred Shares with respect to priority in the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

(b) Voting Rights: Subject to the Business Corporations Act (Ontario) the holders of the Series A First Preferred Shares shall not be entitled to receive notice of and to attend and vote at any meetings of the shareholders of the Corporation.

(c) (i) The "Current Conversion Factor" is one Common Share for each Series A First Preferred Share.

(ii) The "Prevailing Market Price" of shares means the weighted average price of the shares for the 10 days on which the shares traded through the facilities of the Alberta Stock Exchange, ending immediately prior to the record date

fixed by the Corporation for a distribution.

(d) Conversion Privilege:

- (i) Subject to the terms and provisions hereof, a holder of any Series A First Preferred Shares has the right at his option to convert, at any time after a period of three (3) years from the date of issuance of the Series A First Preferred Shares, each such Series A First Preferred Share into the number of full Common Shares that equals the Current Conversion Factor. The exchange of Series A First Preferred Shares in accordance with this clause may be effected by the surrender of the certificate or certificates representing the same to any office of the Transfer Agent at which the Common Shares are transferable at any time during usual business hours of the Transfer Agent. Such certificate or certificates shall be accompanied by: (1) payment or evidence of payment of the tax (if any) payable as provided in clause 4(d)(ix), and (2) a written instrument of surrender in a form satisfactory to be duly executed by the registered holder, or his attorney duly authorized in writing, in which instruction such holder may also elect to exchange part only of the Series A First Preferred Shares represented by such certificate or certificates, in which event such holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Series A First Preferred Shares represented by such certificate or certificates which have not been converted.
- (ii) As promptly as practicable after the surrender of any Series A First Preferred Shares for conversion, the Corporation shall cause to be delivered to or upon the written order of the holder of the Series A First Preferred Shares so surrendered a certificate or certificates issued in the name or names as may be directed by such holder representing the number of Common Shares to which such holder is entitled together with a payment by cheque for a fraction of a Common Share, if any, issuable on such conversion as provided for in clause 4(d)(viii). Such conversion shall be deemed to have been made at the close of business on the date such Series A First Preferred Shares shall have been surrendered for conversion, so that the rights of the holder of such Series A First Preferred Shares as the holder thereof shall cease at such time and the person or persons entitled to receive Common Shares upon conversion shall be treated for all purposes as having become the holder or holders of record of such Common Shares at such time.

The date of surrender of any Series A First Preferred Shares for conversion shall be deemed to be the date when the certificate representing such Series A First Preferred Shares is received by the Transfer Agent.

- (iii) The registered holder of any Series A First Preferred Share on the record date for any dividend payable on such share shall be entitled to such dividend notwithstanding that such share is converted after such record date and before the payment date of such dividend and the registered holder of any Common Share resulting from any conversion shall be entitled to rank equally with the registered holders of all other Common Shares in respect of all dividends declared payable to holders of Common Shares of record on any date after the date of conversion. Subject to the provisions hereof, upon the conversion of any Series A First Preferred Shares, the Corporation shall not make payment or adjustment on account of any dividends on the Common Shares issuable upon such conversion.

- (iv) The Current Conversion Factor shall be subject to adjustment from time to time as follows:

- (1) if the Corporation shall at any time, or from time to time hereafter
- (A) subdivide its outstanding Common Shares into greater number of shares;
 - (B) combine, consolidate or reclassify its outstanding Common Shares into a smaller number of shares; or
 - (C) issue Common Shares or securities convertible into Common Shares to the holders of any of its outstanding Common Shares by way of a stock dividend,

the Current Conversion Factor in effect on the effective date of such subdivision or combination, consolidation or reclassification or on the record date for such issue of Common Shares or securities convertible into Common Shares by way of a stock dividend, as the case may be, shall be adjusted so that it shall equal the Current Conversion Factor in effect on such date multiplied by a fraction of which the numerator shall be the total number of Common Shares

outstanding immediately after such date (and into which the convertible securities so offered are convertible) and the denominator shall be the total number of Common Shares outstanding immediately prior to such date; such adjustment shall be made successively whenever any event referred to in this subclause (4)(d)(1) shall occur; and any such issue of Common Shares by way of a stock dividend shall be deemed to have been made on the record date for the stock dividend for the purpose of calculating the number of outstanding Common Shares under this clause 4(d);

