

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Allen-Vanguard Technologies Inc		01/01/2011	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Allen-Vanguard Corporation
Street Address:	2400 St. Laurent Blvd.
City:	Ottawa Ontario
State/Country:	CANADA
Postal Code:	K1G6C4
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	77560438	ME
Serial Number:	77560466	ME MED-ENG
Serial Number:	77868549	RIGIFLEX
Registration Number:	1947825	EOD
Registration Number:	2484493	ME
Registration Number:	2708737	V.TOP
Registration Number:	2792328	V.TOP ENGINEERED BY MED-ENG SYSTEMS INC. ME
Registration Number:	2574928	CORETECH
Registration Number:	3371187	IDAS
Registration Number:	3715323	CHAMELEON
Serial Number:	77813385	MED-ENG

CORRESPONDENCE DATA

900185464

**TRADEMARK
 REEL: 004489 FRAME: 0696**

OP \$290.00 77560438

Fax Number: (914)941-6091
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (914) 941-5668
Email: aedelstein@collenip.com
Correspondent Name: Jane F. Collen
Address Line 1: 80 South Highland Avenue
Address Line 2: The Holyoke-Manhattan Building
Address Line 4: Ossining, NEW YORK 10562

ATTORNEY DOCKET NUMBER:	ALLEN-VANGUARD CORP
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DOMESTIC REPRESENTATIVE

Name: Jess M. Collen/Jane F. Collen-Collen IP
Address Line 1: 80 South Highland Avenue
Address Line 2: The Holyoke-Manhattan Building
Address Line 4: Ossining, NEW YORK 10562

NAME OF SUBMITTER:	Jane F. Collen
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Signature:	/Jane F. Collen/
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Date:	03/03/2011
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Total Attachments: 16
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For Ministry Use Only
À l'usage exclusif du ministère



Ministry of
Government Services

Ministère des
Services gouvernementaux

Ontario Corporation Number
Numéro de la société en Ontario

1839861

Ontario
CERTIFICATE

This is to certify that these articles
are effective on

CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

JANUARY 01 JANVIER, 2011

K. Oly

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

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):

A	L	L	E	N	-	V	A	N	G	U	A	R	D	C	O	R	P	O	R	A	T	I	O	N				

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

2400 St. Laurent Blvd.

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

Ottawa

ONTARIO

K 1 G 6 C 4

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

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

3	15
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4. The director(s) is/are: / *Administrateur(s) :*

<i>First name, middle names and surname Prénom, autres prénoms et nom de famille</i>	<i>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</i>	<i>Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non</i>
David Luxton	31 MacKay, Ottawa, Ontario, K1M 2B1	Yes
Raymond French	2929 Arch Street, Philadelphia, Pennsylvania, U.S.A. 19104	No
Paul Halpern	2929 Arch Street, Philadelphia, Pennsylvania, U.S.A. 19104	No

4. The Directors are (continued from page 1, number 4):

First name, middle name, surname	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code	Resident Canadian State "Yes" or "No"
Dennis Morris	2400 St. Laurent Blvd. Ottawa, Ontario K1G 6C4	Yes

5. Method of amalgamation, check A or B

Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

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.
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 - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

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.
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

Allen-Vanguard Corporation

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

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 <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Allen-Vanguard Corporation	1633813	2010	12	09
Allen-Vanguard Technologies Inc.	1747991	2010	12	09

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 and an unlimited number of preferred shares, issuable in series.

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 :

See attached.

A COMMON SHARES

There shall be attached to the common shares, the following rights, privileges, restrictions and conditions, namely:

- 1 The holders of common shares shall be entitled to receive notice of, and to vote at every meeting of the shareholders of the Corporation and shall have one (1) vote thereat for each such common share so held.
- 2 Subject to the rights, privileges, restrictions and conditions attached to any preferred shares of the Corporation, the holders of common shares shall be entitled to receive such dividend as the directors may from time to time, by resolution, declare.
- 3 Subject to the rights, privileges, restrictions and conditions attached to any preferred shares of the Corporation, in the event of liquidation, dissolution or winding up of the Corporation or upon any distribution of the assets of the Corporation among shareholders being made (other than by way of dividend out of monies properly applicable to the payment of dividends) the holders of common shares shall be entitled to share pro rata.

