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Doc Code:

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)
Canadian Posture and Seating Centre (1988) Inc.

2. Name and address of receiving party(ies)

Name: Canadian Wheelchair Mfg. Limited

Internal Address: _____

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

Street Address: 1360 Blundell Road

3. Nature of conveyance/Execution Date(s):

Execution Date(s) January 1, 1994

- Assignment Merger
- Security Agreement Change of Name
- Joint Research Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____

City: Mississauga

State: Ontario

Country: Canada Zip: L4Y 1M5

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

4. Application or patent number(s): This document is being filed together with a new application.

A. Patent Application No.(s) _____

B. Patent No.(s)

5,189,747

Additional numbers attached? Yes No

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

Name: Sean X. Zhang

Internal Address: c/o Blake, Cassels & Graydon LLP

P.O. Box 25, Commerce Court West

Street Address: 199 Bay Street

Commerce Court West, 28th Floor

City: Toronto

State: Ontario Zip: M5L 1A9

Phone Number: 416.863.5839

Fax Number: 416.863.2653

Email Address: sean.zhang@blakes.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____

Expiration Date _____

b. Deposit Account Number 02-2553

Authorized User Name Sean X. Zhang

9. Signature: [Handwritten Signature]
Signature

March 5, 2007
Date

Sean X. Zhang (Reg. No. 56,058)

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

12

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 022553 5189747

PATENT

For Ministry Use Only
À usage exclusif du ministère



Ministry of
Consumer and
Commercial
Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE

This is to certify that these
articles are effective on

JANUARY 1

CERTIFICAT

Ceci certifie que les présentes
statuts entrent en vigueur le

JANVIER 1 2007

Ontario Corporation Number
Numéro de la société en Ontario

1060268

Line No	Stat	Comp Type	Method Incorp	Share
0	0	A	3	9
20	20	20	20	31

Sam D. L...
Director / Directeur

Province	Jurisdiction	Share
N	ONTARIO	A
22	33	57

Business Corporations Act / Loi de sur les compagnies

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act
Formule 4
Loi sur les
sociétés par
actions

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

C	A	N	A	D	I	A	N	W	H	E	E	L	C	H	A	I	R	M	F	G	.
L	I	M	I	T	E	D															

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

1360 Blundell Road

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

Mississauga, Ontario

L4Y1M5

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code postal)

City of Mississauga

Regional Municipality of Peel

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

in the
dans la / la

(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 Ten (10).

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 Résident Canadien Oui / Non
TIMOTHY Q. KHAN	60 RAINFOREST DRIVE BRAMPTON, ONTARIO L6R 1B1	YES
RONALD J. BENDELL	5 KILLALOE CRESCENT GEORGETOWN, ONTARIO L7G 5N1	YES

Beach, Hygiene
Examiners & Solicitors
Toronto, Ontario

anytime corporation
TORONTO - CANADA
Sales 416-962-3111
689-78 8/1993

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 178 (4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 178 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

CHECK COCHER
 A OR B A OU B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

CANADIAN WHEELCHAIR MFG. LIMITED

and are more particularly set out in these articles.

et sont énoncées textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption / Approval Date d'adoption ou d'approbation
CANADIAN WHEELCHAIR MFG. LIMITED	960448	December 28, 1993
CANADIAN POSTURE AND SEATING CENTRE (1988) INC.	966257	December 28, 1993

*Boock, Hibbard
Barristers & Solicitors
Toronto, Ontario*

BY FILED CORPORATION
TORONTO - CANADA
SEPTEMBER 23 2007
CORP. 78 8/2007

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

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

NIL

z. 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 société est autorisée à émettre :

The Corporation shall be authorized to issue an unlimited number of one class of shares to be designated as common shares.

Beck, Hyburn
Barristers & Solicitors
Toronto, Ontario

crystal corporation
TORONTO - CANADA
416-593-3111
can-78 07/0003

d. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may 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 :

N/A

Booth, Hayburn
Barristers & Solicitors
Toronto, Ontario
Booth Hayburn
TORONTO • CANADA
Suite 301
416-793-8100

9. The issue, transfer or ownership of shares 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 :

The right to transfer shares of the Amalgamated Corporation shall be restricted in that no share or shares shall be transferred without the consent of either (i) a majority of the directors of the Amalgamated Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (ii) the holders of at least 51% of the outstanding common shares of the Amalgamated Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Amalgamated Corporation.

10. Other provisions, if any:

Autres dispositions, s'il y a lieu :

See Page 5a and 5b.

Black, Haysburn,
Barristers & Solicitors
Toronto, Ontario

mylan corporation
TORONTO & CANADA
Barristers & Solicitors
CAN. 78 8/1003

- 11. The statements required by subsection 178 (2) of the Business Corporations Act are attached as Schedule "A".
- 12. A copy of the amalgamated agreement or directors resolutions (as the case may be) is / are attached as Schedule "B".

