

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/23/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
O*Two Medical Technologies Inc.		11/23/2005	CORPORATION: CANADA
Creative Components Inc.		11/23/2005	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	O-Two Medical Technologies Inc.
Street Address:	7575 Kimbel Street, Unit 5
City:	Mississauga, Ontario
State/Country:	CANADA
Postal Code:	L5S1C8
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2622198	G2K
Registration Number:	1848480	BURN RELIEF
Registration Number:	2672891	SMART BAG
Registration Number:	2640072	CAREVENT
Registration Number:	2527016	SQ
Registration Number:	2544275	CPR POCKET VENTILATOR
Registration Number:	2607847	CARE
Registration Number:	3154830	O*TWO

CORRESPONDENCE DATA

Fax Number: (440)684-1095

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (440) 684-1090

TRADEMARK

REEL: 003664 FRAME: 0192

900092250

OP \$215.00 2622198

Email: mkusner@kusnerjaffe.com, cgoellner@kusnerjaffe.com
Correspondent Name: Mark Kusner
Address Line 1: 6151 Wilson Mills Road
Address Line 2: Highland Place - Suite 310
Address Line 4: Highland Heights, OHIO 44143

ATTORNEY DOCKET NUMBER: SW-1 OTWO MEDICAL

DOMESTIC REPRESENTATIVE

Name: Mark Kusner
Address Line 1: 6151 Wilson Mills Road
Address Line 2: Highland Place - Suite 310
Address Line 4: Highland Heights, OHIO 44143

NAME OF SUBMITTER: Mark Kusner

Signature: /mark kusner/

Date: 11/19/2007

Total Attachments: 24

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Ontario Corporation Number
Numéro de la société en Ontario

1680264

CERTIFICATE

Ministère des Services
aux entreprises, aux
et aux entreprises
CERTIFICAT
D'acceptation de la fusion
de sociétés par actions

DECEMBER 01 DÉCEMBRE 2005

Des sociétés par actions / Les sociétés par actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

Form 4
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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 (écrire en LETTRES MAJUSCULES SEULEMENT):

O	-	T	W	O	M	E	D	I	C	A	L	T	E	C	H	N	O	L	O	G	I	E	S	I	N	C

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

7575 KIMBEL STREET, UNIT 5

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

MISSISSAUGA

Ontario

L 5 S 1 C 8

(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 nombres minimum et maximum d'administrateurs:

Number or minimum and maximum
Nombre ou minimum et maximum

1	5
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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 R.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

JOSEPH LASSALINE

7575 KIMBEL STREET, UNIT 5
MISSISSAUGA, ONTARIO, L5S 1C8

Yes

ONE & DURHAM
Corporation
Egmont, Ont.

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.

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Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year / année	Month / mois	Day / jour
O*TWO MEDICAL TECHNOLOGIES INC.	572019	2005	November	23
CREATIVE COMPONENTS INC.	1153542	2005	November	23

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

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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:

The Corporation is authorized to issue an unlimited number of common shares, an unlimited number of Class A shares and an unlimited number of Class B 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:

(a) The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

(i) The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine.

Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to the common shares, the board of directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

(ii) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets or property of the Corporation upon such a distribution in priority to the common shares, be entitled to participate ratably with all other classes of shares in any distribution of the assets or property of the Corporation.

(iii) The holders of the common shares shall be entitled to receive notice of and to attend annual and special meetings of the shareholders of the Corporation and to one vote in respect of each common share held at all such meetings.

(b) The rights, privileges, restrictions and conditions attaching to the Class A shares are as follows:

(i) The holders of the Class A shares, in priority to the holders of the common shares and any shares ranking junior to the Class A shares, shall be entitled to receive non-cumulative dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine; provided that such amount, if any, shall not exceed, in any event, 18% per annum of the Class A Redemption Amount for each Class A share. If in any fiscal year, after providing for a dividend on the Class A shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the board of directors, be applied to dividends on the common shares and any shares of any other class ranking junior to the Class A shares. The holders of the Class A shares shall not be entitled to any dividends, other than or in excess of the non-cumulative dividend hereinbefore provided for. If within 4 months after the expiration of any fiscal year of the Corporation, the board of directors, in its discretion, shall not have declared a dividend on the Class A shares for such fiscal year, then the right of the holders of the Class A shares to such dividend for such fiscal year shall be forever distinguished.

