

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM447494

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	09/30/2007		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Foreign Supplement Trademark Ltd.		09/30/2007	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Foreign Supplement Trademark Ltd.		
<b>Street Address:</b>	381 North Service Road West		
<b>City:</b>	Oakville, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	L6M 0H4		
<b>Entity Type:</b>	Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2326705	MESO-TECH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9056784079		
<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>			
<b>Phone:</b>	9052904371		
<b>Email:</b>	joann.heikkila@iovate.com		
<b>Correspondent Name:</b>	Jo-Ann Heikkila		
<b>Address Line 1:</b>	381 North Service Road West		
<b>Address Line 4:</b>	Oakville, Ontario, CANADA L6M 0H4		
<b>NAME OF SUBMITTER:</b>	Jo-Ann Heikkila		
<b>SIGNATURE:</b>	/J. Heikkila/		
<b>DATE SIGNED:</b>	10/17/2017		
<b>Total Attachments: 18</b>			
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Ministry of  
Government Services

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

SEPTEMBER 3 0 SEPTEMBRE, 2007

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

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):

F	O	R	E	I	G	N	S	U	P	P	L	E	M	E	N	T	T	R	A	D	E	M	A	R	K	L
T	D																									

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

5100 SPECTRUM WAY

(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)

MISSISSAUGA, ONTARIO

Ontario L 4 W 5 S 2

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

(Postal Code /  
Code postal)

3. Number of directors is/are: or minimum and maximum number of directors is/are:  
Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:  
Number or minimum and maximum  
Nombre 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

PAUL GARDINER

5100 SPECTRUM WAY  
MISSISSAUGA, ONTARIO L4W 5S2

YES

5. Check A or B  
Cocher A ou B

A) 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.

A) 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) 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.

B) 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

FOREIGN SUPPLEMENT TRADEMARK LTD.

and are more particularly set out in these articles.  
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> Year / année Month / mois Day / jour
FOREIGN SUPPLEMENT TRADEMARK LTD.	1607778	2007/09/28
MT FOREIGN SUPPLEMENT TRADEMARK LTD.	1619008	2007/09/28
HC FOREIGN TRADEMARK LTD.	1619007	2007/09/28

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 Class A Preferred Shares, an unlimited number of Class B Preferred Shares and an unlimited number of Class C Common Shares.

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 attached pages 4A - 4C

Subject to the requirements of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares (the "Class A shares"), to the Class B Preferred Shares (the "Class B shares"), and to the Class C Common Shares (the "Class C shares") are as follows:

#### Dividends

- (a) The holders of the Class A shares, in priority to the Class C shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, non-cumulative cash dividends at the rate of \$0.08 (eight cents) per share, per annum. Cheques of the Corporation payable at par at any branch of the Corporation's bankers in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends. The board of directors shall be entitled from time to time to declare part of the said dividends for such financial year notwithstanding that such dividends for such financial year shall not be declared in full. If within four months after the expiration of any financial year of the Corporation then the board of directors in its discretion shall not have declared the said dividends or any part thereof on the Class A shares for such financial year, the rights of the holders of the Class A shares to such dividend or to any undeclared part thereof for such financial year shall be forever extinguished. The holders of the Class A shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for;
- (b) Except with the consent in writing of the holders of all the Class A shares outstanding, no dividend shall at any time be declared and paid on or declared and set apart for payment on the Class C shares for any financial year unless the non-cumulative cash dividends on the Class A shares then issued and outstanding in respect of such financial year shall have been declared and paid or set apart for payment at the date of such declaration and payment or setting apart of dividends on the Class C shares;
- (c) Subject to the prior rights of the holders of the Class A shares as set forth in sub-clause (a) above and not otherwise, the board of directors may declare and cause to be paid dividends to the holders of the Class C shares from any assets at the time properly applicable to the payment of dividends; and
- (d) The holders of the Class B shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation, such dividends as the Board of Directors of the Corporation from time to time declare on the Class B Shares;

#### Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of property of the Corporation among shareholders for the purpose of winding-up its affairs:

- (a) the holders of the Class A shares shall be entitled to receive from the property of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all the Class A shares held by them respectively before any amount shall be paid or any property of the Corporation distributed to the holders of any Class C shares or shares of any other class ranking junior to the Class A Shares. After payment to the holders of the Class A shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the property of the Corporation;
- (b) the holders of the Class B shares shall be entitled to receive from the property of the Corporation the sum of One Dollar (\$1.00) for each Class B share held by them respectively before any amount shall be paid or any property of the Corporation distributed to the holders of any Class C shares or shares of any other class ranking junior to the Class B Shares. After payment to the holders of the Class B shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the property of the Corporation;
- (c) the holders of the Class C shares shall be entitled to receive the remaining property of the Corporation.