- Les déclarations exigées aux termes du paragraphe 178 (2) de la Loi sur les sociétés par actions constituent l'annexe "A".
- Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

5a

It shall be a condition of the articles:

- (a) that the number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;
- (b) that any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited; and
- (c) that the directors may from time to time on behalf of the Amalgamated Corporation, without authorization of the shareholders:
 - (i) borrow money upon the credit of the Amalgamated Corporation;
 - (ii) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Amalgamated Corporation, whether secured or unsecured;
 - (iii) to the extent permitted by the Business Corporations Act (as from time to time amended) give directly or indirectly financial assistance to any person by means of a loan, a guarantee or otherwise on behalf of the Amalgamated Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Amalgamated Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Amalgamated Corporation.

5b

Nothing in the above provisions limits or restricts the borrowing of money by the Amalgamated Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Amalgamated Corporation.

Unless the by-laws of, or a unanimous shareholder agreement relating to, the Amalgamated Corporation otherwise provide, the directors may from time to time delegate to a director, a committee of directors, or an officer any or all of the powers conferred by the foregoing provisions to such extent and in such manner as the directors of the Amalgamated Corporation may determine at the time of such delegation.

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 sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

CANADIAN WHEELCHAIR MFG. LIMITED



By: GERALD B. BLOUCH
SECRETARY-TREASURER

CANADIAN POSTURE AND SEATING CENTRE (1988) INC.



By: GERALD B. BLOUCH
SECRETARY-TREASURER

*Beach, Hyman
Barristers & Solicitors
Toronto, Ontario*


*Bylaws incorporation
TORONTO • CANADA
SocSocorp® 2/01
CAN-78 8/1993*

SCHEDULE "A"**STATEMENT OF DIRECTOR OR OFFICER**
(Pursuant to Subsection 178(2) of the
Business Corporations Act)

I, Gerald B. Blouch of Westlake, in the State of Ohio, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the Business Corporations Act (the "Act").
2. I am the Secretary-Treasurer of Canadian Wheelchair Mfg. Limited and as such have knowledge of its affairs.
3. I am the Secretary-Treasurer of Canadian Posture and Seating Centre (1988) Inc. and as such have knowledge of its affairs.
4. I have conducted such examinations of the books and records of Canadian Wheelchair Mfg. Limited and Canadian Posture and Seating Centre (1988) Inc. (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.
5. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due, and
 - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
6. There are reasonable grounds for believing that no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This statement is made as of the 28th day of December, 1993.



GERALD B. BLOUCH

SCHEDULE "B-1"

CERTIFIED COPY OF A RESOLUTION OF THE DIRECTORS

OF

CANADIAN WHEELCHAIR MFG. LIMITED

"WHEREAS the Corporation has agreed to amalgamate with its wholly owned subsidiary Canadian Posture and Seating Centre (1988) Inc. pursuant to subsection 177(1) of the Business Corporations Act (Ontario) (the "Act");

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and Canadian Posture and Seating Centre (1988) Inc. pursuant to section 177(1) of the Act be and the same is hereby approved;
2. Upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares in the capital of Canadian Posture and Seating Centre (1988) Inc., including all shares which have been issued and are outstanding as at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. The Articles of Amalgamation of the amalgamated corporation shall be the same as the Articles of the Corporation;
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. Any officer or director of the Corporation be and he is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of Canadian Wheelchair Mfg. Limited which was consented to in writing by all of the directors of the Corporation, pursuant to the provisions of the Business Corporations Act on the 28th day of December, 1993.

DATED the 28th day of December, 1993.



Secretary - Treasurer
Gerald B. Blouch

PATENT

SCHEDULE "B-2"

CERTIFIED COPY OF A RESOLUTION OF THE SOLE DIRECTOR

OF

CANADIAN POSTURE AND SEATING CENTRE (1988) INC.

"WHEREAS the Corporation is a wholly owned subsidiary of Canadian Wheelchair Mfg. Limited and has agreed to amalgamate with Canadian Wheelchair Mfg. Limited pursuant to subsection 177(1) of the Business Corporations Act (Ontario) (the "Act");

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and Canadian Wheelchair Mfg. Limited pursuant to section 177(1) of the Act be and the same is hereby approved;
2. Upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding as at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. The Articles of Amalgamation of the amalgamated corporation shall be the same as the Articles of Canadian Wheelchair Mfg. Limited;
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. Any officer or director of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of Canadian Posture and Seating Centre (1988) Inc. which was consented to in writing by the sole director of the Corporation, pursuant to the provisions of the Business Corporations Act, on the 28th day of December, 1993.

DATED the 28th day of December, 1993.



Secretary - Treasurer
Gerald B. Blouch