

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amalgamation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NEMATO INC.		02/28/2007	CORPORATION: ONTARIO
RECEIVING PARTY DATA			
Name:	NEMATO CORP.		
Street Address:	1605 McEwen Drive		
City:	Whitby		
State/Country:	ONTARIO		
Postal Code:	L1N 7L4		
Entity Type:	CORPORATION: ONTARIO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2828282	NATIONAL LINE	
CORRESPONDENCE DATA			
Fax Number:	(905)764-1139		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	905-764-2544		
Email:	mlublinski@bellnet.ca		
Correspondent Name:	MICHAEL LUBLINSKI		
Address Line 1:	548 York Hill Boulevard		
Address Line 4:	Thornhill, ONTARIO L4J 5K7		
NAME OF SUBMITTER:	Michael Lublinski		
Signature:	/lublinski/		
Date:	06/15/2007		

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Total Attachments: 15
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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

NEMATO 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
NEMATO INC.	1431664	2007/02/28
NEMATO CORP.	1646623	2007/02/28

- 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.

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 common shares, an unlimited number of preference shares and an unlimited number of special shares in the capital of the Corporation.

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 relative à chaque catégorie d'actions qui peut être émise en série:

The rights, privileges, restrictions and conditions attaching to the common shares the preference shares and the special shares are as follows:

1. Common Shares

The holders of the common shares shall be entitled:

- (a) to vote at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote;
- (b) to receive, subject to the rights of the holders of another class of shares, any dividend declared by the Corporation; and
- (c) to receive, subject to the rights of the holders of another class of shares, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

2. Preference Shares

(a) Definitions

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

- (i) "redemption amount" of each preference share means the sum of \$1.00;
- (ii) "redemption price" of each preference share means the redemption amount plus an amount equal to all dividends which have at the relevant time been declared or accrued thereon but which have not then been paid (if any); and
- (iii) "Act" means the *Business Corporations Act*.

(b) Voting Rights

Subject to the Act, the holders of the preference shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting, but shall be entitled to receive notice of and to attend, but not to vote at, any meeting of the 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.

(c) Dividends

Subject to the Act, the holders of the preference shares shall in each financial year of the Corporation in the discretion of the directors, but always in preference and priority to any payment of dividends on the common shares for such

8. continued

4A.

year, be entitled to non-cumulative dividends at the rate of 5% per share per annum, payable in one or more instalments. In any financial year, after providing for the full dividend on the preference shares, the directors may, in their discretion, declare dividends on the common shares in such amounts as they may determine. The holders of the preference shares shall not be entitled to any dividends other than as provided for herein.

(d) Redemption at Option of Corporation

(i) General - Subject to the Act, the Corporation may redeem the whole or any part of the issued preference shares on payment for each share to be redeemed of the redemption price.

(ii) Notice - Unless all the holders of the preference shares to be redeemed shall have waived notice of such redemption, the Corporation shall give not less than 30 days' notice in writing of such redemption by mailing to each person who at the date of mailing is a registered holder of the preference shares to be redeemed a notice in writing of the intention of the Corporation to redeem such preference shares. Such notice shall be mailed in a prepaid envelope addressed to each such shareholder at such shareholder's address as it appears on the books of the Corporation or, in the event of the address of any such shareholder, provided however, that accidental failure or omission to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the redemption price of the shares to be redeemed and the date on which redemption is to take place and, if part only of the preference shares held by the person to whom notice is given is to be redeemed, the number thereof so to be redeemed.

(iii) Redemption Procedure - On or after the date so specified for redemption in such notice, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the shares to be redeemed the redemption price of such shares on presentation and surrender, at the registered office of the Corporation or any other place designated in such notice, of the certificates representing the shares so called for redemption. Such payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being.

(iv) Partial Redemption - In case a part only of the preference shares is at any time to be redeemed, the shares so to be redeemed shall either be selected by lot in such manner as the board of directors in its sole discretion shall determine or, if the board of directors so determines, shall be redeemed pro rata, disregarding fractions, and the board of directors may provide for such adjustments as may be necessary to avoid the redemption of fractions of shares. If a part only of the preference shares represented by any certificates are redeemed, a new certificate for the balance shall be issued by the Corporation.

(v) Cessation of Rights - From and after the date specified for redemption in any such notice, the preference shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof, unless payment of the redemption price of the preference shares shall not be made upon presentation of the certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.

8. continued

4B.

(vi) Deposit of Redemption Price - The Corporation shall have the right, at any time after the mailing of notice of its intention to redeem any shares, to deposit the redemption price of the preference shares so called for redemption or of such of the said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with any such redemption, in a special account in any chartered bank or any trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the preference shares in respect of which such deposit shall have been made shall be redeemed and the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price of the preference shares so deposited, against presentation and surrender of the said certificates held by them respectively, and interest allowed on any such deposit shall belong to the Corporation.

(e) Redemption at Option of Holder

(i) General - Subject to the Act, a holder of any preference shares shall be entitled to require the Corporation to redeem the whole or any part of the preference shares registered in the name of such holder on the books of the Corporation.

