

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
ILOOKABOUT INVENTIONS INC.	12/27/2007
RECEIVING PARTY DATA	
Name:	ILOOKABOUT INC.
Street Address:	10-480 Sovereign Road
Internal Address:	London
City:	Ontario
State/Country:	CANADA
Postal Code:	N6M 1A4
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	10433906
CORRESPONDENCE DATA	
Fax Number:	(202)672-5399
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2026725300
Email:	koberhoff@foley.com
Correspondent Name:	Foley & Lardner LLP
Address Line 1:	3000 K Street, NW
Address Line 2:	Suite 500
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20007
ATTORNEY DOCKET NUMBER:	088890-0105
NAME OF SUBMITTER:	Alan I. Cantor

Total Attachments: 11
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5. Check A or B
Cocher 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.

or
ou



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

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
iLOOKabout Inc.	1412620	December 20, 2007
iLOOKabout Inventions Inc.	1433526	December 20, 2007

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.

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 société est autorisée à émettre :

The Corporation is authorized to issue 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 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

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 :

No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:

- (a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors;
- (b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors;
- (c) the holders of the voting shares of the Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares; or
- (d) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.

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

None.

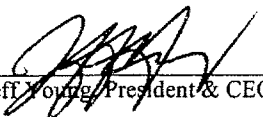
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (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.

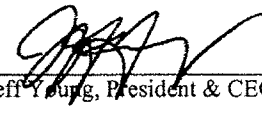
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

iLOOKabout Inc.

iLOOKabout Inventions Inc.



Jeff Young, President & CEO



Jeff Young, President & CEO

SCHEDULE "A"
STATEMENT OF DIRECTOR
SECTION 178(2)

I, Jeff Young, solemnly state that:

1. I am the President, CEO and a Director of iLOOKabout Inc., (hereinafter called the "Corporation"), which intends to amalgamate with iLOOKabout Inventions Inc., to form a company to be called iLOOKabout Inc. (the "Amalgamated Corporation").
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
 - a. each amalgamating corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
 - b. 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;
 - c. there are no reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;

Dated as of December 27, 2007.




Jeff Young

SCHEDULE "A"
STATEMENT OF DIRECTOR
SECTION 178(2)

I, Jeff Young, solemnly state that:

1. I am the President, CEO and a Director of iLOOKabout Inventions Inc., (hereinafter called the "Corporation"), which intends to amalgamate with iLOOKabout Inc., to form a company to be called iLOOKabout Inc. (the "Amalgamated Corporation").
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
 - a. each amalgamating corporation is, and the Amalgamated Corporation will be, able to pay its liabilities as they become due;
 - b. 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;
 - c. there are no reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;

Dated as of December 27, 2007



Jeff Young

AMALGAMATION AGREEMENT

THIS AMALGAMATION AGREEMENT made as of December 27, 2007.

B E T W E E N:

iLOOKABOUT Inventions Inc., a corporation duly incorporated under the laws of Ontario and having its registered office in London, Ontario,

(hereinafter called "**Inventions**")

OF THE FIRST PART

- and -

iLOOKABOUT Inc. a corporation duly incorporated under the laws of Ontario and having its registered office in London, Ontario,

(hereinafter called "**ILA**")

OF THE SECOND PART

WHEREAS Inventions was incorporated under the laws of Ontario by Articles of Incorporation dated October 6, 2000, under the name Just Iced Cubed Inventions Inc.

AND WHEREAS Inventions changed its name to iLOOKabout Inventions Inc. by Articles of Amendment dated May 8, 2007.

AND WHEREAS the authorized capital of Inventions consists of an unlimited number of Common Shares, of which 20,000 Common Shares are issued and outstanding as fully paid and non-assessable shares as of the date hereof.

AND WHEREAS ILA was incorporated under the laws of Ontario by Articles of Incorporation dated April 28, 2000.

AND WHEREAS the authorized capital of ILA consists of an unlimited number of Common Shares, of which 10,480,000 Common Shares are issued and outstanding as fully paid and non-assessable shares as of the date hereof.

