

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Carmanah Technologies, Inc.		12/27/2005	CORPORATION: ALBERTA
Carmanah Technologies Corporation		12/27/2005	CORPORATION: ALBERTA
Soltek Powersource Ltd.		12/27/2005	CORPORATION: ALBERTA

**RECEIVING PARTY DATA**

Name:	Carmanah Technologies Corporation
Street Address:	203 Harbour Road
Internal Address:	Bldg. 4
City:	Victoria
State/Country:	BRITISH COLUMBIA
Postal Code:	V94 3S2
Entity Type:	CORPORATION: ALBERTA

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2862539	CARMANAH
Serial Number:	76483274	I-STOP
Serial Number:	76520369	MICROSOURCE

**CORRESPONDENCE DATA**

Fax Number: (503)220-2480  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (503) 294-9460  
 Email: TM-PDX@STOEL.COM  
 Correspondent Name: Jere M. Webb/Stoel Rives LLP  
 Address Line 1: 900 SW Fifth Avenue

OP \$90.00 2862539

Address Line 2: Suite 2600  
Address Line 4: Portland, OREGON 97204-1268

ATTORNEY DOCKET NUMBER:	11756-1201
NAME OF SUBMITTER:	Patrick P. Hartigan - SR Paralegal
Signature:	/Patrick P. Hartigan/
Date:	03/29/2006

**Total Attachments: 5**

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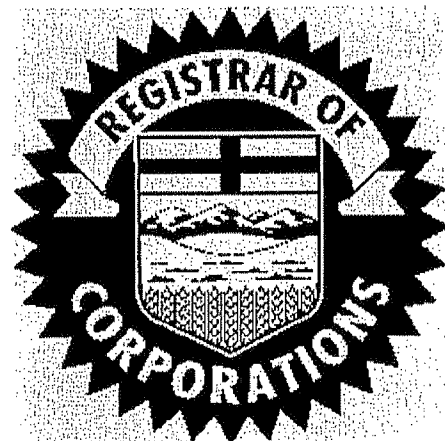
**CORPORATE ACCESS NUMBER: 2012131401**



**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**CARMANAH TECHNOLOGIES CORPORATION  
IS THE RESULT OF AN AMALGAMATION FILED ON 2006/01/01.**



# ALBERTA

REGISTRIES

## ARTICLES OF AMALGAMATION

1. NAME OF AMALGAMATED CORPORATION:	2. CORPORATE ACCESS NO.:	
<b>CARMANAH TECHNOLOGIES CORPORATION</b>		
3. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:		
See Schedule 1 attached		
4. RESTRICTIONS, IF ANY, ON SHARE TRANSFERS:		
None.		
5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS:		
Minimum: Three (3)	Maximum: Nine (9)	
6. RESTRICTIONS, IF ANY, ON BUSINESS THE CORPORATION MAY CARRY ON:		
None		
7. OTHER PROVISIONS, IF ANY:		
See Schedule 2 attached		
8. NAME OF AMALGAMATING CORPORATIONS:	CORPORATE ACCESS NO.:	
Carmanah Technologies Corporation Soltek Powersource Ltd. Carmanah Technologies Inc.	206894479	
DATE	SIGNATURE	TITLE
Dec. 27, 2005	<i>P. Varshney</i>	Director

## SCHEDULE 1

Attached to and Forming Part of the Articles of Amalgamation of

### CARMANAH TECHNOLOGIES CORPORATION

#### Capital

The Corporation is authorized to issue two classes of shares, namely an unlimited number of Preferred Shares without nominal or par value (herein referred to as the "Preferred Shares") and an unlimited number of Common Shares (herein referred to as the "Common Shares").

#### 1. Common Shares

The holders of Common Shares shall be entitled:

- a. to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote, and on every poll taken at every such meeting, or adjourned meeting, every holder of Common Shares shall be entitled to one vote in respect of each Common Share held; and
- b. subject to the rights of the holders of Preferred Shares, to receive the remaining property of the Corporation upon a dissolution; and
- c. subject to the rights to dividends of the holders of Preferred Shares, to receive all other dividends declared by the Corporation.

