

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT								
NATURE OF CONVEYANCE:	MERGER								
EFFECTIVE DATE:	06/04/2001								
CONVEYING PARTY DATA									
<table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>Ilco Unican Inc.</td><td>06/04/2001</td></tr><tr><td>USSL Acquisitionco Inc.</td><td>06/04/2001</td></tr><tr><td>Unican Security Systems Ltd.</td><td>06/04/2001</td></tr></tbody></table>		Name	Execution Date	Ilco Unican Inc.	06/04/2001	USSL Acquisitionco Inc.	06/04/2001	Unican Security Systems Ltd.	06/04/2001
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Ilco Unican Inc.	06/04/2001								
USSL Acquisitionco Inc.	06/04/2001								
Unican Security Systems Ltd.	06/04/2001								
RECEIVING PARTY DATA									
<table border="1"><tr><td>Name:</td><td>USSL Acquisitionco Inc.</td></tr><tr><td>Street Address:</td><td>199 Bay Street</td></tr><tr><td>City:</td><td>Toronto</td></tr><tr><td>State/Country:</td><td>CANADA</td></tr></table>		Name:	USSL Acquisitionco Inc.	Street Address:	199 Bay Street	City:	Toronto	State/Country:	CANADA
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PROPERTY NUMBERS Total: 3									
<table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Patent Number:</td><td>5040652</td></tr><tr><td>Patent Number:</td><td>5058404</td></tr><tr><td>Patent Number:</td><td>5220816</td></tr></tbody></table>		Property Type	Number	Patent Number:	5040652	Patent Number:	5058404	Patent Number:	5220816
Property Type	Number								
Patent Number:	5040652								
Patent Number:	5058404								
Patent Number:	5220816								
CORRESPONDENCE DATA									
Fax Number: (514)735-0428 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>									
Email: sheller@kim.kaba.com									
Correspondent Name: Sandra Heller									
Address Line 1: 7301 Decarie Boulevard									
Address Line 4: montreal, CANADA H4P 2G7									
NAME OF SUBMITTER:	Sandra Heller								
Total Attachments: 4 source=First Certificate of Amalgamation#page1.tif									

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Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

USSL ACQUISITIONCO INC.

390579-9

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

June 4, 2001 / le 4 juin 2001

Date of Amalgamation - Date de fusion

Canada

CANADA BUSINESS
CORPORATIONS ACT

LOI RÉGISSANT LES SOCIÉTÉS
PAR ACTIONS DE RÉGIME FÉDÉRAL

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULE 9
STATUTS DE FUSION
(ARTICLE 185)

1.	Name of amalgamated corporation USSL ACQUISITIONCO INC.	Dénomination de la société issue de la fusion
2.	The place in Canada where the registered office is to be situated City of Toronto, Province of Ontario	Lieu au Canada où doit être situé le siège social
3.	The classes and any maximum number of shares that the corporation is authorized to issue The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
4.	Restrictions, if any, on share transfers The attached Schedule 1 is incorporated in this form.	Restrictions sur le transfert des actions, s'il y a lieu
5.	Number (or minimum and maximum number) of directors Minimum of 1; Maximum of 10	Nombre (ou nombre minimal et maximal) d'administrateurs
6.	Restrictions, if any, on business the corporation may carry on None	Limites imposée à l'activité commerciale de la société, s'il y a lieu
7.	Other provisions, if any The attached Schedule 2 is incorporated in this form.	Autres dispositions, s'il y a lieu
8.	The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:	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 fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
USSL ACQUISITIONCO INC.	3846300		June 4, 2001	Director
UNICAN SECURITY SYSTEMS LTD. - LES SYSTEMES DE SECURITE UNICAN LTÉE	0144096		June 4, 2001	Director
ILCO UNICAN INC.	2211700		June 4, 2001	Director

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

Filed - Déposée

JUN - 7 2001

390579-9

SCHEDULE 1

RESTRICTIONS ON SHARE TRANSFERS

No share or shares in the capital of the Corporation shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by all of the directors, or (b) the holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by all of the holders of the outstanding common shares of the Corporation.

SCHEDULE 2
OTHER PROVISIONS

Limitation on Number of Shareholders

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 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

No Public Distribution

Any invitation to the public to subscribe for securities of the Corporation is prohibited.

Authorization to Appoint Additional Directors

The directors may, within the maximum number permitted by the articles, appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.