

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM326977

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/01/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Absolute Trac, Inc.		12/01/2013	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Absolute Gemini Ltd.		
Street Address:	#2100, 700 - 2nd Street S.W.		
City:	Calgary, Alberta T2P 2W1		
State/Country:	CANADA		
Entity Type:	COMPANY: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85920128	WORKALONE	
CORRESPONDENCE DATA			
Fax Number:	2033271096		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	203-324-6155		
Email:	abryce@ssjr.com		
Correspondent Name:	Andy I. Corea		
Address Line 1:	986 Bedford Street		
Address Line 4:	Stamford, CONNECTICUT 06905		
ATTORNEY DOCKET NUMBER:	05001-T0005A		
NAME OF SUBMITTER:	Andy I. Corea		
SIGNATURE:	/Andy I. Corea/		
DATE SIGNED:	12/22/2014		
Total Attachments: 10			
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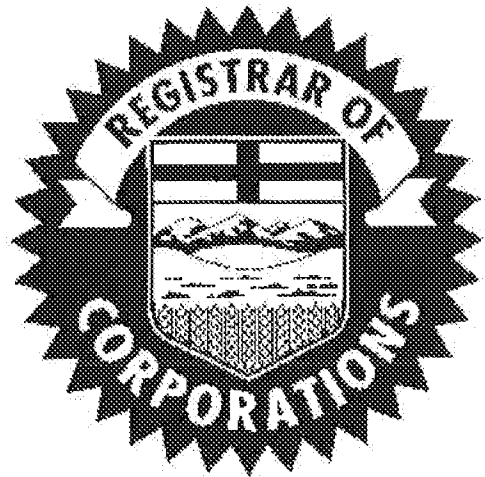
CORPORATE ACCESS NUMBER: 2017876414

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**ABSOLUTE GEMINI LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2013/12/01.**



**TRADEMARK
REEL: 005424 FRAME: 0799**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2013/12/01

Corporate Access Number: 2017876414

Service Request Number: 20625651

Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: ABSOLUTE GEMINI LTD.
French Equivalent Name:
Nuans Number: 110813490
Nuans Date: 2013/11/28
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: #2100, 700 - 2ND STREET S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2W1

RECORDS ADDRESS

Street: #2100, 700 - 2ND STREET S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2W1

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE ATTACHED SCHEDULE "A"
Share Transfers: NO SHARE OF THE CORPORATION SHALL BE TRANSFERRED

Restrictions: WITHOUT THE APPROVAL OF THE MAJORITY OF DIRECTORS.
Number of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 15
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE "B"

Professional
Endorsement Provided:
Future Dating Required:
Registration Date: 2013/12/01

Director

Last Name: MATTHEWS
First Name: STEVE
Middle Name:
Street/Box Number: 344 MUSTANG LANE, R.R. #2
City: AIRDRIE
Province: ALBERTA
Postal Code: T4B 2A4
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MATTHEWS
First Name: ANN
Middle Name:
Street/Box Number: 344 MUSTANG LANE, R.R. #2
City: AIRDRIE
Province: ALBERTA
Postal Code: T4B 2A4
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: WISKAR
First Name: FRANK

Middle Name:
Street/Box Number: C/O 1413 - 2ND STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 0W7
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2012895088	ABSOLUTE TRAC, INC.
2015762004	GEMINI POSITIONING SYSTEMS LTD.
2017535473	1753547 ALBERTA LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000105100778920	2013/12/01
Other Rules or Provisions	ELECTRONIC	2013/12/01
Share Structure	ELECTRONIC	2013/12/01

Registration Authorized By: FRANK WISKAR
DIRECTOR

**Articles of Amalgamation
For
ABSOLUTE GEMINI LTD.**

Share Structure: SEE ATTACHED SCHEDULE "A"
**Share Transfers
Restrictions:** NO SHARE OF THE CORPORATION SHALL BE TRANSFERRED
WITHOUT THE APPROVAL OF THE MAJORITY OF DIRECTORS.
**Number of
Directors:**
**Min Number of
Directors:** 1
**Max Number of
Directors:** 15
**Business Restricted
To:** NONE
**Business Restricted
From:** NONE
Other Provisions: SEE ATTACHED SCHEDULE "B"

**Registration Authorized By: FRANK WISKAR
DIRECTOR**

Articles of Amalgamation

Business Corporations Act
Section 185

1. Name of Amalgamated Corporation

ABSOLUTE GEMINI LTD.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

See attached Schedule "A"

3. Restrictions on share transfers (if any):

No share of the Corporation shall be transferred without the approval of the majority of directors.

4. Number, or minimum and maximum number of directors:

Minimum One (1), Maximum Fifteen (15)

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

NONE

6. Other provisions (if any):

See attached Schedule "B"

7. Name of Amalgamating Corporations

Corporate Access Number

1753547 ALBERTA LTD.	2017535473
GEMINI POSITIONING SYSTEMS LTD.	2015762004
ABSOLUTE TRAC, INC.	2012895088

CARON & PARTNERS

FILED

DEC 01 2013

CORES

Name of Person Authorizing (please print)

c/o (403) 260-1580
Telephone Number (daytime)

Director
Title (please print)

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (403) 422-2362.

REG 3016 (06/04)

TRADEMARK
REEL: 005424 FRAME: 0804

SCHEDULE "A"

The Classes and any maximum number of shares that the corporation is authorized to issue

The Corporation is authorized to issue an unlimited number of Class "A" Common Shares, an unlimited number of Class "B" Common Shares, an unlimited number of Class "C" Common Shares, an unlimited number of Class "D" Common Shares, an unlimited number of Class "E" Non-Voting Common Shares, an unlimited number of Class "F" Non-Voting Common Shares, an unlimited number of Class "G" Non-Voting Common Shares, an unlimited number of Class "H" Non-Voting Common Shares, an unlimited number of Class "I" Preferred Shares and an unlimited number of Class "J" Non-Voting Preferred Shares.