AND WHEREAS all of the issued and outstanding shares in the capital of Inventions and ILA are beneficially and legally owned by iLOOKabout Holdings Inc.

AND WHEREAS Inventions and ILA, acting under the authority contained in the *Business Corporations Act* (Ontario) (the "Act"), propose to amalgamate on the terms and conditions set out in this Agreement.

AND WHEREAS each party has made full and complete disclosure to the other of its assets and liabilities.

NOW THEREFORE THIS AGREEMENT WITNESSES THAT:

1. In this Agreement, the term "Amalgamated Corporation" shall mean the corporation continuing from the amalgamation of Inventions and ILA.
2. Inventions and ILA hereby agree to amalgamate under the provisions of sections 175 and 176 (1) of the Act and to continue as one corporation under the terms and conditions set out in this Agreement, effective immediately after 12:00 a.m. on January 1, 2008.
3. The name of the Amalgamated Corporation shall be:

ILOOKABOUT INC.

4. The registered office of the Amalgamated Corporation shall be situated in London, Ontario at 408 – 383 Richmond Street, London, ON N6A 3C4, until otherwise changed in accordance with the Act.
5. The Articles of Amalgamation shall provide that the minimum number of directors shall be one (1) and the maximum number of directors shall be ten (10).
6. The authorized capital of the Amalgamated Corporation shall consist of an unlimited number of Common Shares.
7. Upon amalgamation, all of the issued and outstanding Common Shares of Inventions and ILA shall be converted into 100 Common Shares of the Amalgamated Corporation.
8. Upon the amalgamation of Inventions and ILA, the holder of all of the issued and outstanding shares in the capital of Inventions and ILA shall surrender its share certificates of Inventions and ILA for cancellation. Once cancelled, the following new share certificate shall be issued upon amalgamation in the capital of the Amalgamated Corporation:

iLOOKabout Holdings Inc. – 100 Common Shares

9. The by-laws of the Amalgamated Corporation shall not be those of either of Inventions or ILA, but shall be adopted by the directors and shareholders of the Amalgamated Corporation following the amalgamation. A copy of such by-laws shall be available at the registered office of the Amalgamated Corporation.
10. The first director of the Amalgamated Corporation shall be Jeff Young. The said first director shall hold office until the first meeting of the shareholders of the Amalgamated Corporation or until his successor is elected or appointed in accordance with the Act. The first director shall not be permitted to resign unless, at the time the resignation is to become effective, a successor is elected or appointed.
11. The officers of the Amalgamated Corporation shall, until changed by the board of directors, be as follows:

President & Chief Executive Officer	-	Jeff Young
Chief Technology Officer	-	Jeff Hack

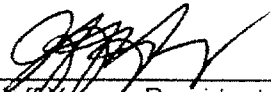
Chief Operating Officer - Mark Sheppard
Chief Financial Officer & Secretary - Robin Dyson

12. The Articles of Amalgamation shall restrict the transfer of shares of the Amalgamated Corporation as follows:
- No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:
- (a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors;
 - (b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors;
 - (c) the holders of the voting shares of the Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares; or
 - (d) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.
13. The Amalgamated Corporation shall possess all the property, rights, privileges, franchises and shall be subject to all the liabilities including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of Inventions and ILA.
14. Upon the shareholder of Inventions and ILA approving the amalgamation pursuant to sections 175 and 176 of the Act, Articles of Amalgamation in prescribed form shall be sent to the Director under the Act, together with such other documents as may be required by the Act or its regulations so as to effect the amalgamation.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties as of the date first above written.

iLOOKABOUT Inventions Inc.

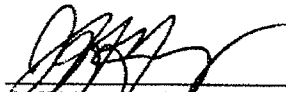
Per:



Jeff Young, President & CEO
I have authority to bind the corporation

iLOOKABOUT Inc.

Per:



Jeff Young, President & CEO
I have authority to bind the corporation