

M.D.
10-25-99

10-28-1999



TRADEMARK

101185834

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

IN RE APPLICATION OF : BETA SYSTEMS SOFTWARE AG
 MARK : HARBOR
 REGISTRATION NO. : 1,800,502
 REGISTRATION DATE : October 26, 1993
 ATTORNEY DOCKET NO. : BCG 5 0004

Cleveland, Ohio 44114-2518
October 22, 1999

RECORDATION FORM COVER SHEET

BOX ASSIGNMENTS
Hon. Commissioner for Patents and Trademarks
Washington, DC 20231

Dear Sir:

Please record the attached original document(s) or copy thereof.

1. Name of conveying Party(ies):

227769 Alberta Ltd. and Harbor Systems Management Ltd.

X Canadian Corporations

2. Name and Address of receiving Party(ies):

Name: Beta Systems of Canada Ltd.

Internal Address: _____

Street Address: 3500, 855 - 2 Street SW

City: Calgary, Alberta

State/Country Canada ZIP: T2P 4J8

X German Corporation

3. Nature of Conveyance:

____ Assignment _____ Change of Name

____ Security Agreement _____ Merger

____ Other _____ Amalgamation

Execution Date: December 31, 1998

10/27/1999 JMGUYEN 00000202 1800502 40.00 DP 01 FC:401

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REEL: 001981 FRAME: 0036

4. Application number(s) or registration number(s).

If this document is being filed together with a new application, the execution date of the application is:

Date

A. Trademark Application No.(s) B. Registration No.(s)

1,800,502

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jay F. Moldovanyi
(type name of attorney)

Firm: FAY, SHARPE, FAGAN, MINNICH & MCKEE, LLP

Address: 1100 Superior Avenue
Suite 700

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Number of applications and trademarks involved: 1

7. Total fee (37 C.F.R. 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account.

8. Deposit Account Number _____

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

FAY, SHARPE, FAGAN,
MINNICH & MCKEE, LLP

27 Oct 1999

Date

Jay F. Moldovanyi

Jay F. Moldovanyi

Reg. No. 29,678

1100 Superior Avenue

Suite 700

Cleveland, OH 44114-2518

(216) 861-5582

Total number of pages including cover sheet, attachments, and document: 9

Certified Copy

CORPORATE ACCESS NUMBER: 208127621

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

BETA SYSTEMS OF CANADA LTD.

IS THE RESULT OF AN AMALGAMATION FILED ON 1998/12/31.



10/09/1999 4:47 PM

**TRADEMARK
REEL: 001981 FRAME: 0039**

Certified Copy

**Articles of Amalgamation
For
BETA SYSTEMS OF CANADA LTD.**

Classes of Shares: THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Restrictions on Share Transfers: THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Number of Directors:

Minimum Number of Directors: 2

Maximum Number of Directors : 7

Restrictions on Business To: NONE

Restrictions on Business From: NONE

Other Rules or Provisions: THE ANNEXED SCHEDULE "C" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Registration Authorized By: PATRICIA MINOR - BLAKE, CASSELS & GRAYDON
AGENT OF CORPORATION



Certified Copy of Transaction

Corporate Registration System

Date of report: 1999/10/09
Time of report: 04:38 PM
Report provided by: BLAKE CASSELS & GRAYDON

Service Request No: 1503241
Customer Reference No:

Corporate Access Number: 208127621
Current Legal Entity Name: BETA SYSTEMS OF CANADA LTD.
Current Legal Entity Status: Active

Service Request Number: 846970
Transaction Type: Amalgamate Alberta Corporation
Date Completed: 1998/12/31
Authorized Representative
Last Name: MINOR - BLAKE, CASSELS & GRAYDON
First Name: PATRICIA
Relationship to Legal Entity: Agent of Corporation

Information Added or Changed by the Service Request

Legal Entity

Legal Entity Type: Alberta Business Corporation
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: BETA SYSTEMS OF CANADA LTD.
Legal Entity Status: Active
Nuans Report Number: 62919579
Nuans Report Date: 1998/12/21

Registered Address

Street: 3500, 855 - 2 STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4J8

Records Address

Street: 3500, 855 - 2 STREET SW
City: CALGARY

Postal Code: T2P 4J8

Classes of Shares and any Maximum Number (within each class): THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Restrictions on Share Transfers: THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Minimum Number Of Directors: 2

Maximum Number Of Directors: 7

Restrictions On Business To: NONE

Restrictions On Business From: NONE

Other Provisions: THE ANNEXED SCHEDULE "C" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Registration Date: 1998/12/31

Director/Shareholder/Officer/Record Keeper

Last Name/Legal Entity Name: DULLEY

First Name: BEN

Type: Director

Status: Active

Individual or Legal Entity Type: Individual

Street/Box Number: 1900, 840 - 7 AVENUE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2P 3G2

Resident Canadian: Y

Stat Dec Director Notice Error: Y

Appointment Date: 1998/12/31

Last Name/Legal Entity Name: FINNERTY

First Name: PATRICK

Middle Name: C.

Type: Director

Status: Active

Individual or Legal Entity Type: Individual

Street/Box Number: 3500, 855 - 2 STREET SW

City: CALGARY

Province: ALBERTA

Postal Code: T2P 4J8

Resident Canadian: Y

Appointment Date: 1998/12/31

Last Name/Legal Entity Name: HOTZ-FIRLUS

First Name: CHRISTIANE

Status: Active
Individual or Legal Entity Type: Individual
Street/Box Number: ALT-MOABIT, 97A
City: BERLIN
Postal Code: D-10559
Province: GERMANY
Appointment Date: 1998/12/31

Last Name/Legal Entity Name: VON DUNGERN
First Name: OSKAR
Type: Director
Status: Active
Individual or Legal Entity Type: Individual
Street/Box Number: ALT-MOABIT, 97A
City: BERLIN
Postal Code: D-10559
Province: GERMANY
Appointment Date: 1998/12/31

Amalgamating Corporation Registered in Alberta

Corporate Access Number: 207797697
Legal Entity Name: 779769 ALBERTA LTD.
Home Jurisdiction Corporate Access Number:

Corporate Access Number: 207544578
Legal Entity Name: HARBOR SYSTEMS MANAGEMENT LTD.
Home Jurisdiction Corporate Access Number:

Attachment

Attachment Type: Amalgamation Agreement
Microfilm Bar Code: 10000195000020608
Date Recorded: 1998/12/31

Attachment Type: Other Rules or Provisions
Microfilm Bar Code: ELECTRONIC
Date Recorded: 1998/12/31

Attachment Type: Restrictions on Share Transfers
Microfilm Bar Code: ELECTRONIC
Date Recorded: 1998/12/31

Attachment Type: Share Capital
Microfilm Bar Code: ELECTRONIC
Date Recorded: 1998/12/31

Attachment Type: Statutory Declaration
Microfilm Bar Code: 10000995000020609
Date Recorded: 1998/12/31

Alberta Registries certifies that the information contained in this report is the information filed in the Register of Corporations by the service request specified.

