

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CounterPath Solutions, Inc.		10/10/2007	CORPORATION: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CounterPath Corporation		
<b>Street Address:</b>	One Bentall Centre, 505 Burrard Street		
<b>Internal Address:</b>	Suite 300		
<b>City:</b>	Vancouver		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	V7X1M3		
<b>Entity Type:</b>	CORPORATION: NEVADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78437052	EYEBEAM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(206)359-9000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(206) 359-8506		
<b>Email:</b>	pctrademarks@perkinscoie.com		
<b>Correspondent Name:</b>	Heidi L. Sachs/Perkins Coie LLP		
<b>Address Line 1:</b>	1201 Third Avenue		
<b>Address Line 2:</b>	Suite 4800		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101-3099		
<b>ATTORNEY DOCKET NUMBER:</b>	01931-4005.0006.US001		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>			
<b>Address Line 1:</b>			

CH \$40.00 78437052

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Matthew D. Schneller

Signature:

/Matthew D. Schneller/

Date:

02/20/2008

**Total Attachments: 17**

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STATE OF NEVADA



ROSS MILLER  
Secretary of State

SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

**Certified Copy**

November 6, 2007


**Job Number:** C20071106-0907  
**Reference Number:** 00001594521-87  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20070693429-02	Merge In	16 Pages/1 Copies



Respectfully,

  
ROSS MILLER  
Secretary of State

By   
Certification Clerk

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

TRADEMARK  
REEL: 003725 FRAME: 0117



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4330  
 (775) 684 6700  
 Website: secretaryofstate.biz

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 1

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20070693429-02</b>
	Filing Date and Time <b>10/10/2007 4:14 PM</b>
	Entity Number <b>C9385-2003</b>

ABOVE SPACE IS FOR OFFICE USE ONLY

Important: Read attached instructions before completing form.

(Pursuant to Nevada Revised Statutes Chapter 92A)  
 (including 92A.200(4b))  
**SUBMIT IN DUPLICATE**

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

**CounterPath Corporation**  
 Name of merging entity

**Nevada**  
 Jurisdiction

**Corporation**  
 Entity type \*

**CounterPath Solutions, Inc.**  
 Name of merging entity

**Nevada**  
 Jurisdiction

**Corporation**  
 Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

**CounterPath Solutions, Inc.**  
 Name of surviving entity

**Nevada**  
 Jurisdiction

**Corporation**  
 Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2006  
 Revised 02/2006

Revised Secretary of State Form 2008  
Revised 01/10/08

This form must be accompanied by appropriate fees, fee schedule

Name of surviving entity, if applicable  
 CounterPart Solutions, Inc.

Name of merging entity, if applicable  
 \_\_\_\_\_

Name of merging entity, if applicable  
 \_\_\_\_\_

Name of merging entity, if applicable  
 CounterPart Solutions, Inc.

Name of merging entity, if applicable  
 CounterPart Corporation

(a) Owner's approval was not required from

4) Owner's approval (NRS 22A.200) options a, b, or c must be used, as applicable, for each entity (if there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 22A.180)
- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 22A.200).

3) (Choose one)

\_\_\_\_\_  
Att:

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 22A.180):

ABOVE SPACE IS FOR OFFICE USE ONLY

Important: Read attached instructions before completing form.

Articles of Merger  
(PURSUANT TO NRS 22A.200)  
Page 2

ROSS MILLER  
Secretary of State  
304 North Carson Street, Suite 1  
Carson City, Nevada 89701-4288  
(775) 684 8708  
Webster: secretaryofstate@nv.gov





**ROSS MILLER**  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4299  
(775) 684 8700  
Website: secretaryofstate.biz

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 3**

*Important: Read attached instructions before completing form.*

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(b) The plan was approved by the required consent of the owners of:

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

and, or,

\_\_\_\_\_

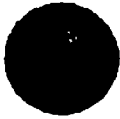
Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

*This form must be accompanied by appropriate fees. See attached fee schedule.*

Nevada Secretary of State AM Merger 2009  
Revised on: 10/2/09

CW1487341



**ROSS MILLER**  
Secretary of State  
294 North Carson Street, Suite 1  
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**Articles of Merger**  
**(PURSUANT TO NRS 92A.300)**  
**Page 4**

*Important: Read attached instructions before completing form.*

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.100):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

and, or,

\_\_\_\_\_

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees. See attached fee schedule.*

Nevada Secretary of State AM Merger 2008  
Revised 02/10/2008

CW100734.1



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
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Website: secretaryofstate.biz

**Articles of Merger**  
**(PURSUANT TO NRS 92A.200)**  
**Page 5**

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

- 5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200):

Article One of the Articles of Incorporation of CounterPath Solutions, Inc. is hereby amended to change the name of CounterPath Solutions, Inc. to CounterPath Corporation

- 6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

- 7) Effective date (optional): October 15, 2007

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2006  
Revised 07c 12/24/06

CW167741





ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4330  
(775) 684 5700  
Website: secretaryofstate.biz

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 6**

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

- 6) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)  
(If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.)

