



No. ET 8130

BUSINESS CORPORATIONS ACT

**CERTIFICATE OF REGISTRATION OF AN
AMALGAMATED EXTRA-TERRITORIAL CORPORATION**

LOI SUR LES SOCIÉTÉS PAR ACTIONS

**CERTIFICAT D'ENREGISTREMENT D'UNE SOCIÉTÉ
PAR ACTIONS EXTRATERRITORIALE FUSIONÉE**

I HEREBY CERTIFY THAT

JE CERTIFIE PAR LA PRÉSENTE QUE

IROC SYSTEMS CORP.

a body corporate incorporated
under the laws of

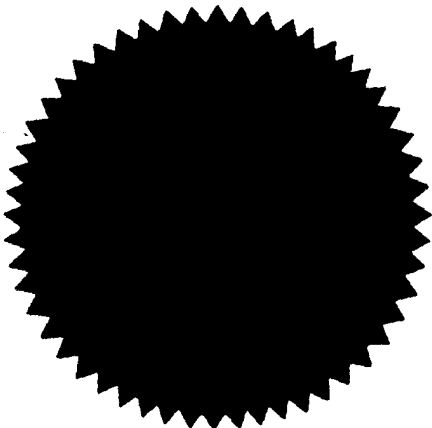
une personne morale constituée
en vertu des lois

CANADA

resulted from the amalgamation
of the corporations as set out in
the attached Statement of Amalgamation.

est issue de la fusion des sociétés
par actions induquées dans la déclaration
de fusion ci-jointe.

Date of Registration
Enregistrement fait le **2004-02-19**



A handwritten signature in black ink, appearing to read "M. M. M. M. M.", located below the date of registration.

DEPUTY / REGISTRAR OF CORPORATIONS
REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS PAR ACTIONS



No. ET 8131

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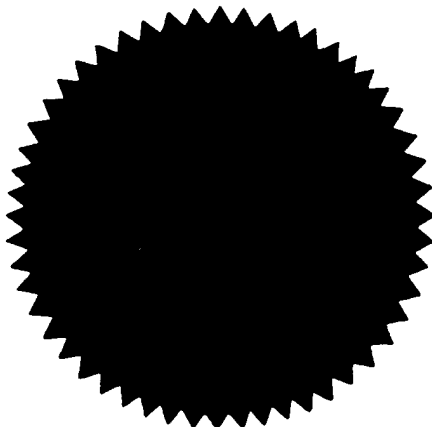
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Date of Registration
Enregistrement fait le 2004-02-19

DEPUTY / REGISTRAR OF CORPORATIONS
REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS PAR ACTIONS



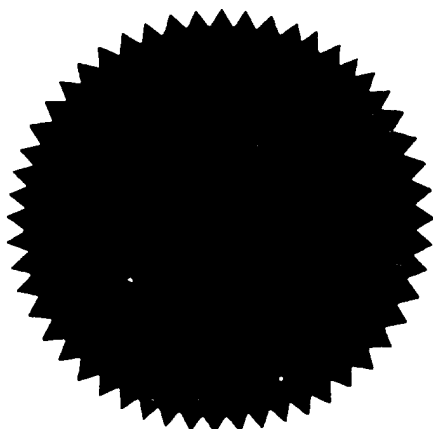
NUMBER: A-61205

CERTIFICATE OF REGISTRATION

COMPANY ACT

I Hereby Certify that Iroc Systems Corp., which is incorporated under the laws of Canada and was duly registered as an extraprovincial company under the laws of British Columbia on February 05, 2004 under certificate number A-61197, was amalgamated with **Sat-Tel Corporation**, a Canada corporation not registered in British Columbia, and that the amalgamated extraprovincial company is registered under the name **IROC SYSTEMS CORP.**

*Issued under my hand at Victoria, British Columbia,
on February 06, 2004*



JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

IROC SYSTEMS CORP.

415013-9

Name of corporation-Dénomination de la société

Corporation number-Numéro de la 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.

