

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM298540

| | | | |
|---|----------------------------------|-----------------------|---------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 10/01/2013 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Netistix Technologies Corporation | | 10/01/2013 | CORPORATION: CANADA |
| RECEIVING PARTY DATA | | | |
| Name: | BSM Wireless Inc. | | |
| Street Address: | 75 International Boulevard | | |
| Internal Address: | Suite 100 | | |
| City: | Toronto, Ontario | | |
| State/Country: | CANADA | | |
| Postal Code: | M9W 6L9 | | |
| Entity Type: | CORPORATION: CANADA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3122352 | NETISTIX | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 4163611398 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Email: | tsinnott@bereskinparr.com | | |
| Correspondent Name: | Timothy J. Sinnott | | |
| Address Line 1: | 40 King Street West | | |
| Address Line 2: | 40th Floor | | |
| Address Line 4: | Toronto, Ontario, CANADA M5H 3Y2 | | |
| ATTORNEY DOCKET NUMBER: | 22666-18/R (TM86464US00) | | |
| NAME OF SUBMITTER: | TIMOTHY J. SINNOTT | | |
| SIGNATURE: | /TJS/ | | |
| DATE SIGNED: | 03/19/2014 | | |
| Total Attachments: 14 | | | |
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CERTIFICATE CERTIFICAT
This is to certify that these articles are effective on / Ceci certifie que les présents statuts entrent en vigueur le

1892127

OCTOBER 01 OCTOBRE, 2013

K. [Signature] (11)
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

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

| | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---|---|--|---|---|---|---|---|---|---|---|--|---|---|---|---|--|--|--|--|--|--|--|--|--|
| B | S | M | | W | I | R | E | L | E | S | S | | I | N | C | . | | | | | | | | | |
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2. The address of the registered office is:
Adresse du siège social:

75 International Boulevard, Suite 100

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

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

ONTARIO

| | | | | | |
|---|---|---|---|---|---|
| M | 9 | W | 6 | L | 9 |
|---|---|---|---|---|---|

Postal Code/Code postal

3. Number of directors is: / Nombre d'administrateurs:
Fixed number / Nombre fixe: [] OR minimum and maximum / OU minimum et maximum: **1** / **10**

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 |
|--|---|--|
| Aly Rahemtulla | 89 Indian Road Toronto, Ontario, CANADA M6R 2V5 | Yes |

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :



The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

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



The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

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

| Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent | Ontario Corporation Number Numéro de la société en Ontario | Date of Adoption/Approval Date d'adoption ou d'approbation | | |
|--|---|---|---------------|-------------|
| | | Year année | Month mois | Day jour |
| BSM Wireless Inc. | 001380450 | 2013 | 09 | 30 |
| Datacom Wireless Corporation | 1807682 | 2013 | 09 | 30 |
| HT Insights Consulting Inc. | 002311464 | 2013 | 09 | 30 |
| HGI Wireless Inc. | 001480270 | 2013 | 09 | 30 |
| Netistix Technologies Corporation | 1548457 | 2013 | 09 | 30 |
| Autovision Wireless Inc. | 3028786 | 2013 | 09 | 09 |

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

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

I. 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 :

1. The common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Voting. The holders thereof shall be entitled to receive notice of, to attend and vote at all meetings of shareholders, except meetings at which only holders of another specified class of shares are entitled to vote;

(b) Dividends. The holders thereof shall be entitled to receive dividends, subject to the rights of holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with holders of the common shares, if, as and when declared by the directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends; and

(c) Distribution Rights. Subject to the rights of the holders of any other class of shares of the Corporation, the holders thereof shall be entitled to receive the remaining property of the Corporation upon liquidation, dissolution or winding up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

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

No share shall be transferred without (i) the approval of the directors, or of the director, if only one, or (ii) the approval of the shareholders, or of the shareholder, if only one.

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

None.

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 signatory's 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.

BSM Wireless Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Aly Rahemtulla

Print name of signatory /
Nom du signataire en lettres moulées

President

Description of Office / Fonction

Datacom Wireless Corporation

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Aly Rahemtulla

Print name of signatory /
Nom du signataire en lettres moulées

President

Description of Office / Fonction

Autovision Wireless Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Aly Rahemtulla

Print name of signatory /
Nom du signataire en lettres moulées

President

Description of Office / Fonction

HT Insights Consulting Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Aly Rahemtulla

