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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings >>> 11/15/99

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

1. Name of conveying party(ies):
L'ENVIRONNEMENT EAGLEBROOK QUEBEC LIMITEE

- Individual(s)
 - General Partnership
 - Corporation-State
 - Other an Ontario, Canada corporation
- Association
 - Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: March 29, 1999

2. Name and address of receiving party(ies)

Name: EAGLEBROOK, INC. OF CANADA/
EAGLEBROOK, INC. DU CANADA

Internal Address:

Street Address: 100 MacIntosh Boulevard
Concord, Ontario L4k 4P3
Canada

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other an Ontario, Canada corporation

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

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

ATTORNEY DOCKET NO.: 1183-79, 1183-77, 1183-80

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,246,702 2,043,975
1,582,091

Additional numbers attached? Yes No

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

LAFF, WHITESEL, CONTE & SARET, LTD.
ATTORNEYS AT LAW
401 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60611-4212

Direct Telephone Calls to: Michael B. Allen
at telephone No. (312) 661-2100. Fax (312) 661-0029

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first-class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231 on November 12, 1999

Date: 11/12/99 *Nancy K. Thompson*
TYPED NAME: Nancy K. Thompson

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Any deficiency
- Authorized to be charged to deposit account

8. Deposit account number: 12-0064

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

11/18/1999 INSUYEN 00000161 1246702

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01 FC:481 (40.00 OP)
02 FC:482 (50.00 OP)

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.

Michael B. Allen
Name of Person Signing

Michael B. Allen
Signature

11/12/99
Date

Total number of pages including cover sheet, attachments, and document: 21

1348146

APRIL 01 AVRIL, 1999

Sam D. Williams

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

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

Form 4
 Business
 Corporations
 Act

Formule
 numero 4
 Loi sur les
 compagnies

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

E	A	G	L	E	B	R	O	O	K	,	I	N	C	.	O	F	C	A	N	A	D	A	/		
E	A	G	L	E	B	R	O	O	K	,	I	N	C	.	D	U	C	A	N	A	D	A			

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

100 MacIntosh Boulevard

(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 édifice à bureaux, numéro du bureau)

Concord, Ontario

L	4	K	4	P	3
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(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:*

Minimum of 1 and maximum of 6

4. The director(s) is/are:

Administrateur(s):

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>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</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Alfred M. Tenny	67 Hakui Loop Lahaina, Hawaii. 96761-2213	Yes
Jerrald Tenny	1724 Terrace Road Homewood, Illinois. U.S.A. 60430	No

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

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>
L'Environnement Eaglebrook Quebec Ltee	1344199	March 29, 1999
Eaglebrook, Inc. of Canada	471203	March 29, 1999
Eaglebrook, Inc. du Canada Eaglebrook Canada Inc.	691172	March 29, 1999

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 compagnie.

3.

There are no restrictions on the business the Corporation may carry on nor on 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 compagnie est autorisée à émettre:

**An unlimited number of Class A shares; 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, 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 SHARES

- (1) Each Class A Share shall entitle the holder thereof to receive, in each financial year of the Corporation when, as and if declared by the board of directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend in an amount to be determined from time to time by the directors of the Corporation. The board of directors may declare and pay dividends on each of the Class A Shares and common shares independently of each other.
- (2) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holder of each Class A Share shall be entitled to receive, prior to any distribution of any part of the property or assets of the Corporation among the holders of any other shares, payment of the amount paid up thereon, together with any dividends declared thereon and unpaid and no more; provided, however, that if the aggregate amount available for distribution to the holders of Class A Shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class A Share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata. After payment to the holders of the Class A Shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
- (3) The Corporation may redeem the whole or any part of the issued Class A Shares on payment for each share to be redeemed of the amount paid up thereon together with all dividends declared thereon and unpaid. Unless all the holders of the Class A Shares to be redeemed have waived notice of such redemption, the Corporation shall give not less than 14 days' notice in writing of the redemption, specifying the date and place of redemption. If this notice is given or waived, and the amount paid up on the Class A Shares is paid to such holders, or is deposited with any chartered bank or trust company in Canada, as specified in the notice, on or before the date fixed for redemption, the holders of such shares shall from then on have no rights against the Corporation in respect of those shares except to receive payment therefor out of the monies so deposited.

