

09-01-2000

U.S. Department of Commerce
Patents & Trademark Office



Atty. Docket No.: T106116-09002
Date: August 4, 2000

101448943

84.00

To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof

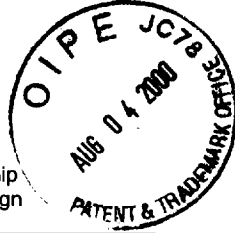
1. Name of conveying party(ies)

SNS/Assure Corp.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership
- Corporation-Foreign

Additional name(s) of conveying party(ies) attached?

Yes No



2. Name and address of receiving party(ies):

Name: BCE EMERGIS INC.

Street Address: Montreal, Quebec, Canada

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Corporation-Foreign Canada
- Other

If assignee is not domiciled in the United States,
a domestic representative designation is attached:

Yes No
(Designations must be a separate document from
Assignment)

Additional name(s) & Address(es) attached?

Yes No

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

A. Trademark Application No.(s)

75/687,025 - ASSUREPAY

75/803,069 - S N S ASSURE & Design

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Arent Fox Kintner Plotkin & Kahn, PLLC

Street Address: 1050 Connecticut Avenue, N.W., Suite 600,

Washington, D.C. 20036-5339

6. Total number of applications and registrations
involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00

Enclosed Check # 298122

Any additional fees are authorized to be charged to
Deposit Account

8. Deposit account number: 01-2300
(Attach duplicate copy of this page if paying by Deposit Account)

08/31/2000 NTHA11 00000052/75687025

DO NOT USE THIS SPACE

01 For 481 46.00 GP
02 For 482 25.00 GP

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.

Charles M. Marmelstein
Name of Person Signing
Reg. No. 25,895

Signature

August 4, 2000
Date

Total number of pages including cover sheet, attachments and document: 15

TRADEMARK

REEL: 002128 FRAME: 0417



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Certificat
de fusion**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

BCE EMERGIS INC.

370726-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

January 1, 2000 / le 1 janvier 2000

Date of Amalgamation - Date de fusion

Canada

**CANADA BUSINESS
CORPORATIONS ACT
FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)**

1 - Name of amalgamated corporation

BCE EMERGIS INC.

2 - The place in Canada where the registered office is to be situated

Montreal Urban Community, Province of Quebec

3 - The classes and any maximum number of shares that the Corporation is authorized to issue

See Schedule A attached hereto and forming an integral part hereof.

4 - Restrictions, if any, on share transfers

None.

5 - Number (or minimum and maximum number) of directors

A minimum number of three (3) and a maximum number of fifteen (15).

6 - Restrictions, if any, on business the Corporation may carry on

None.

7 - Other provisions, if any

See Schedule B attached hereto and forming an integral part hereof.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

- 183
- 184(1)
- 184(2)

9 - Name of the amalgamating corporations

- (a) BCE EMERGIS INC.
- (b) ASSURE HEALTH INC.
- (c) SNS/ASSURE CORP.

Corporation No.

- (a) 352717-4
- (b) 366202-1
- (c) 367683-3

Date

(a) Signature

December 22, 1999

Monique Meurer

Title

Senior Vice-President, Law and Corporate Secretary

Date

(b) Signature

December 22, 1999

Monique Meurer

Title

Corporate Secretary

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Date

(c) Signature

December 22, 1998

Monique Mercier

Title

Corporate Secretary

FOR DEPARTMENTAL USE ONLY

Corporation No.

370726-1

Filed

January 5, 2000

SCHEDULE A

forming an integral part to the articles of amalgamation
of BCE EMERGIS INC.

AUTHORIZED CAPITAL

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares issuable in series having attached thereto the rights, privileges, restrictions and conditions set forth below.

COMMON SHARE PROVISIONS

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

- (a) Rights in the Profits of the Corporation: Subject to the rights attaching to any other class or series of shares of the Corporation, the holders of the Common Shares are entitled to participate rateably in any surplus or profits of the Corporation.
- (b) Rights in the Remaining Property of the Corporation: Subject to the rights attaching to any other class or series of shares of the Corporation, the holders of the Common Shares are entitled to receive, rateably, the remaining property of the Corporation upon a dissolution.
- (c) Voting Rights: The holders of the Common Shares are entitled to one vote for each share held by them at all meetings of shareholders and they shall be entitled to notice of all meetings of shareholders of the Corporation.