Director - Directeur

February 28, 2003 / le 28 février 2003

Date of Amalgamation - Date de fusion

Canada

ARTICLES OF AMALGAMATION

Industry Canada

Industrie Canada

FORM 9

FORMULE 9

Canada Business
Corporations ActLoi canadienne sur les
Sociétés par actionsARTICLES OF AMALGAMATION
(SECTION 185)CLAUSES DE RECONS
(ARTICLE 185)

1 - Name of amalgamated corporation

Nom de la société issue de la fusion

IROC SYSTEMS CORP.

2 - The place in Canada where the registered office is to be situated

Lieu au Canada où doit être situé le siège social

ALBERTA

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

SEE SCHEDULE "A" ATTACHED HERETO

4 - Restrictions, if any, on share transfers

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

SEE SCHEDULE "B" ATTACHED HERETO

5 - Number (or minimum and maximum number) of directors

Nombre (ou nombre minimal et maximal) d'administrateurs

MINIMUM: ONE (1)

MAXIMUM: ELEVEN (11)

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

SEE SCHEDULE "C" ATTACHED HERETO

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

SEE SCHEDULE "D" ATTACHED HERETO

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

8 - 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 - Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
IROC SYSTEMS CORP.	3840883 415096-1	<i>Thomas Alford</i> Thomas Alford	February 18, 2003	Director and Officer
SAT-TEL CORPORATION	415097-0	<i>Gordon Hillman</i> Gordon Hillman	February 18, 2003	Director

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE
SEULEMENT

Corporation No. - N° de la société 415013-9

FEB 28 2003 Filed - Déposé

SCHEDULE "A" TO THE ARTICLES OF AMALGAMATION OF
IROC SYSTEMS CORP.

The Corporation is authorized to issue an unlimited number of Common Shares to which shares shall be attached the right to:

- (a) Vote at any meeting of shareholders of the Corporation;
- (b) Receive any dividend declared by the Corporation; and
- (c) Receive the remaining property of the Corporation upon dissolution.

SCHEDULE "B" TO THE ARTICLES OF AMALGAMATION OF
IROC SYSTEMS CORP.

Restrictions, if any, on share transfers:

NO RESTRICTIONS

SCHEDULE "C" TO THE ARTICLES OF AMALGAMATION OF
IROC SYSTEMS CORP.

Restrictions, if any, on the business the Corporation may carry on:

NONE

SCHEDULE "D" TO THE ARTICLES OF AMALGAMATION OF
IROC SYSTEMS CORP.

Other provisions, if any:

- (a) The directors of the Corporation may, without authorization of the shareholders:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
 - (iii) subject to the *Canada Business Corporations Act*, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- (b) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
- (c) Meetings of the shareholders may be held at any place within Canada or the United States of America.



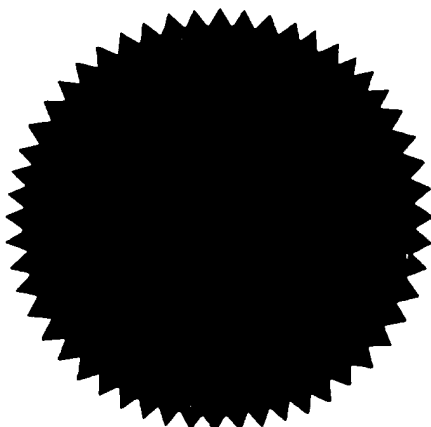
NUMBER: A-61197

CERTIFICATE OF REGISTRATION

COMPANY ACT

I Hereby Certify that Iroc Systems Corp., which is incorporated under the laws of Canada and was duly registered as an extraprovincial company under the laws of British Columbia on October 03, 2001 under certificate number A-55444, was amalgamated with **Cori Monitoring Services Inc.**, a Canada corporation not registered in British Columbia, and that the amalgamated extraprovincial company is registered under the name **IROC SYSTEMS CORP.**

*Issued under my hand at Victoria, British Columbia,
on February 05, 2004*



JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
REGISTRATION OF EXTRA-PROVINCIAL
AMALGAMATION**

IROC SYSTEMS CORP.

IS THE RESULT OF AN AMALGAMATION IN CANADA. THE AMALGAMATION
WAS REGISTERED IN ALBERTA ON 2003/06/05.

