

12-01-1998



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COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissic

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Maple Leaf Gardens, Limited

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Maple Leaf Sports & Entertainment Ltd.

Internal Address: _____

Street Address: 60 Carlton Street

City: Toronto State: Ontario ZIP: M5B 1L1
Canada

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State Ontario
- Other _____

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)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: MRD 11-20-98

- Assignment
- Security Agreement
- Other Certificate & Articles of Amalgamation
- Merger
- Change of Name

Execution Date: June 26, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

1,378,509
1,379,672

Additional numbers attached? Yes No

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

Name: Samantha Payne

Internal Address: NHL Enterprises, L.P.

Street Address: 1251 Ave. of the Americas

City: New York State: NY ZIP: 10020-1198

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500205

65E

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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

Mary J. Sotis
Name of Person Signing

Mary J. Sotis
Signature

11/19/98
Date

Total number of pages including cover sheet, attachments, and document: 13

DESIGNATION OF DOMESTIC REPRESENTATION


Mark: TORONTO MAPLE LEAFS & Design
Registration Number: 1,378,509
Registrant: Maple Leaf Gardens, Limited

Mark: TORONTO MAPLE LEAFS
Registration Number: 1,379,672
Registrant: Maple Leaf Gardens, Limited

Mary J. Sotis, Esq., whose postal address is NHL Enterprises, L.P., 1251 Avenue of the Americas, New York, New York 10020-1198, is hereby designated applicant's representative upon whom notice of process in proceedings affecting the mark may be served.

MAPLE LEAF SPORTS & ENTERTAINMENT LTD.

November
Date: October 6th, 1998



By: RICHARD A. PEDDIE
Title: PRESIDENT + CHIEF EXECUTIVE
OFFICER

NOTARIAL CERTIFICATE OF TRUE COPY

CANADA
PROVINCE OF ONTARIO
TO WIT:

) TO ALL TO WHOM THESE PRESENTS
)
) MAY COME, BE SEEN OR KNOWN
)
)
)

I, David Judah Matlow

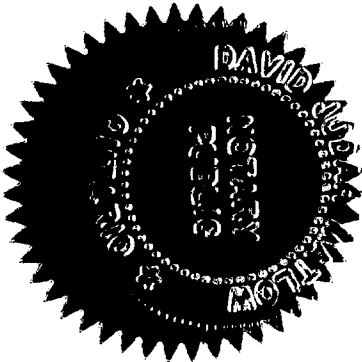
a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Toronto, in said Province,

DO CERTIFY AND ATTEST 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 MAPLE LEAF SPORTS & ENTERTAINMENT LTD., dated the 1st day of July, 1998, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Notarial Seal of Office at Toronto this 30th of July, 1998.



A Notary Public in and for the Province of Ontario





Ministry of
Consumer and
Ontario Commercial Relations

Ministère de
la Consommation
et du Commerce
CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

1303718

CERTIFICATE
This is to certify that these
articles are effective on

JULY 01 JUILLET, 1998

Paul D. Ellis

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

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

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

MAPLE LEAF SPORTS & ENTERTAINMENT
ENT LTD.

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés
par actions

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

60 CARLTON STREET

(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 a bureaux, numéro du bureau)

TORONTO, ONTARIO

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

M 5 B 1 L 1
(Postal Code)
(Code postal)

3. Number (or minimum and maximum number)
of directors is:

*Nombre (ou nombres minimal et maximal)
d'administrateurs:*

Min of 1; Max of 11

4. The director(s) is/are:

Administrateur(s):

First name, initials and surname

Residence address, giving street & No. or R.R. No. or
municipality and postal code.

Resident
Canadian
State

*Prénom, initiales et nom de
famille*

*Adresse personnelle, y compris la rue et le numéro, le numéro
de la R.R., le nom de la municipalité et le code postal.*

Yes or No
*Résident
canadien Oui/Non*

Brian P. Bellmore

345 St. Clair Avenue East, Toronto, ON M4G 1P3

Yes

Robert G. Bertram

6 Little Erika Way, Aurora, ON L4G 6L4

Yes

Steve A. Stavro

174 Teddington Park, Toronto, ON M4N 2C8

Yes

Lawrence Tanenbaum

6 Frybrook Road, Toronto, ON M4V 3Z8

Yes

The directors cont'd:

<u>Dean Metcalf</u>	178 Parkview Crescent Toronto, ON M4B 1R9	Yes
John MacIntyre	8 Wanless Crescent Toronto, ON. M4N 3B7	Yes

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.



Check A or B	Cocher A ou B
-----------------	------------------

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.

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 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. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numero de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Maple Leaf Sports & Entertainment Ltd.	1287225	June 26, 1998
Maple Leaf Gardens, Limited	1206930	June 26, 1998
1261425 Ontario Limited	1261425	June 26, 1998

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:

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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 authorized capital of the Corporation shall consist of an unlimited number of Class A Common Shares and an unlimited number of Class B 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 is to be issued in series:

Droits, privilèges, 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:

Class A Common Shares

(1) Voting

Each Class A Common Share shall entitle the holder thereof to the number of votes at all meetings of shareholders of the Corporation, other than meetings at which the holders of another specified class or series are entitled to vote separately as a class or series, which is equal to the quotient obtained when the greater of:

- (i) 70% of the total number of shares of the Corporation of all classes issued and outstanding; and
- (ii) the total number of Class A Common Shares issued and outstanding;

is divided by the number of issued and outstanding Class A Common Shares.