In case a part only of the Class A Shares is at any time to be redeemed, the shares so to be redeemed shall either be selected by lot in such manner as the board of directors in its sole discretion shall determine or, if the board of directors so determines, shall be redeemed proportionately, disregarding fractions, and the board of directors may provide for such adjustments as may be necessary to avoid the redemption of fractions of shares.

- (4) The Corporation may, at any time and from to time, purchase for cancellation the whole or any part of the Class A Shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the amount paid up thereon, together with all dividends declared thereon and unpaid.
- (5) The holders of the Class A Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to 1 vote in respect of each Class A Share held at all meetings of the shareholders of the Corporation.

COMMON SHARES

- (6) Subject to the prior rights of the holders of any other class of shares ranking above the common shares, each common share entitles the holder thereof to receive, in each financial year of the Corporation when, as and if declared by the board of directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend in an amount to be determined from time to time by the directors of the Corporation.
- (7) Subject to the prior rights of the holders of any other class of shares ranking above the common shares, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the common shares shall be entitled to receive the remaining property of the Corporation.
- (8) The holders of the common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to 1 vote in respect of each common share held at all meetings of the shareholders of the Corporation.

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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without the previous consent of the board of directors of the Corporation, to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by all of the directors.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

- (a) The number of shareholders of the Corporation, exclusive of persons who are in its employ and exclusive of persons who, having been formerly in the employ of the Corporation were while in that employ, and have continued after the termination of that employ 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 any securities of the Corporation is prohibited;
- (c) 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 bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation whether secured or unsecured;
 - (iii) to the extent permitted by the Act, give directly or indirectly financial assistance to any persons by means of a loan, guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

The board of directors may from time to time delegate to a committee of the board of directors, a director or an officer of the Corporation or any other person designated by the board of directors all or any of the powers conferred on the board of directors or by the Act to such extent and in such manner as the board of directors may determine at the time of the delegation.

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".

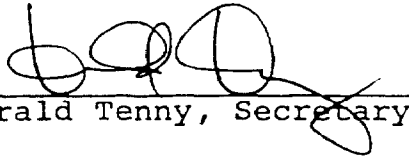
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Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

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

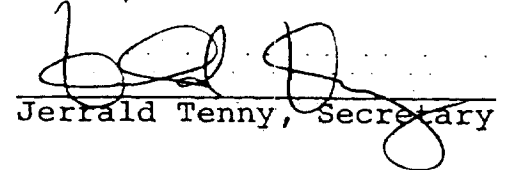
L'ENVIRONNEMENT EAGLEBROOK
L'TEE

Per:


Jerrald Tenny, Secretary

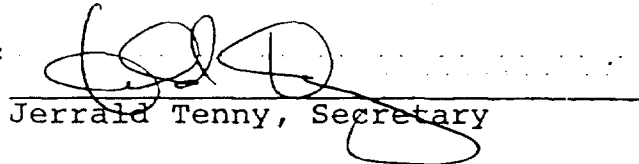
EAGLEBROOK, INC. OF CANADA
EAGLEBROOK, INC. DU CANADA

Per:


Jerrald Tenny, Secretary

EAGLEBROOK CANADA INC.

Per:

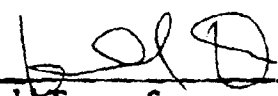

Jerrald Tenny, Secretary

SCHEDULE A

The undersigned, Jerrald Tenny, being the Secretary of Eaglebrook Canada Inc. hereby states that:

- 5. There are reasonable grounds for believing that:
 - (a) each of Eaglebrook, Inc. of Canada Eaglebrook, Inc. du Canada, L'Environnement Eaglebrook Quebec Ltcc and Eaglebrook Canada Inc. is and the corporation resulting from their amalgamation will be able to pay its liabilities as they become due;
 - (b) 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.
- 6. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
- 7. No creditor of either of the amalgamating corporations has notified such corporation that such creditor objects to the amalgamation.
- 8. Based on the statements made above, neither of the amalgamating corporations is obligated to give notice to any creditor.