(ii) For purposes of these Articles, the Class A Redemption Amount for each Class A share shall mean the sum of One Dollar (\$1.00).

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(iii) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class A shares shall be entitled to receive from the assets and property of the Corporation an amount per Class A share equal to the Class A Redemption Amount plus all declared and unpaid dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class A shares. After payment to the holders of the Class A shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the Corporation.

(iv) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class A shares on payment of an amount (the "Class A Redemption Payment") for each share to be redeemed equal to the Class A Redemption Amount thereof plus all declared and unpaid dividends thereon. In the case of redemption of Class A shares hereunder, the Corporation shall at least 21 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class A shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Class A Redemption Payment and the date of which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. 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 Class A shares to be redeemed the Class A Redemption Payment thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class A shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If a part only of the shares represented by any certificate be redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the Class A shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class A Redemption Payment shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A shares to deposit the Class A Redemption Payment of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest or to the order of the respective holders of such Class A shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class A Redemption Payment so deposited against presentation and surrender of the said certificates held by them respectively and any interest allowed on such deposit shall belong to the Corporation. Such notice required to be given in this section may be waived when and if the registered holders of all of the Class A shares to be redeemed signify their consent to such waiver and execute a waiver in favour of the Corporation relieving the Corporation from the obligation of giving notice to such registered holders.

(v) Subject to applicable law, each holder of Class A shares shall be entitled at any time and from time to time to require the Corporation to redeem all or any part of the Class A shares registered in the name of such holder by payment for each share to be redeemed of an amount (the "Class A Retraction Amount") equal to the Class A Redemption Amount thereof plus all declared and unpaid cumulative dividends thereon. Each holder of Class A shares who elects to have the Corporation redeem all or part of the Class A shares registered in the name of that holder shall deposit at the registered office of the Corporation the certificate or certificates representing the Class A shares which that holder desires to have redeemed by the Corporation. The holder of the Class A shares shall, at the time of depositing such certificates, also file with the Corporation a notice of election to redeem which notice shall set out the number of Class A shares which such holder desires to have redeemed, the Class A Retraction Amount and the date of redemption (the "Class A Retraction Date"), which shall be not less than 90 days and not more than 120 days after the deposit of such certificate or certificates and filing of such notice of election. The Corporation shall, on the Class A Retraction Date, redeem the Class A shares in respect of which certificates have been deposited and with respect to which the holders of the Class A shares have signified their election as aforesaid by paying the Class A Retraction Amount to the holder of the Class A shares entitled thereto. Payment of the Class A Retraction Amount made in accordance with the foregoing provisions shall be made by cheque in the amount of the Class A Retraction Amount payable to or to the order of the holder of the Class A shares entitled thereto at par at any branch in Canada of a Canadian chartered bank in a principal amount equal to the Class A Retraction Amount. Such cheque shall satisfy and discharge all liability of the Corporation for the Class A Retraction Amount, to the extent of the amount represented thereby, unless such cheque is not paid on due presentation. The Class A shares in respect of which payment is made in accordance with the foregoing provisions shall be deemed to have been redeemed on the date on which such payment is made and the holders thereof shall cease to be entitled to dividends or to exercise any of the rights of holders thereof from such date, unless payment of the Class A Retraction Amount is not made as aforesaid in which event the rights of the holders of such Class A shares shall remain unimpaired.

(vi) The holders of the Class A shares shall not be entitled to receive notice of nor to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting; the holders of the Class A shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

(c) The rights, privileges, restrictions and conditions attaching to the Class B shares are as follows:

(i) The holders of the Class B shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to the Class B shares, the board of directors may in their sole discretion declare dividends on the Class B shares to the exclusion of any other class of shares of the Corporation.

(ii) For purposes of these Articles, the Class B Redemption Amount for each Class B share shall mean the sum of One Dollar (\$1.00).