#### Redemption

- (a) The Corporation may, subject to the requirements of the Act, upon the giving of such notice, if any, and the following of such procedures as the directors may determine from time to time redeem at any time the whole or from time to time any part of the then outstanding Class A shares, either on a pro rata basis or otherwise, on payment of an amount for each share to be redeemed equal to the sum of \$1.00 (one dollar), plus all declared and unpaid non-cumulative cash dividends thereon, the whole constituting and being hereinafter referred to as the "Redemption Amount"; and
- (b) On or after the date specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated by the Corporation in the notice of redemption of the certificates representing the Class A shares called for redemption. Such Class A shares shall thereupon be redeemed. If less than all the Class A shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A shares represented by the original certificate which are not redeemed. From and after the date specified for redemption, the holders of the Class A shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.

#### Retraction



- (a) Any holder of Class A shares shall be entitled to require the Corporation to redeem, subject to the requirements of the Act, at any time or times, all or any of the Class A shares registered in the name of such holder on the books of the Corporation by tendering to an officer or director of the Corporation a share certificate or certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with a notice in writing specifying (i) that the registered holder desires to have the Class A shares represented by such certificate or certificates redeemed by the Corporation and (ii) the business day ("Retraction Date") on which the holder desires to have the Corporation redeem such Class A shares. Upon receipt of a share certificate or certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with such notice, the Corporation shall on the Retraction Date redeem such Class A shares by paying to such registered holder the Redemption Amount for each such Class A share being redeemed. Such payment shall be made by a cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. If less than all of the Class A shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A shares represented by the original certificate or certificates which are not redeemed. The said Class A shares shall be redeemed on the Retraction Date and from and after the Retraction Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Class A shares in respect thereof unless payment of the Redemption Amount is not made on the Retraction Date, in which event the rights of the holder of the said Class A shares remain unaffected.

#### Voting Rights

- (a) the holders of the Class A shares shall be entitled to receive notice of and to attend any meetings of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A share held at such meetings except meetings at which the holders of a particular class of shares other than the Class A shares are entitled to vote separately as a class;
- (b) the holders of the Class B shares shall not be entitled to receive notice of or vote at any meetings of shareholders, except as provided by law and as hereinafter specifically provided, but shall be entitled to receive notice of any meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease, or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation; and
- (c) the holders of the Class C shares shall be entitled to receive notice of and to attend any meetings of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class C share held at such meetings, except meetings at which the holders of a particular class of shares other than the Class C shares are entitled to vote separately as a class.

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 :*

The transfer of securities (other than non-convertible debt securities) of the Corporation shall be restricted in that no securityholder shall be entitled to transfer any such security or securities without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than holders of shares who are entitled to vote separately as a class) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

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

The board of directors may from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (c) to the extent permitted by law, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed or other debt or liability of the Corporation.

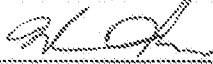
The board of directors may from time to time delegate to one or more of the directors or officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.

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.*

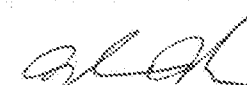
These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.  
*Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.*


FOREIGN SUPPLEMENT TRADEMARK LTD.

by:   
Marvin Heuer - Chief Operating Officer

MT FOREIGN SUPPLEMENT TRADEMARK LTD.

by:   
Marvin Heuer - Chief Operating Officer

HC FOREIGN TRADEMARK LTD.

by:   
Marvin Heuer - Chief Operating Officer


SCHEDULE A

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of Foreign Supplement
	)	Trademark Ltd., MT Foreign Supplement
	)	Trademark Ltd. and HC Foreign Trademark Ltd.
	)	
TO WIT:	)	

I, Marvin Heuer, of the City of Mississauga, in the Province of Ontario, hereby certify that:

1. I am the Chief Operating Officer of Foreign Supplement Trademark Ltd. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its 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 will be prejudiced by the amalgamation.

DATED at Mississauga, Ontario, this 28 day of September, 2007.

  
 \_\_\_\_\_  
 Marvin Heuer


SCHEDULE A

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of Foreign Supplement
	)	Trademark Ltd., MT Foreign Supplement
	)	Trademark Ltd. and HC Foreign Trademark Ltd.
	)	
TO WIT:	)	

I, Marvin Heuer, of the City of Mississauga, in the Province of Ontario, hereby certify that:

1. I am the Chief Operating Officer of MT Foreign Supplement Trademark Ltd. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its 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 will be prejudiced by the amalgamation.

DATED at Mississauga, Ontario, this 28 day of September, 2007.

