

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

| SUBMISSION TYPE: | NEW ASSIGNMENT | | | | | | |
|---|----------------------------------|---------------|----------------|-------------------------|------------|---------------------------------|------------|
| NATURE OF CONVEYANCE: | MERGER | | | | | | |
| EFFECTIVE DATE: | 12/01/2005 | | | | | | |
| CONVEYING PARTY DATA | | | | | | | |
| <table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>Corven Health Care Inc.</td><td>12/01/2005</td></tr><tr><td>Prism Medical Developments Inc.</td><td>12/01/2005</td></tr></tbody></table> | | Name | Execution Date | Corven Health Care Inc. | 12/01/2005 | Prism Medical Developments Inc. | 12/01/2005 |
| Name | Execution Date | | | | | | |
| Corven Health Care Inc. | 12/01/2005 | | | | | | |
| Prism Medical Developments Inc. | 12/01/2005 | | | | | | |
| RECEIVING PARTY DATA | | | | | | | |
| Name: | Waverly Glen Systems Ltd. | | | | | | |
| Street Address: | 116 Rayette Road | | | | | | |
| Internal Address: | Unit 1 | | | | | | |
| City: | Vaughn | | | | | | |
| State/Country: | ONTARIO | | | | | | |
| Postal Code: | L4K2G3 | | | | | | |
| PROPERTY NUMBERS Total: 1 | | | | | | | |
| <table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Application Number:</td><td>10502815</td></tr></tbody></table> | | Property Type | Number | Application Number: | 10502815 | | |
| Property Type | Number | | | | | | |
| Application Number: | 10502815 | | | | | | |
| CORRESPONDENCE DATA | | | | | | | |
| Fax Number: | (952)563-3001 | | | | | | |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | | | | | | |
| Phone: | 952-563-3003 | | | | | | |
| Email: | svidas@vaslaw.com | | | | | | |
| Correspondent Name: | Scott Q. Vidas | | | | | | |
| Address Line 1: | 6109 Blue Circle Drive | | | | | | |
| Address Line 2: | Suite 2000 | | | | | | |
| Address Line 4: | Minnetonka, MINNESOTA 55343-9185 | | | | | | |
| ATTORNEY DOCKET NUMBER: | P68.2-11641-US01 | | | | | | |
| NAME OF SUBMITTER: | Scott Q Vidas | | | | | | |

CH \$40.00 10502815

500272732

PATENT
REEL: 019262 FRAME: 0779

Total Attachments: 15

source=Articles of Amalgamation - 2005 Dec Waverley Glen#page1.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page2.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page3.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page4.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page5.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page6.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page7.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page8.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page9.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page10.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page11.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page12.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page13.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page14.tif
source=Articles of Amalgamation - 2005 Dec Waverley Glen#page15.tif



1680949

DECEMBER 01 DÉCEMBRE 2005

[Signature]
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion (écrire en LETTRES MAJUSCULES SEULEMENT):

[illegible]

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

116 Rayette Road, Unit 1

(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)

Vaughan, Ontario

| | | | | | | |
|---------|---|---|---|---|---|---|
| Ontario | L | 4 | K | 2 | G | 3 |
|---------|---|---|---|---|---|---|

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

(Postal Code /
Code postal)

3. Number of directors is/are: or minimum and maximum number of directors is/are:
Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:
 Number or minimum and maximum
 Nombre ou minimum et maximum

| | | |
|--|---|----|
| | 1 | 10 |
|--|---|----|

4. The director(s) is/are:

Administrateur(s):

First name, middle names
and surname

Prénom, autres prénoms et nom de famille

Address for service, giving Street & No. or R.R. No.,
Municipality, Province, Country and Postal Code

Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal

Resident Canadian
State 'Yes' or 'No'

Résident canadien
Oui/Non

Andrew McIntyre

**56 Caledon Mountain Drive
Belfountain, Ontario L0N 1B0**

Yes

5. Check A or BCocher A ou B☐

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (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 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

orou☒

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.