(iii) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class B shares shall be entitled to receive from the assets and property of the Corporation an amount per Class B share equal to the Class B Redemption Amount plus all declared and unpaid dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class B shares. After payment to the holders of the Class B shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets or property of the Corporation.

(iv) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class B shares on payment of an amount (the "Class B Redemption Payment") for each share to be redeemed equal to the Class B Redemption Amount thereof plus all declared and unpaid dividends thereon. In the case of redemption of Class B shares hereunder, the Corporation shall at least 21 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class B shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class B shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Class B Redemption Payment and the date of which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. 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 Class B shares to be redeemed the Class B Redemption Payment thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class B shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If a part only of the shares represented by any certificate be redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the Class B shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class B Redemption Payment shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B shares to deposit the Class B Redemption Payment of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest or to the order of the respective holders of such Class B shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class B shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class B Redemption Payment so deposited against presentation and surrender of the said certificates held by them respectively and any interest allowed on such deposit shall belong to the Corporation. Such notice required to be given in this section may be waived when and if the registered holders of all of the Class B shares to be redeemed signify their consent to such waiver and execute a waiver in favour of the Corporation relieving the Corporation from the obligation of giving notice to such registered holders.

(v) Subject to applicable law, each holder of Class B shares shall be entitled at any time and from time to time to require the Corporation to redeem all or any part of the Class B shares registered in the name of such holder by payment for each share to be redeemed of an amount (the "Class B Retraction Amount") equal to the Class B Redemption Amount thereof plus all declared and unpaid cumulative dividends thereon. Each holder of Class B shares who elects to have the Corporation redeem all or part of the Class B shares registered in the name of that holder shall deposit at the registered office of the Corporation the certificate or certificates representing the Class B shares which that holder desires to have redeemed by the Corporation. The holder of the Class B shares shall, at the time of depositing such certificates, also file with the Corporation a notice of election to redeem which notice shall set out the number of Class B shares which such holder desires to have redeemed, the Class B Retraction Amount and the date of redemption (the "Class B Retraction Date"), which shall be not less than 90 days and not more than 120 days after the deposit of such certificate or certificates and filing of such notice of election. The Corporation shall, on the Class B Retraction Date, redeem the Class B shares in respect of which certificates have been deposited and with respect to which the holders of the Class B shares have signified their election as aforesaid by paying the Class B Retraction Amount to the holder of the Class B shares entitled thereto. Payment of the Class B Retraction Amount made in accordance with the foregoing provisions shall be made by cheque in the amount of the Class B Retraction Amount payable to or to the order of the holder of the Class B shares entitled thereto at par at any branch in Canada of a Canadian chartered bank in a principal amount equal to the Class B Retraction Amount. Such cheque shall satisfy and discharge all liability of the Corporation for the Class B Retraction Amount, to the extent of the amount represented thereby, unless such cheque is not paid on due presentation. The Class B shares in respect of which payment is made in accordance with the foregoing provisions shall be deemed to have been redeemed on the date on which such payment is made and the holders thereof shall cease to be entitled to dividends or to exercise any of the rights of holders thereof from such date, unless payment of the Class B Retraction Amount is not made as aforesaid in which event the rights of the holders of such Class B shares shall remain unimpaired.

(vi) The holders of the Class B shares shall be entitled to receive notice of and to attend annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class B share held at all such meetings.

(vii) The Class B shares shall rank in priority to the common shares and junior to the Class A shares with respect to the payment of dividends and the payment of amounts in the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

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 restreint. Les restrictions, s'il y a lieu, sont les suivantes:

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

(a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors; or

(b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) 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.

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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 fifty, two or more persons who are the joint registered owners of one of more shares being counted as one shareholder.

(b) Any invitation to the public to subscribe for any securities of the Corporation is prohibited.

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".

DYE & DURHAM
 Corporate
 Forms-On-Disk

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

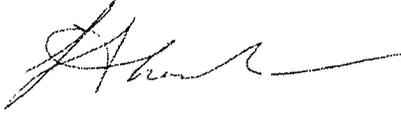
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Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

O*TWO MEDICAL TECHNOLOGIES INC.

CREATIVE COMPONENTS INC.