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

Class "A", "B", "C" and "D" Common

1. The holders of Class "A", "B", "C", and "D" Common Shares shall be entitled to:
 - (a) Receive notice of, attend and vote at all meetings of Shareholders of the Corporation;
 - (b) Receive dividends as may be declared by the Corporation;
 - (c) Participate in the distribution of any remaining property of the Corporation on dissolution subject to the preferred rights of the holders of the Preferred Shares in this regard as hereinafter set out.

Class "E", "F", "G" and "H" Non-Voting Common

2. The holders of Class "E", "F", "G" and "H" Non-Voting Common Shares shall be entitled to:
 - (a) Receive dividends as may be declared by the Corporation;
 - (b) Participate in the distribution of any remaining property of the Corporation on dissolution subject to the preferred rights of the holders of the Preferred Shares in this regard as hereinafter set out;

but shall not be entitled to receive notice of, attend or vote at meetings of Shareholders of the Corporation unless otherwise provided by the provisions of the *Business Corporations Act* (Alberta).

Class "I" Preferred

3.
 - (a) The holders of Class "I" Preferred Shares shall be entitled to receive notice of, attend and vote at all meetings of the Shareholders of the Corporation.
 - (b) The holders of the Class "I" Preferred Shares shall be entitled to receive dividends according to the terms as set by the Directors by resolution at the time of issue.
 - (c) Class "I" Preferred Shares shall be redeemable and retractable. The terms of redemption and retraction and the redemption value and retraction value of Class "I" Preferred Shares shall be in the discretion of the Directors and shall be set by resolution at the time of issue.
 - (d) In the event of the winding-up or dissolution of the Corporation, the holders of the Class "I" Preferred Shares shall be entitled, out of the assets of the Corporation available for distribution to Shareholders, to the full redemption value per share of the Class "I" Preferred Shares together with the amount of all dividends declared thereon and unpaid, in priority to the Common Shareholders and Class "J" Non-Voting Preferred Shareholders, but with no further participation in the assets of the Corporation.
 - (e) Class "I" Preferred Shares may be issued in series. The terms, conditions, rights

and privileges for each series, subject always to the terms set out herein for each Class, shall be set in the discretion of the Board of Directors by resolution. Without restricting the generality of the foregoing, the Directors may, by resolution, determine and fix the number of such series, the designation, rates, privileges, restrictions, rights and conditions to be attached to the Preferred Shares of any series, the rate of or amount of any dividend, whether cumulative, non-cumulative or partially cumulative, the date or dates and the place or places of payment, the consideration and the terms and conditions of any purchase for cancellation or redemption thereof, conversion rates, if any, the terms and conditions or any share purchase plan or sinking fund and the restrictions, if any, respecting the payment of dividends on or the payment of capital in respect of any shares ranking prior or equally with or subordinate to any series of Preferred shares.

Class "J" Non-Voting Preferred

4. (a) The holders of Class "J" Non-Voting Preferred Shares shall not be entitled to receive notice of, attend or vote at any meetings of the Shareholders of the Corporation unless otherwise provided by the provisions of the *Business Corporations Act* (Alberta).
 - (b) The holders of Class "J" Non-Voting Preferred Shares shall be entitled to receive dividends according to the terms as set by the Directors by resolution at the time of issue.
 - (c) Class "J" Non-Voting Preferred Shares shall be redeemable and retractable. The terms of redemption and retraction and the redemption and retraction value of Class "J" Non-Voting Preferred Shares shall be in the discretion of the Directors and shall be set by resolution at the time of issue.
 - (d) Subject to the rights of holders of Class "I" Preferred Shares, in the event of the winding-up or the dissolution of the Corporation, the Class "J" Non-Voting Preferred Shares shall be entitled, out of the assets of the Corporation available for distribution to Shareholders, to the full redemption value per share of each Preferred Share, together with the amount of all dividends declared thereon and unpaid, in priority to the Common Shareholders, but with no further participation in the assets of the corporation.
 - (e) Class "J" Non-Voting Preferred Shares may be issued in series. The terms, conditions, rights and privileges for each series, subject always to the terms set out herein for each Class, shall be set in the discretion of the Board of Directors by resolution. Without restricting the generality of the foregoing, the Directors may, by resolution, determine and fix the number of such series, the designation, rates, privileges, restrictions, rights and conditions to be attached to the Preferred Shares of any series, the rate of or amount of any dividend, whether cumulative, non-cumulative or partially cumulative, the date or dates and the place or places of payment, the consideration and the terms and conditions of any purchase for cancellation or redemption thereof, conversion rates, if any, the terms and conditions or any share purchase plan or sinking fund and the restrictions, if any, respecting the payment of dividends on or the payment of capital in respect of any shares ranking prior or equally with or subordinate to any series of Preferred Shares.
5. Dividends may be declared separately and differently in respect of each and every class of shares, common and preferred, to the exclusion of any or all other classes of shares, common or preferred.
 6. In this Schedule, the following definitions apply:
 - (a) "redeemable" means that the Corporation may at its option buy back the redeemable shares on the terms and conditions set by resolution at the time of issue.

- (b) "retractable" means that the holder of retractable shares may at his or her option require the Corporation to buy back the shares on the terms set by resolution at the time of issue.

SCHEDULE "B"

1. The number of the Corporation's shareholders, 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 that employment to be shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
2. Any invitation to the public to subscribe for the Corporation's securities is prohibited, except pursuant to exemptions permitted by the applicable securities legislation and regulations.
3. The Corporation shall have a lien on shares issued, to enforce any debt owing to the Corporation by a shareholder.