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To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

MDC D & H Regal Inc.
(a Canadian corporation)

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

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



2. Name and address of receiving party(ies)

Name: MDC Communications Corporation

Internal Address:

Street Address: 45 Hazelton Avenue

City: Toronto State: Ontario ZIP: M5R 2E3
Canada

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Ontario, Canada
- 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:

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

Execution Date: January 1, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

(1521759)

Additional numbers attached? Yes No

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

Name: Sheldon Lazarovitz

Internal Address:

Street Address: 31 Westgate Blvd.

City: Toronto State: Ontario ZIP: M3H 1N8
Canada

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40⁰⁰

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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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.

Sheldon S. Lazarovitz
Name of Person Signing

Signature

June 15, 1999
Date

Total number of pages including cover sheet, attachments, and document: 5



For Ministry Use Only
Ministry of Consumer and Commercial Relations

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

JANUARY 01 JANVIER, 1999

Ontario Corporation Number
Numéro de la société en Ontario

1334127

W. D. [Signature]

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

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

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

M D C COMMUNICATIONS CORPORATION

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

45 Hazelton Avenue

(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)

Toronto, Ontario

M 5 R 2 E 3

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

(Postal Code)
(Code postal)

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

A minimum of three (3) and a maximum of twenty (20)

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., le nom de la municipalité et le code postal

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

See attached page 1A

4. The director(s) is/are:	Administrateur(s):	Resident Canadian State Yes or No Résident canadien Oui/Non
First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving Street & No. or R.R. No., municipality and postal code. <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal</i>	
Ronald D. Besse	18 Valleyanna Drive, Toronto, Ontario, M4N 1J8	Yes
Thomas D. Davidson	14822 Mississauga Road, Terra Cotta, Ontario, L0P 1N0	No
Lloyd S.D. Fogler	88 Arjay Crescent, Willowdale, Ontario, M2L 1C7	Yes
Guy P. French	105 Riverview Drive, Toronto, Ontario, M4N 3C6	Yes
Patricia O. Frost	125 East San Marino Drive, Miami Beach, Florida 33139	No
Peter M. Lewis	563 Briar Hill Avenue, Toronto, Ontario, M5N 1N1	Yes
Miles S. Nadal	261 Warren Road, Toronto, Ontario, M4V 2S7	Yes
Stephen M. Pustil	7 Chadwick Avenue, Toronto, Ontario, M5P 1Z7	Yes
Anthony M. Frank	10 Windward Road, Belvedere, California, United States 94920	No
Albert Gnat	199 Heath Street West, Toronto, Ontario, M4V 1V3	Yes
Francois Roy	2174 Serbrooke Street West, Apt. #7, Montreal, Quebec H3H 1G7	Yes
Graham W. Savage	113 Coldstream Avenue, Toronto, Ontario, M5N 1X7	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.

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.

Check A or B	Cocher A ou B
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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

MDC COMMUNICATIONS 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 sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
MDC COMMUNICATIONS CORPORATION	1161959	December 17, 1998
MDC D&H REGAL INC.	1274866	DECEMBER 22, 1998

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

See attached pages 4A to 4HH.

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LAZAROVITZ

IN THE UNITED STATES PATENT & TRADEMARK OFFICE

DESIGNATION OF DOMESTIC REPRESENTATIVE

The applicant, MDC Communications Corporation, a Canadian corporation, registered and maintaining its office at the level of the Intellectual Property Centre, and located at 40 Hazelton Avenue, Toronto, Ontario, Canada M5R 2E3, hereby designates Bruce A. Thomas, located at 4148 North 27th Avenue, Arlington, Virginia, U.S.A., 22207, as its domestic representative upon whom notices of process in proceedings affecting the following marks may be served, namely:

- 1. SCHOCDAYS TREASURES & DESIGN Reg. No. 1,321,759

MDC COMMUNICATIONS CORPORATION

By: 
Peter Lewis
Executive Vice President
& Chief Financial Officer

Dated this 13th day of June 1999, in the City of Toronto, Ontario, Canada