### TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/17/2007

### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CounterPath Corporation		10/10/2007	CORPORATION: NEVADA

### **RECEIVING PARTY DATA**

Name:	CounterPath Solutions, Inc.
Street Address:	One Bentall Centre, 505 Burrard Street
Internal Address:	Suite 300
City:	Vancouver
State/Country:	CANADA
Postal Code:	V7X1M3
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78437052	EYEBEAM

### **CORRESPONDENCE DATA**

Fax Number: (206)359-9000

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

Phone: (206) 359-8506

Email: pctrademarks@perkinscoie.com

Correspondent Name: Heidi L. Sachs
Address Line 1: 1201 Third Avenue

Address Line 2: Suite 4800

Address Line 4: Seattle, WASHINGTON 98101-3099

ATTORNEY DOCKET NUMBER: 01931-4002.0006.US001

DOMESTIC REPRESENTATIVE

TRADEMARK REEL: 003704 FRAME: 0274

900097435

Name: Heidi L. Sachs
Address Line 1: 1201 Third Avenue

Address Line 2: Suite 4800

Address Line 4: Seattle, WASHINGTON 98101-3099

NAME OF SUBMITTER:	Matthew D. Scheller
Signature:	/Matthew D. Schneller/
Date:	01/25/2008

**Total Attachments: 17** 

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### STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON

Deputy Secretary
for Commercial Recordings

## **Certified Copy**

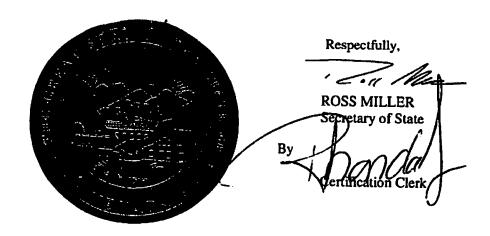
November 6, 2007

Job Number: C20071106-0907 Reference Number: 00001594521-87

Expedite: Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)DescriptionNumber of Pages20070693429-02Merge In16 Pages/1 Copies



Commercial Recording Division 202 N. Carson Street Carson City, Nevada 89701-4069 Telephone (775) 684-5708 Fax (775) 684-7138



ROSS MILLER Secretary of State 204 North Carson Street, Suite 1 Garson City, Nevada \$8701-4239 (772) 964 6708 Website: secretaryofstata,biz

Articles of Merger (PURSUANT TO NRS 92A.200) Page 1

important: Reed attached instructions before completing from.

Filed in the office of Document Number

· Zin Ma Ross Miller Secretary of State

State of Nevada

20070693429-02

Filing Date and Time 10/10/2007 4:14 PM

Entity Number C9385-2003

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(Pursuant to Nevada Revised Statutes Chapter 92A) (accluding 92A 200(4b)) SUBSET BI DUPLICATE

Here and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box  $\Box$  and sitsch an  $91/2^n\times 11^n$  blank check confishing the required information for each additional entity.

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xunterPeth Solutions, Inc.	
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This form most be accompanied by appropriate fees. See attached fee achecids.

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<sup>\*</sup> Corporation, non-profit corporation, limited pertnership, limited-liability company or business trust.



ROSS MILLER Secretary of State 204 North Cerson Street, Suite 1 Carson City, Nevada 59701-4200 (778) 854 8708 Website: secretaryofeista.biz

Articles of Merger (PURSUANT TO NRS \$2A.200) Page 2

important: Pland attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE CIEY

Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity to the surviver in the merger — NRS \$2A.1 80):    Attr:				3	
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ROSS MILLER Secretary of State 204 Morth Carson Street, Suite 1 Garaon City, Nevada 88701-4299 (778) 684 8708 Website: secretaryoficials.biz

Articles of Merger (PURSUANT TO NRS 22A 200) Page 3

Important: Flood attached instructions before completing form.

