

06-26-1998



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

JUN 9 1998

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

1. Name of conveying party(ies):

Automed Corporation

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

Name: MDS, Inc

Additional name(s) of conveying party(ies)

attached ☐ yes ☒ no

3. Nature of Conveyance:

☐ Assignment☐ Merger☐ Security Agreement☐ Change of Name

☒ Other (describe): Articles of Amalgamation of MDS, Inc.
under Canadian Business Corporations Act

Execution Date: November 1, 1997

Business Address:

100 International Blvd.

Etobicoke, Ontario M9W 6J6

CANADA

Additional name(s) & address(es) attached? ☐ Yes ☐ No

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

☐ This document is being filed with a new application, the execution date of the application is:

A. Patent Application No.(s)

08/5th 3,665

B. Patent No.(s)

5,211,310; 5,163,582; 5,322,582; 5,413,246; 5,555,920;
5,397,542; and 5,730,697Additional numbers attached? ☐ Yes ☒ No5. Name and address of party to whom correspondence
concerning document should be mailed:

Patrick W. Hughey
Hancock Meininger & Porter LLP
4370 NE Halsey Street
Portland Oregon 97213

6. Total number of applications and patents involved:

8

7. Total fee (37 CFR 1.21 (h)) \$ 320.00

☒ Enclosed

☒ Any deficiencies are authorized to be charged to deposit
account.

8. Deposit account number: 50-0241

(Attach duplicate copy of this page if paying by deposit account)

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.

Name: Patrick W. Hughey

Registration No. 31,169

Date: June 5, 1998

Total number of pages including cover sheet: 17

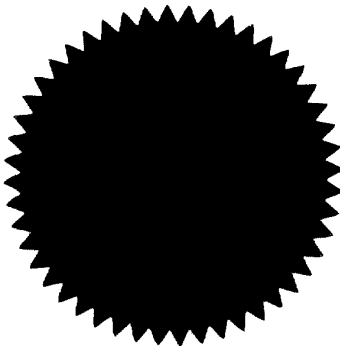
PATENT
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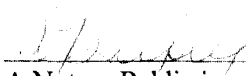
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PROVINCE OF ONTARIO)
)
MUNICIPALITY OF)
METROPOLITAN TORONTO)
)
TO WIT:)

I, **DORINNE GAIL BELBECK**, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing at the Town of Milton, in the Regional Municipality of Halton, in the said Province, **DO HEREBY CERTIFY** that the paper writing annexed hereto is a true copy of the document produced and shown to me and being Articles of Amalgamation of MDS INC. upon which is endorsed a Certificate of Amalgamation dated November 1, 1997 given by the Director appointed under the Canada Business Corporations Act, the said copy having been compared by me with the said original document, **AN ACT WHEREOF BEING REQUESTED**, I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN WITNESS WHEREOF I have hereunto set my hand and seal
this 5th day of November, 1997.




A Notary Public in and
for the Province of Ontario
DORINNE GAIL BELBECK, Notary Public, Municipality
of Metropolitan Toronto, limited to the attestation of
instruments and the taking of affidavits, for MDS Inc.,
its subsidiary, associates and affiliated companies.
Expires August 24, 1999.



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

MDS INC.

342975-0

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.

November 1, 1997/le 1 novembre 1997

Director - Directeur

Date of Amalgamation - Date de fusion

Canada

PATENT
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Industry Canada

Industrie Canada

Canada Business
Corporations ActLoi canadienne sur les
sociétés par actionsFORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)FORMULE 9
STATUTS DE FUSION
(ARTICLE 185)

1 — Name of amalgamated corporation

Dénomination de la société issue de la fusion

MDS INC.

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

Lieu au Canada où doit être situé le siège social

Municipality of Metropolitan Toronto, Province of Ontario

3 — The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The attached Schedule 1 is incorporated in this form.

4 — Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

None

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

Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum of three (3) - Maximum of twenty (20)

6 — Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

None

7 — Other provisions, if any

Autres dispositions, s'il y a lieu

None

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

8 — La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

- ☐ 183
☒ 184(1)
☐ 184(2)

9 — Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
The attached Schedule 2 is				
incorporated in this form.				