Print name of signatory /
Nom du signataire en lettres moulées

President

Description of Office / Fonction

Netistix Technologies Corporation

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Aly Rahemtulla

Print name of signatory /
Nom du signataire en lettres moulées

President

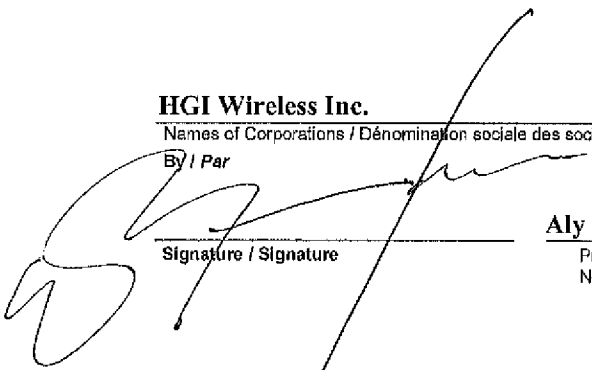
Description of Office / Fonction

continued

HGI Wireless Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Aly Rahemtulla

Print name of signatory /
Nom du signataire en lettres moulées

President

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

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

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Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

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Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

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Nom du signataire en lettres moulées

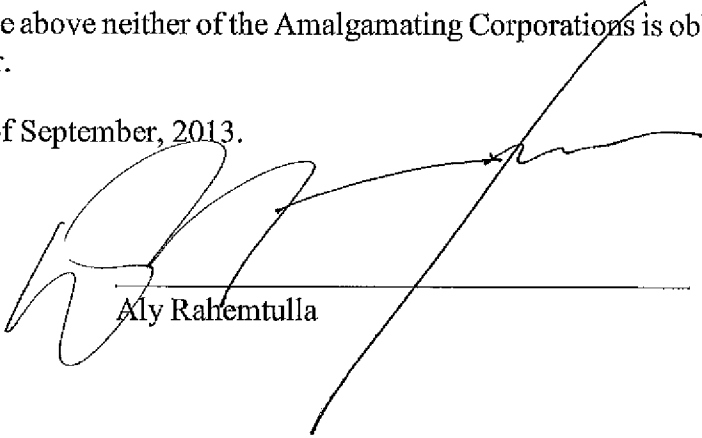
Description of Office / Fonction

SCHEDULE A

I, Aly Rahemtulla, of the City of Toronto, Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of *Business Corporations Act*.
2. I am the President of Datacom Wireless Corporation ("Datacom") and as such have knowledge of its affairs.
3. I am the President of Autovision Wireless Inc. ("Autovision") and as such have knowledge of its affairs.
4. I am the President of BSM Wireless Inc. ("BSM") and as such have knowledge of its affairs.
5. I am the President of HT Insights Consulting Inc. ("HT") and as such have knowledge of its affairs.
6. I am the President of HGI Wireless Inc. ("HGI") and as such have knowledge of its affairs.
7. I am the President of Netistix Technologies Corporation ("Netistix") and as such have knowledge of its affairs.
8. I have conducted such examinations of the books and records of Datacom, Autovision, BSM, HT, HGI and Netistix (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.
9. 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 will be prejudiced by the amalgamation.
10. Based on the statements made above neither of the Amalgamating Corporations is obligated to give notice to any creditor.

This statement made this 30th day of September, 2013.


Aly Rahemtulla

AMALGAMATION AGREEMENT

THIS AGREEMENT is made as of 30th day of September, 2013.

BETWEEN:

DATACOM WIRELESS CORPORATION, a corporation continued pursuant to the laws of Ontario ("Datacom")

- and -

AUTOVISION WIRELESS INC., a corporation continued pursuant to the laws of Ontario ("Autovision")

- and -

NETISTIX TECHNOLOGIES CORPORATION, a corporation continued pursuant to the laws of Ontario ("Netistix")

- and -

HT INSIGHTS CONSULTING INC., a corporation incorporated pursuant to the laws of Ontario ("HT")

- and -

BSM WIRELESS INC., a corporation incorporated pursuant to the laws of Ontario ("BSM")

- and -

HGI WIRELESS INC., a corporation incorporated pursuant to the laws of Ontario ("HGI")

RECITALS:

- A. Datacom was incorporated by Articles of Incorporation dated September 25, 2009 under the *Canada Business Corporations Act* and was continued under the *Business Corporations Act* (Ontario) by Articles of Continuance dated September 25, 2013 and 100 common shares in the capital of Datacom are issued and outstanding as fully paid and non-assessable as of the date hereof.
- B. Autovision was incorporated by Articles of Incorporation dated July 24, 2007, as amended, under the *Canada Business Corporations Act* and was continued under the *Business*

Corporations Act (Ontario) by Articles of Continuance dated September 25, 2013 and 3,000,000 Class A common shares in the capital of Autovision are issued and outstanding as fully paid and non-assessable as of the date hereof.

