

11-10-2004



To the  
Please

102879145

Remarks:  
Copy thereof

<p>1. Name of Conveying Party(ies):  Siemens Automotive Inc.  Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>		<p>2. Name and address of receiving party(ies)  Name: <u>Siemens VDO Automotive Inc.</u>  Street Address: <u>700 Park Avenue East</u> City: <u>N7M 5M7 Chatham, Ontario</u>  Additional name(s) &amp; address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agt. <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Certificate of Amalgamation</u>  Execution Date: <u>01/01/2002</u></p>			
<p>4. Application number(s) or patent number(s):  If this document is being filed together with a new application, the execution date is:  A. Patent Application No.(s) <u>09/670,779</u> B. Patent No(s).  Additional numbers attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>5. Name and address of party to whom correspondence concerning document should be mailed:  Name: <u>Elsa Keller</u>  Internal Address: <u>Siemens Corporation</u> <u>Intellectual Property Department</u>  Street Address: <u>170 Wood Avenue South</u>  City: <u>Iselin</u> State: <u>New Jersey</u> Zip: <u>08830</u>  Customer No. 28524</p>		<p>6. Total no. of applications and patents involved <u>One</u></p> <p>7. Total fee (37 CFR 3.41) ..... \$40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>19-2179</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>	
<p>11/09/2004 BTOM11 00000076 192179 09670779 01 FC:8021 40.00 DA</p>			
<p>DO NOT USE THIS SPACE</p>			
<p>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> <u>Pasquale Musacchio</u> Reg. No. 36,876 <u>November 4, 2004</u>  Name of Person Signing Signature Date Total number of pages including cover sheet, attachments and document: <u>5</u></p>			



Industry Canada

Industrie Canada

**Certificate  
of Amalgamation****Canada Business  
Corporations Act****Certificat  
de fusion****Loi canadienne sur  
les sociétés par actions**

SIEMENS VDO AUTOMOTIVE INC.

399089-3

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.

Director - Directeur

January 1, 2002 / le 1 janvier 2002

Date of Amalgamation - Date de fusion

Canada

Industry Canada

Industrie Canada

FORM 9

FORMULE 9

Canada Business  
Corporations ActLoi canadienne sur les  
sociétés par actionsARTICLES OF AMALGAMATION  
(SECTION 185)STATUTS DE FUSION  
(ARTICLE 185)1 - Name of amalgamated corporation  
SIEMENS VDO AUTOMOTIVE INC.

Dénomination de la société issue de la

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

Lieu au Canada où doit être situé le siège social

Ontario

3 - The classes and any maximum number of shares that  
the corporation is authorized to issueCatégories et tout nombre maximal d'actions que la société est  
autorisée à émettreAn unlimited number of common shares. The rights, privileges, restrictions and conditions attaching to the common shares are as set out in  
the annexed Schedule I which is incorporated in this form.

4 - Restrictions, if any, on share transfers

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

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 at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.5 - Number (or minimum and maximum number) of directors  
Minimum: 1 Maximum: 10

Nombre (ou nombre minimal et maximal) d'administrateurs

6 - Restrictions, if any, on business the corporation may carry on  
None.

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

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

The annexed Schedule II is incorporated in this form.

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 fusionnantesCorporation No.  
N° de la société

Signature

Date

Title  
Titre

3867056 Canada Inc.

386705-6

*E. Donato*

12/19/01

Director

Siemens Automotive Inc.

384062-0

*E. Donato*

12/19/01

Director

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

Filed - Déposée

399 089-3

31-DEC-01

## SCHEDULE I

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

- (a) **Payment of Dividends:** The holders of the common shares shall be entitled to receive dividends if, 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 in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.
- (b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.
- (c) **Voting Rights:** The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each common share held at all such meetings.

**SCHEDULE II**

1. 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 fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. The actual number of directors within the minimum and maximum number set out in paragraph 5 may be determined from time to time by resolution of the board of directors. Any vacancy among the directors resulting from an increase in the number of directors as so determined may be filled by resolution of the directors.