

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Articles of Amalgamation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Precisioneering Limited		10/01/2011	CORPORATION: CANADA
Group DKG Corp.		10/01/2011	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Precisioneering DKG Corp.		
Street Address:	303 Nantucket Boulevard		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M1P 2P2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3939507		
Registration Number:	2282418	PRECISIONGRATE	
CORRESPONDENCE DATA			
Fax Number:	7032737684		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	703-273-7680		
Email:	rshapiro@sasiplaw.com		
Correspondent Name:	Ronald E. Shapiro		
Address Line 1:	11350 Random Hills Road, Suite 740		
Address Line 4:	Fairfax, VIRGINIA 22030		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			

OP \$65.00 3939507

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Ronald E. Shapiro

Signature:

/Ronald E. Shapiro/

Date:

07/17/2013

Total Attachments: 13

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Ministry of
Government Services

Ontario
CERTIFICATE

CERTIFICATE
This is to certify that these articles
are effective on

Ministère des
Services gouvernementaux

CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

1859564

OCTOBER 01 OCTOBRE 2011

K. — Cay

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

[illegible]

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

303 NANTUCKET BOULEVARD

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

TORONTO

ONTARIO

M	1	P	2	P	2
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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 of maximum

1	11
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4. The director(s) is/are: / *Administrateur(s)* :

First name, middle names and surname
Prénom, autres prénoms et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality,
Province, Country and Postal Code
*Domicile élu, y compris la rue et le numéro ou le numéro de la R.R.,
le nom de la municipalité, la province, le pays et le code postal*

Resident Canadian
State 'Yes' or 'No'
Résident canadien
Oui/Non

Jonathan Aune

32 Gifford Street
Toronto, ON M5A 3J1

Yes

David Richardson

371 Stouffville Road
Richmond Hill, ON L4E 3S1

Yes

David E. Deacon

8485 Parkhill Drive
Milton, ON L9T 5E9

Yes

Allan Chartrand

100 King Street West, Suite 5330
Toronto, ON M5X 1A9

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 vote 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

GROUP DKG CORP.

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>
GROUP DKG CORP.	1823776	2011	09	26
PRECISIONEERING LIMITED	1759692	2011	09	26

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 are no restrictions on the business the Corporation may carry on or 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 :

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares and an unlimited number of a class of special 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 pages 4A to 4C.

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

ARTICLE 1 INTERPRETATION

1.1 General Definitions

In these Share Conditions the following terms shall have the following meanings unless the context otherwise requires:

"Act" means the *Business Corporations Act*, R.S.O. 1990 c.B. 16, as amended and the regulations thereunder and, unless otherwise specified, means such Act and such regulations as the same may hereafter be amended or restated from time to time and any successor legislation of comparable effect.

"Common Shares" means the common shares in the capital of the Corporation.

"Corporation" means the body corporate created by the issuance of a certificate of amalgamation under the Act which contains the terms and provisions of these articles.

"directors" means the board of directors of the Corporation and reference to any action by the directors means action taken by them by resolution as a board.

"holder" of any share referred to herein means the holder of such share as registered on the books of the Corporation.

"Liquidation Distribution" means a distribution of assets of the Corporation among its shareholders arising on the 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.

"Special Shares" means the special shares in the capital of the Corporation, issuable in series.

1.2 Definitions in Act

Terms defined in the Act and used herein shall have the same meaning herein, unless otherwise defined herein or unless the context otherwise requires.

**ARTICLE 2
COMMON SHARES****2.1 Common Shares**

The Common Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

- (a) to one vote for each Common Share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series;
- (b) subject to the prior rights of the holders the shares of any other class ranking senior to the Common Shares, to receive any dividend declared by the board in respect of the Common Shares; and
- (c) subject to the prior rights of the holders of the shares of any other class ranking senior to the Common Shares, to receive the remaining property of the Corporation in the event of any Liquidation Distribution.

**ARTICLE 3
SPECIAL SHARES****3.1 Special Shares**

The Special Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

- (a) the Special Shares may at any time, and from time to time, be issued in 1 or more series, in accordance with and subject to the provisions of the Act. The directors of the Corporation shall, subject to the provisions of the Act, the provisions herein contained and to any conditions attaching to any outstanding series of Special Shares, by resolution duly passed before the issue of any Special Shares of any series fix the number of shares in and determine the designation, rights, privileges, restrictions and conditions attaching to the Special Shares of such series.