- C. Netistix was incorporated by Articles of Incorporation dated November 6, 2002, as amended, under the *Canada Business Corporations Act* and was continued under the *Business Corporations Act (Ontario)* by Articles of Continuance dated September 25, 2013 and 143,522,224 common shares in the capital of Netistix are issued and outstanding as fully paid and non-assessable as of the date hereof.
- D. HT was incorporated by Articles of Incorporation dated December 29, 2011 and 100 Class A Preference shares, 24 Class B common shares, 100,000 Class B Preference shares and 76 Class A common shares in the capital of HT are issued and outstanding as fully paid and non-assessable as of the date hereof.
- E. BSM was incorporated by Articles of Incorporation dated October 21, 1999, as amended, and 100 common shares in the capital of BSM are issued and outstanding as fully paid and non-assessable as of the date hereof.
- F. HGI was incorporated by Articles of Incorporation dated June 6, 2001 and 10,000,000 common shares in the capital of HGI are issued and outstanding as fully paid and non-assessable as of the date hereof.
- G. The parties hereto propose to amalgamate and continue as one corporation on the terms and conditions contained in this agreement (the "Agreement").

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the covenants and agreements herein contained the parties hereto agree as follows:

1. Datacom, Autovision, Netistix, HT, BSM and HGI shall amalgamate, pursuant to the provisions of the *Business Corporations Act (Ontario)* and continue as one corporation (the "Amalgamated Corporation") upon and subject to the terms and conditions and in the manner set out in this Agreement.
2. The name of the Amalgamated Corporation shall be BSM Wireless Inc.
3. This amalgamation is effective on October 1, 2013.
4. The registered office of the Amalgamated Corporation shall be located in the City of Toronto, in the Province of Ontario and the address of the Amalgamated Corporation shall be 75 International Boulevard, Suite 100, Toronto, Ontario.
5. The number of directors of the Amalgamated Corporation shall be a minimum of one and a maximum of ten and the following shall be the first directors:

| Name | Residence Address | Resident Canadian |
|----------------|---------------------------------------|--------------------------|
| Aly Rahemtulla | 89 Indian Road Toronto, ON M6R 2V5 | Yes |

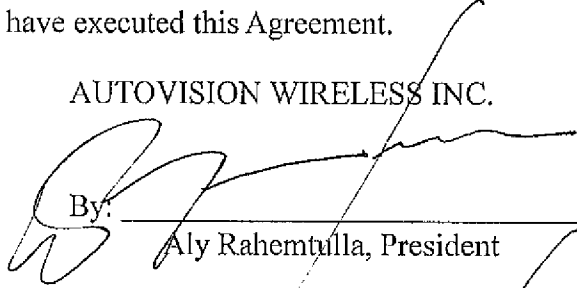
6. There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.
7. The Amalgamated Corporation shall be authorized to issue an unlimited number of common shares.
8. The rights, privileges, restrictions and conditions attaching to shares in the capital of the Amalgamated Corporation are attached as Schedule A.
9. The right to transfer shares in the capital of the Amalgamated Corporation shall be restricted in that no share shall be transferred without (i) the approval of the directors, or of the director, if only one, or (ii) the approval of the shareholders, or of the shareholder, if only one.
10. Upon articles of amalgamation in respect of the amalgamation becoming effective, the 1,200,000 issued and outstanding Class A common shares in the capital of Autovision issued to HT shall be cancelled without any repayment of capital in respect thereof.
11. Except the shares cancelled pursuant to Section 10 hereof, the issued and outstanding shares in the capital of each of Datacom, Autovision, Netistix, HT, HGI and BSM, being the aggregate of 100 issued and outstanding common shares in the capital of Datacom, 1,800,000 Class A common shares in the capital of Autovision, 143,522,224 common shares in the capital of Netistix, 100 Class A Preference shares, 24 Class B common shares, 100,000 Class B Preference shares and 76 Class A common shares in the capital of HT, 10,000,000 common shares in the capital of HGI and 100 common shares in the capital of BSM shall, upon articles of amalgamation in respect of the amalgamation becoming effective, be converted into 100 issued and outstanding and fully paid and non-assessable common shares, in the aggregate, in the capital of the Amalgamated Corporation.
12. The directors and shareholders of the Amalgamated Corporation shall adopt BSM's by-laws, a copy of which by-laws may be examined at the registered office of the Amalgamated Corporation.
13. Each of the parties hereto may, by resolution of their respective directors, assent to any amendment or variation of this Agreement which the shareholders of the parties hereto may approve and the term "Agreement" as used herein shall include this Agreement as so amended or varied.
14. Notwithstanding the approval of this Agreement by the shareholders of either party hereto, the directors of any party hereto may, by resolution, terminate this Agreement at any time prior to the endorsement of a certificate of amalgamation in respect of the amalgamation.