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<b>(b)</b>	The plan was approved by the required consent of the owners of ";
	Name of marging entity, If applicable
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	Name of merging entity, If applicable
	end, or;
	Name of surviving entity, If applicable
* Unless otherwise pro- trustess and beneficial	rided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the owners of each business trust that is a constituent entity in the merger.
This form must be accou	repainted by appropriets flore. See attached for achecists.  Howards Security of State AM Margar 2009  Notical on: 143409
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ROSS MILLER Secretary of State 204 North Carson Street, Suite 1 Carson City, Nevada 89701-4299 (775) 664 8768 Websita: secretaryofstata.biz

Articles of Merger (PURSUANT TO NRS 92A.500) Page 4

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(c) Approved of plan of merger for Nevecia non-profit corporation (NRS 92A.180):

The plan of marger has been approved by the directors of the cosporation and by each public officer or other person whose approval of the plan of marger is required by the articles of incorporation of the domestic corporation.

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and, or;

This form awat be accompanied by appropriate fees. See attached fee schedule.

Mercain Secretary of State AM Margar 2008 Pervised CC 1079473

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ROSS MILLER Secretary of State 204 North Careon Street, Suite 1 Careon City, Novada 59701-4299 (775) 884 5708 Website: secretaryofstate.biz

Articles of Merger (PURSUANT TO NRS 82A.200) Page 5

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		Article the na	One of the Articles of me of CounterPath S	f incorporation of CounterPath Solutions, it olutions, inc. to CounterPath Corporation	no, is hereby amended to change
			·		
	6)	Locati	on of Plan of Merger (c	heck a or bj:	
		E	(e) The entire plan of m	nerger in attached;	
		or.			
			(b) The entire plan of a company or business to of the surviving entity (	nerger is on file at the registered office of the at nist, or at the records office address if a finited NRS 82A.200).	inhing corporation, limited-liability   partnership, or other place of business
	7)	Effect	ve date (optional)**:	October 15, 2007	
or "Amenda accompany 90% or mo except that	nd ar the re of the i	id Reets emende subsidis seme of	ted," accordingly. The fo d and/or restated article ny), the articles of merge the surviving antity may	od as an exhibit or integrated into the articles of orn to accompany resisted articles prescribed to a. Pursuant to NRS 92A.180 (merger of subsidi or may not contain amondments to the comellu- be changed.  If morgar or upon a later date as specified in the	by the secretary of state falls: lary into parent - Nevada parent owning ent documents of the surviving entity
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ROSS MILLER Secretary of State 204 Morth Carson Street, Sette 1 Garson City, Novada 68701-4230 (775) 684 6708 Websits: secretaryofsinta biz

Articles of Merger (PURSUANT TO NRS \$2A.200) Page 6

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8) Signstores - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; An officer of each Nevada limited partnership; A messager of each Nevada limited-dishtiky company with messagers or all the members if there are no messagers; A trustee of each Nevada business trust (ARS \$2A.230)\* (If there are more than four merging entities, check best II and attach an \$1/2" x 11" blank sheet containing the required information for each additional entity.);

CounterPath Corporation		
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Signature	President and Director	OC+ 19 2007
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CounterPath Solutions, Inc.		
Name of Synthesia entity		
rando	Descriptions and Planeton	Tast to Society
oteristure -	President and Director	004 10, 2007
	L Marie	Dete

The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.280). Additional signature blocks may be added to this page or se an electroners, as needed.

IMPORTANT: Feiture to include any of the above information and submit the proper fees may cause Size Sing to be rejected. This form must be accompanied by appropriate fees. See attacked fee schedule.

Mortalis Secretary of Stude AM Mangar 2005 Revised CIT (MSHQ)

CWMM(91.)

# AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT dated as of October 3, 2007.

#### BETWEEN:

COUNTERPATH CORPORATION, a Nevada corporation, having its office at Suite 300, One Bentall Centre, 505 Burnard Street, Vancouver, BC V7X 1M3

("CounterPath")

AND:

COUNTERPATH SOLUTIONS, INC., a Nevada corporation, having its office at Suite 300, One Bentall Centre, 505 Burrerd Street, Vancouver, BC V7X 1M3

("CounterPath Selutions")

### WHERRAS:

- A. CounterPath is the wholly-owned subsidiary of CounterPath Solutions;
- B. The boards of directors of CounterPath and CounterPath Solutions doesn it advisable and in the best interests of their respective companies and shareholders that CounterPath be merged with and into CounterPath Solutions, with CounterPath Solutions remaining as the surviving corporation under the name "CounterPath Corporation";
- C. The board of directors of CounterPath has approved the plan of merger embodied in this Agreement; and
- D. The board of directors of CounterPath Solutions has approved the plan of marger embodied in this Agreement.

THEREPORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto do hereby agree to merge on the terms and conditions herein provided, as follows:

- 1. THE MERGER
- 1.1 The Merger

Upon the terms and subject to the conditions hereof, on the Effective Date (as hereinafter defined), CounterPath shall be merged with and into CounterPath Solutions in accordance with the applicable laws of the State of Nevada (the "Merger"). The separate

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existence of CounterPath shall cease, and CounterPath Solutions shall be the surviving corporation under the name "CounterPath Corporation" (the "Surviving Corporation") and shall be governed by the laws of the State of Nevada.

### 1.2 Effective Date

The Merger shall become effective on the date and at the time (the "Riflective Date") that:

- (a) the Articles of Merger, in substantially the form annexed hereto as Appendix A, that the parties hereto intend to deliver to the Secretary of State of the State of Nevada, are accepted and declared effective by the Secretary of State of the State of Nevada; and
- (b) after satisfaction of the requirements of the laws of the State of Nevada.

### 1.3 Articles of Incorporation

On the Effective Date, the Articles of Incorporation of CounterPath Solutions, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation except that Article 1 of the Articles of Incorporation of CounterPath Solutions, as the Surviving Corporation, shall be amended to state that the name of the corporation is "CounterPath Corporation".

### 1.4 Bylaws

On the Effective Date, the Bylaws of CounterPath Solutions, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the bylaws of the Surviving Corporation.

### 1.5 Directors and Officers

The directors and officers of CounterPath Solutions immediately prior to the Riflective Date shall be the directors and officers of the Surviving Corporation, until their successors shall have been duly elected and qualified or until otherwise provided by Isw, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

### 2. <u>CONVERSION OF SHARES</u>

### 2.1 Common Stock of CounterPath Solutions

Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share of common stock of CounterPath Solutions, per value of \$0.001 per share, issued and outstanding immediately prior to the Effective Date shall be changed and converted into one fully paid and non-assessable share of the common stock of the Surviving Corporation, per value of \$0.001 per share (the "Survivar Stock").

CALCONINIT

# 2.2 Common Stock of CounterPath

Upon the Effective Date, by virtue of the Morger and without any action on the part of the holder thereof, each share of common stock of CounterPath, per value of \$0.001 per share, issued and outstanding immediately prior to the Effective Date shall be cancelled.

### 2.3 Exchange of Certificates

Each person who becomes entitled to receive any Survivor Stock by virtue of the Merger shall be entitled to receive from the Surviving Corporation a certificate or certificates representing the number of Survivor Stock to which such person is entitled as provided herein.

# 3. EFFECT OF THE MERGER

### 3.1 Rights, Privileges, etc.

On the Effective Date of the Merger, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and sufficitly, of a public as well as of a private nature, of CounterPath and CounterPath Solutions; all property of every description and every interest therein, and all dobts and other obligations of or belonging to or due to each of CounterPath and CounterPath Solutions on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Surviving Corporation without further act or deed, title to any real estate, or any interest therein vested in CounterPath or CounterPath Solutions, shall not revert or in any way be impaired by reason of this merger; and all of the rights of creditors of CounterPath and CounterPath Solutions shall be preserved unimpaired, and all items upon the property of CounterPath or CounterPath Solutions shall be preserved unimpaired, and all dobts, Habilities, obligations and duties of the respective corporations shall thenceforth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of said dobts, Habilities, obligations and duties had been incurred or contracted by it.

