

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5868260

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	AMALGAMATION	
CONVEYING PARTY DATA		
	Name	Execution Date
	XTREME MOBILITY INC.	02/29/2012
RECEIVING PARTY DATA		
Name:	ADMERIS PAYMENT SYSTEMS INC.	
Street Address:	326 ADELAIDE ST WEST	
Internal Address:	SUITE 400	
City:	TORONTO	
State/Country:	CANADA	
Postal Code:	M5V 1R3	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Patent Number:	9596237
CORRESPONDENCE DATA		
Fax Number:	(416)920-1350	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Email:	docketing@pckip.com	
Correspondent Name:	PERRY + CURRIER INC.	
Address Line 1:	1300 YONGE STREET	
Address Line 2:	SUITE 500	
Address Line 4:	TORONTO, CANADA M4T 1X3	
ATTORNEY DOCKET NUMBER:	P4917US01	
NAME OF SUBMITTER:	INDRA FERNANDO	
SIGNATURE:	/Indra Fernando/	
DATE SIGNED:	12/15/2019	
Total Attachments: 20		
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**Copy of amalgamation certificate
between Xtreme Mobility Inc. and Admeris Payment systems Inc.**

COPY

JIMMY LAW

225 EAST 34TH STREET
APT 100
NEW YORK, NY
USA 10016

NO

COPY

6. 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

XTREME MOBILITY INC.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
ADMERIS PAYMENT SYSTEMS INC.	002119770	2012	02	23
XTREME MOBILITY INC.	002040252	2012	02	23

COPY

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 shares of one class designated as Common Shares, an unlimited number of shares of one class designated as Preference Shares and an unlimited number of shares of one class designated as Series A Preference Shares.

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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, rattachées à chaque catégorie d'actions et pouvoirs
des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See schedule C

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9. The issue, transfer or ownership of shares is/are 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 :

No share of the Corporation shall be transferred without the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors or by instruments in writing signed by all of the directors.

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

1. That the number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons, who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

2. That any invitation to the public to subscribe for securities of the Corporation is prohibited.

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.

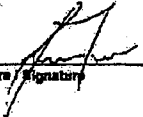
COPY

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 original 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.


ADMERIS PAYMENT SYSTEMS INC.

Names of Corporations / Dénomination sociale des sociétés
By / Par

<p>Signature / Signature</p> 	<p>Print name of signatory / Nom du signataire en lettres moullées</p> <p>SIMON LAU</p>	<p>Description of Office / Fonction</p> <p>President</p>
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XTREME MOBILITY INC.

Names of Corporations / Dénomination sociale des sociétés
By / Par

<p>Signature / Signature</p> 	<p>Print name of signatory / Nom du signataire en lettres moullées</p> <p>SIMON LAU</p>	<p>Description of Office / Fonction</p> <p>President</p>
--	---	--

Names of Corporations / Dénomination sociale des sociétés
By / Par

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

<p>Signature / Signature</p>	<p>Print name of signatory / Nom du signataire en lettres moullées</p>	<p>Description of Office / Fonction</p>
------------------------------	--	---

Names of Corporations / Dénomination sociale des sociétés
By / Par

<p>Signature / Signature</p>	<p>Print name of signatory / Nom du signataire en lettres moullées</p>	<p>Description of Office / Fonction</p>
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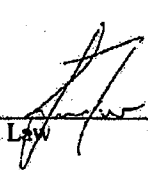
SCHEDULE A
AMALGAMATION OF XTREME MOBILITY INC. (Corporation # 2046252) AND
ADMERIS PAYMENT SYSTEMS INC. (Corporation # 2119770)

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT (Ontario)

I, Simon Law, of the City of Mississauga, in the Province of Ontario, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am a Director of Admeris Payment Systems Inc. (Corporation # 2119770) and as such have knowledge of its affairs.
3. There are reasonable grounds for believing that:
 - a. The amalgamating corporation is, and the amalgamated corporation will, be able to pay its liabilities as they become due; and
 - 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
4. There are reasonable grounds for believing that:
 - a. No creditor will be prejudiced by the amalgamation; or
 - b. Adequate notice has been given to all known creditors of the amalgamating corporations.

DATED this 23 day of February, 2012



Simon Law

COPY

SCHEDULE A
AMALGAMATION OF XTREME MOBILITY INC. (Corporation # 2040252) AND
ADMERIS PAYMENT SYSTEMS INC. (Corporation # 2119770)

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT (Ontario)

I, Simon Law, of the City of Mississauga, in the Province of Ontario, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am a Director of Xtreme Mobility Inc. (Corporation # 2040252) and as such have knowledge of its affairs.
3. There are reasonable grounds for believing that:
 - a. The amalgamating corporation is, and the amalgamated corporation will, be able to pay its liabilities as they become due; and
 - 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
4. There are reasonable grounds for believing that:
 - a. No creditor will be prejudiced by the amalgamation; or
 - b. Adequate notice has been given to all known creditors of the amalgamating corporations.

