

12-17-1999



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

Asst. Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202

RE: Our File: TS671.1E

1. Name (and address) of
conveying party(ies)

3542866 Canada Inc.
4875 Des Grandes Prairies
Montreal, Quebec, H1R 1X4
Canada

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

2. Name and Address of
receiving party(ies)

Bagages Holiday (Canada) Inc./
Holiday Luggage (Canada) Inc.
(Canada Corporation)
4875 De Grandes Prairies
Montreal, Quebec, H1R 1X4, Canada

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Canadian
- Other

If assignee is not domiciled in the
United States, a domestic
representative designation is
attached: Yes No

3. Nature of conveyance:

- Assignment;
- Security Agreement;
- Other; -Correction to reel/frame
001906/0156 recorded 5/27/99
- Merger
- Change of Name

Execution Date: January 22, 1999

12-03-1999

U.S. Patent & TM Office/TM Mail Report DL #01

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

A. Trademark Application No. (s)

B. Trademark Reg. No. (s)

(12/17/1999 DNBUYEM 00000073 995129
01 FC:481 40.00 OP)

995,129

Additional numbers attached Yes No

**TRADEMARK
REEL: 002000 FRAME: 0332**

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

COLLEN LAW ASSOCIATES, P.C.
Scarborough Station - Box 306
Scarborough, New York 10510-0806

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40.00

- Enclosed
 Authorized to be charged to deposit account
 Already submitted

8. Deposit account number:

03-2465

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

DO NOT USE THIS SPACE

9. 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.

Jess M. Collen

Name of person signing

Signature

December 3, 1999

Date

Total number of pages comprising cover sheet, attachments and documents 20

NJM:tls

Enclosures: - Assignment Document
- Check for recording fee of \$40.00

NOTE: IF THERE IS ANY FEE DUE AT THIS TIME, PLEASE CHARGE IT TO OUR DEPOSIT ACCOUNT NO. 03-2465 AND ADVISE.

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE

TRADEMARK
REEL: 002000 FRAME: 0333

UNITED STATES POSTAL SERVICE AS EXPRESS MAIL, REGISTRATION NO.
EL013822305US IN AN ENVELOPE ADDRESSED TO: ASSISTANT COMMISSIONER FOR
TRADEMARKS, 2900 CRYSTAL DRIVE, ARLINGTON, VIRGINIA 22202,

COLLEN LAW ASSOCIATES, P.C., BOX 306, SCARBOROUGH STATION,
SCARBOROUGH, NEW YORK 10510-0806

By: *Victoria M. Graced*

Date: December 3, 1999

TRADEMARK
REEL: 002000 FRAME: 0334



ATTORNEY DOCKET NO.: TS671.18

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant : 3542866 Canada Inc.
Reg. No. : 995,129
Reg. Date : October 8, 1974
Mark : STRADELLINA

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202

APPOINTMENT OF DOMESTIC REPRESENTATIVE

COLLEN LAW ASSOCIATES, P.C., whose postal address is BOX 306, SCARBOROUGH STATION, SCARBOROUGH, NEW YORK 10510-0806, is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

3542866 Canada Inc.
(Applicant)

By:

Peter Petrillo
(Signature)

Peter Petrillo
(Full Name)

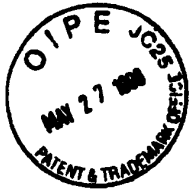
Title: Director

Dated: 4/28/99

COLLEN LAW ASSOCIATES, P.C.
BOX 306, SCARBOROUGH STATION,
SCARBOROUGH NEW YORK 10510-0806
TS67118.2



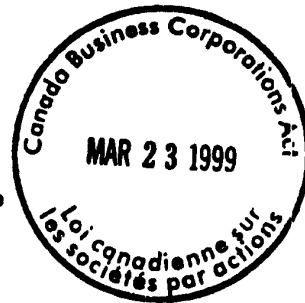
Industry Canada Industrie Canada
 Canada Business Corporations Act Loi canadienne sur les sociétés par actions



I HEREBY CERTIFY THAT THE ATTACHED IS A TRUE COPY OF THE DOCUMENT MAINTAINED IN THE RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE DOCUMENT CI-JOINT EST UNE COPIE EXACTE D'UN DOCUMENT CONTENU DANS LES LIVRES TENUS PAR LE DIRECTEUR.

