

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/1994
CONVEYING PARTY DATA	
Name	Execution Date
UMACS of Canada Inc.	06/30/1994
RECEIVING PARTY DATA	
Name:	Aluma Systems Canada Inc.
Street Address:	4810 Dufferin Street
City:	Toronto
State/Country:	CANADA
Postal Code:	M3H 5S8
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	4841708
CORRESPONDENCE DATA	
Fax Number:	(314)345-4704
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	dtb@greensfelder.com
Correspondent Name:	Greensfelder, Hemker & Gale, P.C.
Address Line 1:	10 S. Broadway
Address Line 2:	2000 Equitable Building
Address Line 4:	St. Louis, MISSOURI 63102
NAME OF SUBMITTER:	Harvey L. Yusman
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Ministre Secrétaire du ministère de

Consumer and
Commercial
Relations

la Consommation
et du Commerce

CERTIFICATE

CERTIFICAT

This is to certify that these
articles are effective on

Ceci certifie que les présents
statuts entrent en vigueur le

JUNE 30 1994

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

Ontario Corporation Number
Numero de la corporacion en Ontario

1087479

Trans Code	Line No	Stat	Comp Type	Method Incomp	Share
A 18	B 20	D 28	A 29	3 30	S 31

Notice
Reg'd

Jurisdiction

N 19	ONTARIO 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100	A 62
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ARTICLES OF AMALGAMATION STATUTS DE FUSION

Form 4
Business
Corporations
Act
1987

Formula
numero 4
Loi de 1982
sur les
communications

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

[illegible]

2. The address of the registered office is: Adresse du siège social:

4810 DUFFERIN STREET

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
Rue et numero, ou numero de la R.R. et s'il s'agit d'un edifice a bureaux, numero du bureau)

DOWNSVIEW, ONTARIO

M	3	H	5	S	8
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(Name of Municipality, or Post Office)
Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code Postal)

CITY OF NORTH YORK

in the
dans 18/18

MUNICIPALITY OF METROPOLITAN
TORONTO

(Name of Municipality,
Geographical Township)
(Nom de la municipalité,
du canton)

(County, District, Regional Municipality)
Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: Nombre (ou nombres minimal et maximal) d'administrateurs:

MINIMUM OF ONE (1)
MAXIMUM OF FIFTEEN (15)

4. The director(s) is/are: Administrateur(s)

First name, initials and surname
Prénom, initiales et nom de famille

Residence address, giving Street & No. or R.R.
No., Municipality and Postal Code
*Adresse personnelle, y compris la rue et le
numéro, le numéro de la R.R. ou le nom de la
municipalité et le code postal*

Resident
Canadian
State
Yes or No
Resident
Canadian
Oui/Non

AUSTIN PAGE

5444 YONGE STREET, SUITE 607
WILLOWDALE, ONTARIO M2N 6J4

YES

KINGSLEY E. CHATTON

238 SUNDOWN TERRACE
ORINDA, CALIFORNIA 94563

NO

TYPE A PERSONAL

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5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 175(4) of the Business Corporations Act on the date set out below.

☒ X

A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 175(4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check
A or B

Cocher
A ou B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 176 of the Business Corporations Act on the date set out below.

☐

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 176 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
UMACS OF CANADA INC.	982444	June 30, 1994
ASI EQUIPMENT HOLDING CORP.	809041	June 30, 1994
ASI EQUIPMENT LTD.	530258	June 30, 1994

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6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

NONE

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

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

An unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

- (1) The holders of the common shares shall be entitled to receive dividends, if, as and when declared by the directors of the Corporation.
- (2) The holders of the common shares shall be entitled to receive notice of and attend all meetings of the shareholders, each common share shall have attached to it one (1) vote at all such meetings.
- (3) The holders of the common shares shall be entitled to receive the remaining property of the Corporation upon the dissolution of the Corporation.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

- (1) No share in the capital stock of the Corporation shall be allotted, issued or transferred, without the express sanction of the Board of Directors of the Corporation to be signified by a resolution duly passed at a meeting of the Board of Directors or by an instrument or instruments in writing signed by all of the Directors of the Corporation;
- (2) No allotment or issue of the Corporation's securities shall be made pursuant to any invitation to the public to subscribe for such securities and any invitation to the public to subscribe for such shares of the Corporation is prohibited; and
- (3) 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, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu.

In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, by authentic deed, in particular but without limitation, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, hypothecate, mortgage, pledge, cede or transfer any property, moveable or immovable, present or future, which it may own.

11. The statements required by subsection 177(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 177 (2) de la Loi sur les compagnies constituant l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

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These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

UMACS OF CANADA INC.

