

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2009

**CONVEYING PARTY DATA**

Name	Execution Date
Armstrong's Intelligent Monitoring Ltd.	01/01/2009

**RECEIVING PARTY DATA**

Name:	Armstrong's Communication Ltd.
Street Address:	380 Salmon River Mth. Rd.
City:	Coal Creek, New Brunswick
State/Country:	CANADA
Postal Code:	E4A 2T7

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Patent Number:	7586409

**CORRESPONDENCE DATA**

Fax Number: (613)230-8877  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 613-566-0544  
 Email: madams@stikeman.com  
 Correspondent Name: Stikeman Elliott LLP  
 Address Line 1: 1600-50- O'Connor Street  
 Address Line 4: Ottawa, ON, CANADA K1P 6L2

ATTORNEY DOCKET NUMBER:	112784-1003
NAME OF SUBMITTER:	Eugene F. Derenyi

Total Attachments: 6  
 source=Certificate of Amalgamation#page1.tif  
 source=Certificate of Amalgamation#page2.tif  
 source=Certificate of Amalgamation#page3.tif

**CH \$40.00 7586409**

**500973312**

**PATENT  
 REEL: 023282 FRAME: 0863**

source=Certificate of Amalgamation#page4.tif  
source=Certificate of Amalgamation#page5.tif  
source=Certificate of Amalgamation#page6.tif

New  
Nouveau  Brunswick

CANADA  
PROVINCE OF NEW BRUNSWICK  
BUSINESS CORPORATIONS ACT

CERTIFICATE OF AMALGAMATION  
(SECTION 124)

CANADA  
PROVINCE DU NOUVEAU-BRUNSWICK  
LOI SUR LES CORPORATIONS  
COMMERCIALES

CERTIFICAT DE FUSION  
(ARTICLE 124)

**ARMSTRONG'S COMMUNICATION LTD.**

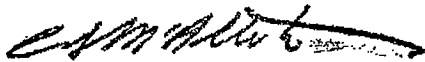
\_\_\_\_\_  
Name of Corporation / Raison sociale de la corporation

**642207**

\_\_\_\_\_  
Corporation Number / Numéro de la corporation

**I HEREBY CERTIFY** that the above-mentioned corporation resulted from the amalgamation of the following corporations under the Business Corporations Act, as set out in the attached Articles of Amalgamation.

**JE CERTIFIE** que la corporation mentionnée ci-dessus provient de la fusion des corporations suivantes, en vertu de la Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.



\_\_\_\_\_  
Director – Directeur

**January 1, 2009 / Le 1 janvier 2009**

\_\_\_\_\_  
Date of Amalgamation – Date de fusion

**BUSINESS CORPORATIONS ACT  
FORM 6  
ARTICLES OF AMALGAMATION  
(SECTION 124)**

**LOI SUR LES CORPORATIONS COMMERCIALES  
FORMULE 6  
STATUTS DE FUSION  
(ARTICLE 124)**

1 - Name of Corporation: **ARMSTRONG'S COMMUNICATION LTD.** Raison sociale de la corporation:

2 - The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value: **Five Thousand (5,000) Common Shares without nominal or par value.**  
Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair:

3 - Restrictions, if any, on share transfers: **No securities, other than non-convertible debt securities, shall be transferred without the consent of the directors or shareholders of the corporation expressed by resolution passed at a meeting of the board of directors or the shareholders or by an instrument or instruments in writing signed by all such directors or shareholders.** Restrictions, s'il y en a, au transfert d'actions:

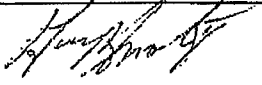
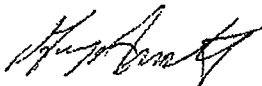
4 - Number (or minimum and maximum number) of directors: **Minimum of one (1) Maximum of ten (10)** Nombre (ou nombre minimum et maximum) des administrateurs:

5 - Restrictions, if any, on business the corporation may carry on: **None** Restrictions, s'il y en a, à l'activité que peut exercer la corporation:

6 - Other provisions, if any: **The annexed Schedule "A" is incorporated in this firm.** Autres dispositions, s'il y en a:

7 (a) - The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the *Business Corporations Act*.  a) - La fusion a été approuvée par les résolutions spéciales des actionnaires de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 122 de la *Loi sur les corporations commerciales*.  
 (b) - The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the *Business Corporations Act*. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation):  b) - La fusion a été approuvée par une résolution des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 123 de la *Loi sur les corporations commerciales*. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée):

8 - Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation: **ARMSTRONG'S COMMUNICATION LTD.** Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion:

