

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Playing with Time Inc.		06/01/2010	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Epitome Pictures Inc.		
<b>Street Address:</b>	220 Bartley Drive		
<b>Internal Address:</b>	Toronto		
<b>City:</b>	Ontario		
<b>State/Country:</b>	ONTARIO		
<b>Postal Code:</b>	M4A1G2		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76345825	DEGRASSI	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3105860564		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	3105867700		
<b>Email:</b>	latm2@gtlaw.com		
<b>Correspondent Name:</b>	Susan L. Heller		
<b>Address Line 1:</b>	1840 Century Park East, Suite 1900		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90067		
<b>ATTORNEY DOCKET NUMBER:</b>	124636-010000		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Susan L. Heller		
<b>Address Line 1:</b>	1840 Century Park East		

CH \$40.00 76345825

**900248782**

**TRADEMARK  
 REEL: 004975 FRAME: 0934**

Address Line 4: Los Angeles, CALIFORNIA 90067

NAME OF SUBMITTER:

Susan L. Heller

Signature:

/slh/

Date:

03/06/2013

**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.*

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>
EPITOME PICTURES INC.	1004673	2010	06	01
EPITOME VIRTUAL REALITY INC.	1533965	2010	06	01
MARKING TIME INC.	909473	2010	06	01
PLAYING WITH TIME INC.	348168	2010	06	01

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.*

There shall be no restrictions on the business the Corporation may carry on nor on the powers the Corporation may exercise.

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 :*

(a) The holders of the common shares shall be entitled to receive in each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation out of the monies or property of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend or dividends in such amount as may be determined by the board of directors from time to time in their discretion.

(b) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of its assets or property among shareholders for the purpose of winding-up its affairs, the holders of the common shares shall be entitled to receive, in equal amounts per share, without preference or distinction, all of the property and assets of the Corporation.

(c) The holders of the common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each common share held at all meetings of the shareholders of the Corporation.

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 right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without the previous consent of the board of directors of the Corporation, to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by all of the directors.

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 employ and exclusive of persons who, having been formerly in the employ of the Corporation were while in that employ, and have continued after the termination of that employ 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 or more shares being counted as one shareholder;

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

(c) The directors of the Corporation may, without authorization of the shareholders:

(i) borrow money on the credit of the Corporation;

(ii) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation whether secured or unsecured;

(iii) to the extent permitted by the Act, give directly or indirectly financial assistance to any persons by means of a loan, guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

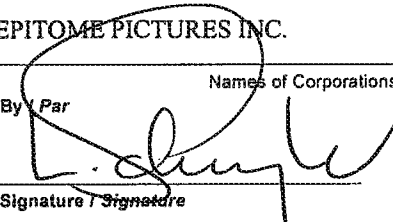
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.*

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.*

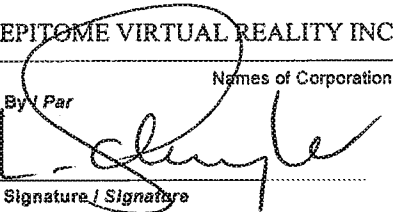
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

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.

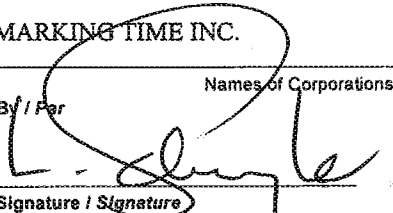
EPITOME PICTURES INC.

Names of Corporations / Dénomination sociale des sociétés  
By / Par  
  
Signature / Signature Linda Schuyler Chief Executive Officer  
Print name of signatory / Description of Office / Fonction  
Nom du signataire en lettres moulées

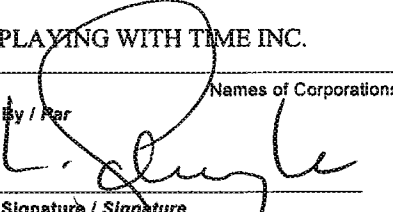
EPITOME VIRTUAL REALITY INC.

Names of Corporations / Dénomination sociale des sociétés  
By / Par  
  
Signature / Signature Linda Schuyler President  
Print name of signatory / Description of Office / Fonction  
Nom du signataire en lettres moulées

MARKING TIME INC.

Names of Corporations / Dénomination sociale des sociétés  
By / Par  
  
Signature / Signature Linda Schuyler President  
Print name of signatory / Description of Office / Fonction  
Nom du signataire en lettres moulées

PLAYING WITH TIME INC.