(ii) Notice - A holder of such shares to be redeemed shall tender to the Corporation at its registered office a request in writing specifying (i) that such holder desires to have the whole or any part of the preference shares registered in the name of such holder redeemed by the Corporation and (ii) the business day, which shall be not less than 30 days after the day on which the request in writing is given to the Corporation, on which the holder desires to have the Corporation redeem such shares (the "redemption date"), together with the share certificates, if any, representing the preference shares which the registered holder desires to have the Corporation redeem.

(iii) Redemption Procedure - Upon receipt of such request and share certificates, the Corporation shall, on the redemption date, redeem such shares by paying to such registered holder an amount equal to the redemption price. Such payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being. If a part only of the preference shares represented by any certificates are redeemed, a new certificate for the balance shall be issued by the Corporation.

(iv) Cessation of Rights - The preference shares shall be redeemed on the redemption date and thereafter such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof, unless payment of the redemption price is not made on the redemption date, in which case the rights of the holders of such shares shall remain unaffected.

8. continued

4C.

(f) Distribution Rights

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the preference 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 redemption price of such shares and no more.

3. Special Shares

(a) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Special Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation amongst the holders of any other shares, one dollar (\$1.00) for each Special Share held and any dividends declared thereon and unpaid and no more.

(b) The holders of the Special Shares shall be entitled to receive dividends as and when declared by the directors provided that, for greater certainty, the directors may discriminate between its Special and other classes of shares on the basis of class at any time and from time to time with respect to the declaration and payment of dividends, and, except as otherwise expressly provided in the articles of the Corporation, may declare and cause the Corporation to pay dividends on any such class of shares in any year as they in their discretion may determine prior to the payment of any dividend on any other such class of shares.

(c) Subject to any limitation in the Act regarding the right of the Corporation to make any payment to redeem any of its Special Shares, the Corporation may upon giving notice or upon the waiver of such notice, as the case may be, as hereinafter provided, redeem at any time the whole or any part of any one or more of the then outstanding Special Shares, on payment for each share to be redeemed of one dollar (\$1.00), together with all dividends declared thereon and unpaid; not less than 30 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the class of shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the monies so deposited.

(d) The holders of the Special shares shall not as such be entitled to receive notice of or to attend any meeting of shareholders of the Corporation and shall not be entitled to any vote at any such meeting, unless specifically so provided in the Business Corporations Act (Ontario).

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 or shares in the capital of the Corporation shall be transferred without the consent of either (a) a majority 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 holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation.

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

(a) 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 fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.

(b) Any invitation to the public to subscribe for shares or 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.

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.

NEMATO INC.

Per: 

Richard K. Watson (Secretary)

NEMATO CORP.

Per: 

Richard K. Watson (Assistant Secretary)

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF
NEMATO CORP.

1. I, Richard K. Watson, am the Assistant Secretary of NEMATO CORP. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state 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 assets of the amalgamated corporation 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: February 28, 2007.



Richard K. Watson

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF
NEMATO INC.

1. I, Richard K. Watson, am the Secretary of NEMATO INC. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (d) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (e) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (f) no creditor will be prejudiced by the amalgamation.

DATED: February 28, 2007.



Richard K. Watson

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS
OF
NEMATO CORP.

Amalgamation with NEMATO INC.

WHEREAS the Corporation and NEMATO INC. are both wholly-owned subsidiaries of ALPHA METAL CONSULTANTS LTD. and it is desirable that the Corporation and NEMATO INC. amalgamate pursuant to subsection 177(2) of the *Business Corporations Act* (the "Act");

RESOLVED THAT:

the amalgamation of the Corporation and NEMATO INC. under the Act, pursuant to subsection 177(2) thereof, is approved;

1. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of the Corporation shall be added to the stated capital of NEMATO INC.;

2. the articles of amalgamation and by-laws of the amalgamated corporation shall be the same as the articles and by-laws of NEMATO INC.; and

3. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

* * * * *

- 2 -

CERTIFIED to be a true copy of a resolution of NEMATO CORP. consented to by the signature of the directors of the Corporation and dated February 28, 2007, as set forth in the minute book of the Corporation, which said resolution has not been amended and is now in full force and effect.

DATED at Toronto, this 28th day of February, 2007.



Richard K. Watson, Assistant Secretary

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF

NEMATO INC.

Amalgamation with NEMATO CORP.

WHEREAS NEMATO CORP. and the Corporation are both wholly-owned subsidiaries of ALPHA METAL CONSULTANTS LTD. and it is desirable that the Corporation and NEMATO CORP. amalgamate pursuant to subsection 177(2) of the *Business Corporations Act* (the "Act");

RESOLVED THAT:

1. the amalgamation of the Corporation and NEMATO CORP. under the Act, pursuant to subsection 177(2) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of NEMATO CORP., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of NEMATO CORP. shall be added to the stated capital of the Corporation;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation; and
4. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

- 2 -

CERTIFIED to be a true copy of a resolution of NEMATO INC. consented to by the signature of the directors of the Corporation and dated February 28, 2007, as set forth in the minute book of the Corporation, which said resolution has not been amended and is now in full force and effect.

DATED at Toronto, this 28th day of February, 2007.



Richard K. Watson, Assistant Secretary