

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/16/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
InstanTEL Inc. (Corp. No. 545235)		11/16/2001	CORPORATION: ONTARIO
InstanTEL Acquisition Corp. (Corp. No. 1491472)		11/16/2001	CORPORATION: ONTARIO

RECEIVING PARTY DATA

Name:	InstanTEL Inc. (Corp. No. 1496254)
Street Address:	309 Legget Drive
City:	Kanata
State/Country:	CANADA
Postal Code:	K2K3A3
Entity Type:	CORPORATION: ONTARIO

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1628968	BLASTMATE
Registration Number:	1637432	INSTANTEL
Registration Number:	1823615	WATCHMATE
Registration Number:	2292993	FINDIT
Registration Number:	2390878	HUGS
Registration Number:	2833459	KEEPIT
Registration Number:	2844176	KISSES
Registration Number:	2833540	HEARTBEAT
Registration Number:	1697379	BLASTWARE
Registration Number:	2940393	XMARK

CORRESPONDENCE DATA

900072882

**TRADEMARK
 REEL: 003510 FRAME: 0137**

CH \$265.00 1628968

Fax Number: (616)975-5505
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 616-975-5502
Email: mason@vglb.com
Correspondent Name: Donald S. Gardner
Address Line 1: P.O. Box 888695
Address Line 4: Grand Rapids, MICHIGAN 49588-8695

ATTORNEY DOCKET NUMBER:

INS01 A-MISC.

DOMESTIC REPRESENTATIVE

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

NAME OF SUBMITTER:

Donald S. Gardner

Signature:

/dsg/

Date:

03/28/2007

Total Attachments: 16

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5. (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 compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.



Check A or B Cocher A ou B

(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 compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies 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

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Instantel Acquisition Corp.	1491472	November 16 th , 2001
Instantel Inc.	545235	November 16 th , 2001

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 commerciales³ ou aux pouvoirs de la compagnie.*

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 compagnie est autorisée à émettre:*

Unlimited number of preferred shares and an unlimited number of common 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:

4.

(a) **Definitions**

(i) *Act* means the *Business Corporations Act* (Ontario).

(ii) *Redemption Amount* means \$1.75975 per preferred share.

(b) **Dividends.** Subject to the Act, the directors may, in their discretion, declare dividends on the common shares at such time or from time to time and in such amount as they may deem advisable. The holders of the preferred shares shall not be entitled as such to receive any dividends from the Corporation.

(c) **Redemption by the Corporation.** Subject to the Act and upon giving notice as hereinafter provided, the Corporation may redeem at any time or times all or any part of the preferred shares on payment in cash of the Redemption Amount for each preferred share being redeemed. The Corporation shall give the registered holders of the preferred shares to be redeemed written notice of the Corporation's intention to redeem the preferred shares, the date of redemption (in this section 8(c) referred to as the "redemption date"), the place or places of redemption and the Redemption Amount by delivering or mailing by prepaid mail such notice to each registered holder at least two days prior to the redemption date. If notice of the redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the preferred shares is deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the redemption date, the preferred shares in respect of which the deposit was made shall be redeemed on the redemption date and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon surrender of the certificate or certificates for such preferred shares, to receive payment therefor out of the moneys so deposited. Any interest allowed on any such deposit shall belong to the Corporation.

(d) **Return of Capital.** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, the holders of the preferred shares shall be entitled to receive out of the property and assets of the Corporation, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the common shares, an amount equal to the Redemption Amount of each preferred share held by them. After payment to the holders of the preferred shares of the amount provided above, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

After payment to the holders of the preferred shares of the amount provided above, all remaining property and assets of the Corporation shall be paid or distributed pro rata to the holders of the common shares.

(f) **Voting Rights.** The holders of the preferred shares shall not be entitled to receive notice or to attend or vote at any meeting of the shareholders of the Corporation; provided, however, that the holders of the preferred shares shall always be entitled to notice of any meeting 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.

The holders of the common shares shall be entitled to receive notice of, attend and vote at all meetings of the shareholders of the Corporation and each such common share shall confer on the holder thereof the right to one vote in person or by proxy at all meetings of shareholders of the Corporation.

