

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT										
NATURE OF CONVEYANCE:	Certificate of Amalgamation										
CONVEYING PARTY DATA											
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>MEGA Brands Innovations Inc.</td> <td>04/30/2011</td> </tr> <tr> <td>MEGA Brands Inc.</td> <td>04/30/2011</td> </tr> </tbody> </table>		Name	Execution Date	MEGA Brands Innovations Inc.	04/30/2011	MEGA Brands Inc.	04/30/2011				
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<table border="1"> <tr> <td>Name:</td> <td>MEGA Brands Inc.</td> </tr> <tr> <td>Street Address:</td> <td>4505 Hickmore</td> </tr> <tr> <td>City:</td> <td>Montreal, Quebec</td> </tr> <tr> <td>State/Country:</td> <td>CANADA</td> </tr> <tr> <td>Postal Code:</td> <td>H4T 1K4</td> </tr> </table>		Name:	MEGA Brands Inc.	Street Address:	4505 Hickmore	City:	Montreal, Quebec	State/Country:	CANADA	Postal Code:	H4T 1K4
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PROPERTY NUMBERS Total: 1											
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>5435769</td> </tr> </tbody> </table>		Property Type	Number	Patent Number:	5435769						
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Patent Number:	5435769										
CORRESPONDENCE DATA											
Fax Number: (301)365-9101 Phone: 3013659040 Email: mail@plumsea.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: Plumsea Law Group, LLC Address Line 1: 10411 Motor City Drive, Suite 320 Address Line 4: Bethesda, MARYLAND 20817											
ATTORNEY DOCKET NUMBER:	65-1070 (5435769)										
NAME OF SUBMITTER:	Steven P. Arnheim										
Total Attachments: 7 source=2012-01-31_65-1070_Certificate_of_Amalgamation#page1.tif source=2012-01-31_65-1070_Certificate_of_Amalgamation#page2.tif source=2012-01-31_65-1070_Certificate_of_Amalgamation#page3.tif source=2012-01-31_65-1070_Certificate_of_Amalgamation#page4.tif source=2012-01-31_65-1070_Certificate_of_Amalgamation#page5.tif source=2012-01-31_65-1070_Certificate_of_Amalgamation#page6.tif source=2012-01-31_65-1070_Certificate_of_Amalgamation#page7.tif											

OP \$40.00 5435769



2011-05-04

Corporations Canada
9th floor, Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Corporations Canada
9e étage, Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

Corporation Information Sheet

Canada Business Corporations Act (CBCA)

Fiche de renseignements concernant la société

Loi canadienne sur les sociétés par actions (LCSA)

MEGA Brands Inc.

Corporation Number	784000-4	Numéro de société
Corporation Key	68628746	Clé de société
Required for changes of address or directors online		Requise pour mettre à jour en ligne l'adresse du siège social ou l'information concernant les administrateurs
Anniversary Date	04-30	Date anniversaire
Required to file annual return	(mm-dd/mm-jj)	Requise pour le dépôt du rapport annuel
Annual Return Filing Period	04-30 to/au 06-29	Période pour déposer le rapport annuel
Starting in 2012	(mm-dd/mm-jj)	Débutant en 2012

Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the CBCA. To understand the corporation's reporting obligations, consult **Keeping Your Corporation in Good Standing** (enclosed or available on our website).

Obligations de déclaration

Une société peut être dissoute si elle omet de déposer un document requis par la LCSA. Pour connaître les obligations de déclaration de la société veuillez consulter la brochure **Maintenir votre société en conformité**, ci-jointe ou disponible dans notre site Web.

Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with existing business names and trademarks (including those set out in the NUANS® search report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on business. For additional information, consult **Protecting Your Corporate Name** (enclosed or available on our website).

Dénomination sociale

En dépit du fait que Corporations Canada ait approuvé la dénomination sociale, il faut savoir que la société assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le rapport de recherche NUANS^{MD}). La société devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de l'autorité législative où la société mène ses activités. Pour obtenir de l'information supplémentaire, veuillez consulter le document **Protection de la dénomination sociale** ci-joint ou disponible dans notre site Web.



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

MEGA Brands Inc.

Corporate name / Dénomination sociale

784000-4

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2011-04-30

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)



Industry-Canada Industrie-Canada

Canada Business Loi canadienne sur les
Corporations Act (CBCA) sociétés par actions (LCSA)**FORM 9**
ARTICLES OF AMALGAMATION
(SECTION 185)**FORMULAIRE 9**
STATUTS DE FUSION
(ARTICLE 185)**Form 9**

1 - Name of the Amalgamated Corporation

Dénomination sociale de la société issue de la fusion

MEGA Brands Inc.

2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address)

La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

Quebec

3 - The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

An unlimited number of Common Shares and Preferred Shares, issuable in series, all without par value.
See Attached Schedule A, forming an integral part of these articles of amalgamation.

4 - Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

N/A

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: Maximum: Minimal: Maximal:

6 - Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

N/A

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

The directors of the Corporation may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of the Corporation, provided that the total number of directors so appointed by the directors shall not exceed one-third of the number of directors elected at the previous annual meeting of the shareholders of the Corporation.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

☐ 183☒ 184(1)☐ 184(2)

9 - Declaration: I hereby certify that I am a director or an officer of the corporation.

