

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Medisys Health Group Inc.		01/01/2006	Corporation (No. 4281101): CANADA

RECEIVING PARTY DATA

Name:	Medisys Health Group Inc./Groupe Sante Medisys Inc.
Street Address:	500 Sherbrooke Street West
Internal Address:	Suite 1100
City:	Montreal, Quebec
State/Country:	CANADA
Postal Code:	H3A 3C6
Entity Type:	Corporation (No. 434168-6): CANADA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2820580	MEDBYTEL.COM
Registration Number:	2894013	MEDCOMP.NET
Registration Number:	2950753	MEDISYS

CORRESPONDENCE DATA

Fax Number: (202)393-5350
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2026386666
 Email: trademark@jhip.com,smoskowitz@jhip.com
 Correspondent Name: Simor L. Moskowitz
 Address Line 1: 400 7th Street, NW
 Address Line 2: 6th floor
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

OP \$90.00 2820580

ATTORNEY DOCKET NUMBER:

T27142/T31319/T31358

DOMESTIC REPRESENTATIVE

Name: Simor L. Moskowitz/JACOBSON HOLMAN PLLC
Address Line 1: 400 7th Street, NW
Address Line 2: 6th Floor
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:

Simor L. Moskowitz

Signature:

/Simor L. Moskowitz/

Date:

09/06/2006

Total Attachments: 13

source=20060906140000179#page1.tif
source=20060906140000179#page2.tif
source=20060906140000179#page3.tif
source=20060906140000179#page4.tif
source=20060906140000179#page5.tif
source=20060906140000179#page6.tif
source=20060906140000179#page7.tif
source=20060906140000179#page8.tif
source=20060906140000179#page9.tif
source=20060906140000179#page10.tif
source=20060906140000179#page11.tif
source=20060906140000179#page12.tif
source=20060906140000179#page13.tif

AMALGAMATION

WHEREAS MEDISYS HEALTH GROUP INC./GROUPE SANTÉ MEDISYS INC. (corporation no. 428110-1) whose full post office address is 500 Sherbrooke Street West, Suite 1100, Montreal, Quebec, Canada, H3A 3C6, is the owner of the trade marks identified in Schedule "A" hereto; and

WHEREAS on January 1, 2006, **MEDISYS HEALTH GROUP INC./ GROUPE SANTÉ MEDISYS INC.** (corporation no. 428110-1) and **TORONTO RADIOLOGISTS' SERVICES LIMITED and 4338693 CANADA LIMITED** were amalgamated under Section 185 of the Canada Business Corporations Act to form **MEDISYS HEALTH GROUP INC./GROUPE SANTÉ MEDISYS INC.** (corporation no. 434168-6), whose full post office address is 500 Sherbrooke Street West, Suite 1100, Montreal, Quebec, Canada, H3A 3C6;

WHEREAS as a result of the aforesaid amalgamation, **MEDISYS HEALTH GROUP INC./GROUPE SANTÉ MEDISYS INC.** (corporation no. 434168-6) has become the owner of the trade marks identified in Schedule "A" hereto.

WHEREFORE MEDISYS HEALTH GROUP INC./GROUPE SANTÉ MEDISYS INC. (corporation no. 434168-6) hereby requests that it be recorded as the owner of all of the trade marks identified in Schedule "A" hereto.

EXECUTED AT MONTREAL, QUEBEC, this *30th* day of March, 2006.

**MEDISYS HEALTH GROUP INC./
GROUPE SANTÉ MEDISYS INC.**

PER: 

SCHEDULE "A"

TRADE MARK

REGISTRATION NO.

MEDBYTEL.COM

2,820,580

MEDISYS

2,950,753

MEDCOMP.NET & DESIGN

2,894,013



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

MEDISYS HEALTH GROUP INC.

GROUPE SANTÉ MEDISYS INC.

434168-6

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.