CounterPath Corporation  
Name of merging entity

Signature

President, Secretary,  
Treasurer and Director  
Title

Oct. 10, 2007  
Date

CounterPath Solutions, Inc.  
Name of merging entity

Signature

President and Director  
Title

Oct. 19, 2007  
Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

CounterPath Solutions, Inc.  
Name of surviving entity

Signature

President and Director  
Title

Oct. 10, 2007  
Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.200). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected. This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State All Mergers 2006  
Revised 08/12/06

CW343191.1

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT dated as of October 3, 2007.

BETWEEN:

**COUNTERPATH CORPORATION**, a Nevada corporation,  
having its office at Suite 300, One Bentall Centre, 505 Burrard  
Street, Vancouver, BC V7X 1M3

("CounterPath")

AND:

**COUNTERPATH SOLUTIONS, INC.**, a Nevada corporation,  
having its office at Suite 300, One Bentall Centre, 505 Burrard  
Street, Vancouver, BC V7X 1M3

("CounterPath Solutions")

WHEREAS:

- A. CounterPath is the wholly-owned subsidiary of CounterPath Solutions;
- B. The boards of directors of CounterPath and CounterPath Solutions deem it advisable and in the best interests of their respective companies and shareholders that CounterPath be merged with and into CounterPath Solutions, with CounterPath Solutions remaining as the surviving corporation under the name "CounterPath Corporation";
- C. The board of directors of CounterPath has approved the plan of merger embodied in this Agreement; and
- D. The board of directors of CounterPath Solutions has approved the plan of merger embodied in this Agreement.

THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto do hereby agree to merge on the terms and conditions herein provided, as follows:

1. **THE MERGER**

1.1 **The Merger**

Upon the terms and subject to the conditions hereof, on the Effective Date (as hereinafter defined), CounterPath shall be merged with and into CounterPath Solutions in accordance with the applicable laws of the State of Nevada (the "Merger"). The separate

CW1439191.1

existence of CounterPath shall cease, and CounterPath Solutions shall be the surviving corporation under the name "CounterPath Corporation" (the "Surviving Corporation") and shall be governed by the laws of the State of Nevada.

**1.2 Effective Date**

The Merger shall become effective on the date and at the time (the "Effective Date") that:

- (a) the Articles of Merger, in substantially the form annexed hereto as Appendix A, that the parties hereto intend to deliver to the Secretary of State of the State of Nevada, are accepted and declared effective by the Secretary of State of the State of Nevada; and
- (b) after satisfaction of the requirements of the laws of the State of Nevada.

**1.3 Articles of Incorporation**

On the Effective Date, the Articles of Incorporation of CounterPath Solutions, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation except that Article 1 of the Articles of Incorporation of CounterPath Solutions, as the Surviving Corporation, shall be amended to state that the name of the corporation is "CounterPath Corporation".

**1.4 Bylaws**

On the Effective Date, the Bylaws of CounterPath Solutions, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the bylaws of the Surviving Corporation.

**1.5 Directors and Officers**

The directors and officers of CounterPath Solutions immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, until their successors shall have been duly elected and qualified or until otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

**2. CONVERSION OF SHARES**

**2.1 Common Stock of CounterPath Solutions**

Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share of common stock of CounterPath Solutions, per value of \$0.001 per share, issued and outstanding immediately prior to the Effective Date shall be changed and converted into one fully paid and non-assessable share of the common stock of the Surviving Corporation, per value of \$0.001 per share (the "Survivor Stock").

CW149111J

**2.2 Common Stock of CounterPath**

Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of CounterPath, per value of \$0.001 per share, issued and outstanding immediately prior to the Effective Date shall be cancelled.

**2.3 Exchange of Certificates**

Each person who becomes entitled to receive any Survivor Stock by virtue of the Merger shall be entitled to receive from the Surviving Corporation a certificate or certificates representing the number of Survivor Stock to which such person is entitled as provided herein.

**3. EFFECT OF THE MERGER**

**3.1 Rights, Privileges, etc.**

On the Effective Date of the Merger, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of CounterPath and CounterPath Solutions; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to each of CounterPath and CounterPath Solutions on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Surviving Corporation without further act or deed, title to any real estate, or any interest therein vested in CounterPath or CounterPath Solutions, shall not revert or in any way be impaired by reason of this merger; and all of the rights of creditors of CounterPath and CounterPath Solutions shall be preserved unimpaired, and all liens upon the property of CounterPath or CounterPath Solutions shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thenceforth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

**3.2 FURTHER ASSURANCES**

From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of CounterPath such deeds and other instruments, and there shall be taken or caused to be taken by it such further other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of CounterPath and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of CounterPath or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4. **GENERAL**

4.1 **Abandonment**

Notwithstanding any approval of the Merger or this Agreement by the shareholders of CounterPath or CounterPath Solutions or both, this Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time, by mutual written agreement of CounterPath and CounterPath Solutions.