The additional rights, privileges, restrictions and conditions attaching to the common shares as a class shall be as follows:

1. **Defined Terms**

For the purposes of paragraphs 2 and 3 hereof:

- (a) **“Corporation”** means Allen-Vanguard Corporation;
- (b) **“Contego AV”** means Contego AV Luxembourg S.à r.l, a Luxembourg S.à r.l;
- (c) **“Transfer”** has the meaning ascribed to such term in paragraph 2(b) hereof;
- (d) **“Transfer Agent”** means CIBC Mellon Trust Company;
- (e) **“Transfer Date”** means the date upon which the Transfer Notice is delivered to the Transfer Agent in accordance with paragraph 2(a) hereof;
- (f) **“Transfer Price”** means \$1.00;
- (g) **“Transfer Notice”** means the notice advising of the Transfer, substantially in the form attached hereto; and
- (h) **“Transfer Time”** means the time the Transfer Notice is delivered to the Transfer Agent on the Transfer Date in accordance with paragraph 2(a) hereof.

2. Transfer

- (a) At any time, the Corporation may cause the Transfer through the delivery by the Corporation of the Transfer Notice to the Transfer Agent by hand delivery to an authorized signing officer of the Transfer Agent, which delivery shall be deemed to be delivery of the Transfer Notice to each holder of common shares of the Corporation, with a copy to Contego AV by delivery to an authorized signing officer of Contego AV.
- (b) In the event the Transfer Notice is delivered by the Corporation in accordance with paragraph 2(a) hereof, at the Transfer Time, each holder of common shares shall be deemed to have transferred, to Contego AV all of such person's right, title and interest in and to its common shares and Contego AV shall acquire, and shall be deemed to have acquired, from each such holder of common shares all, but not less than all, of the common shares held by each such holder (which transfer and acquisitions are referred to herein as the "Transfer") and, at the Transfer Time, each holder of common shares shall not be entitled to exercise any of the rights of a holder of common shares in respect thereof other than the right to receive its pro rata share of the Transfer Price for the common shares.
- (c) Contego AV shall, on the Transfer Date, deposit with, or otherwise cause to be deposited with, the Transfer Agent sufficient funds to pay the Transfer Price to the holders of the common shares and, in the event that the Transfer Notice is delivered by the Corporation in accordance with paragraph 2(a) hereof, such deposit shall constitute a full and complete discharge of Contego AV's obligation to pay the Transfer Price to the holders of the common shares. On and after the Transfer Time, any such money deposited with the Transfer Agent shall be held by the Transfer Agent as agent for the holders of the common shares, and receipt of payment by the Transfer Agent shall be deemed to constitute payment of the Transfer Price to the holders of the common shares for all of the common shares transferred pursuant to the Transfer. The holders of the common shares transferred pursuant to the Transfer shall be entitled to receive their pro rata share of the Transfer Price (rounded down to the nearest \$0.01), without interest, for the common shares so transferred, (i) on presentation and surrender of the certificate or certificates representing all common shares held by such holder (or, in respect of any such certificate or certificates which have been lost, destroyed or wrongfully taken, an indemnity bond together with an affidavit confirming ownership, each in a form satisfactory to Contego AV, acting reasonably) or any other evidence of ownership with respect to the common shares which is satisfactory to Contego AV, acting reasonably, and (ii) on presentation of a fully completed and duly executed letter of transmittal in a form acceptable to Contego AV and the Transfer Agent, acting reasonably, provided that no holder shall be entitled to receive an amount less than \$0.01. Should any holder of any common shares transferred pursuant to the Transfer fail to present and surrender the above

mentioned documentation, Contego AV shall have the right after four (4) years from the Transfer Date, to have all remaining funds deposited with the Transfer Agent returned to Contego AV and Contego AV shall thereafter be responsible for payment of the Transfer Price to any former holder of a common share upon presentation and surrender of such documentation as Contego AV may require.

3. If the Transfer Notice has not been delivered to the Transfer Agent in accordance with paragraph 2(a) hereof on or prior to 11:59 p.m. on the date that is two (2) business days after the date on which the certificate of amendment is received by the Corporation from the Ministry of Government Services, the provisions of paragraphs 1 and 2 hereof shall be of no force or effect.

B (PREFERRED SHARES (ISSUABLE IN SERIES))

There shall be attached to the preferred shares, the following rights, privileges, restrictions and conditions, namely:

1. The directors of the Corporation may, from time to time, issue the preferred shares in one or more series, each series to consist of such number of shares as may before issuance thereof, be determined by the directors.
2. The directors of the Corporation may, by resolution (subject as hereinafter provided) fix before issuance, the designation, rights, privileges, restrictions and conditions to attach to the preferred shares of each series, including, without limiting the generality of the foregoing, the rate, form, entitlement and payment of preferential dividends, the redemption price, terms, procedures and conditions of redemption, if any, voting rights and conversion rights (if any) and any sinking fund, purchase fund or other provisions attaching to the preferred shares of such series; and provided, however, that no shares of any series shall be issued until the directors have filed an amendment to the Articles with the Director of the Companies Branch, Ministry of Consumer and Business Services, Province of Ontario, or such designated person in any other jurisdiction in which the Corporation may be continued.
3. If any cumulative dividends or amounts payable on return of capital in respect of a series of shares are not paid in full, the shares of all series shall participate rateably in respect of accumulated dividends and return of capital.
4. The preferred shares shall be entitled to preference over the common shares of the Corporation and any other shares of the Corporation ranking junior to the preferred shares with respect to the payment of dividends, if any, and in the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, and may also be given such other preferences over the common shares of the Corporation and any other shares of the corporation ranking junior to the preferred shares as may be fixed by the resolution of the directors of the corporation as to the respective series authorized to be issued.

5. The preferred shares of each series shall rank on a parity with the preferred shares of every other series with respect to priority in the payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary exclusive of any conversion rights that may affect the aforesaid.
6. No dividends shall at any time be declared or paid on or set apart for payment on any shares of the Corporation ranking junior to the preferred shares unless all dividends, if any, up to and including the dividend payable for the last completed period for which such dividend shall be payable on each series of preferred shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on such shares of the Corporation ranking junior to the preferred shares nor shall the Corporation call for redemption or redeem or purchase for cancellation or reduce or otherwise pay off any of the preferred shares (less than the total amount then outstanding) or any shares of the Corporation ranking junior to the preferred shares unless all dividends up to and including the dividend payable, if any, for the last completed period for which such dividends shall be payable on each series of the preferred shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.
7. Preferred shares of any series may be purchased for cancellation or made subject to redemption by the Corporation out of capital pursuant to the provisions of the *Business Corporations Act* (Ontario), if the directors so provide in the resolution of the Board of Directors of the Corporation relating to the issuance of such preferred shares, and upon such other terms and conditions as may be specified in the designations, rights, privileges, restrictions and conditions attaching to the preferred shares of such series as set forth in the said resolution of the Board of Directors and the amendment to the Articles of the Corporation relating to the issuance of such series.
8. The holders of the preferred shares shall not, as such, be entitled as of right to subscribe for or purchase or receive any part of any issue of shares or bonds, debentures or other securities of the Corporation now or hereafter authorized.
9. No class of shares may be created or rights and privileges increased to rank in parity or priority with the rights and privileges of the preferred shares including, without limiting the generality of the foregoing, the rights of the preferred shares to receive dividends or to return of capital, without the approval of the holders of the preferred shares as required under the *Business Corporations Act* (Ontario).

TRANSFER NOTICE

TO: CIBC Mellon Trust Company
COPY TO: Contego AV Luxembourg S.à r.l.
FROM: Allen-Vanguard Corporation
DATE: [insert date]

All capitalized terms in this Transfer Notice that are not defined herein have the meaning ascribed to such terms in the share provisions attaching to the common shares of Allen-Vanguard Corporation.

In accordance with the share provisions attaching to the common shares, Allen-Vanguard Corporation hereby gives notice to the Transfer Agent and Contego AV Luxembourg S.à r.l. of the Transfer.

ALLEN-VANGUARD CORPORATION

Per: _____

Name:
Title:

Date on which this Transfer Notice is delivered to the Transfer Agent: _____

Time on the Transfer Date this Transfer Notice is delivered to the Transfer Agent: _____

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 :

No restrictions

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

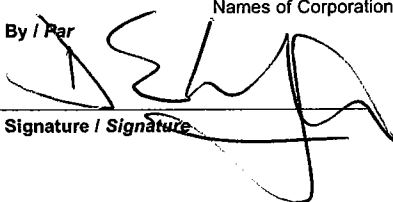
Meetings of shareholders of the Corporation may be held outside Ontario at any place within Canada or the United States of America as the Board of Directors of the Corporation may determine.

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.

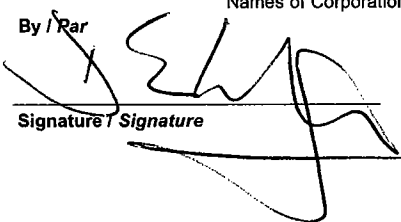
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / *Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.*

Allen-Vanguard Corporation

By / Par	<i>Names of Corporations / Dénomination sociale des sociétés</i>	
	David Luxton	Chairman
<i>Signature / Signature</i>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

Allen-Vanguard Technologies, Inc.

