

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM371469

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BENLAN INC.		12/10/2015	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	CANADIAN HOSPITAL SPECIALTIES LIMITED		
Street Address:	2810 COVENTRY RD		
City:	OAKVILLE, ON		
State/Country:	CANADA		
Postal Code:	L6H 6R1		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1465323	MED-RX	
CORRESPONDENCE DATA			
Fax Number:	4155760300		
<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:	415-576-0200		
Email:	jhughes@kilpatricktownsend.com, choffman@kilpatricktownsend.com		
Correspondent Name:	JOHN A. HUGHES		
Address Line 1:	TWO EMBARCADERO CENTER, 8th FLOOR		
Address Line 2:	KILPATRICK TOWNSEND & STOCKTON LLP		
Address Line 4:	SAN FRANCISCO, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	90583-952163		
NAME OF SUBMITTER:	John A. Hughes		
SIGNATURE:	/jah/		
DATE SIGNED:	02/01/2016		
Total Attachments: 19			
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Ministry of
Government Services
Ontario

Ministère des
Services gouvernementaux

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

1946076

JANUARY 01 JANVIER, 2016

17

Director / Directeur

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):

C	A	N	A	D	I	A	N		H	O	S	P	I	T	A	L		S	P	E	C	I	A	L	T	I	E	S
L	I	M	I	T	E	D																						

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

2810 Coventry Rd

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

Oakville

ONTARIO

L 6 H 6 R 1

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 et maximum

1	10
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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
David Enns	2810 Coventry Rd Oakville, Ontario Canada L6H 6R1	Yes
Jeffrey A. Lipsitz	200 Park Avenue New York, New York U.S.A. 10166	No
Michael E. Najjar	200 Park Avenue New York, New York U.S.A. 10166	No

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

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>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</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
James W. Tucker	200 Park Avenue New York, New York U.S.A. 10166	No

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

CANADIAN HOSPITAL SPECIALTIES LIMITED

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
CANADIAN HOSPITAL SPECIALTIES LIMITED	001928756	2015	12	01
BENLAN INC.	000934612	2015	12	01
BENLAN U.S.A., INC.	001868533	2015	12	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.

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 shares designated as:

- (a) Common Shares; and
- (b) Preferred 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 pages 4A to 4C attached.

A. COMMON SHARES

The Common Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

(1) Dividends

Subject to the prior rights of the holders of the Preferred Shares and any other shares ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors of the Corporation may from time to time determine and all dividends which the board of directors of the Corporation may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding.

(2) Dissolution

In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the Preferred Shares and any other shares ranking senior to the Common Shares with respect to priority in the distribution of assets upon dissolution, liquidation, winding-up or distribution for the purpose of winding-up, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

(3) Voting Rights

The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one (1) vote for each Common Share held at all meetings of the shareholders of the Corporation, except meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

B. PREFERRED SHARES

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

(1) Directors' Authority to Issue in One or More Series

The board of directors of the Corporation may issue the Preferred Shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the Articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series including, without limitation, the rate or rates, amount or method or methods of calculation of dividends thereon, the time and place of payment of dividends, whether cumulative or non-cumulative or partially

cumulative and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any), the voting rights attached thereto (if any), and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Director (as defined in the Business Corporations Act (Ontario)) Articles of Amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the board of directors of the Corporation.

(2) Ranking of Preferred Shares

No rights, privileges, restrictions or conditions attached to a series of Preferred Shares shall confer upon shares of a series a priority in respect of dividends or return of capital over shares of any other series of Preferred Shares then outstanding. The Preferred Shares shall be entitled to priority over the Common Shares of the Corporation and over any other shares of the Corporation ranking junior to the Preferred Shares with respect to priority in the payment of dividends and the distribution of assets in the event of 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. If any cumulative dividends or amounts payable on a return of capital in respect of a series of Preferred Shares are not paid in full, the Preferred Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of the Preferred Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Preferred Shares of any series may also be given such other preferences, not inconsistent with sections B(1) to B(4) hereof, over the Common Shares and over any other shares ranking junior to the Preferred Shares as may be determined in the case of such series of Preferred Shares.

