



05-12-2004



orney Docket No.: 0038/023001

Substitute Form PTO-1595

S.7.04

RECC

102743168
PATENTIS ONLY

Commissioner of Patents and Trademarks: Please record the attached copies of an original document.

- 1. Name of conveying party(ies):
Seanix Technology (Canada) Inc.
merged with
Seanix Technology Corporation
- 2. Name and address of receiving party(ies):
Seanix Technology Inc.
6951 Elmbridge Way
Richmond, B.C.
Canada V7C 4N1

Additional name(s) attached? Yes No

Additional names/addresses attached? Yes No

- 3. Nature of conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other:

Execution Date: August 1, 2001

- 4. Application number(s) or patent number(s): 6,097,591
If this document is being filed with a new application, the execution date of the application is:
A. Patent Application No.(s):
B. Patent No.(s): 6,097,591

Additional numbers attached? Yes No

- 5. Name/address of party to whom correspondence concerning document should be mailed:

Randolph A. Smith
Smith Patent Office
1901 Pennsylvania Ave., N.W.
Suite 200
Washington, D.C. 20006-3433
- 6. Total number of applications/patents involved: 1
- 7. Total fee (37 CFR 3.41): \$40
 Enclosed
 Authorized to charge deposit account
- 8. Deposit account number: 19-2586
If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to our Deposit Account No. 19-2586.

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 the attached is a true copy of the original document.*

Randolph A. Smith
Name of Person Signing

Signature Date
May 7, 2004
Reg. No. 32,548

Total number of pages including cover sheet, attachments, and document: 9

05/11/2004 EDOOPER 00000262 192586 6097591

01 FC:0021 40.00 DA

PATENT
REEL: 015302 FRAME: 0395



Industry Canada

Industrie Canada

Certified a true copy of
the original

[Signature]
Solicitor

ERIC KAUFMANIS
BARRISTER & SOLICITOR
SUITE 500 NORTH TOWER
8811 COONEY ROAD
RICHMOND, B.C. V6X 3M1
PHONE: (604) 276-4711

**Certificate
of Amalgamation**

**Certificat
de fusion**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

SEANIX TECHNOLOGY INC.

392570-6

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.

[Signature]

Director - Directeur

August 1, 2001 / le 1 août 2001

Date of Amalgamation - Date de fusion

Canada

1. Name of amalgamated corporation Dénomination de la société issue de la fusion
SEANIX TECHNOLOGY INC.
2. The place in Canada where the registered office is to be situated Lieu au Canada où doit être situé le siège social
Greater Vancouver Regional District, Province of British Columbia
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
See attached Schedule "A".
4. Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu
See attached Schedule "B".
5. Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs
A minimum of 1 and a maximum of 10.
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
See attached Schedule "C".

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
Seanix Technology Corporation	377886-0	<i>[Signature]</i>	July 23, 2001	President
Seanix Technology (Canada) Inc.	391542-5	<i>[Signature]</i>	July 23, 2001	President

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

392570-6

Filed - Déposée

JUL 26 2001

SCHEDULE "A"

ARTICLES OF AMALGAMATION

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

1. AUTHORIZED CAPITAL

The authorized capital of the Corporation consists of:

- (a) an unlimited number of Common shares;
- (b) 10,000,000 Class "A" Preferred shares;
- (c) 10,000,000 Class "B" Preferred shares;
- (d) 10,000,000 Class "C" Preferred shares.

having attached thereto the special rights and restrictions as hereinafter set forth.

2. The special rights and restrictions attached to the shares of the Corporation are as follows:

- (a) The Common shares shall have the exclusive right to vote in any general or other meeting of the Corporation. The holders of the Class "A" Preferred shares, Class "B" Preferred shares and Class "C" Preferred shares shall not be entitled to vote at any meeting of the shareholders of the Corporation and shall not be entitled to receive notice of or attend at any meeting of the shareholders;
- (b) In the event of liquidation, dissolution or the winding-up of the Corporation, whether voluntary or involuntary, the holders of the Class "A" Preferred shares, Class "B" Preferred shares and Class "C" Preferred shares shall, in that order of priority, be entitled to receive, before any distribution of any part of the assets among the holders of any other class of shares, the Redemption Value of the respective shares (as hereinafter defined) and any cumulative dividends thereon which are unpaid or any other dividends which are declared but unpaid and no more. The balance of any such assets shall be paid or distributed equally to the holders of the Common shares;
- (c) The holders of the Class "A" Preferred shares, Class "B" Preferred shares and Class "C" Preferred shares shall, in that order of priority, in each year at the discretion of the Directors, and in preference and priority to any payment of dividends on any other class of shares be entitled out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of 4% per annum on the Redemption Value of the respective shares (as hereinafter defined). If the Directors do not declare a dividend for any fiscal year for any particular class of Preferred shares, then the rights of the holders of that class of Preferred shares to any dividends for such fiscal year shall be extinguished;