- (2) in case the Corporation shall fix a record date for the issuance of rights, options or warrants to all or substantially all the holders of its outstanding Common Shares entitling them to subscribe for or purchase Common Shares (or securities convertible into Common Shares) at a subscription or purchase price per share (or having a conversion price per share) less than 95% of the Prevailing Market Price on such record date, then the Current Conversion Factor shall be adjusted immediately after such record date so that it shall equal the Current Conversion Factor in effect on such record date multiplied by a fraction of which the numerator shall be the total number of Common Shares outstanding on such record date plus the total number of additional Common Shares offered for subscription or purchase (or into which the convertible securities so offered are convertible) and of which the denominator shall be the total number of Common Shares outstanding on such record date plus a number of Common Shares offered for subscription or purchase (or the aggregate conversion price of the convertible securities so offered) by the Prevailing Market Price of a Common Share. Such adjustment shall be made successively whenever such a record date is fixed. To the extent that any such rights, options or warrants are not so issued or any such rights, options or warrants are not exercised prior to the expiration thereof, the Current Conversion Factor shall be readjusted to the Current Conversion Factor which would then be in effect, based upon the number of rights, options or warrants actually issued or the number of Common Shares (or securities convertible into Common Shares) actually issued upon the exercise

of such rights, options or warrants, as the case may be;

(3) in case the Corporation shall fix a record date for the making of a distribution to all or substantially all the holders of its outstanding Common Shares of

- (A) shares of any class other than Common Shares, or
- (B) rights, options or warrants (excluding those referred to in subclause 4(d)(iv)(2) and excluding rights, options or warrants entitling the holders to subscribe for or purchase Common Shares (or securities convertible into Common Shares) at a subscription or purchase price per share (or having a conversion price per share) greater than or equal to 95% of the Prevailing Market Price on such record date) or,
- (C) evidences of its indebtedness, or
- (D) any assets (excluding cash dividends paid in the ordinary course and shares or other property or assets distributed in lieu of such cash dividends at the option of the shareholders),

then in each such case the Current Conversion Factor shall be adjusted immediately after such record date so that it shall equal the price determined by multiplying the Current Conversion Factor in effect on such record date by a fraction of which the numerator shall be the total number of Common Shares outstanding on such record date multiplied by such Prevailing Market Price per Common Share and of which the denominator shall be the total number of Common Shares outstanding on such record date multiplied by the Prevailing Market Price per Common Share on such record date, less the fair market value (as determined by the Board of Directors of the Corporation whose determination shall be conclusive) of such shares or rights, options or warrants or evidences of indebtedness or assets so distributed. Such adjustment shall be made successively whenever such a record date is fixed. To the extent that such distribution of shares, evidences of

indebtedness or assets is not so made or to the extent that any rights, options or warrants so distributed are not exercised, the Current Conversion Factor shall be readjusted to the Current Conversion Factor which would then be in effect, based upon such shares, evidences of indebtedness or assets actually distributed or based upon the number of Common Shares (or securities convertible into Common Shares) actually delivered upon the exercise of such rights, options or warrants, as the case may be.

- (v) No adjustment of the Current Conversion Factor shall be made pursuant to sub-clause 4(d)(iv)(2) or 4(d)(iv)(3) if the holders of the Series A First Preferred Shares are permitted to participate in the issue of such rights, options or warrants or such distribution, as the case may be, as though and to the same effect as if they had converted their Series A First Preferred Shares into Common Shares prior to the issue of such rights, options or warrants or such distribution, as the case may be.
- (vi) No adjustment of the Current Conversion Factor shall be made in any case in which
 - (1) the cumulative effect of the resulting increase or decrease in the Current Conversion Factor would be less than 1% of the then Current Conversion Factor, but in such case any adjustment that would otherwise have been required then to be made shall be carried forward and made at the time of, and together with, the next subsequent adjustment to the Current Conversion Factor which, together with any and all such adjustments so carried forward, shall result in an increase or decrease in the Current Conversion Factor by not less than 1%; or
 - (2) Common Shares are issued pursuant to conversion of Series A First Preferred Shares into Common Shares; or
 - (3) Common Shares are issued pursuant to payment of dividends on the Series A First Preferred Shares.
- (vii) When any action is taken which requires an increase or decrease of the Current Conversion Factor under clause 4(d), the Corporation shall forthwith file with the Transfer Agent a Certificate of the Corporation setting forth the details of the action taken and, as the case may be,

the increased or decreased Current Conversion Factor, the details of the computation of the adjusted Current Conversion Factor, and the resulting adjusted Current Conversion Factor. The Transfer Agent shall be under no duty to make an investigation or inquiry as to the statement contained in any such Certificate of the Corporation or the manner in which any computation was made, but the Transfer Agent may accept such Certificate as conclusive evidence of the statements therein contained and shall be fully protected with respect to any and all acts done or action taken or suffered by it in reliance thereon. The Corporation shall exhibit a copy of such Certificate from time to time to any holder of Series A First Preferred Shares desiring to inspect the same, and shall give notice of any such adjustment of the Current Conversion Factor and the resulting adjustment of the Current Conversion Factor to the holders of the Series A First Preferred Shares in the manner provided in section 4. The Corporation may retain a firm of independent chartered accountants (who may be the auditors of the Corporation) to make any computation required under clause 4(d), and any computation so made shall be final and binding on the Corporation and the holders of the Series A First Preferred Shares. Such firm of independent chartered accountants may, as to questions of law, request and rely upon an opinion of counsel.