DATED this 2 day of February, 2012



Simon Law

COPY

SCHEDULE B
AMALGAMATION OF XTREME MOBILITY INC. (Corporation # 2040252) AND
ADMERIS PAYMENT SYSTEMS INC. (Corporation # 2119770)

RESOLUTION OF THE DIRECTORS

OF

ADMERIS PAYMENT SYSTEMS INC.
(herein called the "amalgamated corporation")

WHEREAS the Corporation wishes to amalgamate with Xtreme Mobility Inc. (herein called the "amalgamating holding corporation")

1. AMALGAMATION

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- a) the articles of amalgamation in the form attached hereto as Schedule "A" be and they are hereby approved and adopted;
- b) the shares of the amalgamated corporation shall be cancelled without any repayment of capital in respect thereof;
- c) the by-laws of the amalgamated corporation shall be the same as the by-laws of the amalgamating holding corporation;
- d) except as may be prescribed, the articles of amalgamation shall be the same as the articles of the amalgamating holding corporation;
- e) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- f) any officer or director of the Corporation is authorized to execute and deliver on behalf of the Corporation all such other documents and agreements and to do such other acts and things as may be necessary or desirable to give full effect to the foregoing.

This resolution may be executed and delivered in any number of counterparts, each of which when executed and delivered is an original but all of which taken together constitute one and the same instrument.

THE FOREGOING RESOLUTION is hereby consented to by all of the directors of the Corporation pursuant to section 177 of the *Business Corporations Act* (Ontario), as evidenced by their signatures hereto this 23 day of February, 2012.


Jimmy Law


Simon Law

COPY

SCHEDULE B
AMALGAMATION OF XTREME MOBILITY INC. (Corporation # 2040252) AND
ADMERIS PAYMENT SYSTEMS INC. (Corporation # 2119770)

RESOLUTION OF THE DIRECTORS

OF

XTREME MOBILITY INC.
(herein called the "amalgamating holding corporation")

WHEREAS the Corporation wishes to amalgamate with Admeris Payment Systems Inc. (herein called the "amalgamated corporation")

1. AMALGAMATION

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- a) the articles of amalgamation in the form attached hereto as Schedule "A" be and they are hereby approved and adopted;
- b) the shares of the amalgamated corporation shall be cancelled without any repayment of capital in respect thereof;
- c) the by-laws of the amalgamated corporation shall be the same as the by-laws of the amalgamating holding corporation;
- d) except as may be prescribed, the articles of amalgamation shall be the same as the articles of the amalgamating holding corporation;
- e) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- f) any officer or director of the Corporation is authorized to execute and deliver on behalf of the Corporation all such other documents and agreements and to do such other acts and things as may be necessary or desirable to give full effect to the foregoing.

This resolution may be executed and delivered in any number of counterparts, each of which when executed and delivered is an original but all of which taken together constitute one and the same instrument.

[signature page to follow]

COPY

THE FOREGOING RESOLUTION is hereby consented to by all of the directors of the Corporation pursuant to section 177 of the *Business Corporations Act* (Ontario), as evidenced by their signatures hereto this 23 day of February, 2012.


Jimmy Law


Simon Law


Michael Shwartsman

COPY

SCHEDULE C

**AMALGAMATION OF XTREME MOBILITY INC. (Corporation # 2040252) AND
ADMERIS PAYMENT SYSTEMS INC. (Corporation # 2119770)**

1. The Preference Shares may be issued in one or more series.
2. The directors are authorized to fix the number of shares in and to determine the designation, rights, privileges, restrictions and conditions attaching to the shares of each series.
3. The Preference Shares of each series shall, with respect to priority in payment of dividends and in return of capital in the event of the liquidation, dissolution or winding-up of the corporation is entitled to a preference over Common Shares of the Corporation and over any other shares ranking junior to the Preference Shares.
4. The holder of each Common Share has the right to one vote for such Common Share at all meetings of the shareholders other than meetings of the holders of another class and to receive the remaining property of the corporation upon dissolution.
5. The first series of Preference Shares shall consist of an unlimited number of shares and shall be designed as Series A Preference Shares (the "Series A Shares"). The rights, privileges, restrictions and conditions attaching to the Series A Shares are as follows:

(a) Definitions

In these share conditions, the following words and phrases shall have the following meaning:

- (i) "Common Shares" means the authorized and issued Common Shares of the Corporation;
- (ii) "Act" means the *Business Corporations Act* (Ontario).

(b) Voting Rights

The holders of the Series A Shares shall be entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to attend and shall, subject to the provisions of the articles or the Act, be deemed to hold the same voting rights as Common Shares and shall be entitled to vote with the holders of the Common Shares where the approval of a certain percentage of holders of shares of the Corporation may be required and to determine quorum at any meeting of shareholders pursuant to the by-laws of the Corporation.

