

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	MERGER																										
EFFECTIVE DATE:	01/01/2009																										
CONVEYING PARTY DATA																											
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Misc US Trademark Ltd.</td> <td></td> <td>01/01/2009</td> <td>CORPORATION: CANADA</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Misc US Trademark Ltd.		01/01/2009	CORPORATION: CANADA																
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Misc US Trademark Ltd.		01/01/2009	CORPORATION: CANADA																								
RECEIVING PARTY DATA																											
<table border="1"> <tr> <td>Name:</td> <td colspan="3">Nitro US Trademark Ltd.</td> </tr> <tr> <td>Street Address:</td> <td colspan="3">381 North Service Road West</td> </tr> <tr> <td>City:</td> <td colspan="3">Oakville, Ontario</td> </tr> <tr> <td>State/Country:</td> <td colspan="3">CANADA</td> </tr> <tr> <td>Postal Code:</td> <td colspan="3">L6M 0H4</td> </tr> <tr> <td>Entity Type:</td> <td colspan="3">CORPORATION: CANADA</td> </tr> </table>				Name:	Nitro US Trademark Ltd.			Street Address:	381 North Service Road West			City:	Oakville, Ontario			State/Country:	CANADA			Postal Code:	L6M 0H4			Entity Type:	CORPORATION: CANADA		
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PROPERTY NUMBERS Total: 1																											
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CORRESPONDENCE DATA																											
<p>Fax Number: 9056784079</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Email: joann.heikkila@iovate.com</p> <p>Correspondent Name: Jo-Ann Heikkila</p> <p>Address Line 1: 381 North Service Road West</p> <p>Address Line 4: Oakville, Ontario, CANADA L6M 0H4</p>																											
ATTORNEY DOCKET NUMBER:	9.00985(US)																										
DOMESTIC REPRESENTATIVE																											
<p>Name:</p> <p>Address Line 1:</p>																											

CH \$40.00 3357146

Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Jo-Ann Heikkila

Signature:

/J. Heikkila/

Date:

11/19/2013

Total Attachments: 21

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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

NITRO US TRADEMARK LTD.

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>
MASS US TRADEMARK LTD.	1607771	2008/12/	06	
NITRO US TRADEMARK LTD.	1607767	2008/12/	06	
MESO US TRADEMARK LTD	1607769	2008/12/	06	
MISC US TRADEMARK LTD.	1607776	2008/12/	06	

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 :

The Corporation is authorized to issue an unlimited number of Class A Preferred Shares, an unlimited number of Class B Preference Shares and an unlimited number of Class C 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 :

See pages 4A - 4C

Subject to the requirements of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares (the "Class A shares"), to the Class B Preferred Shares (the "Class B shares"), and to the Class C Common Shares (the "Class C shares") are as follows:

Dividends

- (a) The holders of the Class A shares, in priority to the Class C shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, non-cumulative cash dividends at the rate of \$0.08 (eight cents) per share, per annum. Cheques of the Corporation payable at par at any branch of the Corporation's bankers in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends. The board of directors shall be entitled from time to time to declare part of the said dividends for such financial year notwithstanding that such dividends for such financial year shall not be declared in full. If within four months after the expiration of any financial year of the Corporation then the board of directors in its discretion shall not have declared the said dividends or any part thereof on the Class A shares for such financial year, the rights of the holders of the Class A shares to such dividend or to any undeclared part thereof for such financial year shall be forever extinguished. The holders of the Class A shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for;
- (b) Except with the consent in writing of the holders of all the Class A shares outstanding, no dividend shall at any time be declared and paid on or declared and set apart for payment on the Class C shares for any financial year unless the non-cumulative cash dividends on the Class A shares then issued and outstanding in respect of such financial year shall have been declared and paid or set apart for payment at the date of such declaration and payment or setting apart of dividends on the Class C shares;
- (c) Subject to the prior rights of the holders of the Class A shares as set forth in sub-clause (a) above and not otherwise, the board of directors may declare and cause to be paid dividends to the holders of the Class C shares from any assets at the time properly applicable to the payment of dividends; and
- (d) The holders of the Class B shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation, such dividends as the Board of Directors of the Corporation from time to time declare on the Class B Shares;

Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of property of the Corporation among shareholders for the purpose of winding-up its affairs:

- (a) the holders of the Class A shares shall be entitled to receive from the property of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all the Class A shares held by them respectively before any amount shall be paid or any property of the Corporation distributed to the holders of any Class C shares or shares of any other class ranking junior to the Class A Shares. After payment to the holders of the Class A shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the property of the Corporation;
- (b) the holders of the Class B shares shall be entitled to receive from the property of the Corporation the sum of One Dollar (\$1.00) for each Class B share held by them respectively before any amount shall be paid or any property of the Corporation distributed to the holders of any Class C shares or shares of any other class ranking junior to the Class B Shares. After payment to the holders of the Class B shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the property of the Corporation;
- (c) the holders of the Class C shares shall be entitled to receive the remaining property of the Corporation.

Redemption

- (a) The Corporation may, subject to the requirements of the Act, upon the giving of such notice, if any, and the following of such procedures as the directors may determine from time to time redeem at any time the whole or from time to time any part of the then outstanding Class A shares, either on a pro rata basis or otherwise, on payment of an amount for each share to be redeemed equal to the sum of \$1.00 (one dollar), plus all declared and unpaid non-cumulative cash dividends thereon, the whole constituting and being hereinafter referred to as the "Redemption Amount"; and
- (b) On or after the date specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated by the Corporation in the notice of redemption of the certificates representing the Class A shares called for redemption. Such Class A shares shall thereupon be redeemed. If less than all the Class A shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A shares represented by the original certificate which are not redeemed. From and after the date specified for redemption, the holders of the Class A shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.

Retraction

- (a) Any holder of Class A shares shall be entitled to require the Corporation to redeem, subject to the requirements of the Act, at any time or times, all or any of the Class A shares registered in the name of such holder on the books of the Corporation by tendering to an officer or director of the Corporation a share certificate or certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with a notice in writing specifying (i) that the registered holder desires to have the Class A shares represented by such certificate or certificates redeemed by the Corporation and (ii) the business day ("Retraction Date") on which the holder desires to have the Corporation redeem such Class A shares. Upon receipt of a share certificate or certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with such notice, the Corporation shall on the Retraction Date redeem such Class A shares by paying to such registered holder the Redemption Amount for each such Class A share being redeemed. Such payment shall be made by a cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. If less than all of the Class A shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A shares represented by the original certificate or certificates which are not redeemed. The said Class A shares shall be redeemed on the Retraction Date and from and after the Retraction Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Class A shares in respect thereof unless payment of the Redemption Amount is not made on the Retraction Date, in which event the rights of the holder of the said Class A shares remain unaffected.

Voting Rights

- (a) the holders of the Class A shares shall be entitled to receive notice of and to attend any meetings of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A share held at such meetings except meetings at which the holders of a particular class of shares other than the Class A shares are entitled to vote separately as a class;
- (b) the holders of the Class B shares shall not be entitled to receive notice of or vote at any meetings of shareholders, except as provided by law and as hereinafter specifically provided, but shall be entitled to receive notice of any meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease, or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation; and
- (c) the holders of the Class C shares shall be entitled to receive notice of and to attend any meetings of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class C share held at such meetings, except meetings at which the holders of a particular class of shares other than the Class C shares are entitled to vote separately as a class.

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 :

- (a) The issue or transfer of shares of the Corporation shall require the express sanction of the board of directors signified by a resolution passed by the board of directors, provided, however, that in the event of the death of a shareholder, his or her shares may be transferred to his or her personal representative without the requirement of such express sanction;
- (b) The number of shareholders of the Corporation is limited to not more than fifty (50), exclusive of persons who are in its employment and exclusive of persons, who having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of the employment to be, shareholders of the Corporation, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder; and
- (c) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

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

The board of directors may from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (c) to the extent permitted by law, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the 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 debt obligations or any money borrowed or other debt or liability of the Corporation.

The board of directors may from time to time delegate to one or more of the directors or officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.

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.

MASS US TRADEMARK LTD.

