

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/01/2008
CONVEYING PARTY DATA	
Name	Execution Date
3015402 Ontario Inc.	05/01/2008
RECEIVING PARTY DATA	
Name:	Critical Outcome Technologies Inc.
Street Address:	700 Collip Circle
Internal Address:	Suite 213
City:	London - Ontario
State/Country:	CANADA
Postal Code:	N6G 4X8
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12013079
CORRESPONDENCE DATA	
Fax Number:	(303)268-0065
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	303-268-0066
Email:	raderp@sbiplaw.com
Correspondent Name:	Swanson & Bratschun LLC
Address Line 1:	8210 South Park Terrace
Address Line 4:	Littleton, COLORADO 80120
ATTORNEY DOCKET NUMBER:	SIM.10
NAME OF SUBMITTER:	Mary Breen Smith
Total Attachments: 14 source=Articles of Merger Critical Outcome Technologies#page1.tif	

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Ministry of
Government Services

Ministère des
Services gouvernementaux

Ontario Corporation Number
Numéro de la société en Ontario

1749335

Ontario

CERTIFICATE

This is to certify that these articles
are effective on

MAY 01

CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

MAY 01, 2008


Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

①

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):

C	R	I	T	I	C	A	L		O	U	T	C	O	M	E		T	E	C	H	N	O	L	O	G	I	E	S	
I	N	C	.																										

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

700 Collip Circle, Suite 213

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

London

ONTARIO

N 6 G 4 X 8

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number OR minimum and maximum
Nombre d'administrateurs: Nombre fixe OU minimum et maximum

3 10

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

First name, middle names and surname
Prénom, autres prénoms 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

See Schedule "A" on page 1a

Schedule "A"

The directors are:	Address for Service:	Resident Canadian:
Wayne Danter	147 Chesham Avenue London, Ontario N6G 3V2	Yes
John Drake	1370 Sprucedale Avenue London, Ontario N5X 2N8	Yes
Rainer Englehardt	1712 Silver Bark Avenue Ottawa, Ontario K1C 7A9	Yes
Kathleen Ferguson	277 Victoria Street London, Ontario N6A 2C4	Yes
Dean Gendron	105 Baroness Drive Ottawa, Ontario K2G 6S2	Yes
Mark Hlady	537-12 Avenue NE Calgary, Alberta T2E 1A9	Yes
Bruno Maruzzo	492 Brunswick Avenue Toronto, Ontario M5R 2Z5	Yes
Murray Wallace	326 Victoria Street London, Ontario N6A 2C5	Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

☐

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.
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 - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

☒

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.
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

Critical Outcome Technologies 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 <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Critical Outcome Technologies Inc.	1712470	2008	04	15
3015402 Ontario Inc.	3015402	2008	04	22

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
and an unlimited number of Preferred 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 :

See Schedule "B" on page 4a.

Schedule "B"

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. The rights, privileges and restrictions of the Common and Preferred Shares are as follows:

1. Common Shares

The rights of the holders of the Common Shares are equal in all respects and include the rights:

- (a) To vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;
- (b) Subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive any dividend declared by the Corporation on the Common Shares; and
- (c) Subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.

2. Preferred Shares

- (a) The Preferred Shares may be issued from time to time in one or more series in such numbers with such rights, restrictions, privileges, conditions and designations attached thereto as shall be fixed from time to time before issuance by any resolution or resolutions providing for the issue of the shares of any series which may be passed by the board of directors of the Corporation and confirmed and declared by articles of amendment. Reference to one class or series of shares ranking on a parity with another class or series of shares shall mean ranking on a parity with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation whether voluntary or involuntary to the extent of their respective rights in that connection.
- (b) The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series, provided, however, that when in the case of any of such shares any cumulative dividends or amounts payable on a return of capital are not paid in full in accordance with their respective terms, the Preferred Shares of all series shall participate rateably in respect of such dividends (including all unpaid accumulated dividends which for such purpose shall be calculated as if the same were accruing up to the date of payment) in accordance with the sums which would be payable on said shares if all such dividends were declared and

paid in full in accordance with their respective terms, and on any return of capital in accordance with the sums which would be payable on such return of capital if all sums so payable were paid in full in accordance with their respective terms, and provided further that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the said shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends as aforesaid.