PREFERRED SHARE PROVISIONS

The rights, privileges, restrictions and conditions attaching to the Preferred Shares shall be as follows:

- (a) Directors' Rights to Issue One or More Series: The Preferred Shares may at any time and from time to time be issued in one or more series. Before any shares of a particular series are issued, the directors of the Corporation shall fix the number of shares which will form such series and shall, by resolution, determine the designation, rights, privileges, restrictions and conditions to be attached to the Preferred Shares of such series, including, but without limiting the generality of the foregoing:
 - (i) if applicable, the rate, amount or method of calculation of dividends (if any) payable thereon;
 - (ii) if applicable, the time or times and place or places of payment of dividends;

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- (iii) if applicable, the consideration for and the terms and conditions of any purchase for cancellation, retraction or redemption thereof;
- (iv) the conversion, exchange or reclassification rights attached thereto (if any);
- (v) the voting rights attached thereto (if any);
- (vi) if applicable, the terms and conditions of any share purchase plan or sinking fund and the restrictions respecting payment of dividends on or the repayment of capital in respect of any shares ranking junior to the Preferred Shares; and
- (vii) any other terms not inconsistent with these provisions;

the whole subject to the filing with the Director, as defined in the Canada Business Corporations Act (the "Act"), of articles of amendment in prescribed form designating such series of Preferred Shares including the designation, rights, privileges, restrictions and conditions attaching thereto as determined by the directors and the issuance of a certificate of amendment with respect thereto.

- (b) **Ranking of Preferred Shares:** Each series of Preferred Shares shall with respect to the payment of dividends and the distribution of assets in the event of a liquidation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with each other series of Preferred Shares, and shall be entitled to a preference over the Common Shares and the Preferred Shares of any series may also be given such other preferences not inconsistent with subparagraphs (a)(i) to (a)(vii) hereof over the Common Shares as may be determined by resolution of the directors of the Corporation. If any amount of cumulative dividends, whether or not declared, or any amount of declared non-cumulative dividends in respect of any Preferred Shares is not paid in full, the Preferred Shares of all series shall participate rateably in respect of such dividends in accordance with the sums which would be payable on such shares if all such dividends were declared and paid in full; and if any amount payable on a return of capital in respect of any Preferred Shares is not paid in full, the Preferred Shares of all series shall participate rateably in respect of any return of capital in accordance with the sums which would be payable on such return of capital if all such 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 as aforesaid, the claims of the holders of the Preferred Shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter will be applied towards the payment and satisfaction of claims in respect of dividends.
- (c) **Voting Rights:** Except as hereinafter referred to or as 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 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; provided that the holders of Preferred Shares as a class shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution

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of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 189(3) of the Act.

- (d) Amendment with Approval of Holders of Preferred Shares: The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class may be added to, removed or changed but only with the approval of holders of Preferred Shares given as hereinafter specified.
- (e) Approval of Holders of Preferred Shares: Subject to subparagraph (g) hereof, the authorization required by section 173(1) of the Act (or any other statutory provision of like or similar effect, from time to time in force) to add to, remove or change any right, privilege, restriction or condition attaching to the Preferred Shares as a class and the approval of any other matter requiring the consent of the holders of Preferred Shares as a class and the approval of any other matter requiring the consent of the holders of Preferred Shares as a class may be given in such manner as may then be required by ~~the Act~~ subject to a minimum requirement that such approval be given by resolution passed by a majority of not less than 66 2/3% of the votes cast at a meeting of the holders of the Preferred Shares duly called for that purpose and held upon at least 21 days' notice at which the holders of Preferred Shares representing not less than 5% of the outstanding Preferred Shares are present or represented by proxy; provided that, if at any such meeting a quorum is not present within half an hour after the time appointed for such meeting the meeting shall be adjourned to such date being not less than 5 days later and to such time and place as may be appointed by the chairman and, subject to the provisions of the Act, it shall not be necessary to give notice of the adjourned meeting. At such adjourned meeting the holders of Preferred Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by a majority of not less than 66 2/3% of the votes cast at such adjourned meeting shall constitute the authorization of the holders of the Preferred Shares referred to above. The formalities to be observed in respect of the giving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders or, if not so prescribed, as required by the Act.
- (f) Restrictions on Issue of Shares: No Preferred Shares may be issued if the Corporation is in arrears in the payment of dividends on, or is in breach of any of the provisions attaching to, any outstanding series of the Preferred Shares without the approval of the holders of the Preferred Shares then outstanding given in accordance with subparagraph (e) hereof.
- (g) Variation of Rights without Approval: The holders of the Preferred Shares or any series thereof shall not be entitled to vote separately as a class or series upon a proposal to amend the articles to:
- (i) decrease the maximum number of authorized Preferred Shares or any series thereof; or