By / Par	<i>Names of Corporations / Dénomination sociale des sociétés</i>	
	David Luxton	President
<i>Signature / Signature</i>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

By / Par	<i>Names of Corporations / Dénomination sociale des sociétés</i>	
<hr/>	<hr/>	<hr/>
<i>Signature / Signature</i>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

By / Par	<i>Names of Corporations / Dénomination sociale des sociétés</i>	
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<i>Signature / Signature</i>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

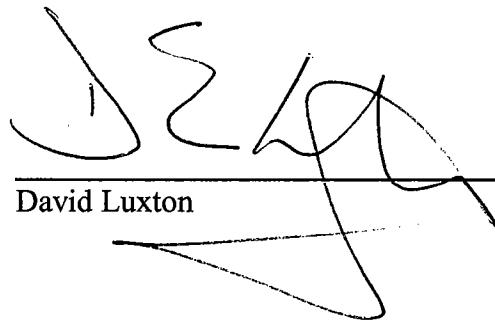
By / Par	<i>Names of Corporations / Dénomination sociale des sociétés</i>	
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<i>Signature / Signature</i>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

**STATEMENT OF A DIRECTOR
OF ALLEN-VANGUARD CORPORATION**
made pursuant to subsection (2) of section 178 of
the *Business Corporations Act* (Ontario)
in the matter of the amalgamation of Allen-Vanguard Corporation
and Allen-Vanguard Technologies Inc. (the "Amalgamated Corporation")

I, **David Luxton**, of the City of Ottawa , in the Province of Ontario, do hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario);
2. I am a Director of **Allen-Vanguard Corporation** and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of **Allen-Vanguard Corporation** as are necessary to enable me to make the statements hereinafter set forth;
4. There are reasonable grounds for believing that:
 - (a) **Allen-Vanguard Corporation** is and the corporation to be formed by the amalgamation of **Allen-Vanguard Corporation** and **Allen-Vanguard Technologies Inc.** will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
5. There are reasonable grounds for believing that no creditor of **Allen-Vanguard Corporation** will be prejudiced by the amalgamation.

DATED at Ottawa, Ontario this 9th day of December, 2010.



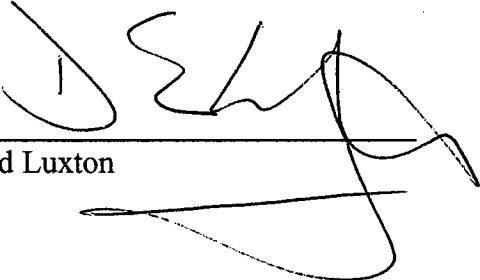
David Luxton

**STATEMENT OF A DIRECTOR
OF ALLEN-VANGUARD TECHNOLOGIES INC.
made pursuant to subsection (2) of section 178 of
the *Business Corporations Act* (Ontario)
in the matter of the amalgamation of Allen-Vanguard Corporation
and Allen-Vanguard Technologies Inc. (the "Amalgamated Corporation")**

I, **David Luxton**, of the City of Ottawa , in the Province of Ontario, do hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario);
2. I am a Director of **Allen-Vanguard Technologies Inc.** and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of **Allen-Vanguard Technologies Inc.** as are necessary to enable me to make the statements hereinafter set forth;
4. There are reasonable grounds for believing that:
 - (a) **Allen-Vanguard Technologies Inc.** is and the corporation to be formed by the amalgamation of **Allen-Vanguard Corporation** and **Allen-Vanguard Technologies Inc.** will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
5. There are reasonable grounds for believing that no creditor of **Allen-Vanguard Technologies Inc.** will be prejudiced by the amalgamation.

DATED at Ottawa, Ontario this 9th day of December, 2010.



David Luxton

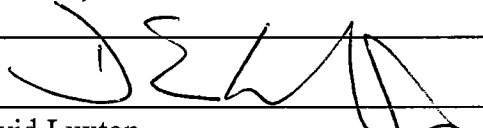
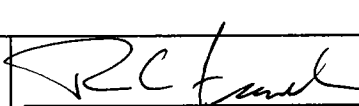
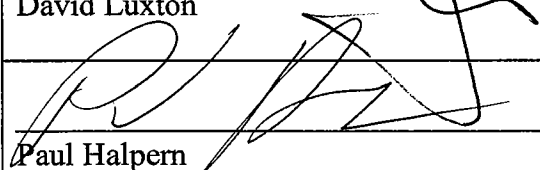
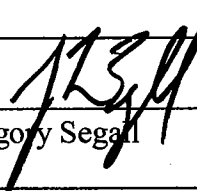
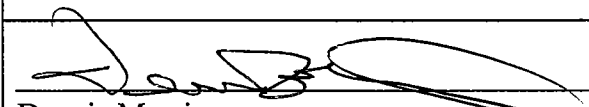
DIRECTORS' RESOLUTIONS OF
Allen-Vanguard Corporation
 (the "Corporation")
 authorizing its amalgamation with
Allen-Vanguard Technologies Inc.
 under the *Business Corporations Act* (Ontario)