4.2 **Amendment**

At any time prior to the Effective Date, this Agreement may be amended or modified in writing by the board of directors of both CounterPath and CounterPath Solutions.

4.3 **Governing Law**

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Nevada.

4.4 **Counterparts**

In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

4.5 **Electronic Means**

Delivery of an executed copy of this Agreement by electronic facsimile transmission or other means of electronic communication capable of producing a printed copy will be deemed to be execution and delivery of this Agreement as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date set forth above.

**COUNTERPATH CORPORATION**

Per: \_\_\_\_\_

  
Authorized Signatory

**COUNTERPATH SOLUTIONS, INC.**

Per: \_\_\_\_\_

  
Authorized Signatory

C9743191.1

APPENDIX A

To the Agreement and Plan of Merger between  
CounterPath and CounterPath Solutions

Articles of Merger



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4238  
(775) 684 5708  
Website: secretaryofstate.biz

Articles of Merger  
(PURSUANT TO NRS 92A.200)  
Page 1

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to Nevada Revised Statutes Chapter 92A)  
(excluding 92A.200(4b))  
SUBMIT IN DUPLICATE

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

CounterPath Corporation  
Name of merging entity

Nevada  
Jurisdiction

Corporation  
Entity type \*

CounterPath Solutions, Inc.  
Name of merging entity

Nevada  
Jurisdiction

Corporation  
Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

CounterPath Solutions, Inc.  
Name of surviving entity

Nevada  
Jurisdiction

Corporation  
Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form Merger 2008  
Revised 02/18/08

CS103191.1



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: secretaryofstate.biz

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 2**

Important: Read attached instructions before completing form.

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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.180):

Attn:

c/o:

- 3) (Choose one)

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).  
 The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

- 4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

- (a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2000  
Revised 02/10/2003

CW/DFP/1



ROSS MELLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4299  
(775) 684 8708  
Website: secretaryofstate.biz

**Articles of Merger**  
(PURSUANT TO NRS 82A.200)  
**Page 3**

*Important: Read attached instructions before completing form.*

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(c) The plan was approved by the required consent of the owners of:

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

and, or;

\_\_\_\_\_

Name of surviving entity, if applicable

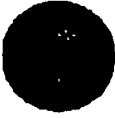
\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

*This form must be accompanied by appropriate fees. See attached fee schedule.*

Nevada Secretary of State AM Merger 2008  
Revised on 1/22/08

CW1436191.1





**ROSS MELLER**  
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204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4333  
(775) 684 5708  
Website: secretaryofstate.biz

**Articles of Merger**  
(PURSUANT TO NRS 92A.100)  
**Page 4**

*Important: Read attached instructions before completing form.*

ABOVE SPACE IS FOR OFFICE USE ONLY

(c) **Approval of plan of merger for Nevada non-profit corporation (NRS 92A.100):**

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

and, or:

\_\_\_\_\_

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees. See attached fee schedule.*

Nevada Secretary of State All Rights Reserved  
Revised on: 10/20/99

CW140919L1



ROSS MILLER  
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204 North Carson Street, Suite 1  
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(775) 684 8708  
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**Articles of Merger**  
**(PURSUANT TO NRS 92A.200)**  
**Page 5**

Important: Read attached instructions before completing form.

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- 5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)?

Article One of the Articles of Incorporation of CounterPath Solutions, Inc. is hereby amended to change the name of CounterPath Solutions, Inc. to CounterPath Corporation

- 6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

- 7) Effective date (optional)\*\*:

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 9209  
Revised 01/10/09

rw10911



ROSS MILLER  
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204 North Carson Street, Suite 1  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
Page 6

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

- 8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.234)\*  
(If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

CounterPath Corporation		
Name of merging entity		
_____	President, Secretary, Treasurer and Director	_____
Signature	Title	Date
CounterPath Solutions, Inc.		
Name of merging entity		
_____	President and Director	_____
Signature	Title	Date
_____		
Name of merging entity		
_____	_____	_____
Signature	Title	Date
_____		
Name of merging entity		
_____	_____	_____
Signature	Title	Date
CounterPath Solutions, Inc.		
Name of surviving entity		
_____	President and Director	_____
Signature	Title	Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected. This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State All Merger 2008  
Revised 08/10/08

CW140919.1