

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/29/2006

**CONVEYING PARTY DATA**

Name	Execution Date
AFG Enterprises USA, Inc.	06/29/2006

**RECEIVING PARTY DATA**

Name:	FP Technology, Inc.
Street Address:	11 Civic Center Plaza, Suite 310
City:	Mankato
State/Country:	MINNESOTA
Postal Code:	56001

**PROPERTY NUMBERS Total: 5**

Property Type	Number
Application Number:	09909103
Application Number:	09250207
Patent Number:	6497360
Patent Number:	6233564
Patent Number:	5483049

**CORRESPONDENCE DATA**

Fax Number: (612)233-1317  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 612-850-1688  
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 Correspondent Name: Shawn Dempster  
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ATTORNEY DOCKET NUMBER:	A63-001-01-00
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**OP \$200.00 09909103**

NAME OF SUBMITTER:

Shawn B Dempster

**Total Attachments: 6**

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# Delaware

PAGE 1

*The First State*

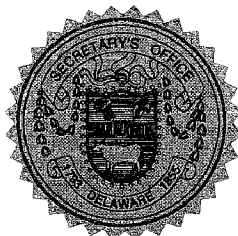
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AFG ENTERPRISES USA, INC.", A NEVADA CORPORATION,  
WITH AND INTO "FP TECHNOLOGY, INC." UNDER THE NAME OF "FP TECHNOLOGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2006, AT 1:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4024043 8100M

060626437



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4868373

DATE: 06-29-06

**PATENT**  
**REEL: 021006 FRAME: 0972**

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING**

**AFG ENTERPRISES USA, INC.,  
a Nevada corporation**

**INTO**

**FP TECHNOLOGY, INC.,  
a Delaware corporation**

**(PURSUANT TO SECTION 253 OF THE GENERAL  
CORPORATION LAW OF DELAWARE)**

AFG Enterprises USA, Inc., a corporation organized and existing under the laws of the State of Nevada (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the 19<sup>th</sup> day of February 1993 under its prior name "Crescent Gold Corporation", pursuant to the Nevada Revised Statutes (the "NRS"), the provisions of which permit the merger of a parent corporation organized and existing under the laws of the State of Nevada into a subsidiary corporation organized and existing under the laws of Delaware.

SECOND: That the Corporation owns 100% of the outstanding shares of the common stock, \$0.001 par value per share, of FP Technology, Inc., a corporation incorporated on the 31<sup>st</sup> day of August, 2005, pursuant to the General Corporation Law of the State of Delaware ("FP"), and having no class of stock outstanding other than said common stock.

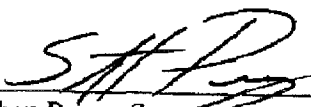
THIRD: That the Corporation, by the recitals and resolutions of its Board of Directors (the "Board"), duly adopted on the 26th day of May, 2006 by unanimous written consent pursuant to the NRS, attached hereto as Exhibit A, determined to, and effective upon the filing of this Certificate of Ownership and Merger (this "Certificate") with the Secretary of State of the State of Delaware, does merge itself into FP (the "Merger") on the conditions set forth in such resolutions and the Plan of Merger attached hereto as Exhibit B.

FOURTH: That at least a majority of the outstanding shares of capital stock of the Corporation approved the Merger by written consent, such that the Merger has been adopted, approved, certified, executed and acknowledged by this Corporation in accordance with the NRS.

FIFTH: That the Board of Directors of FP duly adopted and approved the Merger and this Certificate by unanimous written consent.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by the Secretary of the Corporation, this 29th day of June, 2006.