WHEREAS the Corporation is desirous of amalgamating with its subsidiary company, **Allen-Vanguard Technologies Inc.**, in accordance with subsection (1) of section 177 of the *Business Corporations Act* (Ontario);

BE IT RESOLVED as follows:

1. The amalgamation of the Corporation with **Allen-Vanguard Technologies Inc.** is hereby authorized in accordance with subsection (1) of section 177 of the *Business Corporations Act* (Ontario);
2. The Board hereby confirms that all of the shares of **Allen-Vanguard Technologies Inc.** are owned by the Corporation;
3. The shares of **Allen-Vanguard Technologies Inc.** shall be cancelled upon the amalgamation without any repayment of capital in respect thereof;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. Except as may be prescribed, the articles of amalgamation shall be the same as the articles of the Corporation;
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
7. In connection with the amalgamation, the President or the Secretary of the Corporation is authorized and directed to sign all documents and to do all things necessary to carry out the amalgamation; and
8. This Resolution may be signed in several counterparts and by way of facsimile or electronic means and when so signed shall be deemed to be an original signed Resolution and the counterparts together shall constitute one and the same Resolution effective as of the date set out in this Resolution.

The foregoing Resolutions are hereby passed and consented to in accordance with the *Business Corporations Act* (Ontario) as evidenced by the signatures hereto of all of the Directors of the Corporation effective the 9th day of December, 2010.

 David Luxton	 Raymond French
 Paul Halpern	 Gregory Segal
 Dennis Morris	

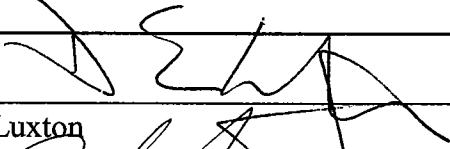
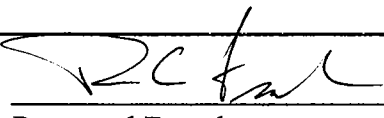
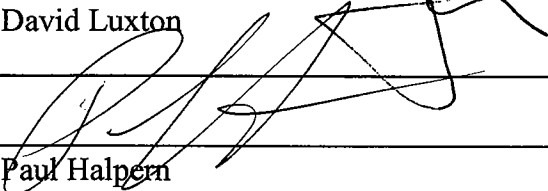
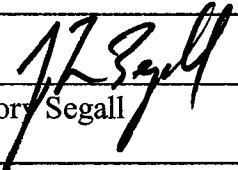
**DIRECTORS' RESOLUTIONS OF
Allen-Vanguard Technologies Inc.**
(the "Corporation")
authorizing its amalgamation with
Allen-Vanguard Corporation
under the *Business Corporations Act* (Ontario)

WHEREAS the Corporation is desirous of amalgamating with its parent company, **Allen-Vanguard Corporation**, in accordance with subsection (1) of section 177 of the *Business Corporations Act* (Ontario);

BE IT RESOLVED as follows:

1. The amalgamation of the Corporation with **Allen-Vanguard Corporation** is hereby authorized in accordance with subsection (1) of section 177 of the *Business Corporations Act* (Ontario);
2. The Board hereby confirms that all of the shares of the Corporation are owned by **Allen-Vanguard Corporation**;
3. The shares of the Corporation shall be cancelled upon the amalgamation without any repayment of capital in respect thereof;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of **Allen-Vanguard Corporation**;
5. Except as may be prescribed, the articles of amalgamation shall be the same as the articles of **Allen-Vanguard Corporation**;
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
7. In connection with the amalgamation, the President or the Secretary of the Corporation is authorized and directed to sign all documents and to do all things necessary to carry out the amalgamation; and
8. This Resolution may be signed in several counterparts and by way of facsimile or electronic means and when so signed shall be deemed to be an original signed Resolution and the counterparts together shall constitute one and the same Resolution effective as of the date set out in this Resolution.

The foregoing Resolutions are hereby passed and consented to in accordance with the *Business Corporations Act* (Ontario) as evidenced by the signatures hereto of all of the Directors of the Corporation effective the 9th day of December, 2010.

 _____ David Luxton	 _____ Raymond French
 _____ Paul Halpern	 _____ Gregory Segall

LM - #50128677v1

RECORDED: 03/03/2011

TRADEMARK
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