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.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Waverley Glen Systems Ltd.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

| Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i> | Ontario Corporation Number <i>Numéro de la société en Ontario</i> | Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> Year / année Month / mois Day / jour |
|---|--|--|
| Waverley Glen Systems Ltd. | 788554 | 2005/11/30 |
| Corven Health Care Inc. | 1250058 | 2005/11/30 |
| Prism Medical Developments Inc. | 1495448 | 2005/11/30 |

6. 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.

There are no restrictions on the business the Corporation may carry on or on the powers that the Corporation may exercise.

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 société est autorisée à émettre:

- (a) an unlimited number of one class of shares designated as Common shares; and
- (b) an unlimited number of another class of shares designated as Preference 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 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:

PREFERENCE SHARES

(i) Dividend Preference Shares

The holders of the Preference shares in priority to the holders of Common shares and any other shares ranking junior to such Preference shares, shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends in any financial year, preferential, non-cumulative dividends on each share at a rate of 6% of the Redemption Amount per annum. If within six months after the expiration of any financial year of the Corporation, the board of directors in its discretion shall not declare a dividend or any part thereof on such preference shares for such financial year, then the rights of the holders of such preference shares to such dividends or any part thereof for such financial year shall be forever extinguished. The holders of the preference shares shall not be entitled to any dividends other than or in excess of the preferential, non-cumulative dividends hereinbefore provided for.

(ii) Participation in Assets on Dissolution Preference Shares

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Preference shares shall be entitled to receive in priority to any distribution to the holders of the Common shares, an amount equal to the Redemption Amount together with all declared and unpaid dividends thereon (the "Preference Redemption Price"); provided that there shall be no further participation in the property and assets of the Corporation by the holders of the Preference shares.

(iii) Redemption of Preference Shares at the Option of the Corporation

The Corporation shall have the right at its option, at any time or times, to redeem all or any portion of the Preference shares on payment of the Preference Redemption Price per Preference share. In the event that a portion of the Preference shares are redeemed, they shall be redeemed on a pro rata basis from the holders of the issued and outstanding Preference shares as at the Preference Redemption Date (as that term is defined below).

In all cases of redemption, seven days' notice ("Preference Notice of Redemption") shall be given by letter directed to the respective shareholders whose shares are to be redeemed at their respective addresses appearing on the books of the Corporation. The Preference Notice of Redemption shall set out:

- (1) the number of shares to be redeemed, if only part of the shares held by the shareholder to whom such notice is addressed are to be redeemed;
- (2) the Preference Redemption Price;
- (3) the date on which the redemption is to take place ("Preference Redemption Date");
- (4) the place where such shares will be redeemed; and
- (5) the name and address of the chartered bank, if any, in which unclaimed redemption monies will be deposited.

On or after the Preference Redemption Date, the Corporation shall pay the Preference Redemption Price to holders of the Preference shares to be redeemed, on presentation and surrender of the certificate or certificates for such shares, duly endorsed, at the place specified in the Preference Notice of Redemption. The Corporation shall have the right on or after the Preference Redemption Date to deposit any unclaimed redemption monies to a special account in the chartered bank named in the Preference Notice of Redemption, to be paid upon presentation and surrender of the share certificate or certificates as have not at the date of such deposit been surrendered by the holders thereof, to or to the order of such holders.

(iv) Redemption Amount

Subject to the other terms hereof, for the purposes of these Articles of Amalgamation, the Redemption Amount of a Preference share shall be One Dollar (\$1.00) per Preference share, which is the estimated fair market value thereof as of the effective date of these Articles of Amalgamation.