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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:* 5.

No share shall be transferred without either:

- (a) the consent of the directors expressed by resolution or by an instrument or instruments signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or
- (b) the consent of the holders of more than 50% of the outstanding voting shares of the Corporation expressed by resolution or by an instrument or instruments signed by such holders, which consent may be given either prior or subsequent to the time of transfer of such shares.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

- (a) The number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons, who having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (c) The Corporation shall be entitled to a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
- (d) The directors may, without authorization of the shareholders, hypothecate any property, movable or immovable, present or future, which the Corporation may own.

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 compagnies 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".*

DSG 01/2000

TRADEMARK

REEL: 003510 FRAME: 0144

These articles are signed in duplicate.

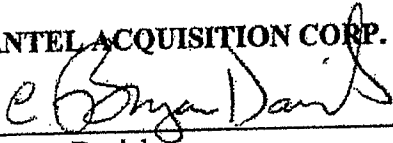
Les présents statuts sont signés en double exemplaire. 6.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.


INSTANTEL ACQUISITION CORP.

By:


C. Bryan Daniels
President

INSTANTEL INC.

By:


Brian W. Martin
President

SCHEDULE A

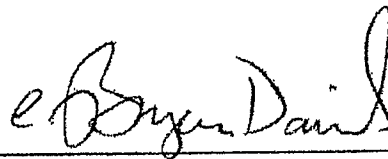
**STATEMENT OF OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)**

RE: Amalgamation of INSTANTEL ACQUISITION CORP.
and INSTANTEL INC.
(collectively the "Amalgamating Corporations")

I, C. BRYAN DANIELS, of the State of Illinois, United States of America state
as follows:

1. I am the President of InstanTEL Acquisition Corp. and as such have personal knowledge of its affairs.
2. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation (the "Amalgamated Corporation") will be able to pay its liabilities as they become due; and
 - (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 of shares.
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

DATED November 16th, 2001.



C. Bryan Daniels

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TRADEMARK

REEL: 003510 FRAME: 0146

SCHEDULE A

**STATEMENT OF OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)**

RE: Amalgamation of INSTANTEL ACQUISITION CORP.
and INSTANTEL INC.
(collectively the "Amalgamating Corporations").

I, BRIAN W. MARTIN, of the Province of Ontario, Canada state as follows:

1. I am the President of InstanTEL Inc. and as such have personal knowledge of its affairs.
2. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation (the "Amalgamated Corporation") will be able to pay its liabilities as they become due; and
 - (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 of shares.
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

DATED November 16th, 2001.



Brian W. Martin

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TRADEMARK

REEL: 003510 FRAME: 0147

SCHEDULE B

AMALGAMATION AGREEMENT

This Amalgamation Agreement is made as of the 22nd day of October, 2001, between

INSTANTEL ACQUISITION CORP., a corporation
formed under the laws of Ontario,
("Acquisitionco")

and

INSTANTEL INC., a corporation continued under
the laws of Ontario,
("InstanTEL")

For value received, the parties agree as follows:

SECTION 1 – DEFINITIONS

1.1 In this Agreement:

- (a) *Amalgamating Corporations* means Acquisitionco and InstanTEL.
- (b) *Corporation* means the corporation continuing from the amalgamation of the Amalgamating Corporations.
- (c) *Agreement* means this Amalgamation Agreement.
- (d) *Act* means the *Business Corporations Act* (Ontario).

SECTION 2 – AMALGAMATION

2.1 The Amalgamating Corporations shall amalgamate under the Act and continue as one corporation on the terms and conditions set out in this Agreement.

SECTION 3 – NAME

3.1 The name of the Corporation shall be INSTANTEL INC.

SECTION 4 – REGISTERED OFFICE

4.1 The registered office of the Corporation shall be located in Kanata, Ontario and the municipal address of the registered office shall be 309 Legget Drive, Kanata, Ontario, K2K 3A3.

SECTION 5 – AUTHORISED SHARES

5.1 The classes and any maximum number of shares that the Corporation is authorised to issue shall be an unlimited number of preferred shares and an unlimited number of common shares.

