

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Articles of Amalgamation
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
DOTCOM ENTERTAINMENT GROUP, INC.	11/30/2004
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	PARLAY ENTERTAINMENT INC.
<b>Street Address:</b>	150 Randall Street
<b>City:</b>	Oakville
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	L6J 1P4
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Patent Number:</b>	6585590
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(416)364-7813
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Email:</b>	tnahm@fasken.com
<b>Correspondent Name:</b>	Tai Nahm c/o Fasken Martineau
<b>Address Line 1:</b>	66 Wellington Street West, Suite 4200
<b>Address Line 2:</b>	Box 20, Toronto-Dominion Centre
<b>Address Line 4:</b>	Toronto, CANADA M5K 1N6
<b>ATTORNEY DOCKET NUMBER:</b>	230544.00003
<b>NAME OF SUBMITTER:</b>	Tai Nahm

**Total Attachments: 21**  
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Ministry of  
Consumer and  
Ontario Business Services

**CERTIFICATE**  
This is to certify that these articles  
are effective on

Ministère des Services  
aux consommateurs  
et aux entreprises

**CERTIFICAT**  
Ceci certifie que les présents status  
entrent en vigueur le

1640829

NOVEMBER 3 0 NOVEMBRE, 2004

Director / Directrice  
Business Corporations Act / Loi sur les sociétés par actions

Form 4  
Business  
Corporations  
Act

Formule 4  
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) :*

P	A	R	L	A	Y	E	N	T	E	R	T	A	I	N	M	E	N	T	I	N	C	.						

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

150 Randall Street

(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)*

Oakville

Ontario

L 6 J 1 P 4

(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
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4. The director(s) is/are:

Administrateur(s) :

First name, middle names  
and surname

*Prénom, autres pré-noms 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*

Anthony De Werth

150 Randall Street, Oakville, Ontario, L6J 1P4,  
Canada

Yes

Scott F. White

150 Randall Street, Oakville, Ontario, L6J 1P4,  
Canada

Yes

Ted Colivas

150 Randall Street, Oakville, Ontario, L6J 1P4,  
Canada

Yes

Name of Director	Address for service	Resident Canadian State
Perry Malone	150 Randall Street, Oakville, Ontario, L6J 1P4, Canada	Yes
Michael Aymong	150 Randall Street, Oakville, Ontario, L6J 1P4, Canada	Yes

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 continuance of  
*Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de*

dot com Entertainment Group, Inc.

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
dot com Entertainment Group, Inc.	1635815	2004	11	29
dot com Management Ltd.	1405537	2004	11	29
DCEG Inc.	2019195	2004	11	29
Parlay Entertainment Inc.	2026853	2004	11	29
Precyse Corporation	1210063	2004	11	29

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 :*

50,000,000 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 :*

None.

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 :*

None.

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.*


dot com Entertainment Group, Inc.

By:   
Name: Scott F. White  
Title: President & Director


Precyse Corporation

By:   
Name: Scott F. White  
Title: Vice-President & Director

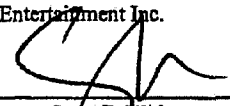
dot com Management Ltd.

By:   
Name: Scott F. White  
Title: President & Director

DCEG Inc.

By:   
Name: Scott F. White  
Title: Chief Operating Officer & Director

Parlay Entertainment Inc.

