

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
IOVATE T. & P. INC.	12/06/2008
RECEIVING PARTY DATA	
Name:	NORTHERN INNOVATIONS AND FORMULATIONS CORP.
Street Address:	381 North Service Road West
City:	Oakville
State/Country:	CANADA
Postal Code:	L6M 0H4
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6620425
CORRESPONDENCE DATA	
Fax Number:	(609)921-8651
Phone:	6099218660
Email:	david@quinlanpc.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	David M. Quinlan
Address Line 1:	32 Nassau Street
Address Line 2:	Suite 300
Address Line 4:	Princeton, NEW JERSEY 08542
ATTORNEY DOCKET NUMBER:	12700.1002
NAME OF SUBMITTER:	David M. Quinlan
Total Attachments: 18 source=Merger_Agreement#page1.tif	

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Ministry of
Government Services

Ministère des
Services gouvernementaux

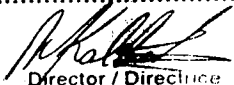
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Ontario

CERTIFICATE
This is to certify that these articles
are effective on

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

JANUARY 01 JANVIER, 2009


Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

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)

N O R T H E R N I N N O V A T I O N S A N D F O R M U
L A T I O N S C O R P .

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

381 NORTH SERVICE ROAD WEST

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 M 0 H 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:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1 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
PAUL GARDINER	381 NORTH SERVICE ROAD WEST OAKVILLE, ONTARIO L6M 0H4	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

H3 FORMULATIONS LTD.

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>
MULTI FORMULATIONS LTD.	1631570	2008/12/	06	
IOVATE T. & P. INC.	1679637	2008/12/	06	
H3 FORMULATIONS LTD.	1689896	2008/12/	06	

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 Class A Preferred Shares, an unlimited number of Class B Preferred Shares and an unlimited number of Class C 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 :

See pages 4A - 4C

Subject to the requirements of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares (the "Class A shares"), to the Class B Preferred Shares (the "Class B shares"), and to the Class C Common Shares (the "Class C shares") are as follows:

Dividends

- (a) The holders of the Class A shares, in priority to the Class C shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, non-cumulative cash dividends at the rate of \$0.08 (eight cents) per share, per annum. Cheques of the Corporation payable at par at any branch of the Corporation's bankers in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends. The board of directors shall be entitled from time to time to declare part of the said dividends for such financial year notwithstanding that such dividends for such financial year shall not be declared in full. If within four months after the expiration of any financial year of the Corporation then the board of directors in its discretion shall not have declared the said dividends or any part thereof on the Class A shares for such financial year, the rights of the holders of the Class A shares to such dividend or to any undeclared part thereof for such financial year shall be forever extinguished. The holders of the Class A shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for;
- (b) Except with the consent in writing of the holders of all the Class A shares outstanding, no dividend shall at any time be declared and paid on or declared and set apart for payment on the Class C shares for any financial year unless the non-cumulative cash dividends on the Class A shares then issued and outstanding in respect of such financial year shall have been declared and paid or set apart for payment at the date of such declaration and payment or setting apart of dividends on the Class C shares;
- (c) Subject to the prior rights of the holders of the Class A shares as set forth in sub-clause (a) above and not otherwise, the board of directors may declare and cause to be paid dividends to the holders of the Class C shares from any assets at the time properly applicable to the payment of dividends; and
- (d) The holders of the Class B shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation, such dividends as the Board of Directors of the Corporation from time to time declare on the Class B Shares;

Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of property of the Corporation among shareholders for the purpose of winding-up its affairs:

- (a) the holders of the Class A shares shall be entitled to receive from the property of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all the Class A shares held by them respectively before any amount shall be paid or any property of the Corporation distributed to the holders of any Class C shares or shares of any other class ranking junior to the Class A Shares. After payment to the holders of the Class A shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the property of the Corporation;
- (b) the holders of the Class B shares shall be entitled to receive from the property of the Corporation the sum of One Dollar (\$1.00) for each Class B share held by them respectively before any amount shall be paid or any property of the Corporation distributed to the holders of any Class C shares or shares of any other class ranking junior to the Class B Shares. After payment to the holders of the Class B shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the property of the Corporation;
- (c) the holders of the Class C shares shall be entitled to receive the remaining property of the Corporation.