Per: President

Per: President

SCHEDULE "A" - PART 1

STATEMENT OF DIRECTOR

1. JOSEPH LASSALINE, state that:

1. I am the Director of

0*TWO MEDICAL TECHNOLOGIES INC.

one of the amalgamating corporations (hereinafter called the "Corporation").

2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.

3. I have satisfied myself that there are reasonable grounds for believing that:

(a) the Corporation is and the amalgamating corporation will be able to pay its liabilities as they become due;

(b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes;

(c) no creditor of the corporation will be prejudiced by the amalgamation;

(d) adequate notice has been given to all known creditors of the amalgamating corporations; and

(e) no creditor objects to the amalgamation.

DATED this 23rd day of November, 2005


JOSEPH LASSALINE

SCHEDULE "A" - PART 2

STATEMENT OF DIRECTOR

I, SUSAN LASSALINE, state that:

1. I am the Director of
CREATIVE COMPONENTS INC.

one of the amalgamating corporations (hereinafter called the "Corporation").

2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamating corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes;
 - (c) no creditor of the corporation will be prejudiced by the amalgamation;
 - (d) adequate notice has been given to all known creditors of the amalgamating corporations;
and
 - (e) no creditor objects to the amalgamation.

DATED this 23rd day of November, 2005



SUSAN LASSALINE

SCHEDULE "B"

THIS AGREEMENT made as of the 23rd day of November, 2005.

B E T W E E N:

O*TWO MEDICAL TECHNOLOGIES INC.

a corporation incorporated under the laws of the Province of Ontario

(hereinafter referred to as "O*TWO")

- and -

CREATIVE COMPONENTS INC.

a corporation incorporated under the laws of the Province of Ontario

(hereinafter referred to as "CCI")

WHEREAS the authorized capital of O*TWO is an unlimited number of Voting Common shares, an unlimited number of Non-Voting Common shares, an unlimited number of Class A preference shares, an unlimited number of Class B preference shares, an unlimited number of Class C shares and an unlimited number of Class D shares, of which Two (2) Voting Common shares, Three Hundred and Thirty Thousand, Three Hundred and Thirty-five (330,335) Class A preference shares and One Million, Two Hundred and Twenty-five Thousand, Nine Hundred and Seventy-six (1,225,976) Class C shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of CCI is an unlimited number of common shares, of which 100 common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS O*TWO and CCI acting under the authority contained in the *Business Corporations Act* (the "Act") propose to amalgamate upon the terms and conditions hereinafter set forth;

AND WHEREAS each party hereto has made full and complete disclosure to each of the other parties hereto of its assets and liabilities;

NOW THEREFORE THIS AGREEMENT WITNESSETH that in consideration of the foregoing premises and of the mutual covenants herein contained, it is hereby agreed as follows:

1. In this Agreement the term "Amalgamated Corporation" shall mean the corporation continuing from the amalgamation of O*TWO and CCI.
2. O*TWO and CCI hereby agree to amalgamate under the provisions of the Act and to continue as one corporation under the terms and conditions hereinafter set out.
3. The name of the Amalgamated Corporation shall be:

O-TWO MEDICAL TECHNOLOGIES INC.

4. The place in Ontario where the registered office of the Amalgamated Corporation is to be situated is in the City of Mississauga, in the Regional Municipality of Peel, in the Province of Ontario, at Unit 5, 7575 Kimbel Street, Mississauga, Ontario, L5S 1C8.
- 5.(a) The Amalgamated Corporation shall be authorized to issue an unlimited number of common shares, an unlimited number of Class A shares and an unlimited number of Class B shares.
 - (b) The rights, privileges, restrictions and conditions attaching to the common shares are set out in Exhibit "A" hereto.
 - (c) The rights, privileges, restrictions and conditions attaching to the Class A shares are set out in Exhibit "B" hereto.
 - (d) The rights, privileges, restrictions and conditions attaching to the Class B shares are set out in Exhibit "C" hereto.
6. The right to transfer shares of the Amalgamated Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares 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 a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of 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 a separate class vote of the holders of another class of shares of the Amalgamated Corporation) 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.