15. Each of the parties hereto shall promptly do, make, execute or deliver, or cause to be done, made, executed or delivered, all such further acts, documents and things as the other party hereby may reasonably require from time to time for the purpose of giving effect to this Agreement and shall use its best efforts and take all such steps as may be reasonably within its power to implement to their full extent the provisions of this Agreement.
16. This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.
17. This Agreement may be executed and delivered in any number of counterparts, each of which when executed and delivered is an original but all of which taken together constitute one and the same instrument.
18. The delivery of copies of this Agreement and/or of signature pages by facsimile transmission or pdf e-mail shall constitute effective execution of this Agreement by the signatories and may be used in lieu of the original Agreement for all purposes. Signatures of the signatories transmitted by facsimile or pdf e-mail shall be deemed to be their original signatures for all purposes.

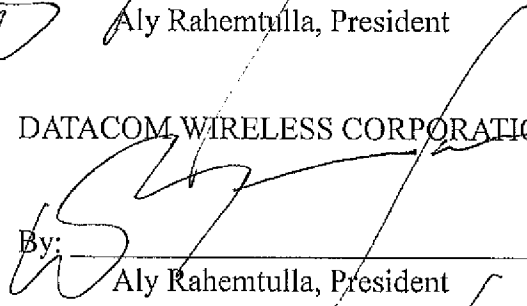
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IN WITNESS WHEREOF the parties have executed this Agreement.

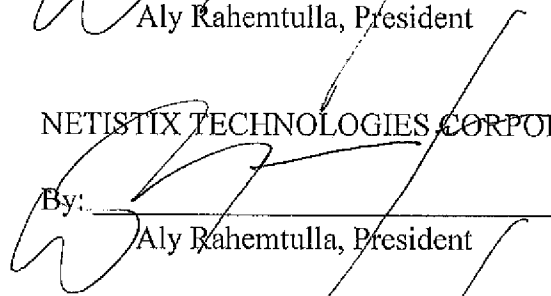
AUTOVISION WIRELESS INC.

By:  _____
Aly Rahemtulla, President

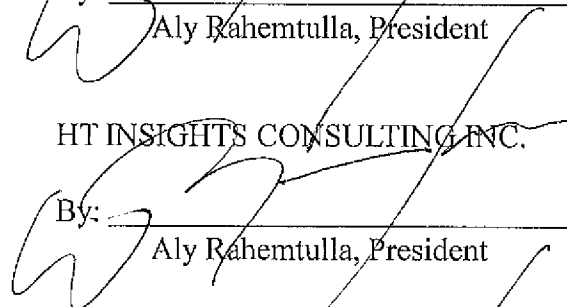
DATAKOM WIRELESS CORPORATION

By:  _____
Aly Rahemtulla, President

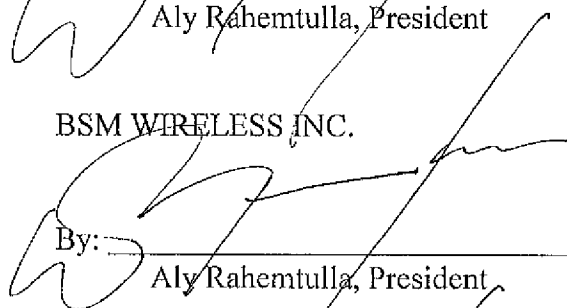
NETISTIX TECHNOLOGIES CORPORATION

By:  _____
Aly Rahemtulla, President

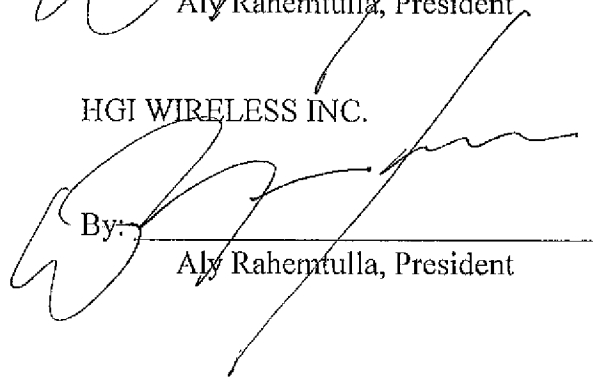
HT INSIGHTS CONSULTING INC.

By:  _____
Aly Rahemtulla, President

BSM WIRELESS INC.

By:  _____
Aly Rahemtulla, President

HGI WIRELESS INC.

By:  _____
Aly Rahemtulla, President

SCHEDULE A

RIGHTS, PRIVILEGES AND RESTRICTIONS ATTACHING TO SHARES OF AMALGAMATED CORPORATION

The common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) Voting. The holders thereof shall be entitled to receive notice of, to attend and vote at all meetings of shareholders, except meetings at which only holders of another specified class of shares are entitled to vote;
- (b) Dividends. The holders thereof shall be entitled to receive dividends, subject to the rights of holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with holders of the common shares, if, as and when declared by the directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends; and
- (c) Distribution Rights. Subject to the rights of the holders of any other class of shares of the Corporation, the holders thereof shall be entitled to receive the remaining property of the Corporation upon liquidation, dissolution or winding up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.