Name of Amalgamating Corporations Raison sociale des corporations fusionnantes	Corporation No. N°. de corporation	Signature	Date	Description of Office Fonction
Armstrong's Communication Ltd.	506212		Jan 01/09	President
Armstrong's Intelligent Monitoring Systems Ltd.	621936		Jan 01/09	President

FOR DEPARTMENT USE ONLY / RÉSERVÉ À L'USAGE DU MINISTÈRE  
 Corporation No. - N°. de corporation: **642207** Filed - Déposé: **FILED/DÉPOSÉ 2009 -01- 01**

**ARMSTRONG'S COMMUNICATION LTD.**

(hereinafter referred to as the "Corporation")

**THIS IS SCHEDULE "A" TO THE FOREGOING FORM 6 UNDER THE  
NEW BRUNSWICK BUSINESS CORPORATIONS ACT**

**1. PLACE OF SHAREHOLDER MEETINGS**

Notwithstanding subsections (1) and (2) of Section 84 of the *Business Corporations Act*, as from time to time in force, meetings of shareholders of the Corporation may be held at any place outside New Brunswick.

**2. NOTICE OF SHAREHOLDER MEETINGS**

Notwithstanding subsection (1) of Section 87 of the *Business Corporations Act*, as from time to time in force, notice of time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than ten (10) days nor more than fifty (50) days before such meeting:

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) to the auditor, if any.

**3. PRE-EMPTIVE RIGHTS**

- (A) Notwithstanding subsection (2) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its equity shares of any class of any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.
- (B) Notwithstanding subsection (3) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to

any rights arising under any unanimous shareholders agreements, the holders of voting shares of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

4. **FINANCIAL ASSISTANCE**

The Corporation may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:

- (a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation, or
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation;

whether or not:

- (c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due; or
- (d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure a guarantee, after giving the financial assistance, would be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

5. **NUMBER OF DIRECTORS**

The number of directors within the minimum and maximum numbers provided for in these articles shall be as determined by resolution of the board of directors.

FILED/DÉPOSÉ 2009 -01- 01

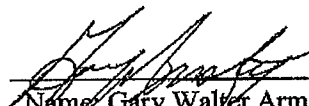
**STATEMENT**

**IN THE MATTER OF the Business Corporations Act (New Brunswick) and the Articles of Amalgamation of ARMSTRONG'S COMMUNICATION LTD. and ARMSTRONGS INTELLIGENT MONITORING SYSTEMS LTD.**

I, **Gary Walter Armstrong**, of the Community of Coal Creek, in the Province of New Brunswick, make the following statement pursuant to section 124(2) of the Business Corporations Act:

1. I am the President of Armstrong's Communication Ltd., one of the amalgamating corporations (hereinafter called the "Corporation") and as such, have personal knowledge of the matters herein declared;
2. It is proposed that the Corporation amalgamate under the provisions of the Business Corporations Act (New Brunswick) with Armstrongs Intelligent Monitoring Systems Ltd. to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") under the name "Armstrong's Communication Ltd.";
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this statement; and
4. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) the 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; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED this 1<sup>st</sup> day of January, 2009.

  
\_\_\_\_\_  
Name: Gary Walter Armstrong  
Title: President

FILED/DÉPOSÉ 2009 -01- 01

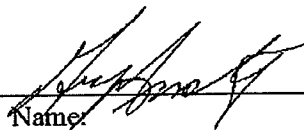
**STATEMENT**

**IN THE MATTER OF the Business Corporations Act (New Brunswick) and the Articles of Amalgamation of ARMSTRONG'S COMMUNICATION LTD. and ARMSTRONGS INTELLIGENT MONITORING SYSTEMS LTD.**

I, **Gary Walter Armstrong**, of the Community of Coal Creek, in the Province of New Brunswick, make the following statement pursuant to section 124(2) of the Business Corporations Act:

1. I am the President of Armstrongs Intelligent Monitoring Systems Ltd., one of the amalgamating corporations (hereinafter called the "Corporation") and as such, have personal knowledge of the matters herein declared;
2. It is proposed that the Corporation amalgamate under the provisions of the Business Corporations Act (New Brunswick) with Armstrong's Communication Ltd. to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") under the name "Armstrong's Communication Ltd.";
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this statement; and
4. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) the 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; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED this 1<sup>st</sup> day of January, 2009.

  
Name: \_\_\_\_\_

Title:

FILED/DÉPOSÉ 2009 -01- 01

SMSS\C:\Documents and Settings\martel\Desktop\Armstrong\_s\_Communication\_Ltd\_-\_Statements.DOC