DATED the 29th day of March, 1999.



 Jerrald Tenny, Secretary

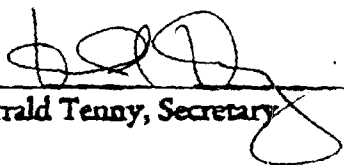
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SCHEDULE A

The undersigned, Jerrald Tenny, being the Secretary of Eaglebrook, Inc. of Canada Eaglebrook, Inc. du Canada hereby states that:

1. There are reasonable grounds for believing that:
 - (a) each of Eaglebrook, Inc. of Canada Eaglebrook, Inc. du Canada, L'Environnement Eaglebrook Quebec Ltee and Eaglebrook Canada Inc. is and the corporation resulting from their amalgamation will be able to pay its liabilities as they become due;
 - (b) 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 will be prejudiced by the amalgamation.
3. No creditor of either of the amalgamating corporations has notified such corporation that such creditor objects to the amalgamation.
4. Based on the statements made above, neither of the amalgamating corporations is obligated to give notice to any creditor.

DATED the 29th day of March, 1999.



 Jerrald Tenny, Secretary

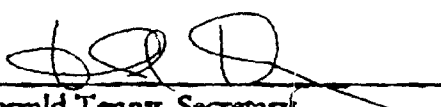
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SCHEDULE A

The undersigned, Jerrald Tenny, being the Secretary of L'Environnement Eaglebrook Quebec Ltee hereby states that:

- 9. There are reasonable grounds for believing that:
 - (a) each of Eaglebrook, Inc. of Canada Eaglebrook, Inc. du Canada, L'Environnement Eaglebrook Quebec Ltee and Eaglebrook Canada Inc. is and the corporation resulting from their amalgamation will be able to pay its liabilities as they become due;
 - (b) 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.
- 10. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
- 11. No creditor of either of the amalgamating corporations has notified such corporation that such creditor objects to the amalgamation.
- 12. Based on the statements made above, neither of the amalgamating corporations is obligated to give notice to any creditor.

DATED the 29th day of March, 1999.


 Jerrald Tenny, Secretary

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THIS AMALGAMATION AGREEMENT made as of the 29th day of March, 1999.

A M O N G:

EAGLEBROOK CANADA INC., a corporation continued under the laws of the Province of Ontario;

(hereinafter called "Canada")

OF THE FIRST PART

- and -

EAGLEBROOK, INC. OF CANADA EAGLEBROOK, INC. DU CANADA, a corporation incorporated under the laws of the Province of Ontario;

(hereinafter called "Inc.")

OF THE SECOND PART

- and -

L'ENVIRONNEMENT EAGLEBROOK QUEBEC LTEE, a corporation continued under the laws of the Province of Ontario

(herein after called "Quebec")

OF THE THIRD PART

WHEREAS Canada was continued under the laws of the Province of Ontario on May 14, 1991;

AND WHEREAS Inc. was incorporated under the laws of the Province of Ontario on February 24, 1981;

AND WHEREAS Quebec was continued under the laws of the Province of Ontario on March 11, 1999;

AND WHEREAS Canada is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares issuable in series of which 5,000 common shares and 2,000,000 Series 1 preferred shares are issued and outstanding at the date hereof;

AND WHEREAS Inc. is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares issuable in series shares of which 2 common shares are issued and outstanding at the date hereof;

AND WHEREAS Quebec is authorized to issue an unlimited number of common shares of which 100 common shares are issued and outstanding at the date hereof.