- (viii) Upon the surrender of any Series A First Preferred Shares for conversion, the aggregate number of full Common Shares issuable upon conversion thereof shall be equal to the aggregate number of such Series A First Preferred Shares to be converted multiplied by the then Current Conversion Factor. Fractional shares will not be issued on any conversion but in lieu thereof the Corporation shall make payment by cheque of an amount equal to the then value of such fractional interest computed on the basis of the Prevailing Market Price.
- (ix) The issuance of certificates for Common Shares upon the conversion of Series A First Preferred Shares shall be made without charge to the holders of the Series A First Preferred Shares so converted for any fee or tax imposed on them in respect of the issuance of such certificates or the Common Shares represented

thereby; provided that the Corporation shall not be required to pay any tax which may be imposed upon the person or person to whom such Common Shares are issued in respect of the issuance of such Common Shares or the certificate therefor or which may be payable in respect of any transfer involved in the issuance and delivery of any such certificate in a name or names other than that of the holder of the Series A First Preferred Shares converted, and the Corporation shall not be required to issue or to deliver such certificate unless the person or persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

- (x) In case of any reclassification or change (other than a change resulting only from consolidation or subdivision) of the Common Shares, or in the case of any amalgamation, consolidation or merger of the Corporation with or into any other corporation, or in the case of any sale of the properties and assets of the Corporation as, or substantially as, an entirety to any other corporation, each Series A First Preferred Share shall, after such reclassification, change, amalgamation, consolidation, merger, or sale, be convertible into the number of shares or other securities or property of the Corporation or such continuing, successor or purchasing corporation, as the case may be, as would have been issued if such Series A First Preferred Shares had been converted into Common Shares immediately prior to such reclassification, change, amalgamation, consolidation, merger or sale. The Board of Directors of the Corporation may accept the certificate of any firm of independent chartered accountants (who may be the auditors of the Corporation) as to the foregoing calculation, and the Board of Directors may determine such entitlement on the basis of such certificate. Any such determination shall be conclusive and binding on the Corporation and the holders of the Series A First Preferred Shares. No such reclassification, change, amalgamation, consolidation, merger or sale shall be carried into effect unless, in the opinion of the Board of Directors of the Corporation all necessary steps shall have been taken to ensure that the holders of the Series A First Preferred Shares shall thereafter be entitled to receive such number of shares or other securities or property of the Corporation or such continuing, successor or purchasing corporation, as the case may be, subject to

adjustment thereafter in accordance with provisions similar, as nearly as may be, to those contained in this section 4.

- (xi) The Corporation shall give to the holders of Series A First Preferred Shares at least 10 days prior written notice of the record date for any of the events set forth in clause 4(d). The accidental failure or omission to give the notice required by this clause 4(xi) or any defect therein shall not affect the legality or validity of any such payment, distribution or issue.
- (e) Interpretation: In the event that any date on which any dividend on the Series A First Preferred Shares is payable by the Corporation, or on or by which any other action is required to be taken by the Corporation hereunder, is not a Business Day (as hereinafter defined), then such dividend shall be payable, or such other action shall be required to be taken, on or by the next succeeding date that is a Business Day. A "Business Day" shall be a day other than a Saturday, a Sunday or any other day that is treated as a holiday at the Corporation's principal office in Canada.
- (f) Dissolution: In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Series A First Preferred Shares shall be entitled to receive an amount equal to the Subscription Price plus all declared and unpaid dividends, before any amount shall be paid or any property or assets of the Corporation are distributed to the holders of the Common Shares. After payment to the holders of the Series A First Preferred Shares of the amount so payable to them they shall not be entitled to share in any further distribution of the assets of the Corporation.
- (g) Restriction on Payments to Other Classes:
Notwithstanding any other provision contained in the Articles of the Corporation, no dividends shall be paid on any class of shares of the Corporation, the Corporation shall not redeem, purchase or otherwise acquire any of its shares of any class other than Series A First Preferred Shares and no holder of shares of the corporation of any class other than Series A First Preferred Shares shall be entitled to require the Corporation to redeem, purchase or otherwise acquire any of its shares, if there are reasonable grounds to believe that:
- (i) the Corporation is, or would after the payment of the dividend or the redemption, purchase or acquisition price be, unable to pay its liabilities as they become due; or

- (ii) the realizable value of the Corporation's assets would, after the payment of the dividend or the redemption, purchase or acquisition price, be less than the aggregate of its liabilities and the amount that would be required, on a redemption or in a liquidation, to pay the holders of Series A First Preferred Shares and shares that have a right to be paid, on a redemption or in a liquidation, rateably with or prior to the holders of Series A First Preferred Shares.
- (h) Notice: Any notice required to be given under the provisions attaching to the Series A First Preferred Shares to the registered holders thereof shall be given by registered mail, postage prepaid, addressed to each holder at the last address of such holder as it appears on the books of the Corporation or, in the event of the address of any such holder not so appearing, then to the address of such holder last known to the Corporation; provided that accidental failure or omission to give any notice as aforesaid to one or more of such holders shall not invalidate any action or proceeding founded thereon. Any such notice shall be deemed to have been given on the second business day after mailing.