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
MEGA Brands Inc.	7,502,805	
MEGA Brands Innovations Inc.	4541162	

Note:

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Note:

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

SCHEDULE A

The Preferred Shares and the Common Shares shall respectively carry and be subject to the following rights, privileges, restrictions and conditions:

1. PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class shall be as follows:

- 1.1 **Issue in series.** The Preferred Shares shall be issuable in series and the board of directors of the Corporation shall have the right, from time to time, to fix the number of, and to determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series subject to the limitations, if any, set out in the articles of the Corporation.
- 1.2 **Dividends.** The holders of any series of the Preferred Shares shall be entitled to receive in priority to the holders of shares of any other class of the Corporation ranking subordinate to the Preferred Shares, as and when declared by the board of directors of the Corporation, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such Preferred Shares form part.
- 1.3 **Liquidation, dissolution or winding-up.** Upon any liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, before any amount shall be paid to or any assets distributed among the holders of shares of any other class of the Corporation ranking subordinate to the Preferred Shares, the holders of the Preferred Shares shall be entitled to receive with respect to the shares of each series thereof all amounts which may be provided in the articles of the Corporation to be payable thereon in respect of return of capital, premium and dividends remaining unpaid, including all cumulative dividends, whether or not declared. After payment to the holders of the Preferred Shares of the amounts provided in the articles of the Corporation to be payable to them, they shall not be entitled to share in any further distribution of the assets of the Corporation.
- 1.4 **Voting rights.** Subject to the provisions of the *Canada Business Corporations Act*, the holders of the Preferred Shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting.
- 1.5 **Class vote.** The holders of the Preferred Shares shall not be entitled to vote separately as a class and, unless the articles of the Corporation otherwise provide, the holders of any series of the Preferred Shares shall not be entitled to vote.

separately as a series, in the case of an amendment to the articles of the Corporation referred to in paragraphs 176(1)(a), 176(1)(b) and 176(1)(c) of the *Canada Business Corporations Act*.

- 1.6 **Procedure at shareholders' meetings.** Any meeting of shareholders at which the holders of the Preferred Shares are required or entitled by law to vote separately as a class or as a series shall, unless the articles of the Corporation otherwise provide, be called and conducted in accordance with the provisions of the *Canada Business Corporations Act*, as supplemented by the by-laws of the Corporation. At any such meeting such holders of Preferred Shares shall be entitled to one vote for each share held.

2. COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

- 2.1 **Dividends.** After payment to the holders of the Preferred Shares and the holders of any other class of shares ranking ahead of the Common Shares, the holders of the Common Shares shall be entitled to receive, as and when declared by the board of directors out of the moneys of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable at such times as the board of directors shall determine.
- 2.2 **Liquidation, dissolution or winding-up.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, after payment to the holders of the Preferred Shares and the holders of any other class of shares of the Corporation ranking ahead of the Common Shares of the amounts which they are entitled to receive in any such event, the remaining assets of the Corporation shall be paid to or distributed equally and rateably among the holders of the Common Shares.
- 2.3 **Voting rights.** Each common share of the Corporation shall entitle the holder thereof to one vote at any meeting of shareholders.



Industry Canada Industrie Canada
Corporations Canada Corporations Canada

Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

4 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the *Canada Business Corporations Act* (CBCA)).

If the corporation is a "distributing" corporation, there must be, at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region); toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
**Corporations Canada Online
Filing Centre:**
www.corporationscanada.ic.gc.ca

Or send documents by mail:
**Director General,
Corporations Canada
Jean Edmonds-Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0G8**

By Facsimile:
613-941-0999

Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the *Canada Business Corporations Act* (CBCA))

1. Corporation name

MEGA Brands Inc.

2. Address of registered office (must be a street address, a P.O. Box is not acceptable)

4505 Hickmore

NUMBER AND STREET NAME

St-Laurent

CITY

Quebec

PROVINCE/TERRITORY

H4T 1K4

POSTAL CODE

3. Mailing address (if different from the registered office)

SAME AS ABOVE ☒

ATTENTION OF

NUMBER AND STREET NAME

CITY

PROVINCE/TERRITORY

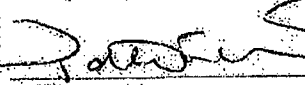
POSTAL CODE

4. Members of the board of directors

FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)	CANADIAN RESIDENT (Yes/No)
Victor J.	Bertrand	Pen. Hts., 93 Albert Embank, Flat 32, London SE17TY, England	Yes
Marc	Bertrand	25 Rag Apple, Hudson, Quebec J0P 1H0	Yes
Victor	Bertrand Jr.	12 Place Harrow, Beaconsfield, Québec H9W 5G7	Yes
James P.	Bowland	199 Alexandra Boulevard, Toronto, Ontario M4R 1M3	Yes
Nicola	Di Iorio	575 Glengarry Avenue, App. P104, Town of Mount-Royal, Quebec H3R 1B3	Yes

5. Declaration

I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.


SIGNATURE
Peter Ferrante
PRINT NAME

(514) 333-5555
TELEPHONE NUMBER

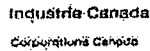
Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Canada

IC 2904 (2008/12)

B CORP 29 APR '11 09:57

PATENT
REEL: 027622 FRAME: 0307



(To be filed with Articles of Incorporation, Amalgamation and Continuance).
(Sections 19 and 106 of the Canadian Business Corporations Act (CBCA))

B CORP 29 APR '11 09:57