

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Resolve Corporation		12/23/2010	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	D+H Ltd.
Street Address:	939 Eglinton Avenue East, Suite 201
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M4G 4H7
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	77622528	FACILITY TRACK
Registration Number:	2954661	INCOWEB
Registration Number:	3067093	RESOLVE
Registration Number:	3589672	RESOLVE
Registration Number:	3067114	RESOLVE PROMOTION PLANNER

CORRESPONDENCE DATA

Fax Number: (813)229-1660
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 813-229-7600
 Email: mrichter@slk-law.com
 Correspondent Name: Mindi M. Richter/Shumaker, Loop & Kendri
 Address Line 1: 101 East Kennedy Boulevard, Suite 2800
 Address Line 4: Tampa, FLORIDA 33602

OP \$140.00 77622528

DOMESTIC REPRESENTATIVE

Name: Mindi M. Richter/Shumaker, Loop & Kendri
Address Line 1: 101 East Kennedy Boulevard, Suite 2800
Address Line 4: Tampa, FLORIDA 33602

NAME OF SUBMITTER:	Mindi M. Richter
Signature:	/Mindi M. Richter/
Date:	05/19/2011

Total Attachments: 14

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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

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

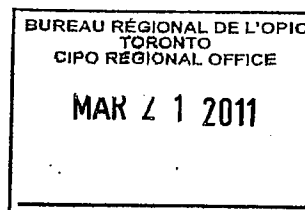
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 TORONTO
 CIPO REGIONAL OFFICE

MAR 21 2011

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>
Filogix Inc.	001701898	2010	12	23
2192865 Ontario Inc.	002192865	2010	12	23
Cyence International Inc.	001421913	2010	12	23
2206997 Ontario Inc.	002206997	2010	12	23
Resolve Corporation/Corporation Resolve	001802742	2010	12	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.



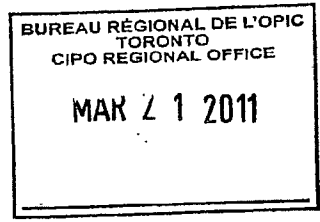
7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

An unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

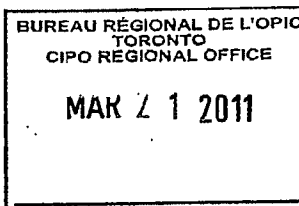
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

N/A



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 :

Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation contained in section 10 of these Articles (entitled "Other provisions, if any") are complied with.



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

The right to transfer securities of the Corporation shall be restricted. Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless:

(a) (i) the consent of the directors of the Corporation is obtained; or (ii) the consent of shareholders holding more than 50% of the shares entitled to vote at such time is obtained; or

(b) in the case of securities, other than shares, which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions on transfer are complied with.

The consent of the directors or the shareholders for the purposes of this section is evidenced by a resolution of the directors or shareholders, as the case may be, or by an instrument or instruments in writing signed by all of the directors, or shareholders holding more than 50% of the shares entitled to vote at such time, as the case may be.


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.

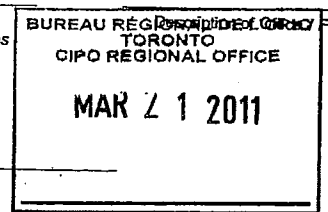
Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and-description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / 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.


FILOGIX INC.

Names of Corporations / Dénomination sociale des sociétés
By / Par  Robert Cronin Chief Executive Officer

Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction


2192865 ONTARIO INC.



Names of Corporations / Dénomination sociale des sociétés
By / Par  Robert Cronin Chief Executive Officer


Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

CYENCE INTERNATIONAL INC.