7. The minimum number of directors of the Amalgamated Corporation shall be one (1) and the maximum number of directors of the Amalgamated Corporation shall be five (5). The name, address and resident Canadian status of the first director of the Amalgamated Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
Joseph Lassaline	7575 Kimbel Street Unit 5 Mississauga, Ontario L5S 1C8	Yes

The said first director shall hold office until the first meeting of the shareholders of the Amalgamated Corporation or until his successor is elected or appointed in accordance with the Act. No such first director shall be permitted to resign unless, at the time the resignation is to become effective, a successor is elected or appointed.

8. There shall be no restrictions on the business that the Amalgamated Corporation may carry on or on the powers that the Amalgamated Corporation may exercise.

9. The following other provisions shall apply to the Amalgamated 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, is limited to not more than fifty, two or more persons who are the joint registered owners of one of more shares being counted as one shareholder.

(b) Any invitation to the public to subscribe for any securities of the Corporation is prohibited.

10. The issued shares of O*TWO and CCI shall be converted into issued shares of the Amalgamated Corporation as follows:

- (a) The Two (2) issued Voting Common shares of O*TWO shall be converted, share for share, into Ninety-two Thousand (92,000) common shares of the Amalgamated Corporation.
- (b) The One Hundred (100) common shares of CCI shall be converted, share for share, into Eight Thousand (8,000) common shares of the Amalgamated Corporation
- (c) The Three Hundred and Thirty Thousand, Three Hundred and Thirty-five (330,335) Class A preference shares of O*TWO shall be converted, share for share, into Three Hundred and Thirty Thousand, Three Hundred and Thirty-five (330,335) Class A shares of the Amalgamated Corporation.
- (d) The One Million, Two Hundred and Twenty-five Thousand, Nine Hundred and Seventy-six (1,225,976) Class C shares of O*TWO shall be converted, share for share, into One Million, Two Hundred and Twenty-five Thousand, Nine Hundred and Seventy-six (1,225,976) Class B shares of the Amalgamated Corporation.

11. After the amalgamation of O*TWO and CCI, the shareholders of O*TWO and CCI, when requested by the Amalgamated Corporation to do so, shall surrender certificates representing the shares of O*TWO and CCI held by them for cancellation and shall be entitled to receive, without charge, certificates for shares of the Amalgamated Corporation on the basis aforesaid.

12. The by-laws of the Amalgamated Corporation are, to the extent not inconsistent with this Agreement, to be those of CCI until repealed, amended, altered or added to and copies of such by-laws may be examined at the registered office of CCI.

13. The officers of the Amalgamated Corporation shall, until changed by the directors, be as follows:

<u>Name</u>	<u>Office</u>
Joseph Lassaline	President
Joseph Lassaline	Secretary

14. Each of the parties shall contribute to the Amalgamated Corporation all of its assets, subject to its liabilities.

15. Upon and subject to the shareholders of O*TWO and CCI approving the amalgamation of O*TWO and CCI, respectively, and adopting this Agreement and subject to paragraph 16 hereof, articles of amalgamation in prescribed form shall be sent to the Director under the Act together with the documents required by section 178 of the Act.

16. At any time before the endorsement of a certificate of amalgamation effecting the amalgamation of O*TWO and CCI, this Agreement may be terminated by the directors of any one of O*TWO and CCI, notwithstanding the approval of this Agreement by the shareholders of O*TWO and CCI.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties hereto.

O*TWO MEDICAL TECHNOLOGIES INC.

Per:


Joseph Lassaline - President

CREATIVE COMPONENTS INC.

Per:

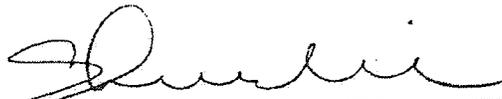

Susan Lassaline - President

Exhibit "A"

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

(a) The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to the common shares, the board of directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

(b) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets or property of the Corporation upon such a distribution in priority to the common shares, be entitled to participate ratably with all other classes of shares in any distribution of the assets or property of the Corporation.

(c) The holders of the common shares shall be entitled to receive notice of and to attend annual and special meetings of the shareholders of the Corporation and to one vote in respect of each common share held at all such meetings.

