

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**

Travelaire Canada Limited

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other \_\_\_\_\_

Citizenship (see guidelines) Ontario, Canada

Execution Date(s) December 1, 1993

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Firan Corporation

Internal

Address: \_\_\_\_\_

Street Address: 353 Iroquois Shore Road

City: Oakville

State: Ontario

Country: Canada Zip: L6H 1M3

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship Ontario, Canada
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

73 654 411

B. Trademark Registration No.(s)

1474885

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

TRAVELAIRE Design plus words

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Sander R. Gelsing

Internal Address: \_\_\_\_\_

Street Address: #600, 4911-51 street

City: Red Deer

State: Alberta, Canada Zip: T4N 6V4

Phone Number: (403) 343-3320

Fax Number: (403) 343-6069

Email Address: sgelsing@swwlawyers.com

**6. Total number of applications and registrations involved:**

1

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$**

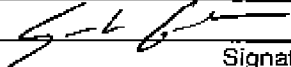
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers 1160  
Expiration Date 01/08

b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

**9. Signature:**



Signature

November 16, 2004  
Date

Sander R. Gelsing

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 19

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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01/17/2004 WED 11:03 AM GLENDALE IN1  
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Ministry of  
Consumer Services  
**CERTIFICATE**  
This is to certify that these  
Articles and By-laws are

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**CERTIFICAT**  
Il est certifié que ces articles  
statutaires et règlements

Ontario Corporation Number  
Numéro de la compagnie en Ontario

1047440

DECEMBER 01 DÉCEMBRE, 1993

*Grant D. L...*

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Trans Code A 18	LAN No 0 36	Stat 0 24	Comp Type A 28	Method Acctg J 16	Instr S 27
Name Reg o N 12	JURISDICTION ONTARIO			A 27	

ARTICLES OF AMALGAMATION  
STATUTS DE FUSION

Form 4  
Business  
Corporations  
Act,  
1982  
Formula  
numero 4  
Loi de 1982  
sur les  
compagnies

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

**F I R A N C O R P O R A T I O N**

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

**353 Iroquois Shore Road**

(Street & Number or P.R. Number & of Multi-Office Building Suite Room No.)  
Rue et numéro ou numéro de la R.R. de, de l'édif. à étages 401/2 à bureaux, numéro du bureau

**Oakville, Ontario**

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

**L 6 H 1 M 3**

(Postal Code)  
Code Postal

**Town of Oakville**

(Name of Municipality,  
Geographical Township)  
(Nom de la municipalité,  
du canton)

in the  
*dans (elle)*

**Regional Municipality of Halton**

(County, District, Regional  
Municipality)  
Comté, district, municipalité  
régionale

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

**The minimum number of directors is five persons and the maximum number of directors is eleven persons.**

4. The director(s) is/are: *Administrateur(s)*

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

Residence address, giving Street & No. or R.R. No., Municipality and Postal Code  
*Adresse personnelle, 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 Page 1A.

DEC-20-2001 11:04 AM GLENDALE IN1  
FROM-Fasken Martineau DuMoulin LLP

FAX No. 3052442907  
+416-364-7812

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LA

First name, initials and surname	Residence address	Resident Canadian State Yes or No
D. Morgan Firestone	67 Caroline Street South Suite 19D Hamilton, Ontario L8P 3K6	Yes
Stephen N. Adams	52 Doncaster Place London, Ontario N6G 2A5	Yes
Edward A. Bayer	R.R. #1 Orangeville, Ontario L9W 2Y8	Yes
Curtis S. Bossi	299A Woburn Avenue Toronto, Ontario M5M 1L1	Yes
Nathan B. Epstein	37 George Street Providence, Rhode Island U.S.A. 02906	No
Alan K. Kemp-Gee	3725 Creery Avenue West Vancouver, B.C. V7V 2M4	Yes
Terence J. Mullan	1644 Louise Blvd. London, Ontario N6G 2R3	Yes
Craig A. Nalen	4419 Chalfont Place Bethesda, Maryland U.S.A. 20816	No