Names of Corporations / Dénomination sociale des sociétés
By / Par  Robert Cronin Chief Executive Officer


Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

2206997 ONTARIO INC.

Names of Corporations / Dénomination sociale des sociétés
By / Par  Robert Cronin Chief Executive Officer

Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

RESOLVE CORPORATION/CORPORATION RESOLVE

Names of Corporations / Dénomination sociale des sociétés
By / Par  Robert Cronin Chief Executive Officer

Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

SCHEDULE "A"


Statement of Director or Officer
Under Subsection 178(2) of
the Business Corporations Act (Ontario)

I am the Chief Executive Officer of each of Filogix Inc., 2192865 Ontario Inc., Cyence International Inc., 2206997 Ontario Inc. and Resolve Corporation. I have conducted such examinations of the books and records of each of Filogix Inc., 2192865 Ontario Inc., Cyence International Inc., 2206997 Ontario Inc. and Resolve Corporation (the "Amalgamating Corporations") as are necessary to enable me to make this statement. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"). In my capacity as Chief Executive Officer of each of Filogix Inc., 2192865 Ontario Inc., Cyence International Inc., 2206997 Ontario Inc. and Resolve Corporation, I state that:

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TORONTO
REGIONAL OFFICE
MAR 21 2011

1. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "Corporation") will be, able to pay its liabilities as they become due, and
 - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation.
3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED December 23, 2010.



Name: Robert Cronin
Title: Chief Executive Officer

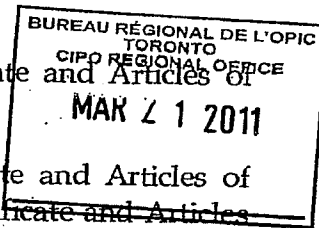
SCHEDULE "B"

AMALGAMATION AGREEMENT

Amalgamation Agreement dated effective December 31, 2010 among Filogix Inc. ("Filogix"), 2192865 Ontario Inc. ("2192865"), Cyence International Inc. ("Cyence"), 2206997 Ontario Inc. ("2206997") and Resolve Corporation ("Resolve").

RECITALS

- (a) Filogix was amalgamated under the Act by Certificate and Articles of Amalgamation dated June 15, 2006.
- (b) 2192865 was incorporated under the Act by Certificate and Articles of Incorporation dated December 12, 2008.
- (c) Cyence was incorporated under the Act by Certificate and Articles of Incorporation dated June 7, 2000, as amended by Certificate and Articles of Amendment dated October 24, 2000, Certificate and Articles of Amendment dated December 11, 2000, Certificate and Articles of Amendment dated December 12, 2000, Certificate and Articles of Amendment dated November 30, 2001, Certificate and Articles of Amendment dated December 10, 2001, Certificate and Articles of Amendment dated February 6, 2002, Certificate and Articles of Amendment dated August 4, 2005, Certificate and Articles of Amendment dated December 13, 2006, and Certificate and Articles of Amendment dated December 10, 2008.
- (d) 2206997 was incorporated under the Act by Certificate and Articles of Incorporation dated May 22, 2009.
- (e) Resolve was amalgamated under the Act by Certificate and Articles of Amalgamation dated August 1, 2009.
- (f) Filogix is authorized to issue an unlimited number of common shares. 15,800,100 common shares of Filogix are issued and outstanding as of the date of this Agreement and will be issued and outstanding immediately prior to amalgamation on the Effective Date (as defined below).
- (g) 2192865 is authorized to issue an unlimited number of common shares. 4,789,638 common shares of 2192865 are issued and outstanding as of the date of this Agreement and will be issued and outstanding immediately prior to amalgamation on the Effective Date (as defined below).
- (h) Cyence is authorized to issue an unlimited number of common shares, an unlimited number of Class A Common shares, 340,000 Non-Convertible



Preferred shares, Preferred Shares issuable in series, 3,595,262 Series A Preferred shares and 9,060,360 Series B Preferred shares. 26,055,286 Class A Common shares of Cyence are issued and outstanding as of the date of this Agreement and will be issued and outstanding immediately prior to amalgamation on the Effective Date (as defined below).

- (i) 2206997 is authorized to issue an unlimited number of common shares. 204,442,109 common shares of 2206997 are issued and outstanding as of the date of this Agreement and will be issued and outstanding immediately prior to amalgamation on the Effective Date (as defined below).
- (j) Resolve is authorized to issue an unlimited number of common shares. 190,715,037 common shares of Resolve are issued and outstanding as of the date of this Agreement and will be issued and outstanding immediately prior to amalgamation on the Effective Date (as defined below).
- (k) Filogix, 2192865, Cyence, 2206997 and Resolve have fully and completely disclosed to each other their respective assets and liabilities.
- (l) Filogix, 2192865, Cyence, 2206997 and Resolve have agreed to amalgamate and continue as one corporation on the terms contained in this Agreement.