AND WHEREAS the parties have each made full disclosure to one another of all their respective assets and liabilities;

AND WHEREAS under the authority conferred by the Business Corporations Act, the parties hereto have agreed to amalgamate upon the terms and conditions hereafter set out and to continue as one corporation;

NOW THEREFORE THIS AGREEMENT WITNESSETH as follows:

1. In this Agreement:
 - (a) "Amalgamating Corporations" means Canada, Inc. and Quebec;
 - (b) "Corporation" means the corporation continuing from the amalgamation of the Amalgamating Corporations;
 - (c) "Amalgamation Agreement" or "Agreement" means this Amalgamation Agreement;
 - (d) "Act" means the Business Corporations Act; and
 - (e) "Effective Date" means the date endorsed on the articles of amalgamation giving effect to the amalgamation herein provided for.
2. The Amalgamating Corporations and each of them do hereby agree to amalgamate on April 1, 1999 under the provisions of the Act, and to continue as one corporation under the terms and conditions hereinafter set out.

3. The name of the Corporation shall be "Eaglebrook, Inc. of Canada/Eaglebrook, Inc. du Canada".
4. The address of the registered office of the Corporation shall be 100 MacIntosh Boulevard, Concord, Ontario, L4K 4P3.
5. There shall be no restrictions on the business the Corporation may carry on nor on the powers the Corporation may exercise.
6. The by-laws of Canada, where applicable, shall be the by-laws of the Corporation until repealed, amended or otherwise altered. Such by-laws may be inspected at the registered office of Canada.
7. The classes and maximum number of shares that the Corporation are authorized to issue are:

An unlimited number of Class A Shares; and
An unlimited number of common shares.
8. The rights, privileges, restrictions and conditions attaching to each class of shares of the Corporation are as follows:

CLASS A SHARES

- (1) Each Class A Share shall entitle the holder thereof to receive, in each financial year of the Corporation when, as and if declared by the board of directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend in an amount to be determined from time to time by the directors of the Corporation. The board of directors may declare and pay dividends on each of the Class A Shares and common shares independently of each other.
- (2) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holder of each Class A Share shall be entitled to receive, prior to any distribution of any part of the property or assets of the Corporation among the holders of any other shares, payment of the amount paid up thereon, together with any dividends declared thereon and unpaid and no more; provided, however, that if the aggregate amount available for distribution to the holders of Class A Shares is less than the amount otherwise

entitle the holder thereof to participate in the amount so available for distribution, pro rata. After payment to the holders of the Class A Shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

- (3) The Corporation may redeem the whole or any part of the issued Class A Shares on payment for each share to be redeemed of the amount paid up thereon together with all dividends declared thereon and unpaid. Unless all the holders of the Class A Shares to be redeemed have waived notice of such redemption, the Corporation shall give not less than 14 days' notice in writing of the redemption, specifying the date and place of redemption. If this notice is given or waived, and the amount paid up on the Class A Shares is paid to such holders, or is deposited with any chartered bank or trust company in Canada, as specified in the notice, on or before the date fixed for redemption, the holders of such shares shall from then on have no rights against the Corporation in respect of those shares except to receive payment therefor out of the monies so deposited.

In case a part only of the Class A Shares is at any time to be redeemed, the shares so to be redeemed shall either be selected by lot in such manner as the board of directors in its sole discretion shall determine or, if the board of directors so determines, shall be redeemed proportionately, disregarding fractions, and the board of directors may provide for such adjustments as may be necessary to avoid the redemption of fractions of shares.

- (4) The Corporation may, at any time and from to time, purchase for cancellation the whole or any part of the Class A Shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the amount paid up thereon, together with all dividends declared thereon and unpaid.
- (5) The holders of the Class A Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to 1 vote in respect of each Class A Share held at all meetings of the shareholders of the Corporation.

COMMON SHARES

- (6) Subject to the prior rights of the holders of any other class of shares ranking above the common shares, each common share entitles the holder thereof to receive, in each financial year of the Corporation when, as and if declared by the

board of directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend in an amount to be determined from time to time by the directors of the Corporation.

(7) Subject to the prior rights of the holders of any other class of shares ranking above the common shares, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the common shares shall be entitled to receive the remaining property of the Corporation.

(8) The holders of the common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to 1 vote in respect of each common share held at all meetings of the shareholders of the Corporation.

9. The right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without the previous consent of the board of directors of the Corporation, to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by all of the directors.