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
Corporation No. — N° de la société

342975-0

PATENT

Filed - Déposée

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**SCHEDULE 1
TO THE ARTICLES OF AMALGAMATION OF
MDS INC.
UNDER THE CANADA BUSINESS CORPORATIONS ACT**

The Corporation is authorized to issue an unlimited number of class of shares designated as "Class A Common Shares" with the rights, privileges, restrictions and conditions set out in Schedule "A" hereto; and, an unlimited number of a class of shares designated as "Class B Non-Voting Shares" with the rights, privileges, restrictions and conditions set out in Schedule "B" hereto.

Schedules "A" and B" are incorporated in this form.

SCHEDULE "A"

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

- A. The holders of Class A Common Shares shall in each year in the discretion of the Board of Directors be entitled to non-cumulative dividends as and when declared by the Board of Directors in amounts equal to any dividends declared on Class B Non-Voting Shares except for such additional dividends equal to \$0.00625 per share as may be payable on the Class B Non-Voting Shares in accordance with the rights, privileges, restrictions and conditions attaching thereto.
- B. In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, all of the property and the assets available for distribution to the holders of Class A Common Shares and Class B Non-Voting Shares shall be paid and distributed equally share for share.
- C. The holders of the Class A Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation except class meetings of other classes of shares and shall have one vote for each Class A Common Share held at such meetings of shareholders of the Corporation.
- D. The holders of the Class A Common Shares shall be entitled at any time to convert their Class A Common Shares into Class B Non-Voting Shares on the basis of one Class B Non-Voting Share for each Class A Common Share. The conversion privilege herein provided for may be exercised by notice in writing given to the transfer agent of the Corporation at its principal office at Toronto, Ontario, Canada, or to such other transfer agent at such other city or cities as the Corporation may from time to time

appoint, accompanied by the certificate or certificates representing Class A Common Shares in respect of which the holder thereof desires to exercise such right of conversion. Such notice shall be signed by such holder or his agent and shall specify the number of Class A Common Shares which the holder desires to have converted. If less than all of the Class A Common Shares represented by any certificate or certificates accompanying any such notice are to be converted, the holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Class A Common Shares in the certificate or certificates surrendered as aforesaid, which are not to be converted.

SCHEDULE "B"

The Class B Non-Voting Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- A. The holders of Class B Non-Voting Shares shall in each year in the discretion of the directors be entitled to non-cumulative dividends as and when declared by the Board of Directors in amounts equal to any dividends declared on the Class A Common Shares, provided that upon the payment of the first (but only the first) of any dividend paid on the Class A Common Shares and the Class B Non-Voting Shares in each half of a fiscal year of the Corporation, the Corporation shall pay to each holder of a Class B Non-Voting Share on the date of payment of such dividend, an additional dividend on each Class B Non-Voting Share equal to \$0.00625 per share.
- B. In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, all of the property and assets of the Corporation available for distribution to the holders of the Class A Common Shares and the Class B Non-Voting Shares shall be paid and distributed equally share for share.
- C. The holders of the Class B Non-Voting Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation except class meetings of other classes of shares but, except as provided in the Canada Business Corporations Act, shall not be entitled to vote at any such meeting.
- D. (1) For the benefit of the holders from time to time of Class B Non-Voting Shares and for the purpose of ensuring that the holders of the Class B Non-Voting Shares will not be deprived of any rights under applicable securities or corporations law to which they would have been entitled in the event of a take-over bid (as defined by

applicable legislation), the Class B Non-Voting Shares shall be convertible into Class A Common Shares on the following terms and conditions:

For the purposes of these provisions:

