

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
M.P. Tech Corp.	06/27/2007
RECEIVING PARTY DATA	
Name:	M.P. Tech Inc.
Street Address:	155 Water Street South
City:	Cambridge
State/Country:	ONTARIO
Postal Code:	N1R 7G8
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5637029
CORRESPONDENCE DATA	
Fax Number:	(519)571-5009
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	519-575-7509
Email:	val.cottrill@gowlings.com
Correspondent Name:	Valentine A. Cottrill
Address Line 1:	50 Queen Street North
Address Line 2:	Suite 1020, Box 2248
Address Line 4:	Kitchener, ONTARIO N2H 6M2
ATTORNEY DOCKET NUMBER:	K0538417
NAME OF SUBMITTER:	Valentine A. Cottrill
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Nova Scotia

CERTIFICATE OF AMENDMENT

Companies Act

Registry Number

3056549

I Hereby Certify that

M.P. TECH INC.

(formerly M.P. TECH CORP.) has by Special Resolution filed June 27, 2007, terminated the status of the Company as an unlimited liability company so that the Company be registered as a limited liability company pursuant to Section 68 of the Companies Act (Nova Scotia).

A handwritten signature in dark ink, appearing to read "J. S. C.", is written over a horizontal line.

Registrar of Joint Stock Companies

June 27, 2007

Date of Amendment

PATENT

REEL: 020417 FRAME: 0429

M.P. TECH CORP.
(the "Company")

Special Resolution

WHEREAS it is considered desirable and in the best interests of the Company that it be registered as a company limited by shares pursuant to Section 68 of the *Companies Act* (Nova Scotia);

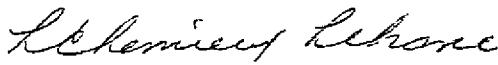
RESOLVED as a special resolution that:


1. The Company be and is hereby authorized to register as a company limited by shares pursuant to Section 68 of the *Companies Act*;
2. To comply with a requirement of the *Companies Act*, effective immediately upon obtaining the approval of the Nova Scotia Registrar of Joint Stock Companies to the registration of the Company as a company limited by shares, the name of the Company be changed from "M.P. TECH CORP." to "M.P. TECH INC.";
3. The attached Memorandum of Association and Articles of Association be and are hereby adopted as the Memorandum of Association and Articles of Association for the Company as a company limited by shares; and
4. Any officer or director of the Company be and is hereby authorized to sign and deliver, for and on behalf of the Company, all such documents and notices as may be required and to do all such other acts and things as may be considered necessary or desirable to register the Company as a company limited by shares under the *Companies Act* and to give full force and effect to the special resolution.

Certificate

I, Louise Lemieux-Lehane, the Secretary of the Company, hereby certify that the foregoing is a true copy of a special resolution dated the day of JUNE, 2007, adopted by the shareholders of the Company in the manner authorized by law and that such special resolution is now in full force and effect, unamended.

June 26, 2007


Louise Lemieux-Lehane
Secretary

I HEREBY CERTIFY that this is a true copy
of a document filed in the office of the
Registrar of Joint Stock Companies on the
27 day of June, 2007
per 
Registrar of Joint Stock Companies

Dated 29 day of June, 07

COMPANIES ACT

CHAPTER 81, R.S.N.S. 1989

MEMORANDUM OF ASSOCIATION OF M.P. TECH INC.

1 - The name of the Company is M.P. TECH INC.

2 - There are no restrictions on the objects and powers of the Company.

3 - Pursuant to subsection (11) of Section 26 of the *Companies Act*, to the intent that subsection (9) of Section 26 not apply to the Company, the following powers are hereby expressly conferred upon the Company:

The Company shall have power to

- (a) sell or dispose of its undertaking or a substantial part thereof;
 - (b) subject to the provisions of the Act with respect to reduction of capital, distribute any of its property in specie among its members; and
 - (c) amalgamate with any company or other body of persons.
-

4 - The liability of the members is limited.

5 - The authorized capital of the Company consists of One Hundred Thousand (100,000) Class A common shares without nominal or par value, One Hundred Thousand (100,000) Class B common shares without nominal or par value, Ninety-nine Thousand (99,000) Class C special shares without nominal or par value, and Ninety-nine Thousand Six Hundred (99,600) Class D special shares without nominal or par value, each being subject to the respective rights, privileges, restrictions and conditions set out in Annex 1 attached hereto, with power to divide the shares in the capital for the time being into several classes and/or to attach thereto respectively any preferential, common, deferred, or qualified rights, privileges or conditions, including restrictions on voting and including redemption or purchase of such shares, subject, however, to the provisions of the *Companies Act* and amendments thereto.