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- (ii) effect an exchange, reclassification or cancellation of all or part of the Preferred Shares or any series thereof; or
- (iii) create a new class of shares, or a new series of Preferred Shares, equal or superior to the Preferred Shares or any series thereof.

SCHEDULE B

forming an integral part to the articles of amalgamation of
BCE EMERGIS INC.

OTHER PROVISIONS

1. Subject to the Corporation's by-laws or any unanimous shareholders' agreement, the director or directors of the Corporation may, without authorization of the shareholders:
 - a) borrow money upon the credit of the Corporation;
 - b) issue, re-issue, sell or pledge bonds, debentures and other debt obligations of the Corporation;
 - c) notwithstanding the provisions of the Civil Code of the Province of Quebec, hypothecate, mortgage, pledge or otherwise create other security interests in all or any property of the Corporation, moveable or immovable, present or future, to secure any such debt obligation; and constitute the hypothec, mortgage or pledge above-mentioned, by trust deed, in accordance with the applicable provisions of the Special Corporate Powers Act (R.S.Q., c.P-16), or in any other manner.

The directors of the Corporation may, by resolution, delegate the powers referred to above to a director, a committee of directors, or an officer of the Corporation.
 2. The amalgamation between BCE Emergis Inc., SNS/Assure Corp. and Assure Health Inc. shall take effect at 00:01 a.m. on January 1st, 2000.
-

Canada) IN THE MATTER OF the Amalgamation of BCE
 Province of Québec) EMERGIS INC., SNS/ASSURE CORP. and
 To Wit :) ASSURE HEALTH INC.

I, MONIQUE MERCIER, of the city of Montreal, in the Province of Quebec, Executive, do solemnly declare that :

1. I am the Senior Vice-President, Law and Corporate Secretary of BCE Emergis Inc., which Corporation is intending to amalgamate, under the provisions of Section 184(1) of the Canada Business Corporations Act, with SNS/ASSURE CORP. and ASSURE HEALTH INC., and as such have personal knowledge of the facts herein deposed to by me.
2. I have reviewed the Statutory Declaration of Ronald Bobbie with respect to Assure Health Inc., and Neil Harmer with respect to SNS/Assure Corp. relating to this amalgamation.
3. I am satisfied, based on the said Statutory Declarations and my personal knowledge of BCE Emergis Inc., that each of the said Amalgamating Corporations is, and the Amalgamated Corporation will be able to meet its liabilities as they become due.
4. The realizable value of the Amalgamated Corporations' assets, upon amalgamation, will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are no reasonable grounds for believing that a creditor will be prejudiced by the amalgamation.

AND I make this solemn declaration conscientiously believing it to be true and know that it is of the same force and effect as if made under oath, and by virtue of the Canada Evidence Act.

DECLARE before me at the City
 of Montreal, in the Province of
 Quebec, this 24th day of December,
 A.D. 1999.