Names of Corporations / Dénomination sociale des sociétés


By / Par

	Jay Shoemaker	Chief Financial Officer
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

MESO US TRADEMARK LTD.

Names of Corporations / Dénomination sociale des sociétés


By / Par

	Jay Shoemaker	Chief Financial Officer
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

MISC US TRADEMARK LTD.

Names of Corporations / Dénomination sociale des sociétés


By / Par

	Jay Shoemaker	Chief Financial Officer
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

NITRO US TRADEMARK LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par

	Jay Shoemaker	Chief Financial Officer
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

SCHEDULE "A"

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of NITRO US Trademark Ltd.,
	)	MASS US Trademark Ltd., MESO US
	)	Trademark Ltd. and MISC US Trademark Ltd.
)	
TO WIT:)	

I, Jay Shoemaker, of the City of Oakville, in the Province of Ontario, hereby certify that:

1. I am the Chief Financial Officer of MASS US Trademark Ltd. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (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
 - (c) no creditor will be prejudiced by the amalgamation.

DATED at Oakville, Ontario, this ^{6th} day of December, 2008.



 Jay Shoemaker

SCHEDULE "A"

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of NITRO US Trademark Ltd.,
	)	MASS US Trademark Ltd., MESO US
	)	Trademark Ltd. and MISC US Trademark Ltd.
)	
TO WIT:)	

I, Jay Shoemaker, of the City of Oakville, in the Province of Ontario, hereby certify that:

1. I am the Chief Financial Officer of NITRO US Trademark Ltd. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (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
 - (c) no creditor will be prejudiced by the amalgamation.

DATED at Oakville, Ontario, this 1st day of December, 2008.



 Jay Shoemaker

SCHEDULE "A"

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of NITRO US Trademark Ltd.,
	)	MASS US Trademark Ltd., MESO US
	)	Trademark Ltd. and MISC US Trademark Ltd.
)	
TO WIT:)	

I, Jay Shoemaker, of the City of Oakville, in the Province of Ontario, hereby certify that:

1. I am the Chief Financial Officer of MESO US Trademark Ltd. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (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
 - (c) no creditor will be prejudiced by the amalgamation.

DATED at Oakville, Ontario, this ^{6th} day of December, 2008.



 Jay Shoemaker

SCHEDULE "A"

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of NITRO US Trademark Ltd.,
	)	MASS US Trademark Ltd., MESO US
	)	Trademark Ltd. and MISC US Trademark Ltd.
)	
TO WIT:)	

I, Jay Shoemaker, of the City of Oakville, in the Province of Ontario, hereby certify that:

1. I am the Chief Financial Officer of MISC US Trademark Ltd. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (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
 - (c) no creditor will be prejudiced by the amalgamation.

DATED at Oakville, Ontario, this ^{6th} day of December, 2008.



 Jay Shoemaker

11

SCHEDULE B

**“RESOLUTION OF THE SOLE DIRECTOR
OF
MASS US TRADEMARK LTD.
(the “Corporation”)**

RECITALS:

- A. The Corporation has been formed under the laws of Ontario by certificate and articles of amalgamation dated February 23, 2004.
- B. It is desirable that the Corporation be amalgamated with NITRO US Trademark Ltd. (“NITRO”), MESO US Trademark Ltd. (“MESO”) and MISC US Trademark Ltd. (“MISC”).
- C. The Corporation, NITRO, MESO and MISC are wholly owned subsidiary corporations of Supplement Trademark Holdings Ltd.

RESOLVED THAT:

- 1. the amalgamation of the Corporation with NITRO, MESO and MISC is hereby approved;
- 2. the by laws of the amalgamated corporation shall be the by laws of NITRO, until amended or repealed;
- 3.
 - (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of NITRO; and
 - (iii) the stated capital of the Corporation shall be added to the stated capital of NITRO;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of such person, is necessary or desirable to give effect to the foregoing resolution and to deliver all or any of such documents to the Ministry of Consumer and Business Services.”

