

05-18-2005



To the Honorable Commissioner of F

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ied original documents or copy thereof.

1. Name of conveying party(ies):

3840620 Canada Inc.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment

☐ Merger

☐ Security Agreement

☐ Change of Name

☒ Other Certificate of Amendment

Execution Date: December 22, 2000

2. Name and address of receiving party(ies)

Name: Siemens Automotive Inc.

Internal Address:

Street Address: 700 Park Avenue East, Chatham

City: Ontario State: Canada ZIP: N7M 5M7

Additional name(s) & address(es) attached? ☐ Yes ☒ No

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)

10/102,786

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

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

Name: Elsa Keller

Internal Address: Customer No. 28524
Siemens Corporation

6. Total number of applications and patents involved: **ONE**

7. Total Fee (37 CFR 3.41) \$ 40.00

☐ Enclosed

☒ Authorized to be charged to deposit account

8. Deposit Account No.

19-2179

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

Pasquale Musacchio
Name of Person Signing

Pasquale Musacchio
Signature

12 May 2005
Date

Total number of pages including cover sheet, attachments, and document: 7

IDNR: 7008 / V: 03.12.10 / B: Val

05/17/2005 ECOOPER 00000226 192179 10102786

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Industry Canada

Industrie Canada

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

Siemens Automotive Inc.

384062-0

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

January 5, 2001 / le 5 janvier 2001

Date of Amendment - Date de modification

Canada

Industrie Canada

Canada Business
Corporations Act

Loi canadienne sur
les sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 - Name of corporation - Dénomination de la société

3840620 Canada Inc.

2 - Corporation No. - N° de la société

384062-0

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

Les statuts de la société mentionnés ci-dessus sont modifiés de la
façon suivante :

To change the name of the Corporation to **Siemens Automotive Inc.**

Date

Signature

Title - Titre

Dec 22, 2000

Director

Canada

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
Filed - Déposés

JAN 08 2001

DSG 01/2000



Industry Canada

Industrie Canada

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

3840620 CANADA INC.

384062-0

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Director - Directeur

December 13, 2000 / le 13 décembre 2000

Date of Incorporation - Date de constitution

Canada

Industry Canada

Industrie Canada

Canada
BusinessLoi canadienne sur les
sociétés par actionsFORM 1
ARTICLES OF INCORPORATION
(SECTION 6)FORMULE 1
STATUTS CONSTITUTIFS
(ARTICLE 6)

1 - Name of corporation

Dénomination de la société

3840620

Canada Inc.

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

Lieu au Canada où doit être situé le siège social

Regional Municipality of Peel in the Province of 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 émettre

The Corporation is authorized to issue an unlimited number of common shares, the rights, privileges, restrictions and conditions of which are set out in the annexed Schedule 1 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

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

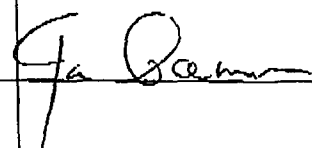
There are no restrictions.

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

The annexed Schedule 2 is incorporated in this form.

8 - Incorporators - Fondateurs

Name(s) - Nom(s)	Address (include postal code) Adresse (inclure le code postal)	Signature
Joan Cameron	Suite 4700, Toronto Dominion Bank Tower Toronto-Dominion Centre, Toronto, Ontario M5K 1E6	

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Corporation No. - N° de la société

Filed - Déposée

DEC 12 2000

DSG-02/2000

SCHEDULE 1**ARTICLES OF INCORPORATION**

- (1) 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 one vote in respect of each common share held at all such meetings.

SCHEDULE 2**ARTICLES OF INCORPORATION**

- (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 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 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 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.