7/20/94/WED 11:54 AM GLENDALE ILL

FAX NO. 800/6713007

11:00

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FROM-Fasken Martineau DuMoulin LLP

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A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 175(4) of the Business Corporations Act on the date set out below

A) Les actionnaires de chaque compagnie fusionnée ont dûment adopté la convention de fusion conformément au paragraphe 175(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 176 of the Business Corporations Act on the date set out below

X

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 176 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

The articles of amalgamation in substance contain the provisions of the articles of ~~the amalgamating corporations~~

**Firan Corporation**

and are more particularly set out in these articles

et sont énoncés textuellement aux présents 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>
Firan Corporation	598250	November 18, 1993
Firan Acquisitions Inc.	776579	November 18, 1993
Travelaire Canada Limited	807727	November 18, 1993

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6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise *Limites, s'il y a lieu, imposees aux activites commerciales ou aux pouvoirs de la compagnie*

There are no restrictions whatsoever.

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*

The Amalgamated Corporation (hereinafter in these Articles referred to as the "Corporation") is authorized to issue one hundred and seventy thousand, six hundred (170,600) Preference Shares issuable in series, non-voting, non-cumulative, redeemable and retractable at twenty-five dollars (\$25.00) each and twenty million (20,000,000) shares without par value which shall be designated as "common shares".

01:00 AM GLENDALE INI

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3 Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to be issued in series:

*Droits, privilèges, restrictions et conditions s'y rattachent à chaque catégorie d'actions et pouvoirs de administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

The provisions attaching to the 170,600 preference shares as a class, issuable in series, are as follows:

The said 170,600 preference shares (hereinafter referred to as "Preference Shares") issuable in series shall, as a class, have attached thereto the following preferences, rights, conditions, restrictions, limitations and prohibitions:

(a) Issuable in Series

The Preference Shares may at any time and from time to time be issued in one (1) or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the Board of Directors of the Corporation;

(b) Establishment of Attributes of Series

The Board of Directors of the Corporation shall, by resolution duly passed before the issue of any Preference Shares of any series, fix the designation, preferences, rights, conditions, restrictions, limitations and prohibitions to be attached to the Preference Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate or amount of preferential dividends, the date or dates and place or places of payment thereof, the consideration and the terms and conditions of any purchase for the cancellation or redemption (at the option of the holder or the Corporation) thereof, conversion rights (if any), the terms and conditions of any share purchase plan or sinking fund and the restrictions (if any) respecting payment of dividends on any shares ranking junior to the Preference Shares. Before the issue of a series of shares authorized hereby, the directors of the Corporation shall send to the Ministry of Consumer and Commercial Relations Articles of Amendment in the prescribed form designating such series of shares;

(c) Priority

The Preference Shares of each series shall in all respects, including with respect to priority in payment of dividends and in the distribution of assets 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, be entitled to a preference over the common shares of the Corporation and over any other shares ranking junior to the Preference Shares and the Preference Shares of each series may also be given such other preferences over the common shares and any other shares ranking junior to the Preference Shares as may be determined with respect to the respective series authorized to be issued;

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EC-20-2001 15:24 FROM-Fasken Martineau DuMoulin LLP

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4A

(d) Parity

The Preference Shares of each series shall rank on a parity with the Preference Shares of every other series with respect to priority in payment of dividends and in the distribution of assets 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;

(e) Modification

Any amendment to the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Preference Shares or to create Preference Shares ranking in priority to or on a parity with the Preference Shares, in addition to the authorization by a Special Resolution, may be authorized by at least two-thirds (2/3rds) of the votes cast at a meeting of the holders of the Preference Shares duly called for that purpose;

(f) Voting Rights

Subject to the provisions of clause (e) hereof, the holders of the Preference Shares shall not as such be entitled to vote at any meetings of the shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for that purpose of authorizing the dissolution of the Corporation or sale of its undertaking or a substantial part thereof; at all meetings of common shareholders of the Corporation, each shareholder shall have the right to one (1) vote with respect to each such common share held.