Deputy Director - Directeur adjoint



Date

Canada

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 REEL: 002000 FRAME: 0336



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**



**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

**Holiday Luggage (Canada) Inc./
Bagages Holiday (Canada) Inc.**

357987-5

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

January 22, 1999/le 22 janvier 1999

Date of Amalgamation - Date de fusion

Canada

**TRADEMARK
REEL: 002000 FRAME: 0337**

**CANADA BUSINESS
CORPORATIONS ACT
FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)**



- 1 - **Number of amalgamated corporation**
Holiday Luggage (Canada) Inc. / Bagages Holiday (Canada) Inc.

- 2 - **The place in Canada where the registered office is to be situated**
Territory of Greater Montréal, province of Québec, Canada

- 3 - **The classes and any maximum number of shares that the Corporation is authorized to issue**
See Schedule "A" attached hereto.

- 4 - **Restrictions, if any, on share transfers**
See Schedule "B" attached hereto.

- 5 - **Number (or minimum and maximum number) of directors**
A minimum number of one (1) and a maximum number of nine (9).

- 6 - **Restrictions, if any, on business the Corporation may carry on**
None.

- 7 - **Other provisions, if any**
See Schedule "C" attached hereto.

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REEL: 002000 FRAME: 0338**

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

___ 183

X 184(1)

___ 184(2)

9 - Name of the amalgamating corporations

- (a) 3542866 Canada Inc.
- (b) Holiday Luggage (Canada) Inc. / Bagages Holiday (Canada) Inc.
- (c) Holiday Umbrella Inc. / Parapluie Holiday Inc.
- (d) Bertini Creations Inc. / Créations Bertini Inc
- (e) 3203565 Canada Inc.

Corporation No.

- (a) 354286-6
- (b) 258575-8
- (c) 298667-1
- (d) 150836-9
- (e) 320356-5

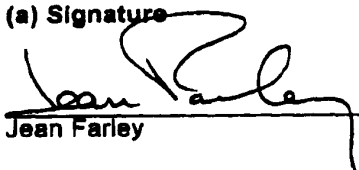
Date

January 15 1999

Title

Director

(a) Signature



Jean Farley

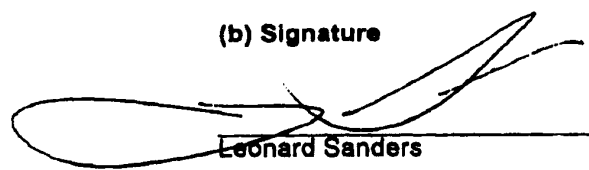
Date

January 15 1999

Title

Director

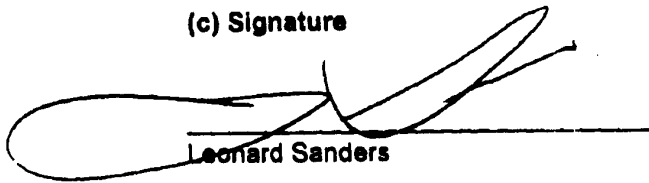
(b) Signature



Leonard Sanders

Date
January 15 1999

(c) Signature

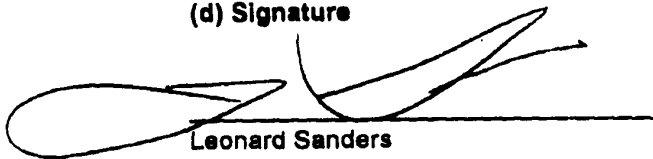


Leonard Sanders

Title
Director

Date
January 15 1999

(d) Signature

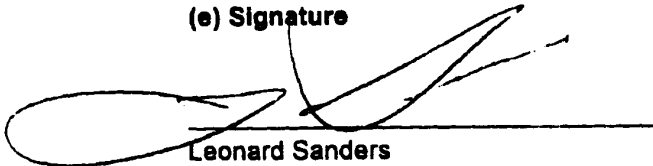


Leonard Sanders

Title
Director

Date
January 15 1999

(e) Signature



Leonard Sanders

Title
Director

FOR DEPARTMENTAL USE ONLY

Corporation No. 357 987-5

Filed

January 25, 1999

DESCRIPTION OF AUTHORIZED SHARE CAPITAL



3. The classes and any maximum number of shares that the Corporation is authorized to issue

An unlimited number of Class A shares;
an unlimited number of Class B shares; and
an unlimited number of Class C shares.