- (a) "affiliate" has the meaning ascribed thereto by the Securities Act (Ontario) as amended from time to time;
- (b) "associate" has the meaning ascribed thereto by the Securities Act (Ontario) as amended from time to time;
- (c) "Conversion Period" means the period of time commencing on the eight day after the Offer Date and terminating on the Expiry Date;
- (d) "Converted Shares" means Class A Common Shares resulting from the conversion of Class B Non-Voting Shares pursuant to paragraph (2);
- (e) "Offer" means an offer to purchase Class A Common Shares that:
 - (i) by reason of applicable securities legislation or the requirements of a stock exchange on which the Class A Common Shares are listed, must be made to all or substantially all holders of Class A Common Shares who are in a province of Canada to which the requirement applies; and
 - (ii) is not made concurrently with an offer to purchase Class B Non-Voting Shares, the terms of which are identical respect of price per share, percentage of outstanding shares to be taken up (exclusive of shares owned immediately prior to the offer by the Offeror) and in all other material respects; and has no condition attached other than the right not to take up and pay for shares tendered if no shares are purchased pursuant to the offer for Class A Common Shares, and for the purposes of this definition, if an offer to purchase Class A Common shares is not an Offer as defined above but would be an Offer if it were not for subclause (ii), the varying of any term of such offer shall be deemed to

constitute the making of a new offer unless an identical variation is made concurrently to the corresponding offer to purchase Class B Non-Voting Shares;

- (f) "Expiry Date" means the last date upon which holders of Class A Common Shares may accept an Offer;
- (g) "Offer Date" means the date on which an Offer is made;
- (h) "Offeror" means a person or company that makes an offer to purchase Class A Common Shares and includes any associate or affiliate thereof or any person or company that is disclosed in the offering document to be acting jointly or in concert with the person or company making the Offer, and
- (i) "transfer agent" means the transfer agent for the time being of the Class A Common Share.

(2) Subject to paragraph (5), if an Offer is made, each outstanding Class B Non-Voting Share shall, for the purpose of the Offer and for no other purpose, be convertible into one Class A Common Share at the option of the holder during the Conversion Period. The conversion right may be exercised by notice in writing given to the transfer agent accompanied by the share certificate or certificates representing the Class B Non-Voting Shares which the holder desires to convert, and such notice shall be executed by such holder, or by his attorney duly authorized in writing and shall specify the number of Class B Non-Voting Shares which the holder desires to have converted. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. Upon receipt by the transfer agent of such notice and a share certificate or certificates, the Corporation shall issue a share certificate representing fully-paid Class A Common Shares as above prescribed and in accordance with paragraph (4). If less than all of the Class B Non-Voting Shares represented by

any share certificate are to be converted, the holder shall be entitled to receive a new share certificate representing in the aggregate the number of Class B Non-Voting Shares represented by the original share certificate which are not to be converted.

(3) An election by a holder of Class B Non-Voting Shares to exercise the conversion right provided for in paragraph (2) shall also be deemed to constitute irrevocable elections by such holder to deposit the Converted Shares pursuant to the Offer (subject to such holder's right to subsequently withdraw the shares from the offer) and to exercise the right to convert back into Class B Non-Voting Shares all Converted Shares in respect of which such holder exercises his right of withdrawal from the Offer or which are not otherwise ultimately taken up under the Offer. Any conversion back into Class B Non-Voting Shares resulting from the exercise by the holder of his right of withdrawal from the Offer shall become effective at the time such right of withdrawal is exercised. If the right of withdrawal is not exercised, any conversion back into Class B Non-Voting Shares pursuant to such deemed election shall become effect

- (a) in respect of an Offer which is completed, immediately following the time by which the Offeror is required by applicable securities legislation to take up and pay for all shares to be acquired by the Offeror under the Offer; and
- (b) in respect of an Offer which is abandoned or withdrawn, at the time of which the Offer is abandoned or withdrawn.

