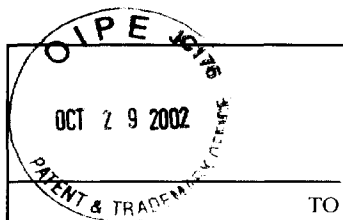


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TO THE HONORABLE COMMISSIONER

Express Mail Number: EL 451 598 734 US

R SHEET

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Attorney Docket Number
1782-014-999

PATENTS AND TRADEMARKS

Box Assignment
Washington, DC 20231

10-29-02

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): CTI-ComTel Inc. Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): Name: <u>TelPay Incorporated</u> Address: <u>298 Garry Street</u> <u>Winnipeg, Manitoba</u> <u>CANADA R3C 1H3</u> Country (if other than USA): <u>CANADA</u>									
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>May 4, 2001</u>											
4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) <u>09/514,271 filed</u> <u>February 28, 2000</u> B. Patent No.(s) _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No											
5. Name and address of party to whom correspondence concerning document should be mailed: PENNIE & EDMONDS LLP 3300 Hillview Avenue Palo Alto, CA. 94304		6. Number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u> Please charge to the deposit account listed in Section 8. 8. Deposit account number: <u>16-1150</u>									
DO NOT USE THIS SPACE											
9. Statement and signature. <i>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.</i> <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;"><u>Francis E. Morris</u></td> <td style="width: 10%;"><u>24,615</u></td> <td style="width: 30%;"><u>Francis E. Morris</u></td> <td style="width: 30%;"><u>October 29, 2002</u></td> </tr> <tr> <td>Name of Person Signing</td> <td>Reg. No.</td> <td>Signature</td> <td>Date</td> </tr> </table>				<u>Francis E. Morris</u>	<u>24,615</u>	<u>Francis E. Morris</u>	<u>October 29, 2002</u>	Name of Person Signing	Reg. No.	Signature	Date
<u>Francis E. Morris</u>	<u>24,615</u>	<u>Francis E. Morris</u>	<u>October 29, 2002</u>								
Name of Person Signing	Reg. No.	Signature	Date								
Total number of pages including cover sheet:			5								

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

11/06/2002 DBYRNE 00000101 161150 09514271
 01 FC:0021 40.00 CH

PATENT

CAI - 320725.1

REEL: 013455 FRAME: 0456



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

TelPay Incorporated

287468-7

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;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

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

May 9, 2001 / le 9 mai 2001

Date of Amendment - Date de modification

Canada

INDUSTRY CANADA

FORM 4

Canada Business
Corporations Act

ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

1 - Name of Corporation

2 - Corporation No.

CTI-COMTEL INC.

287468-7-R

3 - The Articles of the above named corporation are amended as follows:

- A. To change the name of the corporation to: **TelPay Incorporated.**
- B. To change the authorized capital of the Corporation to unlimited number of Common shares subject to the rights, privileges, restrictions and conditions set forth in the Schedule annexed hereto.
- C. To re-designate and change the 1,074,821 issued and outstanding Preference shares in the capital of the Corporation into 1,074,821 Common shares on a share for share basis.
- D. To delete from the authorized capital of the Corporation all of the unissued Class A Preference shares, Class B Preference shares and Class C Preference shares and to delete from the Articles of the Corporation the rights, privileges, restrictions and conditions attaching to the shares of the Corporation as set forth in the Schedules to Articles of Incorporation and Articles of Amendment.
- E. To delete from the Articles of the Corporation the provisions contained in paragraph 3 on page 4 of the Schedule attached to the Articles of Amendment of the Corporation.
- F. To change the "Other Provisions" attaching to the Articles of the Corporation to those set forth in the Schedule annexed hereto.

Date

Signature

Title

May 4, 2001

President

FOR DEPARTMENTAL USE ONLY

FILED -

MAY 16 2001

c:\work\291460.030\Amendment\Articles.May 2001

PATENT

REEL: 013455 FRAME: 0458

SCHEDULE TO ARTICLES OF AMENDMENT OF

TelPay Incorporated

1. The **Common Shares** shall carry and be subject to the following rights, privileges, and conditions:

(a) **Dividends**

Holders of Common Shares shall be entitled to receive dividends on such shares as, when and if declared by the Board of Directors in their discretion.

(b) **Voting Rights**

Each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and at all such meetings shall be entitled to one vote in respect of each Common Share held.

(c) **Liquidation, Dissolution or Winding-Up**

In the event of any liquidation, dissolution or winding-up of the Corporation, holders of Common Shares shall be entitled to share equally, share for share, in all distributions of the assets of the Corporation.

2. The Articles of the Corporation shall be subject to the following "Other Provisions":

(a) The number of shareholders of the Corporation is limited to fifty or fewer, not including persons who are in the employment of the Corporation or persons who having been formerly in the employment of the Corporation, were while in that employment, and have continued after the termination of that employment to be shareholders of the Corporation.

(b) Any invitation to the public to subscribe for the Corporation's shares or securities is prohibited.

(c) The Corporation has a lien on all shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

(d) Without in any way limiting the Corporation's powers, the Corporation may:

(i) Hypothecate, mortgage or pledge any property, moveable or immoveable, present or future, which it may own for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue;

(ii) Borrow money upon the credit of the Corporation;

- (iii) Issue, re-issue, sell or pledge debt obligations of the Corporation; and
- (iv) Mortgage, hypothecate, pledge or otherwise create a security interest in all property of the Corporation owned or subsequently acquired to secure payment of an obligation of the Corporation.

Nothing herein limits or restricts the borrowing of money by the Corporation.