CERTIFICATE

I, Jay Shoemaker, the Chief Financial Officer of MASS US Trademark Ltd. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the sole director of the Corporation and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: December 6, 2008



Jay Shoemaker, Chief Financial Officer

SCHEDULE B

**“RESOLUTION OF THE SOLE DIRECTOR
OF
NITRO US TRADEMARK LTD.
(the “Corporation”)**

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate and articles of incorporation dated February 23, 2004.
- B. It is desirable that the Corporation be amalgamated with MESO US Trademark Ltd. (“MESO”), MASS US Trademark Ltd. (“MASS”) and MISC US Trademark Ltd. (“MISC”).
- C. The Corporation, MESO, MASS and MISC are wholly owned subsidiary corporations of Supplement Trademark Holdings Ltd.

RESOLVED THAT:

- 1. the amalgamation of the Corporation with MESO, MASS and MISC is hereby approved;
- 2. the by laws of the amalgamated corporation shall be the by laws of the Corporation, until amended or repealed;
- 3.
 - (i) the shares of MESO, MASS and MISC shall be cancelled without any repayment of capital in respect thereof;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of the Corporation; and
 - (iii) the stated capital of MESO, MASS and MISC shall be added to the stated capital of the Corporation;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of such person, is necessary or desirable to give effect to the foregoing resolution and to deliver all or any of such documents to the Ministry of Consumer and Business Services.”

CERTIFICATE

I, Jay Shoemaker, the Chief Financial Officer of NITRO US Trademark Ltd. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the sole director of the Corporation and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: December 6, 2008



Jay Shoemaker, Chief Financial Officer

SCHEDULE B

**“RESOLUTION OF THE SOLE DIRECTOR
OF
MESO US TRADEMARK LTD.
(the “Corporation”)**

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate and articles of incorporation dated February 23, 2004.
- B. It is desirable that the Corporation be amalgamated with NITRO US Trademark Ltd. (“NITRO”), MASS US Trademark Ltd. (“MASS”) and MISC US Trademark Ltd. (“MISC”).
- C. The Corporation, NITRO, MASS and MISC are wholly owned subsidiary corporations of Supplement Trademark Holdings Ltd.

RESOLVED THAT:

- 1. the amalgamation of the Corporation with NITRO, MASS and MISC is hereby approved;
- 2. the by laws of the amalgamated corporation shall be the by laws of NITRO, until amended or repealed;
- 3. (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
- (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of NITRO; and
- (iii) the stated capital of the Corporation shall be added to the stated capital of NITRO;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of such person, is necessary or desirable to give effect to the foregoing resolution and to deliver all or any of such documents to the Ministry of Consumer and Business Services.”

CERTIFICATE

I, Jay Shoemaker, the Chief Financial Officer of MESO US Trademark Ltd. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the sole director of the Corporation and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: December 6, 2008



Jay Shoemaker, Chief Financial Officer

SCHEDULE B**“RESOLUTION OF THE SOLE DIRECTOR
OF
MISC US TRADEMARK LTD.
(the “Corporation”)****RECITALS:**

- A. The Corporation has been incorporated under the laws of Ontario by certificate and articles of incorporation dated February 23, 2004.
- B. It is desirable that the Corporation be amalgamated with NITRO US TRADEMARK Ltd. (“NITRO”), MESO US Trademark Ltd. (“MESO”) and MASS US Trademark Ltd. (“MASS”).
- C. The Corporation, NITRO, MESO and MASS are wholly owned subsidiary corporations of Supplement Trademark Holdings Ltd.

RESOLVED THAT:

- 1. the amalgamation of the Corporation with NITRO, MESO and MASS is hereby approved;
- 2. the by laws of the amalgamated corporation shall be the by laws of NITRO, until amended or repealed;
- 3.
 - (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of NITRO; and
 - (iii) the stated capital of the Corporation shall be added to the stated capital of NITRO;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of such person, is necessary or desirable to give effect to the foregoing resolution and to deliver all or any of such documents to the Ministry of Consumer and Business Services.”

CERTIFICATE

I, Jay Shoemaker, the Chief Financial Officer of MISC US Trademark Ltd. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the sole director of the Corporation and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: December 6, 2008



Jay Shoemaker, Chief Financial Officer