(3) Voting Rights

Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Preferred Shares, the holders of the Preferred Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

(4) Approval of Holders of Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class may be added to, changed or removed but only with the approval of the holders of the Preferred Shares given as hereinafter specified.

The approval of the holders of Preferred Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Preferred Shares as a class or to any other matter requiring the consent of the holders of the Preferred Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval shall be given by resolution passed by the affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of Preferred Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time required by the Business Corporations Act (Ontario) (as from time to time amended, varied or replaced) and prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Preferred Shares as a class, each holder entitled to vote thereat shall have one vote in respect of each Preferred Share held by him.

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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 securities, other than non-convertible debt securities, of the Corporation may be transferred without either:

(a) the consent of the directors of the Corporation expressed by a resolution passed at a meeting of those directors, or a resolution in writing signed by all of them; or

(b) the consent of the shareholders of the Corporation, expressed by a resolution passed at a meeting of those shareholders, or a resolution in writing signed by all of those shareholders entitled to vote on that resolution.

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

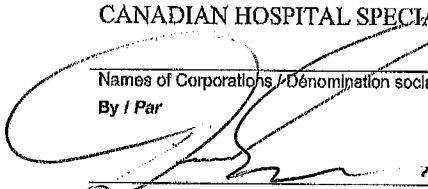
None

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.

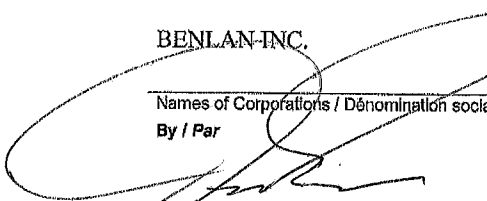
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the 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.**

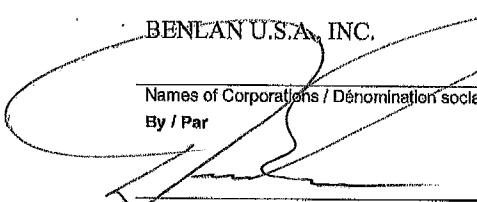
CANADIAN HOSPITAL SPECIALTIES LIMITED

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

BENLAN INC.

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

BENLAN U.S.A. INC.

Names of Corporations / Dénomination sociale des sociétés
By / Par  David Enns Chief Executive Officer
Signature / Signature _____ **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

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 OFFICER

RE: **Amalgamation of Canadian Hospital Specialties Limited, Benlan Inc. and Benlan U.S.A., Inc.**

I, David Enns, make this statement in respect of the amalgamation of Canadian Hospital Specialties Limited, Benlan Inc. and Benlan U.S.A., Inc. (the "Amalgamation") pursuant to Section 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am the President & Chief Executive Officer of Canadian Hospital Specialties Limited (the "Corporation").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the Amalgamation will be, able to pay their respective 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 of the Corporation will be prejudiced by the Amalgamation.

DATED the 10th day of December, 2015.



David Enns

Schedule "A"

STATEMENT OF OFFICER

RE: Amalgamation of Canadian Hospital Specialties Limited, Benlan Inc. and Benlan U.S.A., Inc.

I, David Enns, make this statement in respect of the amalgamation of Canadian Hospital Specialties Limited, Benlan Inc. and Benlan U.S.A., Inc. (the "Amalgamation") pursuant to Section 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am the President and Chief Executive Officer of Benlan Inc. (the "Corporation").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the Amalgamation will be, able to pay their respective 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 of the Corporation will be prejudiced by the Amalgamation.

DATED the 10th day of December, 2015.



David Enns

Schedule "A"

STATEMENT OF OFFICER

RE: Amalgamation of Canadian Hospital Specialties Limited, Benlan Inc. and Benlan U.S.A., Inc.