Richard G. Shaw
Director - Directeur

January 1, 2006 / le 1 janvier 2006

Date of Amalgamation - Date de fusion

Canada

TRADEMARK

REEL: 003386 FRAME: 0147



Industry Canada Industrie Canada
 Canada Business Loi canadienne sur les
 Corporations Act sociétés par actions

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 185)

1 -- Name of the Amalgamated Corporation
MEDISYS HEALTH GROUP INC.
GROUPE SANTÉ MEDISYS INC. Dénomination sociale de la société issue de la fusion

2 -- The province or territory in Canada where the registered office is to be situated
Province of Quebec La province ou le territoire au Canada où se situera le siège social

3 -- The classes and any maximum number of shares that the corporation is authorized to issue
an unlimited number of Common Shares and an unlimited number of Preferred Shares having attached thereto the right, privileges, restrictions and conditions set forth in the attached Schedule A Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 -- Restrictions, if any, on share transfers the attached Schedule B is incorporated in this form
 Restrictions sur le transfert des actions, s'il y a lieu

5 -- Number (or minimum and maximum number) of directors
minimum number of 3; maximum number of 10 Nombre (ou nombre minimal et maximal) d'administrateurs

6 -- Restrictions, if any, on business the corporation may carry on
None Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 -- Other provisions, if any
None Autres dispositions, s'il y a lieu

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	Tel. No. N° de tél.
MEDISYS HEALTH GROUP INC. GROUPE SANTÉ MEDISYS INC.	428110-1	<i>[Signature]</i>	Dec 23/05	Secretary	514-499-2777
TORONTO RADIOLOGISTS' SERVICES LIMITED	432036-1	<i>[Signature]</i>	Dec 23/05	Secretary and Treasurer	514-499-2777
4338693 CANADA LIMITED	4338693	<i>[Signature]</i>	Dec 23/05	Secretary and Treasurer	514-499-2777

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT

COURRIER
2005 -12- 23



SCHEDULE A

1. PREFERRED SHARES

The Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1.1 Ranking of Preferred Shares

The Preferred Shares shall be entitled to a preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares with respect to priority in payment of dividends and in 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.

1.2 Dividends

The holders of the Preferred Shares shall be entitled to receive, and the Corporation shall pay thereon, in each year, as and when declared by the board of directors of the Corporation, but always in preference and priority to the payment of dividends for such year on the Common Shares and any shares of any other class ranking junior to the Preferred Shares, out of moneys of the Corporation properly applicable to the payment of dividends, cumulative preferential cash dividends at an annual rate of 8.125% of the Redemption Price (as defined in section 1.5 below).

The holders of the Preferred Shares shall not be entitled to any dividend other than or in excess of the cumulative preferential cash dividends hereinbefore provided for. No dividends shall be paid on the Common Shares or on any shares of any other class of shares of the Corporation ranking junior to the Preferred Shares in any year unless and until the cumulative preferential dividends on all the Preferred Shares outstanding in respect of such year have been paid in full.

If in any year the board of directors of the Corporation in its discretion shall not declare the cumulative preferential dividends or any part thereof on the Preferred Shares for such year, then the rights of the holders of the Preferred Shares to such dividends or to any undeclared part thereof for such year shall continue until the dividend is paid.

1.3 Retraction Privilege

Subject to the provisions of sections 1.6, a holder of Preferred Shares shall be entitled to require the Corporation to redeem at any time or times after the date of issue thereof all or any of the Preferred Shares registered in the name of such holder.

1.4 Retraction Procedure

In order to require the Corporation to redeem Preferred Shares pursuant to the retraction privilege provided for in section 1.3, a holder of Preferred Shares must tender to the Corporation, at its registered office, the certificate or certificates representing the Preferred Shares which the holder desires the Corporation to redeem, together with a written request specifying that the holder desires to have all or a specified number of the shares represented by such certificate or certificates redeemed by the Corporation. After receipt of the certificate or certificates representing the Preferred Shares which the holder desires the Corporation to redeem together with a request for redemption as specified above, the Corporation shall, subject to section 1.6, on the retraction date (the "Retraction Date") selected by the Corporation (which shall be not later than 30 days following receipt by the Corporation of such written request) redeem Preferred Shares duly tendered pursuant to the retraction privilege provided for in this section 1.4 by paying to such holder for each share to be redeemed an amount equal to the Redemption Price (as defined in section 1.5), together with an amount equal to all dividends accrued thereon and unpaid up to the date on which redemption is to be made, such aggregate amount being hereinafter referred to in these provisions as the "Aggregate Redemption Price".