14/FEB 11:00 AM GLENDALE IN1

FAX No. 9056442907

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15:25

FROM-Fasken Martineau DuMoulin LLP

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T-094 P.012/022 F-614

9 The issue (transfer or ownership of shares) is/are not restricted and the restrictions (if any) are as follows:

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

Not applicable.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu.

See Page 5A.

11. The statements required by subsection 177(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 177(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) constituent l'annexe "B".



15:25 FROM-Fasken Martineau DuMoulin LLP

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416-964-7613

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5A

There shall be the following special provisions governing the Corporation:

- (a) The Corporation may at any time and from time to time purchase any of its issued common shares;
- (b) When authorized by special by-law, the directors of the Corporation may:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, sell or pledge debt obligations of the Corporation; or
  - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immoveable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debts or liabilities of the Corporation;
- (c) The Corporation may use its corporate name in the following form and language:

**LA CORPORATION FIRAN**
- (d) The Corporation shall have the capacity, rights, powers and privileges of a natural person;
- (e) The Board of Directors of the Corporation shall consist of a minimum of five persons and a maximum of eleven persons;
- (f) Until changed by resolution of the Board of Directors of the Corporation, the number of directors of the Corporation to be elected annually at the annual meeting of the shareholders shall be eight persons;
- (g) The Board of Directors of the Corporation is authorized and empowered to determine by resolution of the Board the number of directors of the Corporation within the minimum and maximum number of directors provided in the Articles.

7:55B 11:10 AM GLENDALE ONT

FAX NO. 000772007

11:10 AM

15:25

FROM-Fasken Martineau DuMoulin LLP  
Ces documents ont été signés en double exemplaire

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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.
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**FIRAN CORPORATION**

Per: J.M. Firsirotu c/s  
Chairman of the Board

**FIRAN ACQUISITIONS INC.**

Per: J.M. Firsirotu c/s  
Director

**TRAVELAIRE CANADA LIMITED**

Per: J.M. Firsirotu c/s  
Director

20-2001 15:25

FROM-Fasken Martineau DuMoulin LLP

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T-094 P.015/022 F-614

Schedule 'A' - Page 1

IN THE MATTER OF THE ONTARIO BUSINESS CORPORATIONS ACT, AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF FIRAN CORPORATION, FIRAN ACQUISITIONS INC. AND TRAVELAIRE CANADA LIMITED

I, D. Morgan Firestone, of the City of Hamilton, in the Regional Municipality of Hamilton-Wentworth, in the Province of Ontario, Executive, hereby make the following statements in support of the above-mentioned amalgamation pursuant to the provisions of Subsection 178(2) of the *Ontario Business Corporations Act* (hereinafter called the "Act"):

1. I am the Chairman of the Board, President, and Chief Executive Officer of Firan Corporation (hereinafter called "Firan"), am sole director of Firan Acquisitions Inc. (hereinafter called "Acquisitions") and am the sole director of Travelaire Canada Limited (hereinafter called "Travelaire") and as such have personal knowledge of the following matters;
2. There are reasonable grounds for believing that each of Firan, Acquisitions and Travelaire is, and the Amalgamated Corporation resulting from the amalgamation of Firan, Acquisitions and Travelaire will be, able to pay their respective liabilities as they become due and that the realizable value of the said Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;

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Schedule "A" - Page 2

- 3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
- 4. No creditors have notified either Firan, Acquisitions or TraveLaire that they object to the amalgamation and, accordingly, clause (c) of Subsection 178(2) of the Act has no application; and
- 5. Since none of Firan, Acquisitions or TraveLaire has received any notices pursuant to clause (c) of Subsection 178(2) of the Act, clause (d) of Subsection 178(2) of the Act has no application in the present circumstances.