(4) No share certificates representing Converted Shares shall be delivered to the holders of the shares before such shares are deposited pursuant to the Offer. The transfer agent, on behalf of the holders of the Converted Shares, shall deposit pursuant to the Offer a certificate or certificates representing the Converted Shares. Upon

completion of the Offer, the transfer agent shall deliver to the holders entitled thereto all consideration paid by the Offeror pursuant to the Offer. If Converted Shares are converted back into Class B Non-Voting Shares pursuant to paragraph (3), the transfer agent shall deliver to the holders entitled thereto share certificates representing the Class B Non-Voting Shares resulting from the conversion. The Corporation shall make all arrangements with the transfer agent necessary or desirable to give effect to this paragraph (4).

(5) Subject to paragraph (6), the conversion right provided for in paragraph (2) shall not come into effect if:

- (a) prior to the time at which the Offer is made, there is delivered to the transfer agent and to the Secretary of the Corporation a certificate or certificates signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate, as at the time the Offer is made, more than 50% of the then outstanding Class A Common Shares, exclusive of Class A Common Shares owned immediately prior to the Offer by the Offeror, which certificate or certificates shall confirm, in the case of each such shareholder, that such shareholder shall not:
 - (i) tender any Class A Common Shares in acceptance of the Offer without giving the transfer agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date;
 - (ii) make any Offer;
 - (iii) act jointly or in concert with any person or company that makes any Offer; or
 - (iv) transfer any Class A Common Shares, directly or indirectly, during the time at which any Offer is outstanding without giving the transfer agent and the Secretary of the Corporation written notice of such transfer or

intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Class A Common Shares transferred or to be transferred to each transferee;

- (b) as of the end of the seventh day after the Offer Date, there has been delivered to the transfer agent and to the Secretary of the Corporation, a certificate or certificates signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate more than 50% of the then outstanding Class A Common Shares, exclusive of Class A Common Shares owned immediately prior to the Offer by the Offeror, which certificate or certificates shall confirm, in the case of each such shareholder:
 - (i) the number of Class A Common Shares owned by the shareholder;
 - (ii) that such shareholder is not making the Offer and is not an associate or affiliate of, or acting jointly or in concert with, the person or company making the Offer;
 - (iii) that such shareholder shall not tender any shares in acceptance of the Offer, including any varied form of the Offer, without giving the transfer agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date; and
 - (iv) that such shareholder shall not transfer any Class A Common Shares, directly or indirectly, prior to the Expiry Date without giving the transfer agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Class A Common Shares transferred or to be transferred to each transferee;
- (c) as of the end of the seventh day after the Offer Date, a combination of certificates that comply with either clause (a) and/or (b) from shareholders of the Corporation owning in the aggregate more than 50% of the then

outstanding Class A Common Shares has been delivered to the transfer agent and to the Secretary of the Corporation.

(6) If a notice referred to in subclause (5)(a)(i), (5)(a)(iv), (5)(b)(iii) or (5)(b)(iv) is given and the conversion right provided for in paragraph (2) has not come into effect, the transfer agent shall either forthwith upon receipt of the notice or forthwith after the seventh day following the Offer Date, whichever is later, determine the number of Class A Common Shares in respect of which the transfer agent has received certificates that comply with clause (5)(a) and/or clause (5)(b). For purposes of determining the number of Class A Common Shares for which the transfer agent has received subsisting certificates, the following rules shall apply:

- (a) Class A Common Shares in respect of which a notice has been received pursuant to subclause 5(a)(i), 5(a)(iv), 5(b)(iii) or 5(b)(iv) shall not be regarded as subsisting,
- (b) any transfer contemplated in any notice received pursuant to subclause 5(a)(iv) or 5(b)(iv) shall be deemed to have taken place on the date of determination; and
- (c) the transferee, in the case of any notice received by the transfer agent pursuant to subclause 5(a)(iv) or 5(b)(iv) shall be deemed to be a person or company, as the case may be, from whom the transfer agent does not have a subsisting certificate, unless the transfer agent is otherwise advised of the identity of the transferee in writing and the transfer agent is in possession of a subsisting certificate from such transferee.

If the number of Class A Common Shares determined by the transfer agent does not exceed 50% of the number of then outstanding Class A Common Shares, exclusive of Class A Common Shares owned immediately prior to the Offer by the Offeror, paragraph (5) shall cease to apply and the conversion right provided for in paragraph (2) shall be in effect for the remainder of the Conversion Period.