By:   
Name: Scott F. White  
Title: President & Director

Schedule "A" to the  
Articles of Amalgamation of  
dot com Entertainment Group, Inc.,  
DCEG Inc.,  
dot com Management Ltd.,  
Parlay Entertainment Inc. and  
Precyse Corporation


**STATEMENT OF A DIRECTOR OF  
DOT COM ENTERTAINMENT GROUP, INC.  
DCEG INC.  
DOT COM MANAGEMENT LTD.  
PARLAY ENTERTAINMENT INC.  
PRECYSE CORPORATION**

**PURSUANT TO SUBSECTION 178(2) OF  
THE BUSINESS CORPORATIONS ACT**

I, Scott F. White, of the City of Oakville, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act");
2. I am a director of each of dot com Entertainment Group, Inc., DCEG Inc., dot com Management Ltd., Parlay Entertainment Inc. and Precyse Corporation (the "Amalgamating Corporations"), and as such have knowledge of their affairs;
3. I have conducted such examinations of the books and records of the Amalgamating Corporations, and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
  - (a) 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;
  - (b) 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; and
  - (c) 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 on the 29<sup>th</sup> day of November, 2004.

  
\_\_\_\_\_  
Scott F. White, director of  
dot com Entertainment Group, Inc.,  
DCEG Inc., dot com Management Ltd.,  
Parlay Entertainment Inc. and Precyse Corporation

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
DOT COM ENTERTAINMENT GROUP, INC.**

**AMALGAMATION**

WHEREAS the Corporation has decided to amalgamate with Precyse Corporation, DCEG Inc., dot com Management Ltd. and Parlay Entertainment Inc., pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) ("OBCA").

RESOLVED that

1. the amalgamation of the Corporation with Precyse Corporation, DCEG Inc., dot com Management Ltd. and Parlay Entertainment Inc. pursuant to Section 177(1) of the OBCA is hereby approved;
2. upon the endorsement of the Director appointed under the OBCA of a certificate on the articles of amalgamation all the shares in the capital of Precyse Corporation, DCEG Inc., dot com Management Ltd. and Parlay Entertainment Inc. shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation shall be the same as the articles of the Corporation except that the name of the amalgamated corporation shall be Parlay Entertainment Inc.;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise. Such authorization is in addition to any authority granted by any other resolution or by-law of the Corporation necessary or advisable in order to give effect to the amalgamation; and

7. the delivery of a copy of the resolutions to the Corporation by facsimile or other electronic transmission which shows the signatures to these resolutions by one or more of the directors shall, for all purposes, constitute evidence of the signing of such resolutions by those directors so executing.

The undersigned, being all the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the OBCA.

DATED the <sup>27<sup>th</sup></sup>~~28<sup>th</sup>~~ day of November, 2004.

294

  
\_\_\_\_\_  
SCOTT F. WHITE

  
\_\_\_\_\_  
PERRY MALONE

  
\_\_\_\_\_  
TED COLIVAS

\_\_\_\_\_  
ANTHONY DE WERTH

\_\_\_\_\_  
MICHAEL AYMONG

- 7. the delivery of a copy of the resolutions to the Corporation by facsimile or other electronic transmission which shows the signatures to these resolutions by one or more of the directors shall, for all purposes, constitute evidence of the signing of such resolutions by those directors so executing.

The undersigned, being all the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the OBCA.

DATED the *22nd* day of November, 2004.  
*29th*

\_\_\_\_\_  
SCOTT F. WHITE

\_\_\_\_\_  
PERRY MALONE

\_\_\_\_\_  
TED COLIVAS

*[Signature]*  
\_\_\_\_\_  
ANTHONY DE WERTH

\_\_\_\_\_  
MICHAEL AYMONG

- 7. the delivery of a copy of the resolutions to the Corporation by facsimile or other electronic transmission which shows the signatures to these resolutions by one or more of the directors shall, for all purposes, constitute evidence of the signing of such resolutions by those directors so executing.

The undersigned, being all the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the OBCA.

DATED the <sup>22<sup>nd</sup></sup><sub>29<sup>th</sup></sub> day of November, 2004.

\_\_\_\_\_  
SCOTT F. WHITE

\_\_\_\_\_  
PERRY MALONE

\_\_\_\_\_  
TED COLIVAS

\_\_\_\_\_  
ANTHONY DE WERTH

\_\_\_\_\_  
MICHAEL AYMONG

**RESOLUTION OF THE BOARD OF DIRECTORS**

**OF**

**DCEG Inc.**

**AMALGAMATION**

WHEREAS DCEG Inc. (the "Corporation") is a wholly-owned subsidiary of dot com Entertainment Group, Inc.