SECTION 6 – RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS ATTACHED TO EACH CLASS OF SHARES

6.1 The rights, privileges, restrictions and conditions attaching to the preferred shares and common shares of the Corporation are set out in Exhibit 1 attached hereto.

SECTION 7 – RESTRICTIONS ON SHARE TRANSFERS

7.1 No share of the Corporation shall be transferred without either:

- (a) the consent of the directors expressed by resolution or by an instrument or instruments signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or
- (b) the consent of the holders of more than 50% of the outstanding voting shares of the Corporation expressed by resolution or by an instrument or instruments signed by such holders, which consent may be given either prior or subsequent to the time of transfer of such shares.

SECTION 8 – DIRECTORS

8.1 The number of directors of the Corporation shall be a minimum of 1 and a maximum of 10. The first directors of the Corporation are:

<i>Name</i>	<i>Address for Service</i>	<i>Resident Canadian</i>
Brian W. Martin	124 Pineridge Drive Carp, Ontario K2K 2L5	Yes
C. Bryan Daniels	300 South Wacker Drive Suite 2400 Chicago, Illinois 60606	No

8.2 The first directors shall hold office until the first meeting of the shareholders of the Corporation or until their successors are elected or appointed in accordance with the Act and by-laws of the Corporation. The subsequent directors shall be elected each year thereafter by ordinary resolution at either an annual meeting or a special meeting of the shareholders. The directors shall manage or supervise the management of the business and affairs of the Corporation, subject to the provisions of the Act.

SECTION 9 – RESTRICTIONS ON BUSINESS

9.1 There are no restrictions on the business that the Corporation may carry on or on the powers it may exercise.

SECTION 10 – OTHER PROVISIONS TO BE INCLUDED IN ARTICLES OF AMALGAMATION

10.1 The following provisions shall be included in the articles of amalgamation of the Corporation:

- (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, shall be limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (c) The Corporation shall be entitled to a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
- (d) The directors of the Corporation may, without authorisation of the shareholders, hypothecate any property, movable or immovable, present or future, which the Corporation may own.

SECTION 11 – CANCELLATION/CONVERSION OF SHARES & STATED CAPITAL

11.1 The issued shares of the Amalgamating Corporations shall be cancelled and/or converted into issued and fully paid shares of the Corporation as follows:

- (a) the issued common shares of InstanTEL, which are as at the date hereof and will be as at the date of the Certificate of Amalgamation beneficially owned by Acquisitionco, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation;
- (b) the remaining issued common shares of InstanTEL shall be converted, share for share, into issued and fully paid preferred shares of the Corporation and the remaining authorised but unissued common shares of InstanTEL shall be cancelled;
- (c) the issued common shares of Acquisitionco shall be converted, share for share, into issued and fully paid common shares of the Corporation and the remaining authorised but unissued common shares of Acquisitionco shall be cancelled.

11.2 The balance in the stated capital accounts maintained for the preferred shares and common shares of the Corporation immediately after such amalgamation becomes effective shall be as follows:

- (a) the stated capital account for the preferred shares shall be equal to the amount in the stated capital account maintained for the common shares of Instantel, less an amount equal to the stated capital attributable to the common shares of Instantel cancelled on the amalgamation pursuant to subparagraph 11.1(a) of this Agreement, and
- (b) the stated capital account for the common shares shall be equal to the amount in the stated capital account maintained for the common shares of Acquisitionco immediately before such amalgamation becomes effective.

11.3 The share certificates held by the shareholders of each of the Amalgamating Corporations evidencing their respective ownership of shares in the Amalgamating Corporations shall, upon the endorsement of a certificate of amalgamation in respect of the Corporation, be surrendered to the proper officers of the Corporation and, subject to the provisions of the Act and as hereinbefore provided, such shareholders shall be entitled to receive certificates for shares of the Corporation on the basis set forth above.

SECTION 12 – BY-LAWS

12.1 The by-laws of the Corporation are not to be those of any of the Amalgamating Corporations. A copy of the proposed by-laws may be examined at Suite 3800, South Tower, Royal Bank Plaza, Toronto, Ontario, M5J 2J7.