(2) Dividends

The holders of Class A Common Shares shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends such dividends as the board of directors may in its absolute discretion determine from time to time.

(3) Participation in Assets on Dissolution

In the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of its assets, the holders of the Class A Common Shares shall be entitled to share all remaining assets of the Corporation as the board of directors may in its absolute discretion determine.

(4) Conversion Privileges

Each issued and fully paid Class A Common Share may at any time, at the option of the holder thereof, be converted into one issued and fully paid Class B Common Share. Such conversion privilege may be exercised by notice in writing given to the Corporation accompanied by the certificate or certificates representing the Class A Common Shares in respect of which the holder thereof desires to exercise such conversion privilege. Such notice shall be signed by the person or persons registered on the books of the Corporation as the holder of the Class A Common Shares in respect of which such privilege is being exercised or by such holder's duly authorized attorney and shall specify the number of Class A Common Shares which the holder desires to have converted. The holder shall pay any governmental charge or other tax imposed in respect of such transaction. Upon receipt of such notice, the

Corporation shall issue a certificate or certificates representing fully paid Class B Common Shares on the above basis to the holder of the Class A Common Shares represented by the certificate or certificates accompanying such notice. If less than all the Class A Common Shares represented by any certificate are to be converted, the holder of the shares represented thereby shall be entitled to receive free of charge a new certificate for the shares represented thereby which are not to be converted. All shares resulting from any conversion of validly issued and fully paid Class A Common Shares into Class B Common Shares as aforesaid shall be deemed to be validly issued, fully paid and non-assessable and the Class A Common Shares so converted shall thereupon become the same in all respects as the Class B Common Shares and the number of Class A Common Shares and Class B Common Shares affected by the conversion shall be changed.

Class B Common Shares

(1) Voting Rights

Each Class B Common Share shall entitle the holder thereof to the number of votes at all meetings of shareholders of the Corporation, other than meetings at which the holders of another specified class or series are entitled to vote separately as a class or series, which is equal to the quotient obtained when the lesser of:

- (i) 30% of the total number of shares of the Corporation of all classes issued and outstanding; and
- (ii) the total number of Class B Common Shares issued and outstanding;

is divided by the number of issued and outstanding Class B Common Shares. Notwithstanding the foregoing, if no Class A Common Shares are issued and outstanding, then each Class B Common Share shall entitle the holder thereof to one vote for each Class B Common Share held.

(2) Dividends

The holders of Class B Common Shares shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends such dividends as the board of directors may in its absolute discretion determine from time to time.

(3) Participation in Assets on Dissolution

In the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of its assets, the holders of the Class B Common Shares shall be entitled to share all remaining assets of the Corporation as the board of directors may in its absolute discretion determine.

(4) Conversion Privileges

Each issued and fully paid Class B Common Share may at any time, at the option of the holder thereof, be converted into one issued and fully paid Class A Common Share. Such conversion privilege may be exercised by notice in writing given to the Corporation accompanied by the certificate or certificates representing the Class B Common Shares in respect of which the holder thereof desires to exercise such conversion privilege. Such notice shall be signed by the person or persons registered on the books of the Corporation as the holder of the Class B Common Shares in respect of which such privilege is being exercised or by such holder's duly authorized attorney and shall specify the number of Class B Common Shares which the holder desires to have converted. The holder shall pay any governmental charge or other tax imposed in respect of such transaction. Upon receipt of such notice, the Corporation shall issue a certificate or certificates representing fully paid Class A Common Shares on the above basis to the holder of the Class B Common Shares represented by the certificate or certificates accompanying such notice. If less than all the Class B Common Shares represented by any certificate are to be converted, the holder of the shares represented thereby shall be entitled to receive free of charge a new certificate for the shares represented thereby which are not to be converted. All shares resulting from any conversion of validly issued and fully paid Class B Common Shares into Class A Common Shares as aforesaid shall be deemed to be validly issued, fully paid and non-assessable and the Class B Common Shares so converted shall thereupon become the same in all respects as the Class A Common Shares and the number of Class B Common Shares and Class A Common Shares affected by the conversion shall be changed.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:*
- (a) the consent of the directors of the Corporation expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or
 - (b) the consent of the holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by resolution passed by such shareholders or by an instrument or instruments in writing by such shareholders, which consent may be given either prior or subsequent to the time of transfer of such shares.
10. Other provisions, (if any) are: *Autres dispositions, s'il y a lieu:*
- (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after 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.
 - (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
 - (c) That without in any way limiting any powers of the Corporation, the Corporation may, for the purpose of securing any bonds, debentures, or debenture-stock which it is by law entitled to issue, hypothecate, mortgage or pledge, and cede and transfer, any property, movable or immovable, present or future, which it may own in the Province of Quebec.
 - (d) The holders of any fractional shares issued by the Corporation shall be entitled to exercise voting rights and to receive dividends in respect of each such fractional share.
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 resolution (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.	<i>Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.</i>
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MAPLE LEAF SPORTS & ENTERTAINMENT LTD.

Per: 
Steve A. Stavro, Director

MAPLE LEAF GARDENS, LIMITED

Per: 
Steve A. Stavro, Director

1261425 ONTARIO LIMITED

Per: 
Steve A. Stavro, Director

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