Names of Corporations / Dénomination sociale des sociétés  
By / Par  
  
Signature / Signature Linda Schuyler President  
Print name of signatory / Description of Office / Fonction  
Nom du signataire en lettres moulées

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



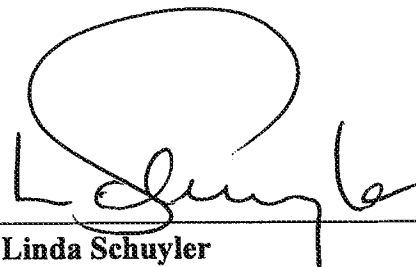
**SCHEDULE A**

**STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
THE BUSINESS CORPORATIONS ACT (ONTARIO)**

The undersigned, **LINDA SCHUYLER**, of the City of Toronto, Province of Ontario, hereby certifies and states as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am the President of each of Epitome Virtual Reality Inc., Marking Time Inc. and Playing With Time Inc. and the Chief Executive Officer of Epitome Pictures Inc. (Epitome Pictures Inc., Epitome Virtual Reality Inc., Marking Time Inc. and Playing with Time Inc. being hereinafter collectively called the "Amalgamating Corporations"), and as such have knowledge of their affairs.
3. I have conducted such examination of the books and records of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is and the amalgamated corporation 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.
5. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

**DATED** the 1<sup>st</sup> day of June, 2010.



Linda Schuyler

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**THIS AMALGAMATION AGREEMENT** made as of the 1<sup>st</sup> day of June, 2010.

**BETWEEN:**

**EPITOME PICTURES INC.**, a corporation incorporated under the laws of the Province of Ontario;

(hereinafter called "EPI")

**OF THE FIRST PART**

- and -

**EPITOME VIRTUAL REALITY INC.**, a corporation incorporated under the laws of the Province of Ontario;

(hereinafter called "EVRI")

**OF THE SECOND PART**

- and -

**MARKING TIME INC.**, a corporation incorporated under the laws of the Province of Ontario;

(hereinafter called "MTI")

**OF THE THIRD PART**

- and -

**PLAYING WITH TIME INC.**, a corporation incorporated under the laws of the Province of Ontario;

(hereinafter called "PWTI")

**OF THE FOURTH PART**

**WHEREAS** EPI was incorporated under the laws of the Province of Ontario on October 20, 1992;

**AND WHEREAS** EVRI was incorporated under the laws of the Province of Ontario on July 12, 2002;

**AND WHEREAS** MTI was incorporated under the laws of the Province of Ontario on August 24, 1990;

**AND WHEREAS** PWTI was incorporated under the laws of the Province of Ontario on December 3, 1976;

**AND WHEREAS** EPI is authorized to issue an unlimited number of common shares of which 100 common shares are issued and outstanding at the date hereof;

**AND WHEREAS** EVRI is authorized to issue an unlimited number of Class A shares, Class B shares, Class C shares and common shares of which 1 common share is issued and outstanding at the date hereof;

**AND WHEREAS** MTI is authorized to issue an unlimited number of Class A shares, Class B shares and common shares of which 15,000 Class A shares and 120 common shares are issued and outstanding at the date hereof;

**AND WHEREAS** PWTI is authorized to issue an unlimited number of Class A shares and common shares of which 1,000 Class A shares and 500 common shares are issued and outstanding at the date hereof;

**AND WHEREAS** the parties have each made full disclosure to one another of all their respective assets and liabilities;

**AND WHEREAS** under the authority conferred by the *Business Corporations Act* (Ontario), the parties hereto have agreed to amalgamate upon the terms and conditions hereafter set out and to continue as one corporation;

**NOW THEREFORE THIS AGREEMENT WITNESSETH** as follows:

1. In this Agreement:
  - (a) **"Amalgamating Corporations"** means EPI, EVRI, MTI and PWTI;
  - (b) **"Corporation"** means the corporation continuing from the amalgamation of the Amalgamating Corporations;
  - (c) **"Amalgamation Agreement"** or **"Agreement"** means this Amalgamation Agreement;
  - (d) **"Act"** means the *Business Corporations Act* (Ontario); and
  - (e) **"Effective Date"** means the date endorsed on the articles of amalgamation giving effect to the amalgamation herein provided for.
2. The Amalgamating Corporations and each of them do hereby agree to amalgamate on the Effective Date 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 Corporation shall be Epitome Pictures Inc.

4. The address of the registered office of the Corporation shall be 220 Bartley Drive, Toronto, Ontario M3H 3N2.

5. There shall be no restrictions on the business the Corporation may carry on nor on the powers the Corporation may exercise.

6. The by-laws of EPI, where applicable, shall be the by-laws of the Corporation until repealed, amended or otherwise altered. Such by-laws may be inspected at the registered office of EPI.

7. The classes and maximum number of shares that the Corporation are authorized to issue are:

An unlimited number of common shares

8. The rights, privileges, restrictions and conditions attaching to each class of shares of the Corporation are as follows:

- (a) The holders of the common shares shall be entitled to receive in each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation out of the monies or property of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend or dividends in such amount as may be determined by the board of directors from time to time in their discretion. The board of directors may declare and pay dividends on the common shares without declaring or paying any dividends on any other class or classes of shares.
- (b) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of its assets or property among shareholders for the purpose of winding-up its affairs, the holders of the common shares shall be entitled to receive, in equal amounts per share, without preference or distinction, all of the property and assets of the Corporation.
- (c) The holders of the common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each common share held at all meetings of the shareholders of the Corporation.