ANNEX 1
to the Articles of Association of

M.P. TECH INC.
(the "Corporation")

The rights, privileges, restrictions and conditions attaching to the Class A shares, Class B shares, Class C shares and Class D shares of the Corporation are as follows:

DESIGNATION

1. Designation of shares

- 1.1 The Class A common shares are designated as voting common shares (the "Class A shares").
- 1.2 The Class B convertible common shares are designated as voting common shares (the "Class B shares").
- 1.3 The Class A shares and Class B shares are sometimes collectively referred to as the "common shares".
- 1.4 The Class C special shares are designated as voting, non-cumulative, redeemable, retractable special shares (the "Class C shares").
- 1.5 The Class D special shares are designated as voting, non-cumulative, redeemable, retractable special shares (the "Class D shares").
- 1.6 The Class C shares and Class D shares are sometimes collectively referred to as the "special shares".

DIVIDENDS

2. Dividends

- 2.1 The holders of the common shares are entitled to receive such non-cumulative dividends as determined in the discretion of the directors. Any dividend declared on the Class A shares must be matched by an equivalent dividend on the Class B shares.

- 2.2 The holders of the special shares,
 - 2.2.1 in each calendar year, and
 - 2.2.2 in the discretion of the directors,

are entitled, out of profits available for dividends, only to non-cumulative dividends at a rate which does not exceed on an annual basis the prime rate of interest charged by the Corporation's bank on the first day of each fiscal period, multiplied by the Redemption Amount. Any dividend declared on the Class C shares must be matched by an equivalent dividend on the Class D shares.

- 2.3 The holders of fractional shares have the right to receive proportional dividends.
- 2.4 However, no Class A shares, Class B shares, Class C shares or Class D shares may be redeemed, retracted or repurchased for cancellation and no dividends may be declared on the Class A common, Class B convertible common, Class C special or Class D special shares, if the effect of such redemption, retraction, repurchase or declaration would be to reduce the realizable value of the assets of the Corporation to an amount insufficient to effect the redemption or retraction of the Class C shares and Class D shares as set out in paragraphs 3 and 4.

REDEMPTION

3. Redemption by the Corporation of the Class C shares and Class D shares

- 3.1 Subject to law, the Corporation may, upon giving notice (as set out below), redeem Class C shares by paying for each Class C share \$1,000.00 (the "C Redemption Amount"), together with all dividends declared on them but unpaid.
- 3.2 Subject to law, the Corporation may, upon giving notice (as set out below), redeem Class D shares by paying for each Class D share of the Class D shares being redeemed an amount (the "D Redemption Amount") to be fixed by the directors as representing
 - 3.2.1 the value of the Class D shares, at the time of their issuance, which was equivalent to the fair market value of the property in return for which the Class D shares were issued (such fair market value

being defined as the "Share Value"),

- 3.2.2 divided by the number of issued Class D shares on the date the D Redemption Amount is so fixed,

together with all dividends declared on them but unpaid.

If the directors determine by resolution that the Share Value of the Class D shares is greater or less than the D Redemption Amount, multiplied by the number of Class D shares issued on the date the D Redemption Amount is so fixed, the D Redemption Amount shall be adjusted to give effect to such resolution.

If any such Class D shares have been redeemed prior to the date of such resolution, a cash settlement will be made by the holder of such shares or the Corporation, as the case may be.

- 3.3 The C Redemption Amount and D Redemption Amount are sometimes collectively referred to as the "Redemption Amount".
- 3.4 If only some of the special shares are being redeemed, such special shares shall be redeemed on a *pro rata* basis or selected by the directors in such other manner as approved in advance of such redemption by all the holders of the special shares.
- 3.5 The Corporation shall, at least 10 days before the date fixed for redemption (the "Redemption Date"), mail to each person, who at the date of mailing is a registered holder of the special shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such special shares (the "Redemption Notice"). The Redemption Notice shall be delivered or mailed by letter, postage prepaid, addressed to each such shareholder at his address on the records of the Corporation (or if there is no such address then to the last known address of such shareholder). However, accidental failure to give such notice shall not affect the validity of such redemption.
- 3.6 The Redemption Notice shall set out the Redemption Amount and the Redemption Date and, if only some of the special shares are being redeemed, the number being redeemed.
- 3.7 On the Redemption Date, the Corporation shall pay to the registered holders of the special shares being redeemed the Redemption Amount, multiplied by the number of special shares being redeemed, on surrender at the registered office of the Corporation (or any other place designated in the Redemption Notice) of the share certificate representing the special shares being

redeemed.

- 3.8 If only some of the special shares represented by any certificate are being redeemed, a new share certificate for the balance shall be issued by the Corporation at its cost.
- 3.9 From the Redemption Date the holders of the special shares being redeemed are not entitled to exercise or benefit from any of the rights of shareholders of those special shares. However, if payment of the Redemption Amount, multiplied by the number of special shares being redeemed, is not made pursuant to paragraph 3.7, the rights of the holders of the special shares shall remain unaffected.
- 3.10 The Corporation may, after the mailing of the Redemption Notice, deposit the Redemption Amount, multiplied by the number of special shares being redeemed, to a special account in any chartered bank or trust company in Canada, named in the Redemption Notice, to be paid without interest to the registered holders of the special shares being redeemed on surrender to such bank or trust company of the share certificates representing the special shares called for redemption. Upon such deposit being made or on the Redemption Date, whichever is later, the special shares are considered redeemed and the rights of the holders of such special shares are limited to receiving without interest the Redemption Amount, multiplied by the number of special shares being redeemed.