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 :

N/A

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

See page 5A

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.

- (a) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one third $1/3$ of the number of directors who held office at the expiration of the last annual meeting.
- (b) (i) The board of directors may from time to time, in such amounts and on such terms as it deems expedient charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation;
- (ii) The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation, as may be designated by the board, all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.
- (c) Meetings of shareholders may be held in and around the City of Ottawa and Metropolitan Toronto in the Province of Ontario, the Greater Vancouver Regional District in the Province of British Columbia, the city of Palo Alto in the State of California, and anywhere in the Province of Alberta.

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.

ROUTE1 INC.

By: 

Name: K. Andrew White

Title: CEO

ROUTE1 TECHNOLOGY INC.

By: 

Name: K. Andrew White

Title: CEO

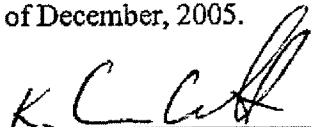
SCHEDULE A

CANADA)	IN THE MATTER OF the <i>Business</i>
)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO)	Amalgamation of Routel Inc. and Routel
)	Technology Inc.
)	
)	
TO WIT:)	

I, K. Andrew White, of the City of Toronto, in the Province of Ontario, hereby certify that:

1. I am the C.E.O. of Routel Inc. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the 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.

DATED at Toronto, this 25th day of December, 2005.


 Name: K. Andrew White
 Title: CEO

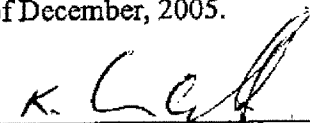
SCHEDULE A

CANADA)	IN THE MATTER OF the <i>Business</i>
)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO)	Amalgamation of Route1 Inc. and Route1
)	Technology Inc.
)	
)	
TO WIT:)	

I, K. Andrew White, of the City of Toronto,
in the Province of Ontario, hereby certify that:

1. I am the CEO of Route1 Technology Inc. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the 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.

DATED at Toronto, this 28 day of December, 2005.


Name: K. Andrew White
Title: CEO

SCHEDULE B

ROUTE1 INC.

RECITALS:

- A. The Corporation has been continued under the laws of Ontario by certificate of incorporation dated November 10, 2004.
- B. It is desirable that the Corporation amalgamate with Route1 Technology Inc. ("Technology").
- C. All the issued shares of Technology are held by the Corporation.


RESOLVED THAT:

- 1. the amalgamation of the Corporation with Technology is hereby approved;
- 2. the by-laws of the amalgamated corporation shall be the by-laws of the Corporation, until amended or repealed;
- 3.
 - (i) the shares of Technology shall be cancelled without any repayment of capital in respect of those shares;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of the Corporation;
 - (iii) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of that person, is necessary or desirable to give effect to this resolution and to deliver all or any of those documents to the Ministry of Consumer and Business Services.

CERTIFICATE

I, K. Andrew White, the C.E.O. of Routel Inc. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the board of directors of the Corporation on December 28, 2005, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: December 28, 2005.



Name: K. Andrew White
Title: CEO

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SCHEDULE B

ROUTE1 TECHNOLOGY INC.

RECITALS:

- A. The Corporation has been amalgamated under the laws of Ontario by certificate of amalgamation dated October 15, 2004.
- B. It is desirable that the Corporation be amalgamated with Route1 Inc. ("Route1").
- C. The Corporation is a wholly-owned subsidiary corporation of Route1.

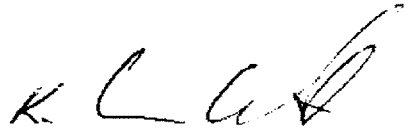
RESOLVED THAT:

- 1. the amalgamation of the Corporation with Route1 is hereby approved;
- 2. the by-laws of the amalgamated corporation shall be the by-laws of Route1, until amended or repealed;
- 3.
 - (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of Route1;
 - (iii) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of that person, is necessary or desirable to give effect to this resolution and to deliver all or any of those documents to the Ministry of Consumer and Business Services.

CERTIFICATE

I, K. Andrew White, the C.E.O. of Roxel Technology Inc. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the board of directors of the Corporation on December 28, 2005, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: December 28, 2005.


K. Andrew White
Name:
Title: CEO