

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/05/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RESOLVE CORPORATION		07/05/2007	CORPORATION: ONTARIO

RECEIVING PARTY DATA

Name:	RESOLVE CORPORATION/CORPORATION RESOLVE
Street Address:	2 Robert Speck Parkway
Internal Address:	16th Floor
City:	Mississauga
State/Country:	CANADA
Postal Code:	L4Z1H8
Entity Type:	CORPORATION: ONTARIO

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3067093	RESOLVE
Registration Number:	3067114	RESOLVE PROMOTION PLANNER

CORRESPONDENCE DATA

Fax Number: (514)861-3266
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 514-861-2722
 Email: trademarks@crac.com
 Correspondent Name: Johanne Muzzo
 Address Line 1: 1080, Beaver Hall Hill
 Address Line 2: Suite 1717
 Address Line 4: Montreal, CANADA H2Z 1S8

DOMESTIC REPRESENTATIVE

OP \$65.00 3067093

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

NAME OF SUBMITTER:

JOHANNE MUZZO

Signature:

/jmuzzo1/

Date:

10/19/2007

Total Attachments: 6
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Ministry of
Business and
Consumer Services
ON REGISTRAR

Ministère des Services
aux entreprises et
au consommateur
ON REGISTRAR

JULY 05 JUILLET, 2007

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLE OF AMALGAMATION
STATUTE DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion (écrite en LETTRES MAJUSCULES SEULEMENT):

K	E	S	O	L	V	E	C	O	R	P	O	R	A	T	I	O	N	/	C	O	R	P	O	R	A	T	I	O
N	R	E	S	O	L	V	E																					

2. The address of the registered office is:
Adresse de siège social:

2 Robert Spack Parkway, 10th Floor

(Street & Number or P.R. Number & P.R. Office Building and Room No.)

(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Bississauga,

Ontario L4Z 1H8

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code /
Code postal)

3. Number of directors is/are: or minimum and maximum number of directors is/are:
Nombre d'administrateurs: ou nombre minimum et maximum d'administrateurs:
Number or minimum and maximum
Nombre ou minimum et maximum

1

10

4. The director(s) is/are:
Administrateur(s):

First name, middle names
and surname

Prénom, autres prénoms et nom
de famille

Address for service, giving Street & No. or P.R. No.,
Municipality, Province, Country and Postal Code
Domicile élu, y compris la rue et le numéro ou le
numéro de la R.R., le nom de la municipalité, la
province, le pays et le code postal

Resident Canadian
State 'Yes' or 'No'
Résident canadien
Oui/Non

Robert J. Wright

33 Jackes Avenue, Suite 703, Toronto, Ontario
M4T 1E2

Yes

Arnold J. Cadier

619 Avenue Road, Suite 1203, Toronto, Ontario
M4V 2K6

Yes

Lawrence J. Zimmering

1327 Cedarbrae Drive, Oakville, Ontario L6J 2B9

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

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Month / mois Day / jour
RESOLVE CORPORATION	1692231	2007/07/04
CSRS HOLDINGS, LTD.	4334168 1694710	2007/07/04
EDULINX CANADA CORPORATION	1662442	2007/07/04

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 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 rattachés à chaque catégorie d'actions qui peut être émise en série :

The holders of the common shares shall be entitled:

- (a) to one (1) vote in respect of each common share at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;
- (b) to receive, subject to the rights of the holders of the other classes of shares of the Corporation, dividends in the form of fully paid shares of the Corporation or money as, when, and at the rate declared in the discretion of the directors; and
- (c) to receive, subject to the rights of the holders of the other classes of shares of the Corporation, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

9. The issue, transfer or ownership of shares is/are 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 :

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without either:

(i) the approval of the directors of the Corporation expressed by a resolution passed at a duly constituted meeting of the board of directors by a majority of the directors of the Corporation present and entitled to vote or by an instrument or instruments in writing signed by a majority of the directors; or

(ii) the approval of the shareholders of the Corporation expressed either by a resolution passed at a duly constituted meeting of the shareholders, by a majority of the votes cast thereon or by an instrument or instruments in writing signed by the holders of outstanding shares in the capital of the Corporation having a majority of the voting rights attaching to all of the outstanding shares in the capital of the Corporation.

- 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 fifty, 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.

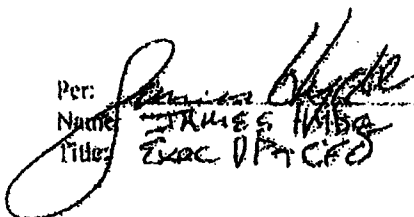
(c) The Corporation may use its name in either the English form, the French form or a combination of the English form and the French form.

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.

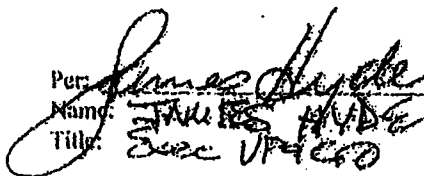
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

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.

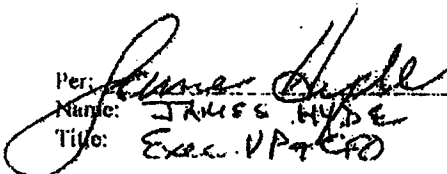
RESOLVE CORPORATION

Per: 
Name: JAMES HYDE
Title: Exec VP & CEO

EDULINX CANADA CORPORATION

Per: 
Name: JAMES HYDE
Title: Exec VP & CEO

CSRS HOLDINGS, LTD.

Per: 
Name: JAMES HYDE
Title: Exec VP & CEO