(v) Adjustment of Redemption Amount

In the event that Revenue Canada, Taxation disputes the Redemption Amount of the Preference shares, the directors of the Corporation shall, by resolution, adjust the Redemption Amount of the Preference shares within the 90 day period commencing after the final determination of the Redemption Amount of the Preference shares either by agreement with Revenue Canada, Taxation or by judicial determination beyond any further right to appeal so that the Redemption Amount of a Preference share shall be increased (or decreased) by an amount equal to the difference between the amount so determined and the amount specified herein. Any such adjustment to the Redemption Amount of the Preference shares by the directors of the Corporation hereunder shall apply retroactively, to the extent necessary, and shall increase or reduce accordingly, as the case may be, the Redemption Amount of a Preference share for all purposes and the Corporation and the holders or former holders of the Preference shares shall make appropriate adjustments with respect to any transactions relating to the Preference shares which have taken place and which have been affected by the said adjustments to the Redemption Amount of a Preference share.

(vii) Voting Rights - Preference Shares

Except as provided in the Business Corporations Act R.S.O. 1990. c. B16, as amended or re-enacted from time to time, the holder of a Preference share shall not be entitled to vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof and shall be entitled to receive all reports and other communications which are sent by the Corporation to the holders of the Common shares.

COMMON SHARES

(i) Dividend - Common Shares

The holders of the Common shares, after the payment of any dividends payable to the holders of the Preference shares, shall be entitled to receive and the Corporation shall pay thereon if,

8. continued

as and when declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends in any financial year, such dividends in any financial year as the board of directors may by resolution determine.

(ii) Participation in Assets on Dissolution - Common Shares

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common shares shall be entitled to receive, subject to the prior rights of the holders of the Preference shares, all of the remaining property and assets of the Corporation.

(iii) Voting Rights - Common Shares

The holder of a Common share shall be entitled to one vote for each Common share held, at any meeting of shareholders of the Corporation other than meetings of the holders of another class of shares.

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~~ restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The right to allot, issue or transfer shares of the Corporation shall be restricted in that no shares shall be allotted, issued or transferred without either:

- (a) The previous consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) The previous consent of the holders of at least fifty-one (51) percent of the shares for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu:

- 1. that any invitation to the public to subscribe for any shares or securities of the Corporation is hereby prohibited.
- 2. that the number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment, to be shareholders of the Corporation, is limited to not more than fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.
- 3. that the Corporation may be dissolved or wound up with the consent of 50% of the shareholders of the Corporation.
- 4. the Corporation may use the French language equivalent of its name in the Province of Quebec or any other Province that requires the name of the Corporation to be in the French language.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent 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.

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.

WAVERLEY GLEN SYSTEMS LTD.

Per: 

Andrew McIntyre (Secretary)

CORVEN HEALTH CARE INC.

Per: 

Andrew McIntyre (President)

PRISM MEDICAL DEVELOPMENTS INC.

Per: 

Andrew McIntyre (President)

SCHEDULE "A"

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*
(ONTARIO) AND THE ARTICLES OF AMALGAMATION OF
WAVERLEY GLEN SYSTEMS LTD., PRISM MEDICAL
DEVELOPMENTS INC. AND CORVEN HEALTH CARE INC.

The undersigned, being a director of each of Waverley Glen Systems Ltd. ("Waverley"), Prism Medical Developments Inc. ("Prism") and Corven Health Care Inc. ("Corven"), hereby certifies as follows:

There are reasonable grounds for believing that:

1. each of Waverley, Prism and Corven is and the amalgamated corporation will be able to pay its liabilities as they become due;
2. the realizable value of the amalgamated corporation's assets will be no less than the aggregate of its liabilities and stated capital of all classes; and
3. no creditors will be prejudiced by the amalgamation of Waverley, Prism and Corven .

DATED the 30th day of November, 2005.



