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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002) U.S. DEPARTMENT OF COMMERCE

Our File Nos. 146-01 US, 146-02 US, 146-03 US, 146-04 US, 146-05 US, 146-07 US, 146-12 US

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

V.28.01

<p>1. Name of conveying party(ies):</p> <p>Optovation Corporation</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Optovation (Canada) Corp.</p> <p>Street Address: 320 March Road, Suite 300</p> <p>City: Ottawa</p> <p>Province: Ontario</p> <p>Postal Code: K2K 2E3</p> <p>County: Canada</p> <p>Additional name(s) & address(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other:</p> <p>Execution Date: November 13, 2001</p>	

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

<p>A. Patent Application No.(s):</p> <p>09/842,497 filed April 25, 2001</p> <p>09/839,809 filed April 19, 2001</p> <p>09/810,710 filed March 15, 2001</p> <p>09/810,513 filed March 15, 2001</p> <p>09/811,160 filed March 16, 2001</p> <p>09/810,512 filed March 15, 2001</p> <p>09/901,890 filed July 11, 2001</p>	<p>B. Patent No.(s):</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Freedman & Associates</p> <p>Street Address: 117 Centrepointe Drive, Suite 350</p> <p>City: Nepean</p> <p>Province: Ontario</p> <p>Postal Code: K2G 5X3</p> <p>Country: Canada</p>	<p>6. Total number of applications and patents involved: 7</p> <p>7. Total fee (37 CFR 3.41) \$280.00</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p>50-1142</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Gordon Freedman, Reg. No. 41,553  **November 26, 2001**

(Name of Person Signing) (Signature) (Date)

Total number of pages including cover sheet, attachments, and documents: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

PATENT REEL: 012326 FRAME: 0019

1 - Name of corporation - Dénomination de la société Optovation Corp.	2 - Corporation No. / N° de la société 367398-7
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3 - The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

1. to change the name of the Corporation set forth in Paragraph 1 to:

OPTOVATION (CANADA) CORP.

2. to provide in Paragraph 3 that the Corporation is authorized to issue 3,174,603 Special Exchangeable Shares;

3. to provide that, after giving effect to the foregoing, the Corporation is authorized to issue 3,174,603 Special Exchangeable Shares and an unlimited number of Common Shares;

4. to provide that the rights, privileges, restrictions and conditions attaching to the Special Exchangeable Shares and the Common Shares shall be as set forth in Exhibit "1" and Exhibit "2" hereto;

5. to delete the following provisions contained in Paragraph 4 of Schedule "A":

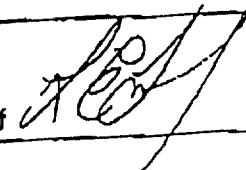
"Restrictions on share transfers

Subject to the terms of any share issue or transfer restrictions in a unanimous shareholder agreement as defined in the Canada Business Corporations Act, the right to transfer shares in the capital stock of the Corporation is restricted and no shares of the Corporation shall be transferred without the consent of the Board of Directors first being obtained."

6. to delete the following provisions contained in subparagraphs (a) and (b) of Paragraph 7 in Schedule "B":

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

November 13, 2001	Signature Larry Tarof 	Title - Titre Director FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT Filed - Déposée Nov. 13 2001
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**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

OPTOVATION (CANADA) CORP.

367398-7

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;

b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;

b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;

d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;



Director - Directeur

November 13, 2001 / le 13 novembre 2001
Date of Amendment - Date de modification

Canada