RETRACTION

4. Retraction

- 4.1 Subject to law, the holders of the special shares may, upon giving notice (as set out below), surrender for redemption any or all of their special shares, and receive as payment the Redemption Amount, multiplied by the number of special shares being redeemed, (the "Retraction Amount"), together with all dividends declared on them but unpaid.
- 4.2 If such redemption would be contrary to law, the Corporation shall redeem only the maximum number of special shares which the directors determine the Corporation is then permitted to redeem.
- 4.3 Each holder of a special share to be surrendered shall, at least 90 days before the date fixed for surrender (the "Retraction Date"), give to the Corporation a notice in writing of his intention to surrender such special shares for redemption (the "Retraction Notice"). The Retraction Notice shall

be delivered or mailed by letter, postage prepaid, addressed to the Corporation at its registered office.

- 4.4 The Retraction Notice shall set out the Retraction Date and, if only some of the special shares are being redeemed, the number being surrendered.
- 4.5 On the Retraction Date, the Corporation shall pay the Retraction Amount to the registered holders of the special shares being surrendered, on surrender at the registered office of the Corporation of the share certificates representing the special shares being surrendered.
- 4.6 If only some of the special shares represented by any certificate are being surrendered, a new share certificate for the balance shall be issued by the Corporation at its cost.
- 4.7 From the Retraction Date the holders of the special shares being surrendered are not entitled to exercise or benefit from any of the rights of shareholders of those special shares. However, if payment of the Retraction Amount is not made pursuant to paragraph 4.5, the rights of the holders of the special shares are unaffected.
- 4.8 The Corporation may, after receiving the Retraction Notice, deposit the Retraction Amount to a special account in any chartered bank or trust company in Canada named in the Retraction Notice, to be paid without interest to the registered holders of the special shares being retracted on surrender to such bank or trust company of the share certificates representing the special shares being redeemed. Upon such deposit being made or on the Retraction Date, whichever is later, the special shares are considered redeemed and the rights of the holders of such special shares are limited to receiving without interest the Retraction Amount.

CONVERSION

5. Conversion at the option of the holders of the Class B shares

- 5.1 The holders of the Class B shares may, upon giving a Conversion Notice, surrender for conversion some or all of their Class B shares, and receive one Class A share for each such Class B share. Such Conversion Notice shall set out the date fixed for conversion, which shall not be less than 3 days from the date of the Conversion Notice.

- 5.2 Each holder of a Class B share to be surrendered for conversion shall, prior to the date fixed for conversion (the "Conversion Date"), give to the Corporation a notice in writing at least 3 days prior to the Conversion Date, of the intention of the holder to surrender such Class B shares for conversion (the "Conversion Notice"). The Conversion Notice shall be delivered or mailed by letter, postage prepaid, addressed to the Corporation at its registered office.
- 5.3 Upon receipt of the Conversion Notice the Corporation shall issue share certificates representing Class A shares to the registered holder of the Class B shares being converted.
- 5.4 The holders of any Class B shares are entitled to accrued dividends up to the Conversion Date.

PURCHASE FOR CANCELLATION

6. Purchase for cancellation

- 6.1 Subject to law, the Corporation may redeem or repurchase for cancellation any or all of the Class A shares, Class B shares, Class C shares or Class D shares (the "cancelled shares") either
 - 6.1.1 pursuant to tenders received by the Corporation upon request for tenders addressed to all holders of the cancelled shares, or
 - 6.1.2 from any holder of cancelled shares thereof with the unanimous consent of all holders of shares of the same class as the cancelled shares.

In no event, however, will the purchase price for each of the Class C shares or Class D shares exceed the Redemption Amount.

- 6.2 If in response to an invitation for tenders, 2 or more shareholders submit tenders at the same price, and if such tenders are accepted by the Corporation, then, unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders in proportion as nearly as may be to the number of shares offered in each such tender.

DISSOLUTION

7. Rights of shareholders on dissolution, etc.

- 7.1 On the liquidation, dissolution or winding up of the Corporation, the holders of the special shares shall receive, *pro rata*, before any distribution of the assets of the Corporation to the holders of the common shares, the Redemption Amount, together with all dividends declared on the special shares and unpaid.
- 7.2 After such payment has been made, the holders of the common shares shall receive, *pro rata*, the remaining assets of the Corporation.

REPAYMENT OF CAPITAL

8. Repayment of capital

- 8.1 The special shares shall rank prior to the common shares in repayment of capital.

VOTING RIGHTS

9. Voting rights

- 9.1 The common shares and special shares entitle the holders of the common shares and special shares to one vote for each such common share and special share at all meetings of shareholders.
- 9.2 The holders of fractional shares of any class, subject to the rights, privileges, restrictions and conditions which may attach to any such class of shares, have the right to cast a proportional vote for each fractional share at all meetings of shareholders.

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