9. The right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without the previous consent of the board of directors of the Corporation, to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by all of the directors.

10. Subject to the provisions of the Act, the following provisions shall apply to the Corporation:

- (a) The number of shareholders of the Corporation, exclusive of persons who are in its employ and exclusive of persons who, having been formerly in the employ of

the Corporation were while in that employ, and have continued after the termination of that employ 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 or more shares being counted as one shareholder;

- (b) Any invitation to the public to subscribe for any securities of the Corporation is prohibited;
- (c) The directors of the Corporation may, without authorization of the shareholders:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation whether secured or unsecured;
  - (iii) to the extent permitted by the Act, give directly or indirectly financial assistance to any persons by means of a loan, guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and
  - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

11. The number of directors of the Corporation, until otherwise changed in accordance with the Act, shall be a minimum of one (1) and a maximum of ten (10) , and the first director of the Corporation shall be the following:

<u>Full Name</u>	<u>Address for Service</u>	<u>Resident Canadian</u>
Linda Schuyler	1 Munro Park Avenue Toronto ON M4E 3M2	Yes

The said first director shall hold office until the first annual meeting of shareholders of the Corporation or until her successor is elected or appointed. The subsequent directors shall be elected in accordance with the provisions of the Act.

12. The issued and outstanding shares in the capital of the Amalgamating Corporations shall be respectively cancelled and/or converted on the Effective Date into issued and outstanding shares of the Corporation as follows:

- (a) The 100 issued and outstanding common shares of EPI shall be converted into 3,600,000 common shares of the Corporation on the basis of 36,000 common shares of the Corporation for each common share of EPI;
- (b) The 1 issued and outstanding common share of EVRI shall be converted into 1 common share of the Corporation on the basis of 1 common share of the Corporation for each common share of EVRI;
- (c) The 60 issued and outstanding common shares of MTI, which are at the date hereof and will at the Effective Date be held by or on behalf of Linda Schuyler, shall be converted into 1 common share of the Corporation on the basis of .0167 common shares of the Corporation for each common share of MTI;
- (d) The 15,000 issued and outstanding Class A shares of MTI, which are at the date hereof and will at the Effective Date be held by or on behalf of Linda Schuyler, shall be converted into 25,500 common shares of the Corporation on the basis of 1.7 common shares of the Corporation for each Class A share of MTI;
- (e) The 500 issued and outstanding Class A shares of PWTI, which are at the date hereof and will at the Effective Date be held by or on behalf of Linda Schuyler, shall be converted into 5 common shares of the Corporation on the basis of 0.01 common shares of the Corporation for each common share of PWTI;
- (f) The 60 issued and outstanding common shares and 15,000 issued and outstanding Class A shares of MTI, all of which are at the date hereof and will at the Effective Date be held by or on behalf of EPI, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation;
- (g) The 11,000 issued and outstanding Class B shares of MTI, all of which are at the date hereof and will at the Effective Date be held by or on behalf of PWTI, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation;
- (h) The 500 issued and outstanding Class A shares of PWTI, all of which are at the date hereof and will at the Effective Date be held by or on behalf of EPI, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation; and
- (i) The 500 issued and outstanding common shares of PWTI, all of which are at the date hereof and will at the Effective Date be held by or on behalf of MTI, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation.

13. 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 as herein provided.

14. Upon the Effective Date:

- (a) The Amalgamating Corporations are amalgamated and continue as one corporation under the terms and conditions contained in this Amalgamation 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 of 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.

15. Notwithstanding approval of this Amalgamation Agreement by the shareholders of the Amalgamating Corporations, the directors of either of the Amalgamating Corporations may by resolution terminate this Agreement at any time prior to the Effective Date.

16. Upon the shareholders of the Amalgamating Corporations respectively adopting this Amalgamation Agreement in accordance with the requirements of the Act, Articles of Amalgamation in prescribed form shall be filed with the Ministry of Government Services for the purpose of bringing such amalgamation into effect.

**THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK**

IN WITNESS WHEREOF the parties hereto have duly executed this Amalgamation Agreement.

**EPITOME PICTURES INC.**

Per: 

Linda Schuyler, Chief Executive Officer

I have the authority to bind the corporation

**EPITOME VIRTUAL REALITY INC.**

Per: 

Linda Schuyler, President

I have the authority to bind the corporation

**MARKING TIME INC.**

Per: 

Linda Schuyler, President

I have the authority to bind the corporation

**PLAYING WITH TIME INC.**

Per: 

Linda Schuyler, President

I have the authority to bind the corporation

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