- (c) The Preferred Shares shall be entitled to preference over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said Preferred Shares with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, to the extent fixed in the case of each respective series, and may also be given such other preferences over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said Preferred Shares as may be fixed in the case of each respective series.

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.

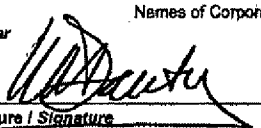
These articles are signed in duplicate.
 Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

Critical Outcome Technologies Inc.

Names of Corporations / Dénomination sociale des sociétés		
By / Par	Wayne Danter	President
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
Signature / Signature		

3015402 Ontario Inc.

Names of Corporations / Dénomination sociale des sociétés		
By / Par	Wayne Danter	President
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
Signature / Signature		

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
Signature / Signature		

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
Signature / Signature		

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
Signature / Signature		

Schedule "A"

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF

CRITICAL OUTCOME TECHNOLOGIES INC.

3015402 ONTARIO INC.

(the "Amalgamating Corporations")

I, Wayne Danter, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").

1. I am the President of each of the Amalgamating Corporations and as such have personal knowledge of the following matters.
2. There are reasonable grounds for believing that:
 - (i) each of the amalgamating corporations is and the amalgamated corporation to be formed by this amalgamation will be able to pay their respective liabilities as they become due; and
 - (ii) 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.
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

This statement is dated as of the 22nd day of April, 2008.



Wayne Danter

Schedule "B"

**CERTIFIED COPY OF
RESOLUTION OF THE DIRECTORS
OF
CRITICAL OUTCOME TECHNOLOGIES INC.
(the "Corporation")**

Amalgamation

"BE IT RESOLVED as a resolution of the Corporation that:

1. The amalgamation of the Corporation with 3015402 Ontario Inc., in accordance with section 177(1) of the *Business Corporations Act* (Ontario) (the "Act"), be and the same is hereby approved;
2. The name of the amalgamated corporation shall be Critical Outcome Technologies Inc.;
3. All the shares of the Corporation shall be converted into issued shares in the capital of the amalgamated corporation upon the Articles of Amalgamation hereinafter referred to becoming effective;
4. The Articles of Amalgamation shall be the same as the Articles of Incorporation of the Corporation, except as may be prescribed;
5. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
7. Any director or officer of the Corporation is hereby authorized and directed to execute the Articles of Amalgamation on behalf of the Corporation and to deliver same to the Director under the *Business Corporations Act* (Ontario) and to execute all other documents and do all other things necessary or advisable in connection with the said amalgamation; and
8. This approval may be revoked by any director or officer of the Corporation at any time prior to the filing of the Articles of Amalgamation with the Director."

CERTIFIED to be a true copy of a resolution passed by the Board of Directors of the Corporation on the ~~8th~~ day of April, 2008, and that said resolution remains in full force and effect, unamended. 15th

Dated as of the 22nd day of April, 2008



Wayne Danter, President

Schedule "B"

**CERTIFIED COPY OF
RESOLUTION OF THE DIRECTORS
OF
3015402 ONTARIO INC.
(the "Corporation")**

Amalgamation

"BE IT RESOLVED as a resolution of the Corporation that:

1. The amalgamation of the Corporation with Critical Outcome Technologies Inc., in accordance with section 177(1) of the *Business Corporations Act* (Ontario) (the "Act"), be and the same is hereby approved;
2. The name of the amalgamated corporation shall be Critical Outcome Technologies Inc.;
3. All the shares of the Corporation shall be cancelled upon the Articles of Amalgamation hereinafter referred to becoming effective;
4. The Articles of Amalgamation shall be the same as the Articles of Incorporation of Critical Outcome Technologies Inc., except as may be prescribed;
5. The by-laws of the amalgamated corporation shall be the same as the by-laws of Critical Outcome Technologies Inc.;
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
7. Any director or officer of the Corporation is hereby authorized and directed to execute the Articles of Amalgamation on behalf of the Corporation and to deliver same to the Director under the *Business Corporations Act* (Ontario) and to execute all other documents and do all other things necessary or advisable in connection with the said amalgamation; and
8. This approval may be revoked by any director or officer of the Corporation at any time prior to the filing of the Articles of Amalgamation with the Director."

CERTIFIED to be a true copy of a resolution passed by the Board of Directors of the Corporation on the 22nd day of April, 2008, and that said resolution remains in full force and effect, unamended.

Dated as of the 22nd day of April, 2008



Wayne Danter, President