#### 2. Preferred Shares

The Preferred Shares as a class shall carry and be subject to the following rights, privileges, restrictions and conditions:

##### a. Directors' Rights to Issue in One or More Series

The Preferred Shares may at any time or from time to time be issued in one or more series, each series to consist of such number of shares as may before the issue thereof be determined by the Directors by resolution; the Directors of the Company may (subject as hereinafter provided) by resolution fix from time to time before the issue thereof, the designation, rights, privileges, restrictions and conditions attaching to the shares of such series including, without limiting the generality of the foregoing (1) the issue price, (2) the rate, amount or method of calculation of dividends and whether the same are subject to change of dividends and whether the same are subject to change or adjustment, (3) whether such dividends shall be cumulative, non-cumulative or partly cumulative, (4) the dates, manner and currencies of payments of dividends and the dates from which dividends shall accrue, (5) the redemption and/or purchase prices and terms and conditions of redemption and/or purchase, with or without provision for sinking or similar funds, (6) conversion and/or exchange and/or reclassification rights, (7) the voting rights if any, and/or (8) other provisions, the whole subject to the following provisions and to the issue of Certificate(s) of Amendment setting forth such designations, rights, privileges, restrictions and conditions attaching to the shares of each series.

b. Ranking of Preferred Shares

The Preferred Shares shall be entitled to the preference over the Common Shares of the Corporation and over any other shares ranking junior to the Preferred Shares with respect to payment of dividends and distribution of assets in the event of 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 and may also be given such other preferences not inconsistent with paragraphs (a) and (b) hereof over the Common Shares of the Corporation and over any other share ranking junior to the Preferred Shares as may be determined in the case of each series of Preferred Shares authorized to be issued.

c. Amendment with Approval of Holders of Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class may be repealed, altered, modified, amended or amplified by Certificate(s) of Amendment, but in each case with the approval of the holders of the Preferred Shares (only as a class but not as individual series) given as hereinafter specified.

d. Approval of Holders of Preferred Shares

Subject to the provisions of the Alberta Business Corporations Act, any consent or approval given by the holders of Preferred Shares as a class shall be deemed to have been sufficiently given if it shall have been given in writing by the holders of at least sixty-six and two-thirds (66 2/3%) percent of the outstanding Preferred Shares or by a resolution passed at a meeting of holders of Preferred Shares duly called and held upon not less than fifteen days' notice at which the holders of at least a majority of the outstanding Preferred Shares are present or are represented by proxy and carried by the affirmative vote of not less than sixty-six and two-thirds percent of the votes cast at such meetings, in addition to any other consent or approval required by the Alberta Business Corporations Act. If at any such meeting the holders of a majority of the outstanding Preferred Shares are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date not less than fifteen days thereafter and to such time and place as may be designated by the Chairman, and not less than ten days' written notice shall be given of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present or represented by proxy may transact the business for which the meeting was originally convened and a resolution passed thereat by the affirmative vote of not less than sixty-six and two-thirds (66 2/3%) percent of the votes cast at such meeting shall constitute the consent or approval of the holders of the Preferred Shares. On every poll taken at every such meeting, every holder of Preferred Shares shall be entitled to one vote in respect of each such share held. Subject to the foregoing, the formalities to be observed in respect of the giving or waiting or notice of any such 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. Any consent or approval given by the holders of Preferred Shares of a series as a class shall be deemed to have been sufficiently given if given in the same manner as provided therein regarding holders of Preferred Shares as a class.

## SCHEDULE 2

Attached to and Forming Part of the Articles of Amalgamation of  
**CARMANAH TECHNOLOGIES CORPORATION**

- (a) The Board of Directors of the Corporation may, between annual meetings of the shareholders appoint one or more additional directors of the Corporation to serve until the next annual meeting of the shareholders, 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 of the shareholders of the Corporation.
- (b) Meetings of shareholders of the Corporation shall be held in and around the Greater Vancouver Regional District and the City of Victoria in the Province of British Columbia, and anywhere in Alberta that the directors determine.