

09-19-2001



SHEET

101848334

TRADEMARK

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

<p>1. Name of conveying party:</p> <p>Kord Products Limited 1190 Meyerside Drive Mississauga, Ontario L5T 1R7 Canada</p> <p><i>09/11/01</i></p> <p><input checked="" type="checkbox"/> A Canadian Corporation</p>	<p>2. Name and address of receiving party:</p> <p>CamVec Corporation 1190 Meyerside Drive Mississauga, Ontario L5T 1R7 Canada</p> <p><input checked="" type="checkbox"/> A Canadian Corporation</p>
<p>3. Nature of conveyance: Merger</p> <p>Execution Date: November 30, 1999</p>	<p>4. Trademark Registration Nos.: 1,221,750; 1,236,366; 1,707,632; 1,723,842; 1,789,439; 1,918,002; 1,919,800; 2,004,177; 2,018,906; 2,029,744; 2,029,745; 2,033,453; 2,033,454; 2,033,455; 2,035,015; 2,035,018; 2,036,598; 2,080,644; 2,100,716; 2,149,635; 2,169,870; 2,169,871; 2,171,549</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Kristen E. Mollnow, Esq. Nixon Peabody LLP Clinton Square Post Office Box 31051 Rochester, New York 14603</p>	<p>6. Total number of Registrations involved: 23</p>
<p>7. Total fee (37 CFR 3.41) \$590</p> <p><input checked="" type="checkbox"/> \$590 Check is enclosed.</p>	<p>8. Deposit Account Number: 50-1804</p> <p><input checked="" type="checkbox"/> Charge any additional fees to account.</p>
<p>09/18/2001 TDIAZ1 00000126 1221750 DO NOT USE THIS SPACE</p> <p>01 FC:481 40.00 OP 02 FC:482 550.00 OP</p>	

To the best of my knowledge and belief, the foregoing information is true and correct and the attached document is a true and correct copy of the original document.

Kristen E. Mollnow

Kristen E. Mollnow

9-11-01

Date

[Total number of pages including Cover Sheet and Merger documentation: 15]

Ontario Corporation Number
Numéro de la compagnie en Ontario

1388085



Ministry of
Ontario Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

NOVEMBER 30 NOVEMBRE, 1999

cut D. L...

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

Trans Code	Line No.	Stat.	Comp. Type	Metho Incorp.	Share
<input type="checkbox"/> A	<input type="checkbox"/> 0	<input type="checkbox"/> 0	<input type="checkbox"/> A-	<input type="checkbox"/> 3	<input type="checkbox"/> 3
18	20	28	29	30	31
Notice Req'd	Jurisdiction				
<input type="checkbox"/> S	<input type="checkbox"/> ONTARIO			<input type="checkbox"/> A	
32	33	47		57	

ARTICLES OF AMALGAMATION STATUTS DE FUSION

Form 4
Business
Corporations
Act

Formule 4
numéro 4
Loi
sur les
compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

C	A	M	V	E	C	C	O	R	P	O	R	A	T	I	O	N						

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

1190 MEYERSIDE DRIVE

(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)

MISSISSAUGA, ONTARIO

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

L 5 T 1 R 7

(Postal Code)
(Code Postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum of 3 Maximum of 20

4. The director(s) is/are:

Administrateur(s):

First name, initials and surname
Prénom, initiales et nom de famille

Address for service, giving Street & No. or R.R.
No., Municipality and Postal Code.
*Domicile élu, y compris la rue et le
numéro, le numéro de la R.R. ou le nom de la
municipalité et le code postal*

Resident
Canadian
State
Yes or No
*Résident
Canadien
Oui/Non*

See 1A

4. The director(s) are:

First Name, initials and surname	Residence address, giving Street & No. or R.R. No., Municipality and Postal Code	Resident Canadian
Willard Z. Estey	70 Rosehill Avenue, Apartment 307 Toronto, Ontario M4T 2W7	Yes
Albert Gnat	17082 Mountainview Road Caledon East, Ontario L0N 1E0	Yes
Alan D. Horn	161 St. Leonard's Avenue Toronto, Ontario M4N 1K9	Yes
Jeffery S. Lyons	2 Zaharias Court Willowdale, Ontario M2L 2H6	Yes
Wayne M.E. McLeod	2 Sagewood Drive Don Mills, Ontario M3B 1T4	Yes
Michael A. Meighen	4 Lamport Avenue Toronto, Ontario M4W 1S6	Yes
Ernest C. Mercier	77 Strathallan Boulevard Toronto, Ontario M5N 1S8	Yes
K. Rai Sahi	2265 Shawanaga Trail Mississauga, Ontario L5H 3X6	Yes
Benjamin Swirsky	350 Fairlawn Avenue Toronto, Ontario M5M 1T5	Yes
John H. Tory	3 Pine Forest Road Toronto, Ontario M4N 3E6	Yes
Arthur W. Walker	7 Grandview Crescent R.R. #2 Bradford, Ontario L3Z 2A5	Yes