ANDREW MCINTYRE

W:\CLIENT FILES\MMCMINTYRE, ANDREW\AMALG - WAVERY GLEN SYSTEMS LTD. (-098)\DIRECTOR'S STATEMENT.DOC

SCHEDULE "B"

**RESOLUTION OF THE SOLE DIRECTOR
OF
WAVERLEY GLEN SYSTEMS LTD.
(the "Corporation")**

AMALGAMATION

WHEREAS Corven Health Care Inc., Prism Medical Developments Inc. and the Corporation are wholly-owned subsidiaries of Prism Medical Ltd., and have decided to amalgamate with each other;

NOW THEREFORE BE IT RESOLVED that:

1. the amalgamation of Corven Health Care Inc., Prism Medical Developments Inc. and the Corporation under the *Business Corporations Act* (Ontario) (the "Act"), pursuant to subsection 177(2) thereof, be and the same is hereby approved, effective as of December 1, 2005;
2. upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares of Corven Health Care Inc. and Prism Medical Developments Inc., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. upon amalgamation, the stated capital of all of the issued and outstanding shares of Corven Health Care Inc. and Prism Medical Developments Inc. shall be added to the stated capital of the issued and outstanding shares of the Corporation;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation;

5. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
6. the Secretary 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.

The undersigned, being President, hereby certifies that the foregoing is a true copy of a resolution passed by the directors of the Corporation and that such resolution is in full force and effect, unamended, as of the date hereof.

DATED as of the 30th day of November, 2005.



Name: ANDREW McINTYRE
Title: Secretary

SCHEDULE "B"

**RESOLUTION OF THE SOLE DIRECTOR
OF
CORVEN HEALTH CARE INC.
(the "Corporation")**

AMALGAMATION

WHEREAS Waverley Glen Systems Ltd., Prism Medical Developments Inc. and the Corporation are wholly-owned subsidiaries of Prism Medical Ltd., and have decided to amalgamate with each other;

NOW THEREFORE BE IT RESOLVED that:

1. the amalgamation of Waverley Glen Systems Ltd., Prism Medical Developments Inc. and the Corporation under *the Business Corporations Act* (Ontario) (the "Act"), pursuant to subsection 177(2) thereof, be and the same is hereby approved, effective as of December 1, 2005;
2. upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. upon amalgamation, the stated capital of all of the issued and outstanding shares of the Corporation shall be added to the stated capital of the issued and outstanding shares of Waverley Glen Systems Ltd.;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Waverley Glen Systems Ltd.;

5. the by-laws of the amalgamated corporation shall be the same as the by-laws of Waverley Glen Systems Ltd.;
6. the President 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.

The undersigned, being President, hereby certifies that the foregoing is a true copy of a resolution passed by the directors of the Corporation and that such resolution is in full force and effect, unamended, as of the date hereof.

DATED as of the 30th day of November, 2005.



Name: ANDREW McINTYRE

Title: President

SCHEDULE "B"

**RESOLUTION OF THE SOLE DIRECTOR
OF
PRISM MEDICAL DEVELOPMENTS INC.
(the "Corporation")**

AMALGAMATION

WHEREAS Waverley Glen Systems Ltd., Corven Health Care Inc. and the Corporation are wholly-owned subsidiaries of Prism Medical Ltd., and have decided to amalgamate with each other;

NOW THEREFORE BE IT RESOLVED that:

1. the amalgamation of Waverley Glen Systems Ltd., Corven Health Care Inc. and the Corporation under *the Business Corporations Act* (Ontario) (the "Act"), pursuant to subsection 177(2) thereof, be and the same is hereby approved, effective as of December 1, 2005;
2. upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. upon amalgamation, the stated capital of all of the issued and outstanding shares of the Corporation shall be added to the stated capital of the issued and outstanding shares of Waverley Glen Systems Ltd.;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Waverley Glen Systems Ltd.;

5. the by-laws of the amalgamated corporation shall be the same as the by-laws of Waverley Glen Systems Ltd.;
6. the President 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.

The undersigned, being President, hereby certifies that the foregoing is a true copy of a resolution passed by the directors of the Corporation and that such resolution is in full force and effect, unamended, as of the date hereof.

DATED as of the 30th day of November, 2005.



Name: ANDREW McINTYRE
Title: President