I, David Enns, make this statement in respect of the amalgamation of Canadian Hospital Specialties Limited, Benlan Inc. and Benlan U.S.A., Inc. (the "Amalgamation") pursuant to Section 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am the President and Chief Executive Officer of Benlan U.S.A., Inc. (the "Corporation").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the Amalgamation will be, able to pay their respective 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 of the Corporation will be prejudiced by the Amalgamation.

DATED the 10th day of December, 2015.



David Enns

SCHEDULE "B"

**RESOLUTIONS OF THE DIRECTORS
OF**

CANADIAN HOSPITAL SPECIALTIES LIMITED
(the "Corporation")

**Approval of Amalgamation with Benlan Inc.
and Benlan U.S.A., Inc.**

CONTEXT

- A. The Corporation, Benlan Inc. and Benlan U.S.A., Inc. are all governed by the *Business Corporations Act* (Ontario) (the "Act").
- B. Benlan Inc. and Benlan U.S.A., Inc. are the Corporation's subsidiaries.
- C. The Corporation, Benlan Inc. and Benlan U.S.A., Inc. have agreed to amalgamate pursuant to Section 177(1) of the Act.

RESOLVED THAT:

- 1. The Corporation's amalgamation with Benlan Inc. and Benlan U.S.A., Inc., pursuant to Section 177(1) of the Act, is approved.
- 2. All shares in the capital of Benlan Inc. and Benlan U.S.A., Inc., including all shares which have been issued and are outstanding at the date of these resolutions, will be cancelled without any repayment of capital in respect of those shares.
- 3. Upon the issuance of a Certificate of Amalgamation under Section 178(4) of the Act, the issued and outstanding shares of the amalgamated corporation will be the shares of the Corporation that were issued and outstanding immediately prior to the amalgamation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Articles of the Corporation.
- 5. The by-laws of the amalgamated corporation will be the same as the by-laws of the Corporation.
- 6. The directors of the amalgamated corporation will be those persons who are the directors of the Corporation immediately prior to the amalgamation.
- 7. No securities will be issued and no assets will be distributed by the Corporation in connection with the amalgamation.
- 8. Any director or officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

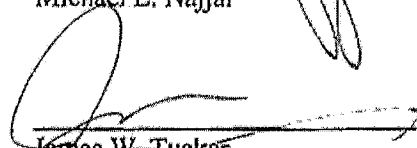
These resolutions may be executed and delivered in counterparts, each of which will be an original, and each of which may be delivered by facsimile, e-mail or other functionally equivalent electronic means of transmission, and those counterparts will together constitute one and the same instrument.

These resolutions are consented to by all of the directors of the Corporation, pursuant to Section 129 of the *Business Corporations Act* (Ontario), as evidenced by the signatures below.

DATED the 1st day of December, 2015.



Jeffrey A. Lipsitz

Michael E. Najjar

James W. Tucker

David Enns

SCHEDULE "B"

**RESOLUTIONS OF THE DIRECTORS
OF**

BENLAN INC.
(the "Corporation")

**Approval of Amalgamation with Benlan U.S.A., Inc.
and Canadian Hospital Specialties Limited**

CONTEXT

- A. The Corporation, Benlan U.S.A., Inc. and Canadian Hospital Specialties Limited ("CHS") are all governed by the *Business Corporations Act* (Ontario) (the "Act").
- B. The Corporation and Benlan U.S.A., Inc. are subsidiaries of CHS.
- C. The Corporation, Benlan U.S.A., Inc. and CHS have agreed to amalgamate pursuant to Section 177(1) of the Act.