- (b) so long as any Special Shares are outstanding, the Special Shares of each series shall rank both with regard to dividends and return of capital in priority to the Common Shares and over any other shares ranking junior to the Special Shares, and the Special Shares of each series may also be given such other preferences over the Common Shares and any other shares ranking junior to the Special Shares as may be determined as to the respective series authorized to be issued. The priority, in the case of cumulative dividends, shall be with respect to all prior completed periods in respect of which such dividends were payable plus such further amounts, if any, as may be specified in the provisions attaching to a particular series and in the case of non-cumulative dividends, shall be with respect to all dividends declared and unpaid.
- (c) the Special Shares of each series shall rank on a parity with the Special Shares of every other series with respect to priority in payment of dividends and return of capital in the event any Liquidation Distribution.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The transfer of shares in the capital of the Corporation shall be restricted in the manner provided in Article 10 of these articles.

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

The right to transfer securities (including for greater certainty shares) other than non-convertible debt securities of the Corporation shall be restricted in that no such securities shall be transferred without either:

(a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such securities; or

(b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such securities.

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.

GROUP DKG CORP.

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

PRECISIONEERING LIMITED

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

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

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

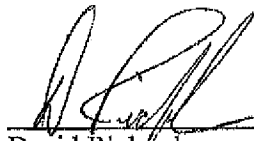
Part 1 of Schedule "A" to
the Articles of Amalgamation
of Precisioneering DKG Corp.

**STATEMENT OF AN OFFICER
OF GROUP DKG CORP. PURSUANT
TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT***

I, David Richardson, of the City of Richmond Hill, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am the Chief Executive Officer of Group DKG Corp. and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of Group DKG Corp. and Precisioneering Limited (the "Amalgamating Corporations"), and have made such inquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made the 27th day of September, 2011.



David Richardson


Part 2 of Schedule "A" to
the Articles of Amalgamation
of Precisioneering DKG Corp.

**STATEMENT OF AN OFFICER
OF PRECISIONEERING LIMITED, PURSUANT
TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT***

I, David Richardson, of the City of Richmond Hill, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am the President of Precisioneering Limited and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of Precisioneering Limited and Group DKG Corp. (the "Amalgamating Corporations"), and have made such inquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made the 27th day of September, 2011.



David Richardson

RESOLUTION OF THE DIRECTORS OF
PRECISIONEERING LIMITED

AMALGAMATION

RESOLVED THAT:

1. the Corporation is authorized to amalgamate with Group DKG Corp. effective as of 12:01 a.m. on October 1, 2011, under the provisions of Section 177(1) of the Business Corporations Act (Ontario), and to continue as one corporation under the name "Precisioneering DKG Corp." (the "Amalgamated Corporation");
2. the issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed, the articles of amalgamation shall be the same as the articles of Group DKG Corp.;
4. the by-laws of the Amalgamated Corporation shall be the same as the by-laws of Group DKG Corp.;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation; and
6. any officer or director of the Corporation is authorized to do all acts and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all documents or instruments which may be necessary or desirable in order to give effect to the foregoing including, without limitation, articles of amalgamation in the form required pursuant to the Business Corporations Act (Ontario).

Counterparts

The foregoing resolutions may be executed (by facsimile or otherwise) in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

The foregoing resolution is consented to pursuant to the Business Corporations Act (Ontario) by all of the directors of the Corporation.

DATED this 26th day of September, 2011.


Jonathan Aune


David Richardson


David E. Deacon

Schedule "B"

EXCERPT FROM MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
GROUP DKG CORP. HELD ON SEPTEMBER 26th, 2011:

"AMALGAMATION OF GROUP DKG CORP. (the "Corporation") AND
PRECISIONEERING LIMITED

RESOLVED THAT:

1. the Corporation is authorized to amalgamate with Precisioneering Limited effective as of 12:01 a.m. on October 1, 2011, under the provisions of Section 177(1) of the **Business Corporations Act (Ontario)**, and to continue as one corporation under the name "Precisioneering DKG Corp." (the "Amalgamated Corporation");
2. the issued and outstanding common shares of the Corporation shall be the issued and outstanding common shares in the capital of the Amalgamated Corporation;
3. except as may be prescribed, the articles of amalgamation shall be the same as the articles of the Corporation;
4. the by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation; and
6. any officer or director of the Corporation is authorized to do all acts and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all documents or instruments which may be necessary or desirable in order to give effect to the foregoing including, without limitation, articles of amalgamation in the form required pursuant to the **Business Corporations Act (Ontario)**."

* * * * *

The undersigned Chief Executive Officer of the Corporation hereby certifies for and on behalf of the Corporation that the foregoing is a true and complete copy of a resolution duly and validly passed by the board of directors of the Corporation at a meeting of the directors held on September 26th, 2011 and that the said resolution is in full force and effect and unamended as at the date hereof.

DATED this 27th day of September, 2011.



David Richardson
- Chief Executive Officer of
GROUP DKG CORP.