The Class A, Class B and Class C shares respectively confer and are subject to the following rights, privileges, conditions and restrictions:

1. CLASS A SHARES

1.1 Voting

Class A shares confer upon their holders the right to be convened to, to attend and to vote at all meetings of shareholders of the Corporation. At such meetings, the holders of Class A shares shall, for the purpose of electing directors and for any other purpose, be entitled to one (1) vote per share held.

1.2 Dividends

If, during a financial year of the Corporation, there remains any profits or surplus available for dividend distribution, the holders of Class A shares are entitled, jointly with the holders of Class B and Class C shares, to receive a dividend, payable in Canadian dollars, the terms and conditions of which may be determined by the directors at their discretion.

In the event of a declaration by the Board of Directors of the Corporation, of a dividend in favour of the holders of Class A, Class B or Class C shares issued and outstanding, each of the holders of Class A shares shall be entitled to receive a portion of the said dividend equal to the ratio of:

- a) the total number of Class A shares registered in the name of the holder in question, at the date determined by the directors, over

- b) the total number of Class A, Class B and Class C shares issued and outstanding at the said date.

1.3 Return of Capital

In the event of the liquidation or dissolution, voluntary or forced, of the Corporation, or a distribution of its assets to its shareholders for any reason whatsoever, the holders of Class A shares shall be entitled to receive a return of capital, the amount of which shall be equal to the paid-up capital of the Class A shares held by each of them, respectively, and any dividend declared on said shares and remaining unpaid.

For the purposes of the preceding paragraph, the holders of Class A shares rank equally with the holders of Class B and Class C shares. In the event of an insufficiency of funds to enable the Corporation to effect payment in full of the amounts abovementioned the holders of Class A shares shall be entitled to receive, up to the amount established by the preceding paragraph, a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the paid-up capital on all Class A shares issued and outstanding at the date of return of capital, over
- b) the paid-up capital on all Class A, Class B and Class C shares issued and outstanding at the said date.

1.4 Additional Participation

In the event of the liquidation or dissolution, voluntary or forced, of the Corporation, the holders of Class A shares are entitled, jointly with the holders of Class B and Class C shares, and under reserve of the rules established relative to the return of paid-up capital as stipulated in Article 1.3, to share in the balance of the properties and assets of the Corporation.

For this purpose, each of the holders of Class A shares shall be entitled to receive a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the total number of Class A shares registered in the name of the holder in question, at the date of the sharing, over

b) the total number of Class A, Class B and Class C shares issued and outstanding as at the said date.

1.5 Right of Redemption

The Corporation shall have no right of redemption of Class A shares issued and outstanding.

1.6 Right of Purchase (by mutual agreement)

Subject to the provisions of the *Canada Business Corporations Act*, the Corporation may purchase or otherwise acquire, by mutual agreement, all or part of the Class A shares issued and outstanding, at such time, in such manner and for such consideration as the Board of Directors and the holders of Class A shares mutually determine.

1.7 Right of Veto

In addition to any approvals required by the *Canada Business Corporations Act* and as long as there are Class A shares issued and outstanding, the Corporation may not, without the prior approval of the holders of Class A shares:

- a) create new classes of shares having priority over or ranking equally with the Class A shares;
- b) modify, either directly or indirectly, the rights, privileges, conditions and restrictions which are conferred upon the Class A shares, as set forth in the present Schedule;
- c) proceed with its own liquidation or dissolution or effect any reduction of its capital involving the distribution of its assets to the holders of other classes of shares of the Corporation.

The aforementioned approval of the holders of Class A shares shall be validly obtained if a resolution is passed by at least two-thirds (2/3) of the votes cast at a meeting of the holders of Class A shares specifically convened for such purpose, and to which each of the holders of Class A shares is entitled to one vote per share held.

2. **CLASS B SHARES**

2.1 **Voting**

Class B shares confer upon their holders the right to be convened to, to attend and to vote at all meetings of shareholders of the Corporation. At such meetings, the holders of Class B shares shall, for the purpose of electing directors and for any other purpose, be entitled to one (1) vote per share held.

The holders of not less than four percent (4%) of the issued Class B shares shall be entitled to requisition the directors to call a meeting of shareholders.