(7) As soon as reasonably possible after the seventh day following the offer Date, the Corporation shall send to all holders of Class B Non-Voting Shares a notice advising the holders as to whether they are entitled to convert their Class B Non-Voting Shares into Class A Common Shares and the reasons therefor. If such notice discloses that they are not so entitled but it is subsequently determined that they are so entitled by virtue of paragraph (6) or otherwise, the Corporation shall forthwith send another notice to them advising them of that fact and the reasons therefor.

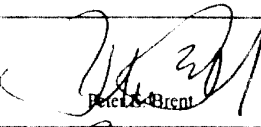
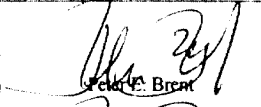
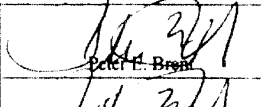
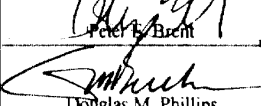
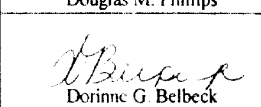
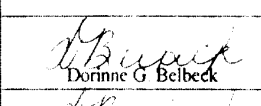
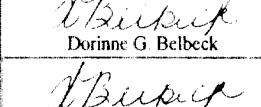
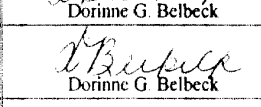

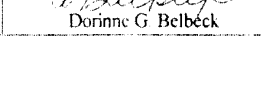


(8) If a notice referred to in paragraph (7) discloses that the conversion right has come into effect, the notice shall:

- (a) include a description of the procedure to be followed to effect the conversion and to have the Converted shares tendered under the Offer;
- (b) include the information set out in paragraph (3) hereof, and
- (c) be accompanied by a copy of the Offer and all other material sent to holders of Class A Common Shares in respect of the Offer, and, as soon as reasonably possible after any additional material (including any notice of variation) is sent to the holders of Class A Common Shares in respect of the Offer, the Corporation shall send a copy of such additional material to each holder of Class B Non-Voting Shares.

(9) Prior to or forthwith after sending any notice referred to in paragraph (7), the Corporation shall cause a press release to be issued to a Canadian national news wire service, describing the contents of the notice.

SCHEDULE 2
TO THE ARTICLES OF AMALGAMATION OF
MDS INC.
UNDER THE CANADA BUSINESS CORPORATIONS ACT

#9 - Continued:

Name of the amalgamating corporations	Corporation No.	Signature	Date D-J/M/Y-A	Title
MDS INC.	319420-5	 Peter L. Brent	30/10/97	Vice President & Corporate Secretary
HURON STREET OF STRATFORD ENTERPRISES LIMITED	285501-1	 Peter L. Brent	30/10/97	Secretary
HEALTHLINK SYSTEMS LTD.	200866-1	 Peter L. Brent	30/10/97	Secretary
2958422 CANADA INC.	295842-2	 Peter L. Brent	30/10/97	Secretary
AUTOMED CORPORATION	294379-4 342976-8	 Douglas M. Phillips	30/10/97	Director
MDS MEDICAL BUILDING DEVELOPMENTS INC.	230205-5	 Dorinne G. Belbeck	30/10/97	Secretary
159014 CANADA LTD.	226039-5	 Dorinne G. Belbeck	30/10/97	Secretary
3409643 CANADA INC.	340964-3	 Dorinne G. Belbeck	30/10/97	Secretary
3409651 CANADA INC.	340965-1	 Dorinne G. Belbeck	30/10/97	Secretary
3409660 CANADA INC.	340966-0	 Dorinne G. Belbeck	30/10/97	Secretary
3409678 CANADA INC.	340967-8	 Dorinne G. Belbeck	30/10/97	Secretary
3409601 CANADA INC.	340960-1	 Dorinne G. Belbeck	30/10/97	Secretary