DATED at Oakville, Ontario the 16<sup>th</sup> day of November, 1993.

  
Witness

  
D. Morgan Firestone

DEC-20-2001 15:25

FROM-Paiken Martineau DuMoulin LLP

+416-964-7813

T-064 P.017/022 F-614

Schedule "B" - Page 1

**FIRAN CORPORATION**

Resolution of Directors  
Approving Amalgamation  
with Subsidiaries

**WHEREAS** it is desirable and in the best interests of the Corporation to approve the amalgamation of the Corporation with its wholly-owned subsidiary Firan Acquisitions Inc., and with the wholly-owned subsidiary of Firan Acquisitions Inc., Travelaire Canada Limited, as hereinafter provided;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The amalgamation of the Corporation with its wholly-owned subsidiary, Firan Acquisitions Inc., and with the wholly-owned subsidiary of Firan Acquisitions Inc., Travelaire Canada Limited, pursuant to Subsection 177(1) of the *Ontario Business Corporations Act* (hereinafter called the "Act") upon the terms and conditions set forth in a draft Amalgamation Agreement dated as of the commencement of business on the 1st day of December, 1993 (hereinafter called the "Agreement"), a copy of which draft Agreement has been presented to the directors of the Corporation, be and the same is hereby approved.
2. Any director or officer of the Corporation be and he is hereby authorized and directed to execute on behalf of the Corporation and to deliver an Amalgamation Agreement in the form of the said draft Agreement.
3. All of the issued and outstanding shares of Firan Acquisitions Inc. and of Travelaire Canada Limited shall be cancelled without any repayment of capital in respect thereof and all of the issued and outstanding common shares of the Corporation shall be converted share-for-share into issued common shares of the Amalgamated Corporation upon the Articles of Amalgamation hereinafter referred to becoming effective.
4. Except as may be prescribed by the Act and the Regulations thereunder, the Articles of the Amalgamated Corporation shall be the same as the Articles of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.

5:25 FROM-Fasken Martineau DuMoulin LLP +416-364-7813 T-054 P.018/022 F-514

Schedule "B" - Page 2

6. Any director or officer of the Corporation be and he is hereby authorized and directed to execute Articles of Amalgamation on behalf of the Corporation and to deliver the same to the Director under the Act and to execute all other documents and to do all things necessary or desirable in connection with the amalgamation of the Corporation, Firan Acquisitions Inc. and Traveleaire Canada Limited.

CERTIFICATE

I, Murray L. Hannan, of the Town of Oakville, in the Regional Municipality of Halton, hereby certify that I am Secretary-Treasurer of Firan Corporation, that the foregoing is a full, true and complete copy of a resolution duly enacted by the Board of Directors of the said Corporation in the manner required by law and that the said resolution is in full force and effect on this date unamended.

DATED at Oakville, Ontario the 18th day of November, 1993.

  
Murray L. Hannan

7-2001 15:25 FROM-Fasken Martineau DuMoulin LLP

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T-094 P 018/022 F-514

Schedule "B" - Page 3

**FIRAN ACQUISITIONS INC.**

Resolution of Sole Director  
Approving Amalgamation  
with Firan Corporation  
and Travelaire Canada Limited

