

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Certificate of Continuation and Articles of Continuance

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
VeriChip Corporation (Corp. No. BC0744455)		04/27/2007	CORPORATION: BRITISH COLUMBIA

**RECEIVING PARTY DATA**

<b>Name:</b>	XMARK Corporation
<b>Street Address:</b>	309 Legget Drive
<b>City:</b>	Kanata
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	K2K3A3
<b>Entity Type:</b>	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Registration Number:	1628968	BLASTMATE
Registration Number:	1697379	BLASTWARE
Registration Number:	1637432	INSTANTEL
Registration Number:	1823615	WATCHMATE
Registration Number:	2292993	FINDIT
Registration Number:	2901382	MYCALL
Registration Number:	2963817	MINIMATE
Registration Number:	2390878	HUGS
Registration Number:	2833459	KEEPIT
Registration Number:	2844176	KISSES
Registration Number:	2833540	HEARTBEAT
Registration Number:	2940393	XMARK
Registration Number:	2768516	EXI

**OP \$415.00 1628968**

Registration Number:	2679587	ECO-LITE
Registration Number:	2650018	ASSETRAC
Registration Number:	1816759	ROAM ALERT

**CORRESPONDENCE DATA**

Fax Number: (613)563-7671  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 613-567-0762  
Email: jroch@mbm.com  
Correspondent Name: Jonathan Roch  
Address Line 1: 270 Albert Street, 14th Floor  
Address Line 4: Ottawa, CANADA K1P5G8

ATTORNEY DOCKET NUMBER: 624-R

**DOMESTIC REPRESENTATIVE**

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

NAME OF SUBMITTER: Jonathan Roch

Signature: /jroch/

Date: 06/25/2007

Total Attachments: 8  
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Industry Canada

Industrie Canada

**Certificate  
of Continuance**

**Canada Business  
Corporations Act**

**Certificat  
de prorogation**

**Loi canadienne sur  
les sociétés par actions**

XMARK Corporation

676220-4

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

April 27, 2007 / le 27 avril 2007

Date of Continuance - Date de la prorogation

Canada



Industry Canada Industrie Canada

Canada Business Loi canadienne sur les  
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION  
REPORT ÉLECTRONIQUE

ARTICLES OF  
CONTINUANCE  
(SECTION 187)

CLAUSES DE  
PROROGATION  
(ARTICLE 187)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

Request Number: 2504629 Business No.:  
Numéro de Demande: N° d'entreprise:

1. Name of the Corporation  
Dénomination sociale de la société  
XMARK Corporation

2. The province or territory in Canada where the registered office is to be situated  
La province ou le territoire Canada où se situera le siège social  
ON

3. The classes and any maximum number of shares that the corporation is authorized to issue  
Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
The annexed Schedule A is incorporated in this form.  
L'annexe A ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu  
The annexed Schedule B is incorporated in this form.  
L'annexe B ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors  
Nombre (ou nombre minimal et maximal) d'administrateurs  
Minimum: 1 Maximum: 10

6. Restrictions, if any, on business the corporation may carry on  
Limites imposées à l'activité commerciale de la société, s'il y a lieu  
The annexed Schedule C is incorporated in this form.  
L'annexe C ci-jointe fait partie intégrante de la présente formule.

7. (1) If the corporation is changing its name on this continuance, what was the corporation's previous name?  
Si la société change sa dénomination sociale avec cette prorogation, quelle était sa dénomination social antérieure?  
VERICHIP CORPORATION

(2) Details of incorporation - Détails de la constitution  
The annexed Schedule D is incorporated in this form.  
L'annexe D ci-jointe fait partie intégrante de la présente formule.

8. Other provisions, if any - Autres dispositions, s'il y a lieu  
The annexed Schedule E is incorporated in this form.  
L'annexe E ci-jointe fait partie intégrante de la présente formule.

Date	Name - Nom	Signature	Capacity of - en qualité de
2007-04-27	DANIEL A. GUNTHER		DIRECTOR

Canada

SCHEDULE / ANNEX A

The Corporation is authorized to issue an unlimited number of one class of Common Shares and an unlimited number of one class of Preference Shares.

Common Shares

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

- (a) Voting: The holders of the Common Shares shall be entitled to receive notice of and to attend and shall be entitled to one (1) vote at any meeting of the shareholders of the Corporation for each Common Share held.
- (b) Dividends: The holders of the Common Shares shall be entitled to receive dividends as and when the directors shall in their discretion declare dividends on the Common Shares;
- (c) Property on Dissolution: Subject to the priority in favour of the holders of the Preference Shares, the holders of the Common Shares shall be entitled to receive the property of the Corporation in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs equally on a share per share basis.