  
 \_\_\_\_\_  
 Marvin Heuer

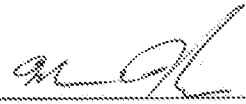
SCHEDULE A

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of Foreign Supplement
	)	Trademark Ltd., MT Foreign Supplement
	)	Trademark Ltd. and HC Foreign Trademark Ltd.
	)	
TO WIT:	)	

I, Marvin Heuer, of the City of Mississauga, in the Province of Ontario, hereby certify that:

1. I am the Chief Operating Officer of HC Foreign Trademark Ltd. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its 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 will be prejudiced by the amalgamation.

DATED at Mississauga, Ontario, this 28 day of September, 2007.

  
 \_\_\_\_\_  
 Marvin Heuer

## SCHEDULE B

RESOLUTION OF THE SOLE DIRECTOR  
OF  
FOREIGN SUPPLEMENT TRADEMARK LTD.  
(the "Corporation")

## RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate of incorporation dated February 23, 2004.
- B. It is desirable that the Corporation be amalgamated with MT Foreign Supplement Trademark Ltd. ("MT") and HC Foreign Trademark Ltd. ("HC").
- C. The Corporation, MT and HC are wholly owned subsidiary corporations of Supplement Trademark Holdings Ltd.

## RESOLVED THAT:


1. the amalgamation of the Corporation with MT and HC is hereby approved;
2. the by laws of the amalgamated corporation shall be the by laws of the Corporation, until amended or repealed;
3.
  - (i) the shares of each of MT and HC shall be cancelled without any repayment of capital in respect thereof;
  - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of the Corporation; and
  - (iii) the stated capital of each of MT and HC shall be added to the stated capital of the Corporation;
4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of such person, is necessary or desirable to give effect to the foregoing resolution and to deliver all or any of such documents to the Ministry of Consumer and Business Services.

11

CERTIFICATE

I, Marvin Heuer, the Chief Operating Officer of Foreign Supplement Trademark Ltd. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the sole director of the Corporation, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: September 28, 2007

  
\_\_\_\_\_  
Chief Operating Officer



SCHEDULE B

RESOLUTION OF THE SOLE DIRECTOR  
OF  
MT FOREIGN SUPPLEMENT TRADEMARK LTD.  
(the "Corporation")

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate of incorporation dated May 14, 2004.
- B. It is desirable that the Corporation be amalgamated with Foreign Supplement Trademark Ltd. ("Foreign Supplement") and HC Foreign Trademark Ltd. ("HC").
- C. The Corporation, Foreign Supplement and HC are wholly owned subsidiary corporations of Supplement Trademark Holdings Ltd.

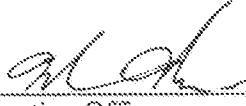
RESOLVED THAT:

- 1. the amalgamation of the Corporation with Foreign Supplement and HC is approved;
- 2. the by laws of the amalgamated corporation shall be the by laws of Foreign Supplement, until amended or repealed;
- 3.
  - (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
  - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of Foreign Supplement; and
  - (iii) the stated capital of the Corporation shall be added to the stated capital of Foreign Supplement;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of such person, is necessary or desirable to give effect to the foregoing resolution and to deliver all or any of such documents to the Ministry of Consumer and Business Services.

CERTIFICATE

I, Marvin Heuer, the Chief Operating Officer of MT Foreign Supplement Trademark Ltd. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the sole director of the Corporation, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: September 28, 2007

  
-----  
Chief Operating Officer

SCHEDULE B

RESOLUTION OF THE SOLE DIRECTOR  
OF  
HC FOREIGN TRADEMARK LTD.  
(the "Corporation")

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate of incorporation dated May 14, 2004.
- B. It is desirable that the Corporation be amalgamated with Foreign Supplement Trademark Ltd. ("Foreign Supplement") and MT Foreign Supplement Trademark Ltd. ("MT").
- C. The Corporation, Foreign Supplement and MT are wholly owned subsidiary corporations of Supplement Trademark Holdings Ltd.


RESOLVED THAT:

- 1. the amalgamation of the Corporation with Foreign Supplement and MT is approved;
- 2. the by laws of the amalgamated corporation shall be the by laws of Foreign Supplement, until amended or repealed;
- 3. (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
- (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of Foreign Supplement; and
- (iii) the stated capital of the Corporation shall be added to the stated capital of Foreign Supplement;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of such person, is necessary or desirable to give effect to the foregoing resolution and to deliver all or any of such documents to the Ministry of Consumer and Business Services.

CERTIFICATE

I, Marvin Heuer, the Chief Operating Officer of HC Foreign Trademark Ltd. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the sole director of the Corporation, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: September 29, 2007

  
\_\_\_\_\_  
Chief Operating Officer