EL873674787US

5. 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 compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

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. The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

CAMVEC CORPORATION

and are more particularly set out in these articles.

et sont énoncés textuellement aux présentes statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
CAMVEC CORPORATION	1001100	November 26, 1999
KORD PRODUCTS LIMITED	629885	November 29, 1999
1186320 ONTARIO INC.	1186320	November 29, 1999

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercises.

None

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

3

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 compagnie est autorisée à émettre:

An unlimited number of First Preference Shares, issuable in series and an unlimited number of 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, privileges, 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:

First Preference Shares, issuable in series

(i) the First Preference Shares may at any time and from time to time be issued in one or more series, to consist of such number of shares as may, before issuance of such series, be fixed by the directors by Articles of Amendment in accordance with the procedure set forth in the Act respecting the issuance of shares in series.

(ii) the directors of the Amalgamated Corporation may (subject to the limitations set forth herein and in the Act) fix by Articles of Amendment in accordance with the procedure set forth in the Act respecting the issuance of shares in series and, prior to the issuance of any shares of a particular series of First Preference Shares authorized to be issued, the designation, rights, privileges, restrictions and conditions to attach to the First Preference Shares of that particular series, including, without limiting the generality of the foregoing, the rate of preferential dividends and whether or not the same shall be cumulative, the dates of payment thereof, the rights, if any, to participate in further dividends and other distributions made by the Amalgamated Corporation, the redemption price and terms and conditions of redemption, including the rights, if any, of the holders of the First Preference Shares of such series to require the redemption thereof, the voting rights and conversion rights, if any, and any redemption fund, purchase fund or other provisions to be attached to the First Preference Shares of such series;

(iii) if any amount:

A. of cumulative dividends, whether or not declared, or declared non-cumulative dividends; or

B. payable on return of capital in the event of the liquidation, dissolution or winding-up of the Amalgamated Corporation or other distribution of assets of the Amalgamated Corporation among its shareholders for the purposes of winding-up its affairs;

in respect of shares of a series of First Preference Shares is not paid in full, the shares of such series shall participate rateably with the shares of all other series of the First Preference Shares in respect of:

C. all accumulated dividends, whether or not declared, and all declared non-cumulative dividends; or

D. all amounts payable on return of capital in the event of the liquidation, dissolution or winding-up of the Amalgamated Corporation or other distribution of assets of the Amalgamated Corporation among its shareholders for the purposes of winding-up its affairs;

as the case may be;

(iv) the First Preference Shares of any series may be given such preferences over, or rights to participate with, any other shares of the Amalgamated Corporation ranking junior to the First Preference Shares (including in respect of, but not in any way limited to, payment of dividends, repayment of capital and distribution of assets in the event of liquidation, dissolution or winding-up of the Amalgamated Corporation, or other distribution of assets of the Amalgamated Corporation among its shareholders for the purposes of winding-up its affairs, whether voluntary or involuntary) as may be fixed by the directors of the Amalgamated Corporation in the preferences, rights, conditions, restrictions, limitations and prohibitions attached to such series;

(v) no preferences, rights, conditions, restrictions, limitations or prohibitions attached to a series of First Preference Shares shall confer upon the shares of that or another series of the First Preference Shares a priority in respect of:

A. dividends; or

B. return of capital in the event of the liquidation, dissolution or winding-up of the Amalgamated Corporation or other distribution of assets of the Amalgamated Corporation among its shareholders for the purposes of winding-up its affairs;

over the shares of any other series of the First Preference Shares;

(vi) subject to the provisions of the Act and the provisions attached to any particular series of First Preference Shares, First Preference Shares of any series, if so provided in the rights, privileges, restrictions and conditions attached to such series, may be purchased for cancellation or made subject to redemption at the option of the Amalgamated Corporation or the holder thereof at such time and at such prices and upon such other terms and conditions as may be specified in the rights, privileges, restrictions and conditions attaching to the First Preference Shares of such series;