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(c) Dividends

Subject to the Act, the holders of the Series A Shares shall, in each financial year of the Corporation in the discretion of the directors, be entitled to receive equally and *pari passu* with the holders of the Common Shares, any non-cumulative dividends declared by the directors on the Common Shares at a rate to be determined by the directors and payable in one or more instalments.

(d) Distribution Rights

In the event of a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Series A Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares, an amount equal to the amount paid for such Series A Shares.

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For Ministry Use Only
À l'usage exclusif du ministèreMinistry of
Government ServicesMinistère des
Services gouvernementauxOntario Corporation Number
Numéro de la société en Ontario

1867957

Ontario
CERTIFICATEThis is to certify that these articles
are effective on**CERTIFICAT**Ceci certifie que les présents statuts
entrent en vigueur le**MAY 01 MAI, 2012**
Director, Corporate
Affairs Act 1 Act des affaires et actions**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**Form 3
Business
Corporations
ActFormule 3
Loi sur les
sociétés par
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT):

A	D	M	E	R	I	S		P	A	Y	M	E	N	T		S	Y	S	T	E	M	S		I	N	C	.	

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT):

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion:

2012/02/29(Year, Month, Day)
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are:
Nombre d'administrateurs:minimum and maximum number of directors is/are:
nombres minimum et maximum d'administrateurs:Number
Nombreminimum and maximum
minimum et maximumor
ou 1 10

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante:

See Schedule A1 to A3.

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Schedule A 1

The authorized rights, privileges and restrictions and conditions of the Common Shares and Series A Preference Shares and Preference Shares shall be deleted in its entirety and amended as follows.

The authorized capital of the Corporation shall consist of:

An unlimited number of Common Shares; and

No greater than 8,495,500 of Series A Preference Shares.

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

Voting

The holder of each Common Share shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and shall be entitled to one vote for each such Common Share held by him at all shareholders' meetings.

Dividends

The holders of the Common Shares shall in each fiscal year in the discretion of the directors be entitled, out of the moneys of the Corporation properly applicable to the payment of dividends, to non-cumulative dividends in such amounts as may be determined by the directors from time to time in their absolute discretion.

Any dividend may be paid in one or more instalments at the discretion of the board of directors of the Corporation.

Liquidation, Dissolution & Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares shall be entitled to receive from the assets and property of the Corporation the amount paid up thereon, together with all dividends declared and unpaid thereon. After the distribution to holders of all other class or classes of shares, the holders of the Common Shares shall be entitled to further distribution of property or assets of the Corporation.

The rights, privileges, restrictions and conditions attaching to the Series A Preference Shares are as follows:

Voting

The holder of each Series A Preference Share shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to attend. Except as provided by law or by the other provisions of the Articles

COPY

Schedule A/2

of Incorporation, the holders of the Series A Preference Shares shall vote together with the holders of the Common Shares as a single class.

Dividends

The holders of the Series A Preference Shares shall in each fiscal year in the discretion of the directors be entitled, out of the moneys of the Corporation properly applicable to the payment of dividends, to non-cumulative dividends on a *pari passu* basis with the Common Shares in such amounts as may be determined by the directors from time to time in their absolute discretion.

Any dividend may be paid in one or more instalments at the discretion of the board of directors of the Corporation.

Liquidation, Dissolution & Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preference Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other class of shares, an amount equal to the amount paid for such Series A Preference Shares and any declared but unpaid dividend thereon. Other than set out herein, the Series A Preference Shares shall have no rights to further distribution in the event of the liquidation, dissolution or winding-up of the Corporation.

Rights of Conversion

Each share of Series A Preference Shares shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, on a share for share basis into the Common Shares of the Corporation.

In order for a holder of Series A Preference Shares to voluntarily convert shares of Series A Preference Shares into shares of Common Shares, such holder shall surrender the certificate or certificates for such shares of Series A Preference Shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the registered office of the Corporation, together with written notice that such holder elects to convert all or any number of the shares of the Series A Preference Shares represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Shares to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder

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Schedule A 3

or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the Corporation of such certificates (or lost certificate affidavit and agreement) and notice shall be the time of conversion (the "Conversion Time"), and the shares of Common Shares issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time, (i) issue and deliver to such holder of Series A Preference Shares, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Shares issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Series A Preference Shares represented by the surrendered certificate that were not converted into Common Shares, and (ii) pay all declared but unpaid dividends on the shares of Series A Preference Shares converted.

All shares of Series A Preference Shares which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Shares in exchange therefor and to receive payment of any dividends declared but unpaid thereon. Any shares of Series A Preference Shares so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for shareholder action) as may be necessary to reduce the authorized number of shares of Series A Preference Shares accordingly.

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6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2012/04/11

(Year, Month, Day)
(année, mois, jour)

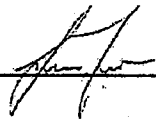
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

ADMERIS PAYMENT SYSTEMS INC.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par:

(Signature)
(Signature)



Director

(Description of Office)
(Fonction)