AND WHEREAS the Corporation, Parlay Entertainment Inc., dot com Management Ltd. and Precyse Corporation have decided to amalgamate with dot com Entertainment Group, Inc., pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) ("the OBCA");

RESOLVED that:


1. the amalgamation of the Corporation with dot com Entertainment Group, Inc., Parlay Entertainment Inc., dot com Management Ltd. and Precyse Corporation under s. 177(1) of the OBCA is hereby approved;
2. effective upon the endorsement of the Director appointed under the OBCA of a certificate on the articles of amalgamation pursuant to subsection 178(4) of the OBCA, all shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation shall be the same as the articles the name of dot com Entertainment Group, Inc. except that the name of the amalgamated corporation shall be Parlay Entertainment Inc.;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of dot com Entertainment Group, Inc.;
5. no securities be issued and no assets be distributed by the amalgamated corporation in connection with the amalgamation;
6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise. Such authorization is in addition to any authority granted by any other resolution or by-law of the Corporation necessary or advisable in order to give effect to the amalgamation; and

7. that the delivery of a copy of the resolutions to the Corporation by facsimile or other electronic transmission which shows the signatures to these resolutions by one or more of the directors shall, for all purposes, constitute evidence of the signing of such resolutions by those directors so executing.

The undersigned, being all the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the OBCA.

DATED the <sup>18<sup>th</sup></sup> day of November, 2004.

DAK

  
\_\_\_\_\_  
SCOTT F. WHITE

  
\_\_\_\_\_  
DAVID CALLANDER



**RESOLUTION OF THE DIRECTOR  
OF  
DOT COM MANAGEMENT LTD.**

**AMALGAMATION**

WHEREAS dot com Management Ltd. (the "Corporation") is a wholly-owned subsidiary of Precyse Corporation.;

AND WHEREAS the Corporation, DCEG Inc., Parlay Entertainment Inc. and Precyse Corporation have decided to amalgamate with dot com Entertainment Group, Inc., pursuant to subsection 177(1) of the *Business Corporations Act (Ontario)* (the "OBCA");

RESOLVED that:

1. the amalgamation of the Corporation with dot com Entertainment Group, Inc., DCEG Inc., Parlay Entertainment Inc. and Precyse Corporation, under s. 177(1) of the OBCA is hereby approved;
2. effective upon the endorsement of the Director appointed under the OBCA of a certificate of amalgamation pursuant to subsection 178(4) of the OBCA all shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation shall be the same as the articles of dot com Entertainment Group, Inc. except that the name of the amalgamated corporation shall be Parlay Entertainment Inc.;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of dot com Entertainment Group, Inc.;
5. no securities be issued and no assets be distributed by the amalgamated corporation in connection with the amalgamation;
6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise. Such authorization is in addition to any authority granted by any other resolution or by-law of the Corporation necessary or advisable in order to give effect to the amalgamation; and

7. that the delivery of a copy of the resolutions to the Corporation by facsimile or other electronic transmission which shows the signatures to these resolutions by one or more of the directors shall, for all purposes, constitute evidence of the signing of such resolutions by those directors so executing.

The undersigned, being the sole director of the Corporation, signs the foregoing resolution in accordance with the provisions of the OBCA.

DATED the <sup>27</sup><sub>29th</sub> day of November, 2004.