Exhibit "B"

The rights, privileges, restrictions and conditions attaching to the Class A shares are as follows:

(a) The holders of the Class A shares, in priority to the holders of the common shares and any shares ranking junior to the Class A shares, shall be entitled to receive non-cumulative dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine; provided that such amount, if any, shall not exceed, in any event, 18% per annum of the Class A Redemption Amount for each Class A share. If in any fiscal year, after providing for a dividend on the Class A shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the board of directors, be applied to dividends on the common shares and any shares of any other class ranking junior to the Class A shares. The holders of the Class A shares shall not be entitled to any dividends, other than or in excess of the non-cumulative dividend hereinbefore provided for. If within 4 months after the expiration of any fiscal year of the Corporation, the board of directors, in its discretion, shall not have declared a dividend on the Class A shares for such fiscal year, then the right of the holders of the Class A shares to such dividend for such fiscal year shall be forever distinguished.

(b) For purposes of these Articles, the Class A Redemption Amount for each Class A share shall mean the sum of One Dollar (\$1.00).

(c) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class A shares shall be entitled to receive from the assets and property of the Corporation an amount per Class A share equal to the Class A Redemption Amount plus all declared and unpaid dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class A shares. After payment to the holders of the Class A shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the Corporation.

(d) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class A shares on payment of an amount (the "Class A Redemption Payment") for each share to be redeemed equal to the Class A Redemption Amount thereof plus all declared and unpaid dividends thereon. In the case of redemption of Class A shares hereunder, the Corporation shall at least 21 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class A shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one or more of such

shareholders shall not affect the validity of such redemption. Such notice shall set out the Class A Redemption Payment and the date of which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. 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 Class A shares to be redeemed the Class A Redemption Payment thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class A shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If a part only of the shares represented by any certificate be redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the Class A shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class A Redemption Payment shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A shares to deposit the Class A Redemption Payment of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest or to the order of the respective holders of such Class A shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class A Redemption Payment so deposited against presentation and surrender of the said certificates held by them respectively and any interest allowed on such deposit shall belong to the Corporation. Such notice required to be given in this section may be waived when and if the registered holders of all of the Class A shares to be redeemed signify their consent to such waiver and execute a waiver in favour of the Corporation relieving the Corporation from the obligation of giving notice to such registered holders.

(e) Subject to applicable law, each holder of Class A shares shall be entitled at any time and from time to time to require the Corporation to redeem all or any part of the Class A shares registered in the name of such holder by payment for each share to be redeemed of an amount (the "Class A Retraction Amount") equal to the Class A Redemption Amount thereof plus all declared and unpaid cumulative dividends thereon. Each holder of Class A shares who elects to have the Corporation redeem all or part of the Class A shares registered in the name of that holder shall deposit at the registered office of the Corporation the certificate or certificates representing the Class A shares

which that holder desires to have redeemed by the Corporation. The holder of the Class A shares shall, at the time of depositing such certificates, also file with the Corporation a notice of election to redeem which notice shall set out the number of Class A shares which such holder desires to have redeemed, the Class A Retraction Amount and the date of redemption (the "Class A Retraction Date"), which shall be not less than 90 days and not more than 120 days after the deposit of such certificate or certificates and filing of such notice of election. The Corporation shall, on the Class A Retraction Date, redeem the Class A shares in respect of which certificates have been deposited and with respect to which the holders of the Class A shares have signified their election as aforesaid by paying the Class A Retraction Amount to the holder of the Class A shares entitled thereto. Payment of the Class A Retraction Amount made in accordance with the foregoing provisions shall be made by cheque in the amount of the Class A Retraction Amount payable to or to the order of the holder of the Class A shares entitled thereto at par at any branch in Canada of a Canadian chartered bank in a principal amount equal to the Class A Retraction Amount. Such cheque shall satisfy and discharge all liability of the Corporation for the Class A Retraction Amount, to the extent of the amount represented thereby, unless such cheque is not paid on due presentation. The Class A shares in respect of which payment is made in accordance with the foregoing provisions shall be deemed to have been redeemed on the date on which such payment is made and the holders thereof shall cease to be entitled to dividends or to exercise any of the rights of holders thereof from such date, unless payment of the Class A Retraction Amount is not made as aforesaid in which event the rights of the holders of such Class A shares shall remain unimpaired.