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TORONTO
MARCH 21 2011

In consideration of the foregoing and the mutual agreements contained in this Agreement (the receipt and adequacy of which are acknowledged), the parties agree as follows:

Section 1 Definitions.

(1) In this Agreement:

"Act" means the *Business Corporations Act* (Ontario).

"Agreement" means this amalgamation agreement.

"Amalgamating Corporations" means Filogix, 2192865, Cyence, 2206997 and Resolve.

"Corporation" means the corporation continuing from the amalgamation of the Amalgamating Corporations.

"Effective Date" means the date set out on the certificate endorsed by the Director appointed under the Act on the articles of amalgamation giving effect to the amalgamation of the Amalgamating Corporations.

- (2) Unless the context otherwise requires, all terms used in this Agreement which are defined in the Act have the respective meanings given to them in the Act.

Section 2 Amalgamation.

The Amalgamating Corporations agree to amalgamate on the Effective Date under the provisions of the Act and to continue as one corporation on the terms contained in this Agreement.

Section 3 Name of Corporation.

The name of the Corporation shall be D+H Ltd.

Section 4 Registered Office.

The location of the registered office of the Corporation shall be 939 Eglinton Avenue East, Suite 201, Toronto, Ontario, Canada M4G 4H7.

Section 5 Business and Powers.

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

Section 6 Authorized Share Capital.

The classes and any maximum number of shares that the Corporation shall be authorized to issue are as follows:

An unlimited number of common shares

Section 7 Share Provisions.

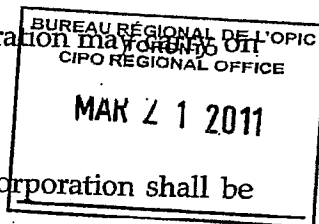
The rights, privileges, restrictions and conditions of the common shares shall be as follows:

N/A

Section 8 Transfer Restrictions.

The right to transfer securities of the Corporation shall be restricted. Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless:

- (a) (i) the consent of the directors of the Corporation is obtained; or (ii) the consent of shareholders holding more than 50% of the shares entitled to vote at such time is obtained; or
- (b) in the case of securities, other than shares, which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions on transfer are complied with.

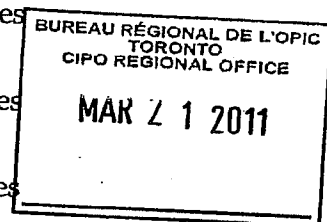


The consent of the directors or the shareholders for the purposes of this section is evidenced by a resolution of the directors or shareholders, as the case may be, or by an instrument or instruments in writing signed by all of the directors, or shareholders holding more than 50% of the shares entitled to vote at such time, as the case may be.

Section 9 Number of Directors and First Directors.

- (1) The number of directors of the Corporation shall be a minimum of one (1) and a maximum of ten (10), until changed in accordance with the Act.
- (2) Until changed by the shareholders of the Corporation, or by the directors of the Corporation if authorized by the shareholders of the Corporation, the number of directors of the Corporation shall be three (3).
- (3) The first directors of the Corporation shall be the following:

<u>Name</u>	<u>Residence Address</u>	<u>Resident Canadian</u>
Robert Cronin	35 Chudleigh Avenue, Toronto, Ontario, Canada M4R 1T1	Yes
Gerrard Schmid	161 Gordon Road, North York, Ontario, Canada M2P 1E7	Yes
Brian S. Kyle	51 Coöperage Road, P.O. Box 1246, Kleinburg, Ontario, Canada L0J 1C0	Yes



The first directors named above shall hold office until the later of the close of the first annual meeting of shareholders of the Corporation and the date on which their successors are elected or appointed.

Section 10 By-laws.

Prior to the Effective Date a copy of the proposed by-laws of the Corporation may be examined at 199 Bay Street, Suite 5300, Commerce Court West, Toronto, Ontario, Canada M5L 1B9 at any time during regular business hours.