The tender of the certificate or certificates by a holder of Preferred Shares pursuant to this section 1.4 shall be irrevocable unless payment of the Aggregate Redemption

Price shall not be duly made by the Corporation to the holder on or before the Retraction Date. In the event that payment of the Aggregate Redemption Price is not made by the Corporation on or before the Retraction Date, the Corporation shall forthwith thereafter return the holder's deposited share certificate or certificates to the holder. If a holder of Preferred Shares tenders for redemption pursuant to the above retraction privilege a part only of the Preferred Shares represented by any certificate or certificates, the Corporation shall issue and deliver to such holder at the expense of the Corporation a new certificate representing the Preferred Shares which are not being tendered for redemption.

On the Retraction Date the Aggregate Redemption Price shall be paid by cheque payable in lawful money of Canada at par at any branch in Canada of the Corporation's bankers. Upon such payment being made, the Preferred Shares in respect of which such payment is made shall be redeemed. From and after the Retraction Date, the Preferred Shares so redeemed shall cease to be entitled to dividends or any other participation in any distribution of the assets of the Corporation and the holder thereof shall not be entitled to exercise any of the other rights of shareholders in respect thereof unless payment of the Aggregate Redemption Price shall not be made on the retraction date, in which event the rights of such holders shall remain unaffected.

1.5 Redemption Price

For the purposes hereof, the "Redemption Price" of a Preferred Share shall be \$1.00 per Preferred Share held.

1.6 Retraction Subject to Applicable Law

If, as a result of insolvency provisions or other provisions of applicable law, the Corporation is not permitted to redeem all of the Preferred Shares duly tendered pursuant to the above retraction privilege, the Corporation shall redeem only the maximum number of Preferred Shares which the board of directors of the Corporation determines the Corporation is then permitted to redeem. Such redemption shall be made pro rata, disregarding fractions of shares, from each holder of tendered Preferred Shares according to the number of Preferred Shares

tendered for redemption by each such holder and the Corporation shall issue and deliver to each such holder at the expense of the Corporation a new certificate representing the Preferred Shares not redeemed by the Corporation.

So long as the board of directors of the Corporation has acted in good faith in making any of the determinations referred to above as to the number of Preferred Shares which the Corporation is permitted at any one time to redeem, neither the Corporation nor the board of directors shall have any liability in the event that any such determination proves to be inaccurate.

1.7 Redemption at Option of Corporation

The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the outstanding Preferred Shares on payment for each share to be redeemed of an amount equal to the Aggregate Redemption Price.

1.8 Partial Redemption

In case a part only of the Preferred Shares is to be redeemed at any time, the shares so to be redeemed shall be selected by lot or some other random selection method in such manner as the board of directors of the Corporation in its sole discretion determines or selects in an equitable manner. If a part only of the Preferred Shares represented by any certificate shall be redeemed, a new certificate representing the balance of such shares shall be issued to the holder thereof at the expense of the Corporation upon presentation and surrender of the first mentioned certificate.

1.9 Method of Redemption

In any case of redemption of Preferred Shares, the Corporation shall, at least 30 days before the date specified for redemption, give, to each person who at the date of such notice is a registered holder of Preferred Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Preferred Shares, such notice to be given as provided in section 1.14 hereof. Such notice shall set out the number of Preferred Shares held by the person to

whom the notice is addressed which are to be redeemed, the Aggregate Redemption Price, the date specified for redemption and the place or places in Canada at which holders of Preferred Shares may present and surrender such shares for redemption.

On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Preferred Shares to be redeemed the Aggregate Redemption Price of such shares on presentation and surrender, at the registered office of the Corporation or at any other place or places in Canada specified in the notice of redemption, of the certificate or certificates representing the Preferred Shares called for redemption. Payment in respect of Preferred Shares being redeemed shall be made by cheque payable to the respective holders thereof in lawful money of Canada at par at any branch in Canada of the Corporation's bankers.