(f) The holders of the Class A shares shall not be entitled to receive notice of nor to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting; the holders of the Class A shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

Exhibit "C"

The rights, privileges, restrictions and conditions attaching to the Class B shares are as follows:

- (a) The holders of the Class B shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to the Class B shares, the board of directors may in their sole discretion declare dividends on the Class B shares to the exclusion of any other class of shares of the Corporation.
- (b) For purposes of these Articles, the Class B Redemption Amount for each Class B share shall mean the sum of One Dollar (\$1.00).
- (c) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class B shares shall be entitled to receive from the assets and property of the Corporation an amount per Class B share equal to the Class B Redemption Amount plus all declared and unpaid dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class B shares. After payment to the holders of the Class B shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets or property of the Corporation.
- (d) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class B shares on payment of an amount (the "Class B Redemption Payment") for each share to be redeemed equal to the Class B Redemption Amount thereof plus all declared and unpaid dividends thereon. In the case of redemption of Class B shares hereunder, the Corporation shall at least 21 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class B shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class B shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Class B Redemption Payment and the date of which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. 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 Class B shares to be redeemed the Class B Redemption Payment thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class B shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If a part only of the

shares represented by any certificate be redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the Class B shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class B Redemption Payment shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B shares to deposit the Class B Redemption Payment of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest or to the order of the respective holders of such Class B shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class B shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class B Redemption Payment so deposited against presentation and surrender of the said certificates held by them respectively and any interest allowed on such deposit shall belong to the Corporation. Such notice required to be given in this section may be waived when and if the registered holders of all of the Class B shares to be redeemed signify their consent to such waiver and execute a waiver in favour of the Corporation relieving the Corporation from the obligation of giving notice to such registered holders.

(e) Subject to applicable law, each holder of Class B shares shall be entitled at any time and from time to time to require the Corporation to redeem all or any part of the Class B shares registered in the name of such holder by payment for each share to be redeemed of an amount (the "Class B Retraction Amount") equal to the Class B Redemption Amount thereof plus all declared and unpaid cumulative dividends thereon. Each holder of Class B shares who elects to have the Corporation redeem all or part of the Class B shares registered in the name of that holder shall deposit at the registered office of the Corporation the certificate or certificates representing the Class B shares which that holder desires to have redeemed by the Corporation. The holder of the Class B shares shall, at the time of depositing such certificates, also file with the Corporation a notice of election to redeem which notice shall set out the number of Class B shares which such holder desires to have redeemed, the Class B Retraction Amount and the date of redemption (the "Class B Retraction Date"), which shall be not less than 90 days and not more than 120 days after the deposit of such certificate or certificates and filing of such notice of election. The Corporation shall, on the Class B Retraction Date, redeem the Class B shares in respect of which certificates have been deposited and with respect to which the holders of the Class B shares have signified their election as aforesaid by paying the Class B Retraction Amount to the holder of the Class B shares entitled thereto. Payment

of the Class B Retraction Amount made in accordance with the foregoing provisions shall be made by cheque in the amount of the Class B Retraction Amount payable to or to the order of the holder of the Class B shares entitled thereto at par at any branch in Canada of a Canadian chartered bank in a principal amount equal to the Class B Retraction Amount. Such cheque shall satisfy and discharge all liability of the Corporation for the Class B Retraction Amount, to the extent of the amount represented thereby, unless such cheque is not paid on due presentation. The Class B shares in respect of which payment is made in accordance with the foregoing provisions shall be deemed to have been redeemed on the date on which such payment is made and the holders thereof shall cease to be entitled to dividends or to exercise any of the rights of holders thereof from such date, unless payment of the Class B Retraction Amount is not made as aforesaid in which event the rights of the holders of such Class B shares shall remain unimpaired.

(f) The holders of the Class B shares shall be entitled to receive notice of and to attend annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class B share held at all such meetings.

(g) The Class B shares shall rank in priority to the common shares and junior to the Class A shares with respect to the payment of dividends and the payment of amounts in the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.