Section 11 Conversion or Cancellation of Shares of Amalgamating Corporations.

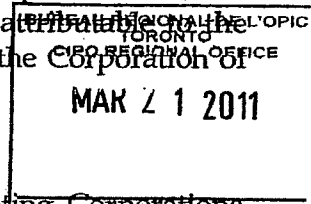
On the Effective Date, the issued and outstanding shares in the capital of the Amalgamating Corporations shall be converted into fully paid and non-assessable shares of the Corporation or shall be cancelled without any repayment of capital in respect of such shares, as follows:

- (a) the 15,800,100 issued and outstanding common shares of Filogix shall be converted into an aggregate of 120,000 common shares of the Corporation;

- (b) the 4,789,638 issued and outstanding common shares of 2192865 shall be converted into an aggregate of 500,000 common shares of the Corporation;
- (c) the 26,055,286 issued and outstanding Class A Common shares of Cyence, all of which are at the date of this Agreement and will be at the Effective Date held by or on behalf of 2192865 shall be cancelled without any repayment of capital in respect of such shares and shall not be converted into shares of the Corporation;
- (d) the 204,442,109 issued and outstanding common shares of 2206997 shall be converted into an aggregate of 3,200,000 common shares of the Corporation; and
- (e) the 190,715,037 issued and outstanding common shares of Resolve, all of which are at the date of this Agreement and will be at the Effective Date held by or on behalf of 2206997 shall be cancelled without any repayment of capital in respect of such shares and shall not be converted into shares of the Corporation.

Section 12 Stated Capital.

The stated capital attributable to each class of shares of the Corporation issuable pursuant to Section 11 shall be the aggregate of the stated capital attributable to the shares of the Amalgamating Corporations converted into shares of the Corporation of that class.



Section 13 Replacement Share Certificates.

After the Effective Date, the shareholders of the Amalgamating Corporations shall, when requested by the Corporation, surrender for cancellation the certificates representing the shares held by them in the Amalgamating Corporations and shall be entitled to receive certificates for shares of the Corporation issuable to them pursuant to Section 11.

Section 14 Effect of Amalgamation.

Upon the Effective Date:

- (a) the Amalgamating Corporations are amalgamated and continue as the Corporation as contemplated by this Agreement;
- (b) the Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;

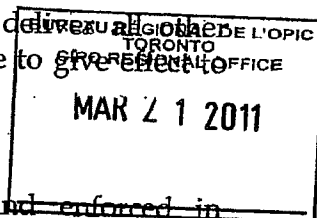
- (c) a conviction against, or ruling, order or judgment in favour or against an Amalgamating Corporation may be enforced by or against the Corporation;
- (d) the articles of amalgamation are deemed to be the articles of incorporation of the Corporation and, except for the purposes of subsection 117(1) of the Act, the certificate of amalgamation is deemed to be the certificate of incorporation of the Corporation; and
- (e) the Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the Effective Date.

Section 15 Termination.

At any time before the Effective Date, this Agreement may be terminated by the directors of an Amalgamating Corporation, notwithstanding the approval of this Agreement by the shareholders of all or any of the Amalgamating Corporations.

Section 16 Further Assurances.

Each of the Amalgamating Corporations shall execute and deliver all documents and do all acts or things as may be necessary or desirable to give effect to this Agreement.




Section 17 Governing Law.

This Agreement shall be governed by and interpreted and enforced in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.


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IN WITNESS WHEREOF the parties have executed this Agreement.


FILOGIX INC.

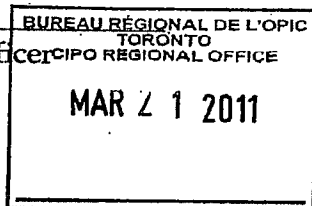
By: 
Authorized Signing Officer

2192865 ONTARIO INC.


By: 
Authorized Signing Officer

CYENCE INTERNATIONAL INC.


By: 
Authorized Signing Officer



2206997 ONTARIO INC.

By: 
Authorized Signing Officer

RESOLVE CORPORATION

By: 
Authorized Signing Officer