2.2 **Dividends**

If, during a financial year of the Corporation, there remains any profits or surplus available for dividend distribution, the holders of Class B shares are entitled, jointly with the holders of Class A and Class C shares, to receive a dividend, payable either in Canadian or US dollars, the terms and conditions of which may be determined by the directors at their discretion.

In the event of a declaration by the Board of Directors of the Corporation, of a dividend in favour of the holders of Class A, Class B or Class C shares issued and outstanding, each of the holders of Class B shares shall be entitled to receive a portion of the said dividend equal to the ratio of:

- a) the total number of Class B shares registered in the name of the holder in question, at the date determined by the directors, over
- b) the total number of Class A, Class B and Class C shares issued and outstanding at the said date.

2.3 **Return of Capital**

In the event of the liquidation or dissolution, voluntary or forced, of the Corporation, or a distribution of its assets to its shareholders for any reason whatsoever, the holders of Class B shares shall be entitled to receive a return of capital, the amount of which shall be equal to the paid-up capital of the Class B shares held by each of them, respectively, and any dividend declared on said shares and remaining unpaid.

For the purposes of the preceding paragraph, the holders of Class B shares rank equally with the holders of Class A and Class C shares. In the event of an insufficiency of funds to enable the Corporation to effect payment in full of the amounts abovementioned, the holders of Class B shares shall be entitled to receive, up to the amount established by the preceding paragraph, a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the paid-up capital on all Class B shares issued and outstanding at the date of return of capital, over
- b) the paid-up capital on all Class A, Class B and Class C shares issued and outstanding at the said date.

2.4 Additional Participation

In the event of the liquidation or dissolution, voluntary or forced, of the Corporation, the holders of Class B shares are entitled, jointly with the holders of Class A and Class C shares, and under reserve of the rules established relative to the return of paid-up capital as stipulated in Article 2.3, to share in the balance of the properties and assets of the Corporation.

For this purpose, each of the holders of Class B shares shall be entitled to receive a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the total number of Class B shares registered in the name of the holder in question, at the date of the sharing, over
- b) the total number of Class A, Class B and Class C shares issued and outstanding as at the said date.

2.5 Right of Redemption

The Corporation shall have no right of redemption of Class B shares issued and outstanding.

2.6 Right of Purchase (by mutual agreement)

Subject to the provisions of the *Canada Business Corporations Act*, the Corporation may purchase or otherwise acquire, by mutual agreement, all or part of the Class B shares issued and outstanding, at such time, in such manner and for such consideration as the Board of Directors and the holders of Class B shares mutually determine.

2.7 Right of Veto

In addition to any approvals required by the *Canada Business Corporations Act* and as long as there are Class B shares issued and outstanding, the Corporation may not, without the prior approval of the holders of Class B shares:

- a) create new classes of shares having priority over or ranking equally with the Class B shares;
- b) modify, either directly or indirectly, the rights, privileges, conditions and restrictions which are conferred upon the Class B shares, as set forth in the present Schedule;
- c) proceed with its own liquidation or dissolution or effect any reduction of its capital involving the distribution of its assets to the holders of other classes of shares of the Corporation.

The aforementioned approval of the holders of Class B shares shall be validly obtained if a resolution is passed by at least two-thirds (2/3) of the votes cast at a meeting of the holders of Class B shares specifically convened for such purpose, and to which each of the holders of Class B shares is entitled to one vote per share held

3. CLASS C SHARES

3.1 Voting

Subject to the provisions of the *Canada Business Corporations Act* and any other stipulation contrary to

the present Schedule, the holders of Class C shares do not, as such, have any right to vote, either for the purpose of electing directors or for any other purpose. Furthermore, they do not have the right to be convened to attend nor to attend the meetings of the shareholders of the Corporation.

3.2 Dividends

If, during a financial year of the Corporation, there remains any profits or surplus available for dividend distribution, the holders of Class C shares are entitled, jointly with the holders of Class A and Class B shares, to receive a dividend, payable either in Canadian or US dollars, the terms and conditions of which may be determined by the directors at their discretion.

If the event of a declaration by the Board of Directors of the Corporation, of a dividend in favour of the holders of Class A, Class B or Class C shares issued and outstanding, each of the holders of Class C shares shall be entitled to receive a portion of the said dividend equal to the ration of:

- a) the total number of Class C shares registered in the name of the holder in question, at the date determined by the directors, over
- b) the total number of Class A, Class B and Class C shares issued and outstanding at the said date.