WHEREAS it is desirable and in the best interests of the Corporation to approve the amalgamation of the Corporation with its sole shareholder, Firan Corporation and with its wholly-owned subsidiary, Travelaire Canada Limited, as hereinafter provided;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The amalgamation of the Corporation with its sole shareholder, Firan Corporation and with its wholly-owned subsidiary, Travelaire Canada Limited, pursuant to Subsection 177(1) of the *Ontario Business Corporations Act*, (hereinafter called the "Act") upon the terms and conditions set forth in the draft Amalgamation Agreement dated as of the commencement of business on the 1st day of December, 1993, (hereinafter called the "Agreement") a copy of which draft Agreement has been presented to sole director of the Corporation, be and the same is hereby approved.
2. Any director or officer of the Corporation be and he is hereby authorized and directed to execute on behalf of the Corporation and to deliver an Amalgamation Agreement in the form of the said draft Agreement.
3. All of the issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof upon the Articles of Amalgamation hereinafter referred to becoming effective.
4. Except as may be provided by the Act and the Regulations thereunder, the Articles of the Amalgamated Corporation shall be the same as the Articles of Firan Corporation.
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
6. Any director or officer of the Corporation be and he is hereby authorized and directed to execute Articles of Amalgamation on behalf of the Corporation and to deliver the same to the Director under the Act and to

DEC-20-2001 15:25

FROM-Fasken Martineau DuMoulin LLP

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Schedule "B" - Page 4

execute all other documents and to do all things necessary or desirable in connection with the amalgamation of the Corporation and Firan Corporation and Traveleaire Canada Limited.

CERTIFICATE

I, Murray L. Hannan, of the Town of Oakville, in the Regional Municipality of Halton, hereby certify that I am Secretary-Treasurer of Firan Acquisitions Inc., that the foregoing is a full, true and complete copy of a resolution duly enacted by the sole director of the said Corporation in the manner required by law and that the said resolution is in full force and effect on this date unamended.

DATED at Oakville, Ontario the *18th* day of November, 1993.

 c/s  
Murray L. Hannan



DEC-20-2001 15:26

FROM-Fasken Martineau DuMoulin LLP

+418-354-7813

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Schedule "B" - Page 5

TRAVELAIRE CANADA LIMITED

Resolution of Sole Director  
Approving Amalgamation  
with Firan Corporation  
and Firan Acquisitions Inc.

WHEREAS it is desirable and in the best interests of the Corporation to approve the amalgamation of the Corporation with its sole shareholder, Firan Acquisitions Inc. and with the sole shareholder of Firan Acquisitions Inc., Firan Corporation, as hereinafter provided;

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation with its sole shareholder, Firan Acquisitions Inc. and with the sole shareholder of Firan Acquisitions Inc., Firan Corporation, pursuant to Subsection 177(1) of the *Ontario Business Corporations Act* (hereinafter called the "Act") upon the terms and conditions set forth in the draft Amalgamation Agreement dated as of the commencement of business on the 1st day of December, 1993 (hereinafter called the "Agreement"), a copy of which draft Agreement has been presented to the sole director of the Corporation, be and the same is hereby approved.
2. Any director or officer of the Corporation be and he is hereby authorized and directed to execute on behalf of the Corporation and to deliver an Amalgamation Agreement in the form of the said draft Agreement.
3. All of the issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof upon the Articles of Amalgamation hereinafter referred to becoming effective.
4. Except as may be prescribed by the Act and the Regulations thereunder, the Articles of the Amalgamated Corporation shall be the same as the Articles of Firan Corporation.
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
6. Any director or officer of the Corporation be and he is hereby authorized and directed to execute Articles of Amalgamation on behalf of the Corporation and to deliver the same to the Director under the Act and to

12.01 PM GLENDALE IN1  
26 FROM-Fasken Martineau DuMoulin LLP

FAX No. 9055442907  
+416-364-7813

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Schedule "B" - Page 6

execute all other documents and to do all things necessary or desirable in connection with the amalgamation of the Corporation, Firan Acquisitions Inc. and Firan Corporation.

CERTIFICATE

I, Murray L. Hannan, of the Town of Oakville, in the Regional Municipality of Halton, hereby certify that I am Secretary of Traveleaire Canada Limited, that the foregoing is a full, true and complete copy of a resolution duly enacted by the sole director of the said Corporation in the manner required by law and that the said resolution is in full force and effect on this date unamended.

DATED at Oakville, Ontario the *18th* day of November, 1993.

  
Murray L. Hannan c/s