**AFG ENTERPRISES USA, INC.,**  
a Nevada corporation

By:   
Stephen Peary, Secretary

**EXHIBIT A**

**RESOLUTIONS**

**APPROVAL OF REINCORPORATION BY MERGER**

WHEREAS, the Corporation is the owner of all of the outstanding capital stock of FP Technology, Inc., a Delaware corporation ("FP");

WHEREAS, it is deemed advisable and in the best interests of the Corporation that it merge with and into FP, with FP as the surviving corporation (the "Surviving Corporation"), for the purposes of reincorporating the Corporation in the State of Delaware (the "Merger");

WHEREAS, there has been presented to the Board drafts of a Plan and Agreement of Merger (the "Agreement") and the Certificate of Ownership and Merger (the "Certificate"), providing for, among other things, (i) the Merger, (ii) the conversion and exchange of each share of Common Stock of the Corporation issued and outstanding prior to the Merger into one (1) share of Common Stock, 0.001 par value per share, of FP, (iii) the officers and directors of the Surviving Corporation immediately following the Merger shall be the officers and directors of the Corporation immediately preceding the Merger, and (iv) the name of the Surviving Corporation immediately following the Merger shall be FP Technology, Inc., a Delaware corporation; and

WHEREAS, the Board of Directors has reviewed the Agreement and the Certificate and determined that it is in the best interests of the Corporation that it merge with and into FP.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the Merger, the Agreement and the Certificate;

RESOLVED FURTHER, that the Board of Directors hereby authorizes and directs that the appropriate officers of the Corporation to execute the Agreement and the Certificate on behalf of the Corporation in substantially the forms attached hereto, with such changes as may be determined by such officers, such determination to be conclusively evidenced by the execution thereof by any such officers, and the Secretary of the Corporation be and he or she hereby is authorized to attest such execution and to execute the Agreement together with such officers;

RESOLVED FURTHER, that the officers of the Corporation be and they hereby are authorized, empowered and directed to secure, on behalf of the Corporation, the approval of the stockholders of the Corporation, of the Agreement and the Merger; and

RESOLVED FURTHER, that the officers of this Corporation be, and each hereby is, authorized, empowered and directed to execute and deliver on behalf of this Corporation any and all other documents and to take such other actions as they deem necessary or

advisable to consummate and effect the Merger, including the filing of relevant documents to effect the Merger in the State of Nevada, State of Delaware and such other jurisdictions as the officers of the Corporation deem necessary or appropriate.

#### **IMPLEMENTATION OF REINCORPORATION**

RESOLVED, that at the effective date of the Merger (the "Effective Date"), the Surviving Corporation shall issue one share of its Common Stock, \$0.001 par value per share, for each share of Common Stock, \$0.001 par value per share, of the Corporation issued and outstanding immediately prior to the Effective Date; and

RESOLVED FURTHER, that the officers of the Corporation be, and they hereby are authorized, directed and empowered to execute and deliver any agreements that they determine to be necessary to effect the assumption by the Surviving Corporation of the responsibilities and liabilities of the Corporation under each contract or agreement to which the Corporation is a party at the Effective Date.

## EXHIBIT B

### PLAN OF MERGER

The following corporations are parties to this Plan of Merger: (i) AFG Enterprises USA, Inc., a Nevada corporation ("AFG") and (ii) FP Technology, Inc., a Delaware corporation ("FP").

1. AFG owns all of the outstanding shares of FP.
2. AFG shall be merged with and into FP (the "Merger").
3. All of the shares of FP outstanding immediately prior to the Merger shall thereupon be canceled.
4. Upon the Merger, each outstanding share of common stock, \$0.0001 par value per share, of AFG shall be converted into one share of common stock, par value of \$0.001 per share, of FP.
5. Each holder of shares of AFG may thereupon surrender the share certificate or certificates to the Secretary of FP and shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares into which the shares theretofore represented by a certificate or certificates so surrendered shall have been converted.
6. The officers and directors of AFG immediately preceding the Merger shall be the officers and directors of FP immediately following the Merger.
7. The Certificate of Incorporation of FP, as amended and in effect immediately preceding the Merger shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.
8. The Bylaws of FP as in effect immediately preceding the Merger shall continue in full force and effect as the Bylaws of the surviving corporation.
9. The name of the surviving corporation shall be FP Technology, Inc., a Delaware corporation.
10. This Plan of Merger shall be effective as of the date of filing of a counterpart of this Agreement or a Certificate of Ownership with the State of Delaware.

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