(vii) no holder of First Preference Shares shall be entitled, as such, to any pre-emptive right to subscribe for the purchase or to receive any part of any issue of shares, or of bonds, debentures or other securities of the Amalgamated Corporation, whether now or hereafter authorized or issued; provided, however, that, notwithstanding the foregoing, if so specified in the rights, privileges, restrictions and conditions attached to a particular series of First Preference Shares authorized to be issued, the holders of such series of First Preference Shares may be given a pre-emptive right to subscribe for the purchase of or to receive all or a part of any issue of shares or of bonds, debentures or other securities of the Amalgamated Corporation, whether now or hereafter authorized or issued, upon such terms and conditions as may be specified in such rights, privileges, restrictions and conditions; and

(viii) the holders of the First Preference Shares shall not, as such, have any right to vote separately as a class or series upon any proposal to amend the articles of the Amalgamated Corporation to:

A. increase any maximum number of authorized shares of any class of shares of the Amalgamated Corporation having rights or privileges ranking in priority to or equal with the First Preference Shares; or

B. effect an exchange, reclassification or cancellation of all or part of the First Preference Shares; or

C. create a new class of shares ranking in priority to or equal with the First Preference Shares;

provided that, notwithstanding the foregoing, if so specified in the provisions attached to a particular series of First Preference Shares authorized to be issued and subject to such limitations as may be specified therein, the Amalgamated Corporation shall be required to obtain the approval by special resolution or in such other manner as may be provided in such rights, privileges, restrictions or conditions, of the holders of such series of First Preference Shares to any proposal to amend the articles of the amalgamated Corporation in any of the aforesaid respects.

Common shares

(i) the holders of the common shares shall be entitled to receive any dividend declared by the board of directors on the common shares;

(ii) subject to the rights of the holders of the First Preference Shares, the holders of the common shares shall be entitled to receive the remaining property of the Amalgamated Corporation on dissolution; and

(iii) the holders of the common shares shall be entitled to receive notice of and to attend and shall be entitled to one vote at any meeting of the shareholders of the Amalgamated Corporation for each common share held, except meetings at which only holders of a specified class of shares other than common shares are entitled to vote separately as a class.

9. The issue, transfer or ownership of shares is/is no restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

None

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu.

The board of directors of the Amalgamated Corporation may from time to time without authorization of the shareholders:

- (a) borrow money upon the credit of the Amalgamated Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Amalgamated Corporation;
- (c) subject to section 20 of the Act, give a guarantee on behalf of the Amalgamated Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any real or personal, movable or immovable property of the Amalgamated Corporation, owned or subsequently acquired, to secure any obligation of the Amalgamated Corporation.

nothing in this paragraph limits or restricts the borrowing of money by the Amalgamated Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Amalgamated Corporation.

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

The foregoing powers conferred on the directors shall be deemed to include the powers conferred on a company by Division VII of the Special Corporate Powers Act, being Chapter P-16 of the Revised Statutes of Quebec, 1977, and every statutory provision that may be substituted therefor or for any provision therein.

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 compagnies 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".

TRADEMARK

REEL: 002368 FRAME: 0707

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 compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

CAMVEC CORPORATION

KORD PRODUCTS LIMITED

By: *Paul Walker*
CHAIRMAN AND CHIEF
EXECUTIVE OFFICER

By: *Paul Walker*
CHAIRMAN AND CHIEF
EXECUTIVE OFFICER

1186320 ONTARIO INC.

By: *Paul Walker*
PRESIDENT.

**Schedule "A" to Articles of Amalgamation of
CAMVEC CORPORATION
STATEMENT OF DIRECTOR OR OFFICER**

The undersigned, Chairman and Chief Executive Officer of each of CamVec Corporation and Kord Products Limited and President of 1186320 Ontario Inc. the amalgamating corporations referred to in the Articles of Amalgamation to which this schedule is attached as Schedule "A", hereby states that:

1. there are reasonable grounds for believing that each of CamVec Corporation, Kord Products Limited and 1186320 Ontario Inc. is, and the amalgamated corporation will be, able to pay its liabilities as they become due and 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;
2. there are reasonable grounds for believing that no creditor of CamVec Corporation, Kord Products Limited and 1186320 Ontario Inc. will be prejudiced by the amalgamation;
3. no creditors of CamVec Corporation, Kord Products Limited and 1186320 Ontario Inc. have notified the Corporation that they object to the amalgamation and therefore clause 178(2)(c) of the *Business Corporations Act* (Ontario) (the "Act") is not applicable; and
4. with respect to clause 178(2)(d) of the Act this clause is not applicable in light of the statement made in reference to clause 178(2)(c) of the Act.

DATED the 30TH day of November, 1999.