Per: 
Austin Page - President

ASI EQUIPMENT HOLDING CORP.

Per: 
Austin Page - President

ASI EQUIPMENT LTD.

Per: 
Austin Page - President

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REEL: 016353 FRAME: 0247

SCHEDULE ADIRECTOR'S STATEMENT

I, Austin Page, am a Director of Umacs of Canada Inc. (the "Corporation") and hereby state the following in connection with the proposed amalgamation of the Corporation, ASI Equipment Holding Corp. and ASI Equipment Ltd., and their continuance as Aluma Systems Canada Inc.:

- (a) There are reasonable grounds for believing that:
 - (i) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
- (b) There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation; and
- (c) No creditor has notified the Corporation of any objection to the proposed amalgamation.

DATED this 30th day of June, 1994.



AUSTIN PAGE

DIRECTOR'S STATEMENT

I, Austin Page, am a Director of ASI Equipment Holding Corp. (the "Corporation") and hereby state the following in connection with the proposed amalgamation of the Corporation, Umacs of Canada Inc. and ASI Equipment Ltd., and their continuance as Aluma Systems Canada Inc.:

- (c) There are reasonable grounds for believing that:
 - (i) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
- (d) There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation; and
- (c) No creditor has notified the Corporation of any objection to the proposed amalgamation.

DATED this 30th day of June, 1994.



AUSTIN PAGE

DIRECTOR'S STATEMENT

I, Austin Page, am a Director of ASI Equipment Ltd. (the "Corporation") and hereby state the following in connection with the proposed amalgamation of the Corporation, ASI Equipment Holding Corp. and Umacs of Canada Inc. and their continuance as Aluma Systems Canada Inc.:

- (e) There are reasonable grounds for believing that:
 - (i) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
- (f) There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation; and
- (c) No creditor has notified the Corporation of any objection to the proposed amalgamation.

DATED this 30th day of June, 1994.


AUSTIN PAGE

THIS AMALGAMATION AGREEMENT made as of the 30th day of June, 1994.

BETWEEN:

UMACS OF CANADA INC., a corporation existing under the laws of the Province of Ontario,

(hereinafter called "Umacs")

OF THE FIRST PART

- and -

ASI EQUIPMENT HOLDING CORP., a corporation existing under the laws of the Province of Ontario,

(hereinafter called "Holding")

OF THE SECOND PART

- and -

ASI EQUIPMENT LTD., a corporation existing under the laws of the Province of Ontario,

(hereinafter called "Equipment")

OF THE THIRD PART

WHEREAS Umacs, Holding and Equipment (hereinafter called the "Amalgamating Corporations") are corporations subject to the laws of the Province of Ontario, and governed by the Business Corporations Act, as amended from time to time (the "Act");

AND WHEREAS the Amalgamating Corporations acting under the authority contained in the Act have agreed to amalgamate upon the terms and conditions hereinafter set forth;

AND WHEREAS it is desirable that the said amalgamation should be effected;

NOW THEREFORE in consideration of the mutual covenants hereinafter contained the Amalgamating Corporations covenant and agree each with the other as follows:

1. In this agreement:
 - (a) "Corporation" means the corporation resulting from the amalgamation of the Amalgamating Corporations; and
 - (b) "Effective Date" means the date upon which the Articles of Amalgamation issued to the Amalgamating Corporations under the Act become effective.
2. The Amalgamating Corporations hereby agree to amalgamate at the close of business on the Effective Date, and to continue as one corporation under the terms and conditions set out herein. The parties agree that the Effective Date shall be the close of business on the 30th day of June, 1994, and that all requisite documentation will be executed and filed as required in this regard.
3. The name of the Corporation shall be ALUMA SYSTEMS CANADA INC..

4. The registered office of the Corporation shall be in the Municipality of Metropolitan Toronto in the Province of Ontario.
5. The address of the registered office of the Corporation shall be 4810 Dufferin Street, Downsview, Ontario, M3H 5S8.
6. The classes and numbers of shares which the Corporation is authorized to issue shall be an unlimited number of shares designated as common shares.
7. The rights, privileges, restrictions and conditions (if any) attaching to the shares in the capital of the Corporation are set forth in Schedule "A" attached hereto.
8. The issue, transfer or ownership of shares in the capital of the Corporation is restricted and the restrictions are as follows:
 - (a) No share in the capital stock of the Corporation shall be allotted, issued or transferred, without the express sanction of the Board of Directors of the Corporation to be signified by a resolution duly passed at a meeting of the Board of Directors or by an instrument or instruments in writing signed by all of the Directors of the Corporation;
 - (b) No allotment or issue of the Corporation's securities shall be made pursuant to any invitation to the public to subscribe for such securities and any invitation to the public to subscribe for such shares of the Corporation is prohibited; and
 - (c) 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, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
9. The number of directors of the Corporation shall be a minimum of one director and a maximum of fifteen directors and the board of directors of the Corporation shall consist of two directors until otherwise determined by special resolution of the shareholders of the Corporation, and the first directors of the Corporation, with their full names and addresses and status as a resident Canadian, shall be as follows:

Name	Residential Address	Resident Canadian
Austin Page	5444 Yonge Street Suite 607 North York, Ontario M2N 6J4	Yes
Kingsley E. Chatton	238 Sundown Terrace Orinda, California 94563	No

The said directors shall hold office until the first annual meeting of the Corporation, or until their successors are elected or appointed.

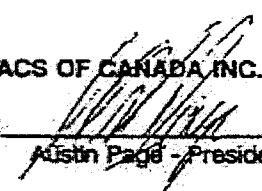
10. There are no restrictions on the business the Corporation may carry on or on powers the Corporation may exercise.
11. Each of the issued and outstanding common shares in the capital of Umacs shall, on and from the Effective Date, be converted into one (1) fully paid and non-assessable common share in the capital of the Corporation. All of the issued and outstanding shares in the capital of Holding which are all held by Umacs, and all of the issued and outstanding shares in the capital of Equipment which are all held by Umacs and Holding, shall be cancelled without any repayment of capital.
12. All of the shares of the Corporation to be issued in accordance with paragraph 11 hereof shall be deemed to have been issued as fully paid and non-assessable and the Corporation shall be deemed to have received the full consideration for the issue thereof.
13. The aggregate amount which shall be added to the stated capital account maintained by the Corporation for the common shares of the Corporation upon the amalgamation shall be equal to the aggregate "paid-up capital" (as defined in the Income Tax Act (Canada)) of the common shares of Umacs on the Effective Date.
14. On and after the Effective Date, the shareholders of the Amalgamating Corporations shall surrender all share certificates held by them representing shares of the Amalgamating Corporations, and shall be entitled to receive share certificates representing shares of the Corporation, according to their respective rights and interests determined as aforesaid.
15. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, by authentic deed, in particular but without limitation, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, hypothecate, mortgage, pledge, cede or transfer any property, moveable or immovable, present or future, which it may own.
16. The by-laws of the Corporation shall not be the by-laws of any of the Amalgamating Corporations, but shall be enacted by the Corporation on or after the Effective Date. Such proposed by-laws are available for inspection at the offices of DeZotto, Zorzi, 4580 Dufferin Street, Downsview, Ontario, M3H 5Z1, during normal business hours.
17. The Corporation shall possess all the property, rights, privileges and franchises and is subject to liabilities including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations as such exist immediately prior to or upon the amalgamation becoming effective.
18. All rights of creditors against the property, rights and assets of the Amalgamating Corporations and all liens upon their property, rights and assets shall be unimpaired by such amalgamation and all debts, contracts, liabilities and duties of the Amalgamating Corporations thenceforth attach to the Corporation and may be enforced against it.
19. No action or proceedings by or against any of the Amalgamating Corporations shall abate or be affected by such amalgamation.
20. Upon each of the Amalgamating Corporations approving this agreement in the manner provided in the Act, the parties hereto for the purpose of bringing this amalgamation into effect shall forthwith comply with the provisions of the Act and do all things and cause all things to be done including executing all documents, which may be necessary to effect this amalgamation in compliance with the provisions of the Act.

21. This Agreement shall not become effective until it is confirmed, without variation by the shareholders of each of the Amalgamating Corporations, in accordance with the Act.

22. This agreement may be terminated by the directors of any of the Amalgamating Corporations, notwithstanding approval of this Agreement by the shareholders of all or any of the Amalgamating Corporations at any time prior to the endorsement of a Certificate of Amalgamation.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties hereto under their respective corporate seals as attested to by the signatures of their proper officers in that behalf.

UMACS OF CANADA INC.

Per: 
Austin Page - President

ASI EQUIPMENT HOLDING CORP.

Per: 
Austin Page - President

ASI EQUIPMENT LTD.

Per: 
Austin Page - President

MEMO840.AGRAGREEMENTS

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SCHEDULE 'A'

- (1) The holders of the common shares shall be entitled to receive dividends, if, as and when declared by the directors of the Corporation.
- (2) The holders of the common shares shall be entitled to receive notice of and attend all meetings of the shareholders, each common share shall have attached to it one (1) vote at all such meetings.
- (3) The holders of the common shares shall be entitled to receive the remaining property of the Corporation upon the dissolution of the Corporation.