Monique Mercier

Francine Auger
 Francine Auger
 A Commissioner of Oaths
 in and for the Province of Quebec

My Commission Expires : December 8, 2000

Canada)
Province of Ontario) IN THE MATTER OF the Amalgamation of BCE
To Wit:) EMERGIS INC. and SNS/ASSURE CORP.

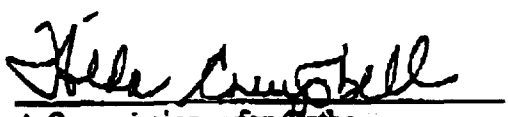
I, NEIL HARMER, of the City of Toronto, in the Province of Ontario, Executive,
do solemnly declare that:

1. I am the Chief Financial Officer of SNS/Assure Corp., which Corporation is intending to amalgamate with BCE Emergis Inc. under the provisions of Section 184(1) of the Canada Business Corporations Act, and as such have personal knowledge of the facts herein deposed to by me.
2. I am satisfied that SNS/Assure Corp. is able to meet its liabilities as they become due.
3. There are no reasonable grounds for believing that a creditor will be prejudiced by the amalgamation.

AND I make this solemn declaration conscientiously believing it to be true and know that it is of the same force and effect as if made under oath, and by virtue of the Canada Evidence Act.

DECLARED before me at the City)
of Toronto, in the Province of On-)
tario, this 22 day of December,)
A.D. 1999.)




A Commissioner for Oaths
in and for the Province of Ontario

Hilary Campbell, a Commissioner, etc.,
Regional Municipality of Peel, for SNS/Assure Corp.,
and its subsidiary and affiliated companies,
Expires March 23, 2001.


Canada)	IN THE MATTER OF the Amalgamation of BCE
Province of Ontario)	EMERGIS INC. and ASSURE HEALTH INC.
To Wit:)	

I, RONALD BOBBIE, of the City of Toronto, in the Province of Ontario, Chartered Accountant, do solemnly declare that:

1. I am the Chief Financial Officer of Assure Health Inc., which Corporation is intending to amalgamate with BCE Emergis Inc. under the provisions of Section 184(1) of the Canada Business Corporations Act, and as such have personal knowledge of the facts herein deposed to by me.
2. I am satisfied that Assure Health Inc. is able to meet its liabilities as they become due.
3. There are no reasonable grounds for believing that a creditor will be prejudiced by the amalgamation.

AND I make this solemn declaration conscientiously believing it to be true and know that it is of the same force and effect as if made under oath, and by virtue of the Canada Evidence Act.

DECLARED before me at the City)
of Toronto, in the Province of On-)
tario, this 22nd day of December,)
A.D. 1999.)



Hilda Campbell
A Commissioner for Oaths
in and for the Province of Ontario

Hilda Campbell, a Commissioner, etc.,
Regional Municipality of Peel, for SNS/Assure Corp.,
and its subsidiary and affiliated companies.
Expires March 23, 2001.

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

NEW OWNER : BCE EMERGIS INC.

REGISTRATION/
APPLICATION : see Schedule « A »

TRADEMARKS : see Schedule « A »

Honourable Commissioner of Patents and Trademarks
BOX ASSIGNMENT
Washington D.C. 20231

Sir:

SUBSTITUTE POWER OF ATTORNEY AT LAW

Registrant/applicant hereby appoints Mr. George E. Oram, Jr. member of the law firm ARENT FOX, whose postal address is 655, 15th Street, N.W., Suite 330 G Street Lobby, Washington, D.C. 20005-5701, United States of America, its attorney to register, to transact all business in the Patent and Trademark Office connected therewith.

Please direct all correspondance to Mr. Georges E. Oram, ARENT FOX, whose postal address is 655, 15th Street, N.W., Suite 330 G Street Lobby, Washington, D.C. 20005-5701, United States of America.

SUBSTITUTE DESIGNATION OF DOMESTIC REPRESENTATIVE

The law firm of ARENT FOX, whose postal address is 655, 15th Street, N.W., Suite 330 G Street Lobby, Washington, D.C. 20005-5701, United States of America is hereby appointed registrant's/applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

BCE EMERGIS INC.

Per:



Name : Monique Mercier

Title : Secretary