Redemption

- (a) The Corporation may, subject to the requirements of the Act, upon the giving of such notice, if any, and the following of such procedures as the directors may determine from time to time redeem at any time the whole or from time to time any part of the then outstanding Class A shares, either on a pro rata basis or otherwise, on payment of an amount for each share to be redeemed equal to the sum of \$1.00 (one dollar), plus all declared and unpaid non-cumulative cash dividends thereon, the whole constituting and being hereinafter referred to as the "Redemption Amount"; and
- (b) On or after the date specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated by the Corporation in the notice of redemption of the certificates representing the Class A shares called for redemption. Such Class A shares shall thereupon be redeemed. If less than all the Class A shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A shares represented by the original certificate which are not redeemed. From and after the date specified for redemption, the holders of the Class A shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.

Retraction

- (a) Any holder of Class A shares shall be entitled to require the Corporation to redeem, subject to the requirements of the Act, at any time or times, all or any of the Class A shares registered in the name of such holder on the books of the Corporation by tendering to an officer or director of the Corporation a share certificate or certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with a notice in writing specifying (i) that the registered holder desires to have the Class A shares represented by such certificate or certificates redeemed by the Corporation and (ii) the business day ("Retraction Date") on which the holder desires to have the Corporation redeem such Class A shares. Upon receipt of a share certificate or certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with such notice, the Corporation shall on the Retraction Date redeem such Class A shares by paying to such registered holder the Redemption Amount for each such Class A share being redeemed. Such payment shall be made by a cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. If less than all of the Class A shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A shares represented by the original certificate or certificates which are not redeemed. The said Class A shares shall be redeemed on the Retraction Date and from and after the Retraction Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Class A shares in respect thereof unless payment of the Redemption Amount is not made on the Retraction Date, in which event the rights of the holder of the said Class A shares remain unaffected.

Voting Rights

- (a) the holders of the Class A shares shall be entitled to receive notice of and to attend any meetings of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A share held at such meetings except meetings at which the holders of a particular class of shares other than the Class A shares are entitled to vote separately as a class;
- (b) the holders of the Class B shares shall not be entitled to receive notice of or vote at any meetings of shareholders, except as provided by law and as hereinafter specifically provided, but shall be entitled to receive notice of any meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease, or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation; and
- (c) the holders of the Class C shares shall be entitled to receive notice of and to attend any meetings of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class C share held at such meetings, except meetings at which the holders of a particular class of shares other than the Class C shares are entitled to vote separately as a class.

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 :

The transfer of securities (other than non-convertible debt securities) of the Corporation shall be restricted in that no securityholder shall be entitled to transfer any such security or securities without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than holders of shares who are entitled to vote separately as a class) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

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

The board of directors may from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (c) to the extent permitted by law, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any debt obligations or any money borrowed or other debt or liability of the Corporation.


The board of directors may from time to time delegate to one or more of the directors or officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.

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.


MULTI FORMULATIONS LTD.

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

IOVATE T. & P. INC.

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

H3 FORMULATIONS LTD.

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

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

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

SCHEDULE "A"

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of H3 Formulations Ltd., MULTI
	)	Formulations Ltd. and lovate T. & P. Inc.
)	
)	
TO WIT:)	

I, Jay Shoemaker, of the City of Oakville, in the Province of Ontario, hereby certify that:

1. I am the Chief Financial Officer of MULTI Formulations Ltd. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating 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 will be prejudiced by the amalgamation.

DATED at Oakville, Ontario, this 6th day of December, 2008.



Jay Shoemaker

SCHEDULE "A"

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of H3 Formulations Ltd., MULTI
	)	Formulations Ltd. and Iovate T. & P. Inc.
)	
)	
TO WIT:)	

I, Jay Shoemaker, of the City of Oakville, in the Province of Ontario, hereby certify that:

1. I am the Chief Financial Officer of Iovate T. & P. Inc. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating 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 will be prejudiced by the amalgamation.

DATED at Oakville, Ontario, this 1st day of December, 2008.


 Jay Shoemaker

SCHEDULE "A"

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of H3 Formulations Ltd., MULTI
	)	Formulations Ltd. and Iovate T. & P. Inc.
)	
TO WIT:)	

I, Jay Shoemaker, of the City of Oakville, in the Province of Ontario, hereby certify that:

1. I am the Chief Financial Officer of H3 Formulations Ltd. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating 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 will be prejudiced by the amalgamation.

