

12-07-2009

11-23-09



Attorney Docket No.  
1148-1-002CIP

To the Director of the U.S. Patent and Trademark Office

103582633

Documents or the new address(es) below.

**1. Name of conveying party(ies)**

Sepsis, Inc.

Additional name(s) of conveying party(ies) attached?  Yes  No

**2. Name and address of receiving party(ies)**

Name: Spectral Diagnostics, Inc.

Internal Address: \_\_\_\_\_

Street Address: 135-2 The West Mall

City: Toronto

State: Ontario

Country: Canada

Zip: M9C 1C2

Additional name(s) & address(es) attached?  Yes  No

**3. Nature of conveyance/Execution Date(s):**

Execution Date(s) February 28, 2005

- Assignment  Merger
- Security Agreement  Change of Name
- Joint Research Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other Amalgamation of Corporation

**4. Application or patent number(s):**

This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

5,804,370

Additional numbers attached?  Yes  No

NOV 23 2009

**5. Name and address to whom correspondence concerning document should be mailed:**

Name: Klauber & Jackson, LLC

Internal Address: \_\_\_\_\_

Street Address: 411 Hackensack Avenue, 4th Floor

City: Hackensack

State: New Jersey

Zip: 07601

Phone Number: 201-487-5800

Fax Number: 201-343-1684

Email Address: INFO@KJPLAW.COM

**6. Total number of applications and patents involved:** \_\_\_\_\_

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

**8. Payment Information**

Deposit Account Number 11-1153

Authorized User Name David A. Jackson

**9. Signature:**

J. David Smith  
Signature  
J. David Smith  
Name of Person Signing

11/23/2009 DBTRNE 00000033 5804370

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November 19, 2009

Date

Total number of pages including cover sheet, attachments, and documents:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

## Continuation

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Ronald Binns	26 Glenrochy Road, Toronto, Ontario M3C 2P9	Yes
William L. Koyle	R.R. #1 Ridgewood Farm, Orangeville, Ontario L9W 2Y8	Yes
Henry Friesen	66 Brentcliffe Drive, Winnipeg, Manitoba R3P 2B3	Yes

DSG 01/2000

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 incorporation of  
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Spectral Diagnostics 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
Spectral Diagnostics Inc.	942130	2003-Dec-03
Sepsis Inc.	1106124	2005-Feb-28

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.*

There are no restrictions whatsoever.

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 one class of shares, designated as "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/est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

The issue, transfer or ownership of shares is not restricted.

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

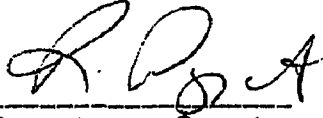
None

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.*

SPECTRAL DIAGNOSTICS INC.

Per:   
Rose Papastamos, Secretary

SEPSIS INC.

Per:   
Dr. Paul Walker, President

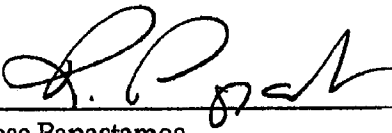
**SCHEDULE "A"**

**Statement of Director or Officer  
Under Subsection 178(2) of  
the Business Corporations Act (Ontario)**

I am the Vice President, Finance, Chief Financial Officer and Corporate Secretary of Spectral Diagnostics Inc. ("Spectral") and the Chief Financial Officer of Sepsis Inc. ("Sepsis"). I have conducted such examinations of the books and records of Spectral and Sepsis (the "Amalgamating Corporations") as are necessary to enable me to make this statement. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"). In my capacity as an officer of each of Spectral and Sepsis, I state that:

1. There are reasonable grounds for believing that
  - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "Corporation") will be, able to pay its liabilities as they become due, and
  - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
2. There are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation;
3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation; and
4. Based on the statements made above, neither of the Amalgamating Corporations is obligated to give notice to any creditor.

DATED February 28<sup>th</sup>, 2005.

  
\_\_\_\_\_  
Rose Papastamos  
Authorized Signing Officer



SCHEDULE "B-1"

CERTIFIED RESOLUTION OF THE DIRECTORS OF  
SPECTRAL DIAGNOSTICS INC.  
(the "Corporation")

In my capacity as Corporate Secretary of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on Dec 03, 2003. The resolution is still in full force and effect, unamended as of today's date.

"RECITAL

The Corporation has agreed to amalgamate with its wholly-owned subsidiary Sepsis Inc. ("Sepsis") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT

1. The Corporation is authorized to amalgamate with Sepsis under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of Sepsis shall be cancelled without any repayment of capital in respect of the shares. None of the shares of the Corporation shall be cancelled.
3. The articles of amalgamation shall be the same as the articles of the Corporation.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
5. The officers of the amalgamated corporation shall be the same as those 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 authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution."

DATED Feb 28, 2005



Rose Papastamos  
Corporate Secretary

SCHEDULE "B-2"

CERTIFIED RESOLUTION OF THE DIRECTORS OF  
SEPSIS INC.  
(the "Corporation")

In my capacity as President of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on Feb 28, 2005. The resolution is still in full force and effect, unamended as of today's date.

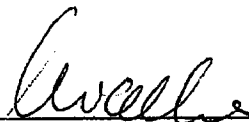
"RECITALS

- (a) The Corporation is a wholly-owned subsidiary of Spectral Diagnostics Inc. ("Spectral").
- (b) The Corporation has agreed to amalgamate with Spectral under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT

1. The Corporation is authorized to amalgamate with Spectral under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of Spectral.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Spectral.
5. The officers of the amalgamated corporation shall be the same as those of Spectral.
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 authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution."

DATED March 9, 2005

  
\_\_\_\_\_  
Dr. Paul M. Walker  
President