ARTHUR WALKER

**Schedule "B" to Articles of Amalgamation of
CAMVEC CORPORATION**

"Amalgamation

WHEREAS the Corporation has agreed to amalgamate with its wholly-owned subsidiaries, Kord Products Limited and 1186320 Ontario Inc. pursuant to Subsection (1) of Section 177 of the *Business Corporations Act* (Ontario) (the "Act");

IT IS RESOLVED THAT:

1. the amalgamation of the Corporation with Kord Products Limited and 1186320 Ontario Inc., pursuant to Subsection (1) of Section 177 thereof, is hereby approved;
2. effective upon issuance of a Certificate of Amalgamation pursuant to Section 178 of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares of the authorized capital of Kord Products Limited and 1186320 Ontario Inc., 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;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation;
5. the name of the amalgamated corporation shall be CamVec Corporation;
6. no securities shall be issued and no assets shall be distributed by the amalgamated Corporation in connection with the amalgamation;
7. the stated capital of each class of shares of the amalgamated corporation issued and outstanding immediately following the issuance of a Certificate of Amalgamation shall be equal to the stated capital of the corresponding class of shares of the Corporation issued and outstanding immediately prior to the issuance of the said certificate; and
8. the proper officers of the Corporation are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of **CamVec Corporation** passed by the signatures of all the directors of the Corporation who would be entitled to vote on the resolution at a meeting of the directors pursuant the *Business Corporations Act* (Ontario) on the 26th day of November, 1999, which resolution is in full force and effect unamended as at the date hereof.

DATED the 30th day of November, 1999.



ARTHUR WALKER
Chairman and Chief Executive Officer

**Schedule "B" to Articles of Amalgamation of
CAMVEC CORPORATION**

"Amalgamation

WHEREAS the Corporation is the wholly-owned subsidiary of CamVec Corporation and has agreed to amalgamate pursuant to Subsection (1) of Section 177 of the *Business Corporations Act* (Ontario) (the "Act");

IT IS RESOLVED THAT:

1. the amalgamation of the Corporation with CamVec Corporation and 1186320 Ontario Inc., pursuant to Subsection (1) of Section 177 of the Act, is hereby approved;
2. effective upon issuance of a Certificate of Amalgamation pursuant to Section 178 of the Act the shares in the capital of the Corporation, including all such shares of which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of CamVec Corporation;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of CamVec Corporation;
5. the name of the amalgamated corporation shall be CamVec Corporation;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. the proper officers of the Corporation are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of **Kord Products Limited** passed by the signatures of all the directors of the Corporation who would be entitled to vote on the resolution at a meeting of the directors pursuant the *Business Corporations Act* (Ontario) on the 29th day of November, 1999, which resolution is in full force and effect unamended as at the date hereof.

DATED the 30th day of November, 1999.



ARTHUR WALKER
Chairman and Chief Executive Officer

**Schedule "B" to Articles of Amalgamation of
CAMVEC CORPORATION**

"Amalgamation

WHEREAS the Corporation is a subsidiary of CamVec Corporation and has agreed to amalgamate pursuant to Subsection (1) of Section 177 of the *Business Corporations Act* (Ontario) (the "Act");

IT IS RESOLVED THAT:

1. the amalgamation of the Corporation with CamVec Corporation and Kord Products Limited, pursuant to Subsection (1) of Section 177 of the Act, is hereby approved;
2. effective upon issuance of a Certificate of Amalgamation pursuant to Section 178 of the Act the shares in the capital of the Corporation, including all such shares of which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of CamVec Corporation;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of CamVec Corporation;
5. the name of the amalgamated corporation shall be CamVec Corporation;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. the proper officers of the Corporation are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of **1186320 Ontario Inc.** passed by the signatures of all the directors of the Corporation who would be entitled to vote on the resolution at a meeting of the directors pursuant the *Business Corporations Act* (Ontario) on the 29th day of November, 1999, which resolution is in full force and effect unamended as at the date hereof.

DATED the 30th day of November, 1999.



ARTHUR WALKER - President

PROVINCE OF ONTARIO)
)
)
)
 TO WIT:)

I, **CHRISTOPHER JAMES GARRAH**, a Notary Public in and for the Province of Ontario, by royal authority duly appointed, residing in the City of Toronto, in the said Province of Ontario, **DO HEREBY CERTIFY** that the paper writing hereto annexed, is a true copy of a document produced and shown to me and purporting to be the Certificate and Articles of Amalgamation of **CAMVEC CORPORATION** pursuant to the *Business Corporations Act* (Ontario) dated November 30, 1999, the copy having been compared by me with the said original document.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my seal of office at the City of Toronto, the 6th day of December, 1999.

Christopher Garrah
A Notary Public in and for the
Province of Ontario