DATED at Oakville, Ontario, this 6th day of December, 2008.


 Jay Shoemaker

SCHEDULE B

**“RESOLUTION OF THE SOLE DIRECTOR
OF
MULTI FORMULATIONS LTD.
(the “Corporation”)**

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate and articles of incorporation dated September 8, 2004.
- B. It is desirable that the Corporation be amalgamated with H3 Formulations Ltd. (“H3”) and Iovate T. & P. Inc. (“IOVATE T&P”).
- C. The Corporation, H3 and IOVATE T&P are wholly owned subsidiary corporations of Iovate Health Sciences Group Inc.

RESOLVED THAT:

1. the amalgamation of the Corporation with H3 and IOVATE T&P is hereby approved;
2. the by laws of the amalgamated corporation shall be the by laws of H3, until amended or repealed;
3.
 - (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of H3 with the exception that the name of the amalgamated corporation shall be Northern Innovations and Formulations Corp.; and
 - (iii) the stated capital of the Corporation shall be added to the stated capital of H3;
4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of such person, is necessary or desirable to give effect to the foregoing resolution and to deliver all or any of such documents to the Ministry of Consumer and Business Services.”

11

CERTIFICATE

I, Jay Shoemaker, the Chief Financial Officer of MULTI Formulations Ltd. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the sole director of the Corporation and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: December 6, 2008



Jay Shoemaker, Chief Financial Officer

SCHEDULE B

**“RESOLUTION OF THE SOLE DIRECTOR
OF
IOVATE T. & P. INC.
(the “Corporation”)**

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate and articles of incorporation dated November 18, 2005.
- B. It is desirable that the Corporation be amalgamated with H3 Formulations Ltd. (“H3”) and MULTI Formulations Ltd. (“MULTI”).
- C. The Corporation, H3 and MULTI are wholly owned subsidiary corporations of Iovate Health Sciences Group Inc.

RESOLVED THAT:

- 1. the amalgamation of the Corporation with H3 and MULTI is hereby approved;
- 2. the by laws of the amalgamated corporation shall be the by laws of H3, until amended or repealed;
- 3.
 - (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of H3 with the exception that the name of the amalgamated corporation shall be Northern Innovations and Formulations Corp.; and
 - (iii) the stated capital of the Corporation shall be added to the stated capital of H3;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of such person, is necessary or desirable to give effect to the foregoing resolution and to deliver all or any of such documents to the Ministry of Consumer and Business Services.”

CERTIFICATE

I, Jay Shoemaker, the Chief Financial Officer of IOVATE T. & P. INC. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the sole director of the Corporation and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: December 6, 2008



Jay Shoemaker, Chief Financial Officer

SCHEDULE B

“RESOLUTION OF THE SOLE DIRECTOR OF H3 FORMULATIONS LTD. (the “Corporation”)

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate and articles of incorporation dated February 21, 2006.
- B. It is desirable that the Corporation be amalgamated with Iovate T. & P. Inc. (“Iovate T&P”), and MULTI Formulations Ltd. (“MULTI”).
- C. The Corporation, Iovate T&P and MULTI are wholly owned subsidiary corporations of Iovate Health Sciences Group Inc.

RESOLVED THAT:

- 1. the amalgamation of the Corporation with Iovate T&P and MULTI is hereby approved;
- 2. the by laws of the amalgamated corporation shall be the by laws of the Corporation, until amended or repealed;
- 3.
 - (i) the shares of Iovate T&P and MULTI shall be cancelled without any repayment of capital in respect thereof;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of the Corporation with the exception that the name of the amalgamated corporation shall be Northern Innovations and Formulations Corp.; and
 - (iii) the stated capital of Iovate T&P and MULTI shall be added to the stated capital of the Corporation;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of such person, is necessary or desirable to give effect to the foregoing resolution and to deliver all or any of such documents to the Ministry of Consumer and Business Services.

CERTIFICATE

I, Jay Shoemaker, the Chief Financial Officer of H3 Formulations Ltd. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the sole director of the Corporation and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: December 6, 2008



Jay Shoemaker, Chief Financial Officer