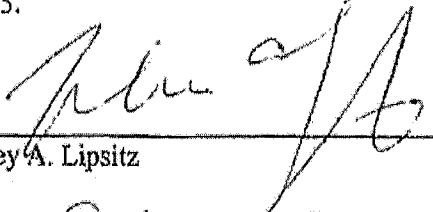
RESOLVED THAT:

- 1. The Corporation's amalgamation with Benlan U.S.A., Inc. and CHS, pursuant to Section 177(1) of the Act, is approved.
- 2. Upon the issuance of a Certificate of Amalgamation under Section 178(4) of the Act, all shares in the capital of the Corporation, including all shares that have been issued and are outstanding at the date of these resolutions, will be cancelled without any repayment of capital in respect of those shares.
- 3. Upon the issuance of a Certificate of Amalgamation under Section 178(4) of the Act, the issued and outstanding shares of the amalgamated corporation will be the shares of CHS that were issued and outstanding immediately prior to the amalgamation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Articles of CHS.
- 5. The by-laws of the amalgamated corporation will be the same as the by-laws of CHS.
- 6. The directors of the amalgamated corporation will be those persons who are the directors of CHS immediately prior to the amalgamation.
- 7. No securities will be issued and no assets will be distributed by the Corporation in connection with the amalgamation.
- 8. Any director or officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

These resolutions may be executed and delivered in counterparts, each of which will be an original, and each of which may be delivered by facsimile, e-mail or other functionally equivalent electronic means of transmission, and those counterparts will together constitute one and the same instrument.

These resolutions are consented to by all of the directors of the Corporation, pursuant to Section 129 of the *Business Corporations Act* (Ontario), as evidenced by the signatures below.

DATED the 1st day of December, 2015.



Jeffrey A. Lipsitz



Michael E. Najjar



James W. Tucker



David Enns

SCHEDULE "B"

RESOLUTIONS OF THE DIRECTORS OF

BENLAN U.S.A., INC.
(the "Corporation")

Approval of Amalgamation with Benlan Inc. and Canadian Hospital Specialties Limited

CONTEXT

- A. The Corporation, Benlan Inc. and Canadian Hospital Specialties Limited ("CHS") are all governed by the *Business Corporations Act* (Ontario) (the "Act").
- B. The Corporation and Benlan Inc. are subsidiaries of CHS.
- C. The Corporation, Benlan Inc. and CHS have agreed to amalgamate pursuant to Section 177(1) of the Act.

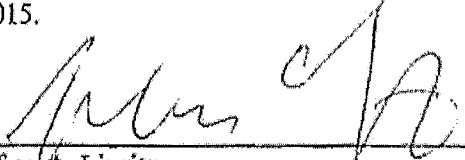
RESOLVED THAT:

- 1. The Corporation's amalgamation with Benlan Inc. and CHS, pursuant to Section 177(1) of the Act, is approved.
- 2. Upon the issuance of a Certificate of Amalgamation under Section 178(4) of the Act, all shares in the capital of the Corporation, including all shares that have been issued and are outstanding at the date of these resolutions, will be cancelled without any repayment of capital in respect of those shares.
- 3. Upon the issuance of a Certificate of Amalgamation under Section 178(4) of the Act, the issued and outstanding shares of the amalgamated corporation will be the shares of CHS that were issued and outstanding immediately prior to the amalgamation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Articles of CHS.
- 5. The by-laws of the amalgamated corporation will be the same as the by-laws of CHS.
- 6. The directors of the amalgamated corporation will be those persons who are the directors of CHS immediately prior to the amalgamation.
- 7. No securities will be issued and no assets will be distributed by the Corporation in connection with the amalgamation.
- 8. Any director or officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

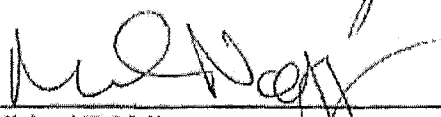
These resolutions may be executed and delivered in counterparts, each of which will be an original, and each of which may be delivered by facsimile, e-mail or other functionally equivalent electronic means of transmission, and those counterparts will together constitute one and the same instrument.

These resolutions are consented to by all of the directors of the Corporation, pursuant to Section 129 of the *Business Corporations Act* (Ontario), as evidenced by the signatures below.


DATED the 1st day of December, 2015.




Jeffrey A. Lipsitz



Michael E. Najjar



James W. Tucker



David Enns

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