### 3.2 FURTHER ASSURANCES

From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of CounterPath such deeds and other instruments, and there shall be taken or escused to be taken by it such further other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, fixachises and authority of CounterPath and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of CounterPath or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

CW1439191.1

# i. General

### 4.1 Abandonment

Notwithstanding any approval of the Merger or this Agreement by the shareholders of CounterPath or CounterPath Solutions or both, this Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time, by mutual written agreement of CounterPath and CounterPath Solutions.

### 4.2 Amendment

At any time prior to the Effective Date, this Agreement may be amended or modified in writing by the board of directors of both CounterPath and CounterPath Solutions.

# 4.3 Governing Law

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Nevada.

### 4.4 Counterparts

In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

### 4.5 Electronic Means

Delivery of an executed copy of this Agreement by electronic facebrile transmission or other means of electronic communication capable of producing a printed copy will be deemed to be execution and delivery of this Agreement as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date set forth above.

COUNTERPATH CORPORATION

Authorized Signatury

COUNTERPATH SOLUTIONS, INC.

Authorized Old

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### APPENDEX A

# To the Agreement and Pian of Merger between CounterPath and CounterPath Solutions

Articles of Money



ROSS MILLER Secretary of State
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 59701–4200
(776) 584 5708
Websites econstaryoletata.biz

Articles of Merger (PURSUANT TO NRS 82A.200) Page 1

Important Reed altacked instructions before completing form.

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(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(45))
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Name and jurisdiction of organization of each constituent eatity (NRS 92A.200). If there are more than four merging entities, often back back II and attach an 842° x 11° blank cheek containing the required information for each additional entity.

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\* Corporation, non-profit corporation, itritled partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached for acteciute.

CANCABITI



RCSS MILLER Scoretary of State 204 North Carson Street, Suite 1 Carson City, Neveda 85701-4290 (778) 684 5702 Website: scoretaryofstate.biz

Articles of Merger (PURSUANT TO NRS 92A.200) Page 2

Important: Fleed attached traditions before completing form.

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ŋ	Owns	The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS \$2A.180)  are approval (NRS \$2A.200)(options a, b, or o must be used, so applicable, for each entity) (Nr are more than four merging entities, check box (I) and attach on \$ 1/2" x \$1" blank sheet sining the required information for each additional entity);  Owner's approval was not required from
<b>1)</b>	Owns there conts	The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS \$2A.180)  are approval (NRS \$2A.200)(options a, b, or a must be used, so applicable, for each entity) (If are more than four merging entities, check box [] and attach an \$ 1/2" x 11" blank sheet sining the required information for each additional entity);  Owner's approval was not required from  CounterPath Corporation
))	Owns there conts	The undersigned declares that a plan of merger has been adopted by the parent demedic entity (NRS \$2A.189)  M's approvel (NRS \$2A.200)(options a, b, or o must be used, so applicable, for each entity) (If are more than four merging entities, check box (I) and attach an \$ 1/2" x 11" blank sheet sining the required information for each additional entity);  Owner's approval was not required from  CounterPath Corporation  Name of merging entity, if applicable
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")	Owns there conts	The undersigned declares that a plan of merger has been adopted by the parent demedic entity (NRS \$2A.189)  M's approvel (NRS \$2A.200)(options a, b, or o must be used, so applicable, for each entity) (If are more than four merging entities, check box (I) and attach an \$ 1/2" x 11" blank sheet sining the required information for each additional entity);  Owner's approval was not required from  CounterPath Corporation  Name of merging entity, if applicable
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This force are of the accompanied by appropriate from See attached the achecide.

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ROBS MILLER Secretary of State 204 Morth Carson Street, Suite 1 Carson City, Novada 88701-4298 (778) 684 8708 Website: secretaryofetala.biz

Articles of Merger (PURSUANT TO NRS 82A.200) Page 3

important: Fleed attended instructions before completing from.