Preference Shares

The rights, privileges, restrictions and conditions attaching to the Preference Shares are as follows:

- (a) Series: The Preference Shares may at any time and from time to time be issued in one or more series as determined by the Directors;
- (b) Fixing Rights. The Directors of the Corporation may fix the number of shares in and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series including, but without in any way limiting or restricting the generality of the foregoing, the rate or amount of dividends, whether cumulative, non-cumulative or partially cumulative, the dates, places and currencies of payment thereof, the consideration therefore, and the terms and condition of, any purchase for cancellation or redemption thereof, including redemption after a fixed term or at a premium, conversion or exchange rights, the terms and conditions of any share purchase plan or sinking fund, the restrictions respecting payment of dividends on other shares of the Corporation, and voting rights and restrictions but no right, privilege, restriction or condition attached to a series of shares authorized herein shall confer on a series a priority in respect to dividends or return of capital over any other series of shares of the same class that are then outstanding;
- (c) Dissolution. The holders of Preference Shares shall be entitled, on the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or on any distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, to receive before any distribution shall be made to holders of Common Shares or any other shares of the Company ranking junior to the Preference Shares with respect to repayment of capital the amount paid up with respect to each class of Preference Shares held by them together with the fixed premium, if any, all accrued and unpaid cumulative dividends (if any and if preferential) thereon which for such purpose shall be calculated as if such dividends were accruing on a day-to-day basis up to the date of such distributions, whether or not earned or declared, and all declared and unpaid non-cumulative dividends (if any and if preferential) thereon. After payment to the holders of Preference Shares of the amounts so payable to them, they shall not be entitled to share in any further distribution of property or assets of the Corporation except as property or assets of the Corporation except as specifically provided in the special rights and restrictions attached to any particular series.

SCHEDULE / ANNEX B

The right to transfer shares in the capital of the Corporation is restricted in that no shares shall be transferred without:

(a) the approval of the shareholders of the Corporation evidenced by either:

(i) a resolution passed at a meeting of the shareholders having voting rights; or

(ii) by an instrument or instruments in writing signed by the holders of not less than 51% of the shares having voting rights; or

(b) the approval of the directors of the Corporation evidenced by either:

(i) a resolution passed at a meeting of the directors; or

(ii) by an instrument or instruments in writing signed by all of the directors; or

(c) approval in accordance with the provisions of a shareholders agreement among all of the shareholders of the Corporation and the Corporation.

SCHEDULE / ANNEX C

NONE

SCHEDULE / ANNEX D

Certificate of Amalgamation of Instatel, Inc., Verichip Solutions Inc. and Verichip Systems Inc. as one company under the name of Verichip Systems Inc. on January 1, 2006 pursuant to Business Corporations Act of British Columbia.

Change of name from Verichip Systems Inc. to Verichip Corporation on February 10, 2006, pursuant to Business Corporations Act of British Columbia.



SCHEDULE / ANNEX E

NONE

**Information Regarding the Registered Office and the Board of Directors  
Information concernant le siège social et le conseil d'administration**

(To be filed with Articles of Incorporation, Amalgamation and Continuance)  
(À être utilisé pour une nouvelle constitution en société par actions, une fusion ou une prorogation)  
(Sections 19, 106 and 113(1) of the CBCA - articles 19 et 106 et paragraphe 113(1) de la LCSA)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1	Corporation name - Dénomination sociale de la société XMARK Corporation	Corporation No. - N° de la société 676220-4
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2	Address of registered office (must be a street address): Adresse du siège social (doit être une adresse municipale):		
	Attention Of - À l'attention de	DANIEL A. GUNTHER	
	Number and Street Name - Numéro et nom de la rue 309 LEGGET DRIVE	City - Ville OTTAWA	Prov./Terr. Postal Code - Code Postal ON K2K 3A3

3	Mailing address (if different from the registered office): Adresse postale (si elle est différente de l'adresse du siège social):		
	Attention Of - À l'attention de	DANIEL A. GUNTHER	
	Number and Street Name - Numéro et nom de la rue 309 LEGGET DRIVE	City - Ville OTTAWA	Prov./Terr. Postal Code - Code Postal ON K2K 3A3

4	Members of the board of directors: Membres du conseil d'administration:		
	Name - Nom	Residential Address - Adresse domiciliaire	Canadian Resident (Y/N) Résident canadien (O/N)
	WILLIAM J. CARAGOL	1690 SOUTH CONGRESS AVENUE, SUITE 200, DELRAY BEACH, FL, U.S.A, 33445	N
	SCOTT A. SILVERMAN	1690 SOUTH CONGRESS AVENUE, SUITE 200, DELRAY BEACH, FL, U.S.A, 33445	N
	DANIEL A. GUNTHER	263 CLEMOW AVEUE, OTTAWA, ON, Canada, K1S 2B5	Y

5	<b>Declaration - Déclaration:</b>	
	I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form. J'atteste par la présente que je possède une connaissance suffisante et que je suis autorisé à signer et à soumettre le présent formulaire.	
	Print Name - Nom en lettres moulées	
	DANIEL A. GUNTHER	
	Telephone number - Numéro de téléphone	Signature
	613-592-6997 x120	_____

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).  
Nota: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).



TRADEMARK