53018\0004

- (d) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of any class of Preferred shares on payment for each share to be redeemed of the Redemption Value established for that class of shares. Not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the class of Preferred shares to be redeemed specifying the date and place or places of redemption;
- (e) Any holder of any class of Preferred shares may at any time demand by notice in writing (the "Retraction Notice") that the Corporation redeem all or any part of the Preferred shares of that class held by him by payment to him of the Redemption Value per share for that class of shares. The Retraction Notice shall be delivered to or mailed to the registered office of the Corporation and shall be deemed to have been received on the day of delivery, if delivered, and on the business day following the day of mailing, if mailed. Forthwith upon receipt of the Retraction Notice, the Corporation shall mail a copy thereof by registered mail to each holder of Preferred shares in the capital of the Corporation so as to put all shareholders on notice that a Retraction Notice has been received and to allow other holders of Preferred shares to submit Retraction Notices. Ninety (90) days after receipt of the first Retraction Notice, the Corporation shall redeem all Class "A" Preferred shares, Class "B" Preferred shares and Class "C" Preferred shares in respect of which it has received a Retraction Notice in the foregoing order of priority. If the assets of the Corporation are not sufficient to redeem all shares of a particular class in respect of which a Retraction Notice has been received, the redemption shall be made pro rata amongst the holders of that class of Preferred shares in proportion to the number of that class of Preferred shares specified in the Retraction Notice given. In the event that Retraction Notices have been given and the Corporation shall not have redeemed the shares of that class of Preferred shares within ninety (90) days as herein provided, the holders of the said shares shall thereafter be entitled to cumulative dividends at the rate of 4% per annum on the Redemption Value of the said class of Preferred shares in preference and priority to any payment of dividends on any other class of shares which ranks in priority after that class of shares in respect of the payment of dividends;
- (f) For the purposes of these Articles, "Redemption Value" shall mean, with respect to any class of the Preferred shares, the redemption value established by the Directors at the time of issuance of the shares of that class of Preferred shares based on the best estimate of the fair market value of the consideration for issuance of the said shares of that class of Preferred shares provided that in any of the following events:
- (i) if Canada Customs and Revenue Agency should issue an assessment or reassessment to the holders of a class of Preferred shares or propose such assessment or reassessment on the basis of the determination or assumption that the fair market value of the consideration provided for the issuance of such shares of the said class of Preferred shares is other than

the Redemption Value established at the time of issuance of such shares, and such assessment or reassessment is not disputed and is deemed to be accurate by the Directors of the Corporation and such shareholder; or

- (ii) if such assessment or reassessment is disputed and a final settlement is reached with Canada Customs and Revenue Agency as to fair market value of the consideration for the issuance of the shares of the said class of Preferred shares; or
- (iii) if the fair market value of the consideration provided for the issuance of the said class of Preferred shares is determined by a Court or governmental tribunal of competent jurisdiction and the relevant appeal period has expired; or
- (iv) if the auditors or accountants of the Corporation inform the Directors by notice in writing that, in their opinion, the fair market value of the consideration provided for the issuance of the shares of the said class of Preferred shares is in an amount other than the Redemption Value of the said class of Preferred shares established at the date of issuance and the Directors and such shareholder accept such amount as correct;

(any of which events is herein called a "Final Determination")

then the Redemption Value of the said class of Preferred shares shall be deemed always to have been the fair market value so determined. If the fair market value so determined is less than the amount established at the date of issuance and the shareholder whose shares of the said class of Preferred shares have been previously redeemed by the Corporation pursuant to the provisions contained herein, does not retain a sufficient number of shares of the said class of Preferred shares at the time of a Final Determination, relating to such class of shares, to adjust the Redemption Value, such shareholder shall forthwith pay to the Corporation an amount in cash equal to such deficiency. The Corporation and the affected shareholders shall do all such things and perform all such acts and make all such payments as may be necessary to revise the Redemption Value for such class of Preferred shares accordingly, including payment of any shortfall by the Corporation to the shareholders whose shares have been redeemed, if the recalculated Redemption Value is higher than that originally determined by the Directors;

- (g) Subject to the foregoing, the Directors may at any time declare dividends on any class of shares without declaring a dividend on any other class of shares; provided, however, that the Directors shall not declare or pay dividends on any shares if there are reasonable grounds for the Directors to believe that:
 - (i) the Corporation is or would, after the payment of such dividend, be unable to pay its liabilities as they become due; or

- (ii) the declaration or payment of such dividend would result in the realizable value of the assets of the Corporation being reduced to less than the aggregate of:
 - (A) the liabilities of the Corporation;
 - (B) the Redemption Value of all issued and outstanding Class "A" Preferred shares, Class "B" Preferred shares and Class "C" Preferred shares; and
 - (C) the stated value of the Common shares;

- (h) Any registered holder of Class "B" Preferred shares or Class "C" Preferred shares may elect to have his Class "B" Preferred shares or Class "C" Preferred shares, or any of them, converted for Common shares without expense to him on a share-for-share basis. Such election shall be declared by notice in writing to the Corporation signed by such holder and accompanied by the certificate relating to the shares to be converted and, subject to the filing of a Notice of Conversion in the Corporation's records office, the same shall have the effect accordingly and thereupon the certificate aforesaid shall be cancelled and the requisite alteration shall be made in the Corporation's Register of Shareholders.

SCHEDULE "B"

ARTICLES OF AMALGAMATION

4. Restrictions, if any, on share transfers

No share in the capital of the Corporation shall be transferred without the consent of the directors expressed by the votes of a majority of the directors present at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.

53018\0004

PATENT
REEL: 015302 FRAME: 0402

SCHEDULE "C"

ARTICLES OF AMALGAMATION

7. Other provisions, if any

The Corporation, through its directors, may, as it deems expedient and notwithstanding the provisions of the *Civil Code*, hypothecate, mortgage or pledge any real or personal property, currently owned or subsequently acquired, of the corporation, to secure the payment of such debentures and other securities, or to provide only a part of these guarantees for the said purposes; and it may constitute the aforesaid hypothec, mortgage or pledge by trust deed, pursuant to sections 23 and 24 of the *Special Corporate Powers Act* (R.S.Q. 1964, c. 275), or in any other manner.

The Corporation may also hypothecate or mortgage the real property, or pledge or otherwise charge in any manner the personal property of the corporation, or provide these various kinds of guarantee, to secure the payment of loans made otherwise than by the issue of debentures, as well as the payment or performance of other debts, contracts and undertakings of the corporation.

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 the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.

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

53018\0004