10. Subject to the provisions of the Act, the following provisions shall apply to the Corporation:

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employ and exclusive of persons who, having been formerly in the employ of the Corporation were while in that employ, and have continued after the termination of that employ 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 any securities of the Corporation is prohibited;

(c) 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 bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation whether secured or unsecured;
- (iii) to the extent permitted by the Act, give directly or indirectly financial assistance to any persons by means of a loan, guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and
- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

The board of directors may from time to time delegate to a committee of the board of directors, a director or an officer of the Corporation or any other person designated by the board of directors all or any of the powers conferred on the board of directors or by the Act to such extent and in such manner as the board of directors may determine at the time of the delegation.

11. The number of directors of the Corporation, until otherwise changed in accordance with the Act, shall be a minimum of 1 and a maximum of 6 , and the first directors of the Corporation shall be the following:

<u>Full Name</u>	<u>Address for Service</u>	<u>Resident Canadian</u>
Alfred M. Tenny	67 Hakui Loop, Lahaina, Hawaii. 96761-2213	Yes
Jerrald Tenny	1724 Terrace Road, Homewood Illinois, U.S.A 60430	No

The said first directors shall hold office until the first annual meeting of shareholders of the Corporation or until their successors are elected or appointed. The subsequent directors shall be elected in accordance with the provisions of the Act.

12. The issued and outstanding shares in the capital of the Amalgamating Corporations shall be respectively cancelled and/or converted on the Effective Date into issued and outstanding shares of the Corporation as follows:

- (a) The 5,000 issued and outstanding common shares of Canada shall be converted into 5,000 common shares of the Corporation on the basis of 1 common share of Canada for each common share of the Corporation;
- (b) The 2,000,000 Series 1 preferred shares of Canada shall be converted into 2,000,000 Class A shares of the Corporation on the basis of 1 Series 1 preferred share of Canada for each Class A share of the Corporation.
- (c) The 2 issued and outstanding common shares of Inc., all of which are at the date hereof and will at the Effective Date be held by or on behalf of Canada, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation;
- (d) The 100 issued and outstanding common shares of Quebec, all of which are at the date hereof and will at the Effective Date be held by or on behalf of Canada, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation.

13. After the Effective Date, the shareholders of the Amalgamating Corporations shall, when requested by the Corporation, surrender for cancellation the certificates representing the shares held by them in the Amalgamating Corporations and shall be entitled to receive certificates for shares of the Corporation as herein provided.

14. Upon the Effective Date:

- (a) The Amalgamating Corporations are amalgamated and continue as one corporation under the terms and conditions contained in this Amalgamation Agreement;
- (b) The Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;
- (c) A conviction against or ruling, order or judgment in favour of or against an Amalgamating Corporation may be enforced by or against the Corporation;

- (d) The articles of amalgamation are deemed to be the articles of incorporation of the Corporation and, except for the purposes of subsection 117(1) of the Act, the certificate of amalgamation is deemed to be the certificate of incorporation of the Corporation; and
- (e) The Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the Effective Date.

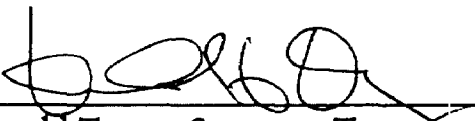
15. Notwithstanding approval of this Amalgamation Agreement by the shareholders of the Amalgamating Corporations, the directors of either of the Amalgamating Corporations may by resolution terminate this Agreement at any time prior to the Effective Date.

16. Upon the shareholders of the Amalgamating Corporations respectively adopting this Amalgamation Agreement in accordance with the requirements of the Act, Articles of Amalgamation in prescribed form shall be filed with the Ministry of Consumer and Commercial Relations for the purpose of bringing such amalgamation into effect.

IN WITNESS WHEREOF the parties hereto have duly executed this Amalgamation Agreement.

EAGLEBROOK CANADA INC.

Per:



Jerrald Tenny, Secretary-Treasurer

EAGLEBROOK, INC. OF CANADA
EAGLEBROOK, INC. DU CANADA


Per:



Jerrald Tenny, Secretary-Treasurer

L'ENVIRONNEMENT EAGLEBROOK
QUEBEC LTEE

Per:



Jerrald Tenny, Secretary-Treasurer

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