SECTION 13 – INTERCORPORATE LIABILITIES

13.1 All liabilities and amounts receivable of the Amalgamating Corporations inter se shall merge and be extinguished on the amalgamation.

SECTION 14 – ASSETS AND LIABILITIES

14.1 After the date upon which the amalgamation becomes effective, the Corporation shall possess all the property, rights, assets, privileges and franchises and shall be subject to all contracts, liabilities, debts and obligations of each of the Amalgamating Corporations.

SECTION 15 – ACTIONS

15.1 No action or proceeding by or against either of the Amalgamating Corporations shall abate or be affected by the amalgamation.

SECTION 16 – RIGHTS OF CREDITORS

16.1 All rights of creditors against the property, rights, assets, privileges and franchises of each of the Amalgamating Corporations and all liens upon their respective property, rights,

assets, privileges and franchises shall be unimpaired by the amalgamation and all debts, contracts, liabilities and duties of each of the Amalgamating Corporations shall, from and after the date upon which the amalgamation becomes effective, attach to the Corporation and may be enforced against it.

SECTION 17 – PROCEDURE

17.1 Upon each of the Amalgamating Corporations approving this Agreement by special resolution, the parties shall forthwith jointly send to the Director appointed under the Act articles of amalgamation, in duplicate, and all other necessary documents for the purpose of bringing into effect the amalgamation contemplated by this Agreement.

SECTION 18 – TERMINATION

18.1 At any time before the endorsement of a certificate of amalgamation under the Act, this Agreement may be terminated by the directors of either of the Amalgamating Corporations notwithstanding the approval of this Agreement by the shareholders of either or both of the Amalgamating Corporations.

The parties have executed this Agreement.

INSTANTEL ACQUISITION CORP.

By: 

C. Bryan Daniels

President

INSTANTEL INC.

By: 

Brian W. Martin

President

Exhibit 1 – Share Conditions

(a) **Definitions**

- (i) *Act* means the *Business Corporations Act* (Ontario).
- (ii) *Redemption Amount* means \$1.75975 per preferred share.

(b) **Dividends.** Subject to the Act, the directors may, in their discretion, declare dividends on the common shares at such time or from time to time and in such amount as they may deem advisable. The holders of the preferred shares shall not be entitled as such to receive any dividends from the Corporation.

(c) **Redemption by the Corporation.** Subject to the Act and upon giving notice as hereinafter provided, the Corporation may redeem at any time or times all or any part of the preferred shares on payment in cash of the Redemption Amount for each preferred share being redeemed. The Corporation shall give the registered holders of the preferred shares to be redeemed written notice of the Corporation's intention to redeem the preferred shares, the date of redemption (in this section 8(c) referred to as the "redemption date"), the place or places of redemption and the Redemption Amount by delivering or mailing by prepaid mail such notice to each registered holder at least two days prior to the redemption date. If notice of the redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the preferred shares is deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the redemption date, the preferred shares in respect of which the deposit was made shall be redeemed on the redemption date and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon surrender of the certificate or certificates for such preferred shares, to receive payment therefor out of the moneys so deposited. Any interest allowed on any such deposit shall belong to the Corporation.

(d) **Return of Capital.** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, the holders of the preferred shares shall be entitled to receive out of the property and assets of the Corporation, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the common shares, an amount equal to the Redemption Amount of each preferred share held by them. After payment to the holders of the preferred shares of the amount provided above, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

After payment to the holders of the preferred shares of the amount provided above, all remaining property and assets of the Corporation shall be paid or distributed pro rata to the holders of the common shares.

(f) **Voting Rights.** The holders of the preferred shares shall not be entitled to receive notice or to attend or vote at any meeting of the shareholders of the Corporation; provided, however, that the holders of the preferred shares shall always be entitled to notice of any meeting 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.

The holders of the common shares shall be entitled to receive notice of, attend and vote at all meetings of the shareholders of the Corporation and each such common share shall confer on the holder thereof the right to one vote in person or by proxy at all meetings of shareholders of the Corporation.