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<b>(4)</b>	The plan was approved by the required consent of the owners of *;					
		<del></del>				
	Name of merging entity, if applicable					
	Name of marging entity, if applicable					
	Name of merging entity, if applicable					
	Name of marging entity, if applicable					
	end, or;					
	Name of surviving entity, if applicable					
•						
* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a manner count he account to all the						
<ul> <li>Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a marger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the marger.</li> </ul>						
This form must be assor	Hydenical by Appropriate from See attached the pohecists.	Montale Country of State Add Manager State				
		Physical are 165406				
CMIMMINIT						



ROSS MILLER Secretary of State 204 North Camon Street, Suite 1 Carson City, Heveda \$2701-4228 (778) 854 8708 Website: secretaryofstate.biz

Articles of Merger (PURSUANT TO HRS \$22,200) Page 4

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	······································
Hame of merging embly, if applicable	<del></del>
Hame of merging entity, if applicable	
	······································
Hame of merging entity, If applicable	

(c) Approval of plan of merger for Nevede non-profit corporation (ARS 92A.180):

This form must be accompanied by appropriate fees. See educated fee achedule.

ame of surviving entity, if applicable

and, or,

Arreids Decretory of State Add Marger 2005

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PCOSS MILLER Secretary of State 204 North Camon Street, Suite 1 Carson City, Nevede 89791-4298 (778) 684 8708 Website: secretaryofstate.biz

Articles of Merger PURSUANT TO HIS SZA 200) Page 5

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				ABOVE SPACE IS FOR OFFICE USE CIAL
			he articles or certificate of the surviving antity bio. (NRS 12A 200)*;	
	li	Article One of the Article the name of CounterPat	s of incorporation of CounterPath Solutions, a Solutions, inc. to CounterPath Corporation	inc. Is hereby amended to change
	<u>_</u>			
(	1) L	contion of Plan of Merger	(check a or b):	
	Œ	(a) The entire plan of	merger is attached;	
	Or,			
	C	(b) The entire plan of company or business of the surviving entity	morger is on the at the registered office of the our trust, or at the records office address if a limited ( (NRS 92A.200),	White corporation, Emiled Sability partnership, or other place of business
7)		ective date (optional)**:	October 18, 2007	
coccept that th		of the surviving entity may	ed as an schibit or integrated into the efficies of norm to accompany resisted articles precision by 8. Pursuant to RRB 92A,180 (merger of schelder analysis of contains amendments to the considerable of charged.	t documents of the surviving entity
** A merger ta 90 days after t	kee eli ho ark	ect upon filing the articles o les are filed (NRS 82A.240	f merger or upon a later date as specified in the s ).	rikios, which must not be more than
This form must	be see	empanied by appropriate for	rs. See effected for achedule.	Hovedo Bezolary of State AM Margar 2006 Filmland er: 10/2009

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ROSS MILLER Secretary of State 204 North Carson Street, Sulle 1 Carson City, Novada 89791-4298 (775) 684 8708 Website: secretaryofstata.biz

Articles of Merger (PURSUANT TO HRS 22A 200) Page 8

important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE LINE CHLY

Signatures - Must be signed by: An officer of each Nevada corporation; All general pertners of each Nevada limited pertnership; All general pertners of each Nevada limited pertnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.235)? Of there are more than four merging entities, check box [3 and attach an 81/2" x 11" blank sheet containing the required information for each additional entity.):				
CounterPath Corporation				
Name of energing entity				
	President, Secretary, Tressurer and Director			
Signature	Title	Delle		
CounterPath Solutions, Inc.				
Name of merging entity				
	President and Director			
Signature	Title	Dub		
Name of merging entity				
Signature	Title	Dela		
Hame of merging entity				
Gigneture	Title	Date		
CounterPath Solutions, Inc.				
Name of surviving entity				
	Breaklant and Director			

The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or se on attachment, as needed.

INPORTANT: Palker to include any of the above information and extent the proper fees may cause this filing to be rejected. This form must be excompanied by approprise fees. See attrached fee schedule.

Heredo Conveloy of State AM Merger 2000 Revised are 1809600

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**RECORDED: 01/25/2008**