  
\_\_\_\_\_  
SCOTT F. WHITE

**RESOLUTION OF THE DIRECTOR  
OF  
PARLAY ENTERTAINMENT INC.**

**AMALGAMATION**

WHEREAS Parlay Entertainment Inc. (the "Corporation") is a wholly-owned subsidiary of DCEG Inc.;

AND WHEREAS the Corporation, DCEG Inc., dot com Management Ltd. and Precyse Corporation have decided to amalgamate with dot com Entertainment Group, Inc., pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "OBCA");

RESOLVED that:

1. the amalgamation of the Corporation with dot com Entertainment Group, Inc., DCEG Inc., dot com Management Ltd. and Precyse Corporation, under s. 177(1) of the OBCA is hereby approved;
2. effective upon the endorsement of the Director appointed under the OBCA of a certificate of amalgamation pursuant to subsection 178(4) of the OBCA all shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation shall be the same as the articles of dot com Entertainment Group, Inc. except that the name of the amalgamated corporation shall be Parlay Entertainment Inc.;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of dot com Entertainment Group, Inc.;
5. no securities be issued and no assets be distributed by the amalgamated corporation in connection with the amalgamation;
6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise. Such authorization is in addition to any authority granted by any other resolution or by-law of the Corporation necessary or advisable in order to give effect to the amalgamation; and

7. that the delivery of a copy of the resolutions to the Corporation by facsimile or other electronic transmission which shows the signatures to these resolutions by one or more of the directors shall, for all purposes, constitute evidence of the signing of such resolutions by those directors so executing.

The undersigned, being the sole director of the Corporation, signs the foregoing resolution in accordance with the provisions of the OBCA.

DATED the <sup>22</sup> day of November, 2004.

22th



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SCOTT F WHITE

Part 5 of Schedule "B" to the  
Articles of Amalgamation of  
dot com Entertainment Group, Inc.,  
DCEG Inc.,  
dot com Management Ltd.,  
Parlay Entertainment Inc. and  
Precyse Corporation

## RESOLUTION OF THE BOARD OF DIRECTORS

OF

## PRECYSE CORPORATION

### AMALGAMATION

WHEREAS Precyse Corporation (the "Corporation") is a wholly-owned subsidiary of dot com Entertainment Group, Inc.

AND WHEREAS the Corporation, DCEG Inc., dot com Management Ltd. and Parlay Entertainment Inc. have decided to amalgamate with dot com Entertainment Group, Inc., pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "OBCA").

RESOLVED that:

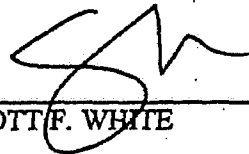
1. the amalgamation of the Corporation with dot com Entertainment Group, Inc., DCEG Inc., dot com Management Ltd. and Parlay Entertainment Inc. under s. 177(1) of the OBCA is hereby approved;
2. effective upon the endorsement of the Director appointed under the OBCA of a certificate on the articles of amalgamation pursuant to subsection 178(4) of the OBCA, all shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation shall be the same as the articles of dot com Entertainment Group, Inc. except that the name of the amalgamated corporation shall be Parlay Entertainment Inc.;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of dot com Entertainment Group, Inc.;
5. no securities be issued and no assets be distributed by the amalgamated corporation in connection with the amalgamation;
6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise. Such authorization is in addition to any authority granted by any other resolution or by-law of the Corporation necessary or advisable in order to give effect to the amalgamation; and

7. the delivery of a copy of the resolutions to the Corporation by facsimile or other electronic transmission which shows the signatures to these resolutions by one or more of the directors shall, for all purposes, constitute evidence of the signing of such resolutions by those directors so executing.

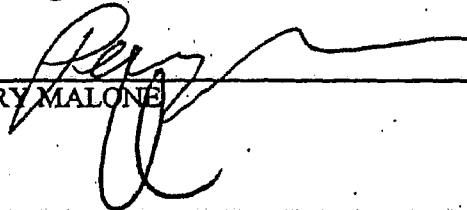
The undersigned, being all the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the OBCA.

DATED the ~~27<sup>th</sup>~~ day of November, 2004.

29<sup>th</sup>



SCOTT F. WHITE



PERRY MALONE

DAVID CALLANDER