The Corporation shall have the right at any time after giving notice of its intention to redeem Preferred Shares to deposit the Aggregate Redemption Price of the Preferred Shares so called for redemption, or of such of the Preferred Shares which are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, in a separate account in any chartered bank or any trust company in Canada named in the redemption notice or in a subsequent notice in writing to the holders of the Preferred Shares in respect of which the deposit is made, to be paid without interest to or to the order of the respective holders of Preferred Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing such shares. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Preferred Shares in respect of which such deposit shall have been made shall be deemed to be redeemed and the rights of the holders thereof shall be limited to receiving without interest the Aggregate Redemption Price of their respective Preferred Shares being redeemed upon presentation and surrender of the certificate or certificates representing such shares. Any interest allowed on any such deposit shall belong to the Corporation.

From and after the date specified for redemption in any notice of redemption, the Preferred Shares called for redemption shall cease to be entitled to dividends or any other participation in any distribution of the assets of the Corporation and the holders thereof shall not be entitled to exercise any of the other rights as shareholders in respect thereof unless payment of the Aggregate Redemption Price shall not be made upon presentation and surrender of the share certificates in accordance with the foregoing provisions, in which case the rights of such holders shall remain unaffected.

1.10 Purchase for Cancellation

The Corporation may at any time or from time to time purchase for cancellation all or any part of the outstanding Preferred Shares at the lowest price or prices at which, in the opinion of the board of directors of the Corporation, such shares are then obtainable but not exceeding an amount per share equal to the Aggregate Redemption Price.

1.11 Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares shall be entitled to receive from the assets of the Corporation an amount equal to the Aggregate Redemption Price of the Preferred Shares held by them respectively, on the date of the liquidation, dissolution, winding-up or other distribution, the whole before any amount shall be paid by the Corporation or any assets of the Corporation shall be distributed to holders of the Common Shares or any shares of any other class of shares of the Corporation ranking junior to the Preferred Shares. After payment to the holders of the Preferred Shares of the amounts so payable to them, they shall not be entitled to share in any further distribution of the assets of the Corporation.

1.12 Voting Rights

Except as hereinafter referred to or as required by law, the holders of the Preferred Shares shall not be entitled to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

1.13 Amendment with Approval of Holders of Preferred Shares

The rights, privileges, restrictions and conditions attached to the Preferred Shares may be added to, changed or removed but only with the approval of holders of Preferred Shares given as hereinafter specified.

1.14 Approval of Holders of Preferred Shares

The approval of the holders of Preferred Shares to add to, change or remove any right, privilege, restriction or condition attached to the Preferred Shares or in respect of any other matter requiring the consent of the holders of the Preferred Shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution signed by all the holders of the Preferred Shares or passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of Preferred Shares duly called for that purpose.

The formalities to be observed with respect to the giving of notice of any such meeting or any adjourned meeting, the quorum required therefor and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders or, if not prescribed, as required by the *Canada Business Corporations Act* as in force at the time of the meeting.

2. COMMON SHARES

The holders of the Common Shares shall be entitled to vote at all meetings of shareholders of the Corporation except meetings at which only the holders of another class or

series of the Corporation as a class or series are entitled to vote, and shall be entitled to one vote at all such meetings in respect of each Common Share held.

After payment to the holders of the Preferred Shares of the amount or amounts to which they may be entitled, the holders of the Common Shares shall be entitled to receive any dividend declared by the board of directors of the Corporation and to receive the remaining property of the Corporation upon dissolution.

Dividends will not be declared on the Common Shares if, after payment of such dividends, the net realizable value of the assets of the Corporation would be less than the amount required to redeem all of the outstanding Preferred Shares.

SCHEDULE B

No shares of the Amalgamated Corporation may be transferred without either:

- (a) the approval of the directors of the Amalgamated Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Amalgamated Corporation entitling the holders thereof to vote in all circumstances (other than holders of shares who are entitled to vote separately as a class) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

5904083.1
32328-2020