3.3 Return of Capital

In the event of the liquidation or dissolution, voluntary or forced, of the Corporation, or a distribution of its assets to its shareholders for any reason whatsoever, the holders of Class C shares shall be entitled to receive a return of capital, the amount of which shall be equal to the paid-up capital of the Class C shares held by each of them, respectively, and any dividend declared on said shares and remaining unpaid.

For the purposes of the preceding paragraph, the holders of Class C shares rank equally with the holders of Class A and Class B shares. In the event of an insufficiency of funds to enable the Corporation to effect payment in full of the amounts above-mentioned, the holders of Class C shares shall be entitled to receive, up to the amount established by the preceding

paragraph, a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the paid-up capital on all Class C shares issued and outstanding at the date of return of capital. over
- b) the paid-up capital on all Class A, Class B and Class C shares issued and outstanding at the said date.

3.4 Additional Participation

In the event of the liquidation or dissolution, voluntary or forced, of the Corporation, the holders of Class C shares are entitled, jointly with the holders of Class A and Class B shares, and under reserve of the rules established relative to the return of paid-up capital as stipulated in Article 3.3, to share in the balance of the properties and assets of the Corporation.

For this purpose, each of the holders of Class C shares shall be entitled to receive a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the total number of Class C shares registered in the name of the holder in question, at the date of the sharing, over
- b) the total number of Class A, Class B and Class C shares issued and outstanding at the said date.

3.5 Right of Redemption

The Corporation shall have no right of redemption of Class C shares issued and outstanding.

3.6 Right to Purchase (by mutual agreement)

Subject to the provisions of the *Canada Business Corporations Act*, the Corporation may purchase or otherwise acquire, by mutual agreement, all or part of the Class C shares issued and outstanding, at such time, in such manner and for such consideration as the Board of Directors and the holders of Class C shares mutually determine.

3.7 Right of Veto

In addition to any approvals required by the *Canada Business Corporations Act* and as long as there are Class C shares issued and outstanding, the Corporation may not, without the prior approval of the holders of Class C shares:

- a) create new classes of shares having priority over or ranking equally with the Class C shares;
- b) modify, either directly or indirectly, the rights, privileges, conditions and restrictions which are conferred upon the Class C shares, as set forth in the present Schedule;
- c) proceed with its own liquidation or dissolution or effect any reduction of its capital involving the distribution of its assets to the holders of other classes of shares of the Corporation.

The aforementioned approval of the holders of Class C shares shall be validly obtained if a resolution is passed by at least two-thirds (2/3) of the votes cast at a meeting of the holders of Class C shares specifically convened for such purpose, and to which each of the holders of Class C shares is entitled to one vote per share held.

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SCHEDULE "B"

RESTRICTION ON SHARE TRANSFERS

Subject to the provisions of a unanimous shareholders' agreement, no share in the capital stock of the Corporation may be transferred without the prior written consent of the majority of the Board of Directors.



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SCHEDULE "C"

OTHER PROVISIONS

1.00 CORPORATION'S BORROWING POWERS

Without in any way limiting the Corporation's powers, the Board of Directors may without the consent of the shareholders:

- a) borrow money upon the credit of the Corporation;
- b) issue debentures or other securities of the Corporation, and pledge or sell the same for such sums and at such prices as may be deemed expedient; and
- c) hypothecate the immovable and movable or otherwise affect the movable property of the Corporation.

2.00 NUMBER OF SHAREHOLDERS

The number of shareholders of the Corporation is limited to fifty (50), exclusive of present or former employees of the Corporation or of a subsidiary.

3.00 INVITATION TO THE PUBLIC

Any invitation to the public for the subscription of any shares, debentures or other securities of the Corporation shall be prohibited.

4.00 QUORUM OF THE BOARD OF DIRECTORS

Unless otherwise decided by the shareholders at a special or annual general meeting, the presence of the minimum number of directors required by these presents shall constitute a quorum at any meeting of the Board of Directors of the Corporation.

5.00 VACANCY AMONG THE BOARD OF DIRECTORS

Subject to any provisions of a unanimous shareholders agreement to the contrary, any vacancy among the Board of Directors for any reason whatsoever except in case of an increase in the Board of Directors, may be filled by the Board of Directors if a quorum is maintained or, should a quorum not be maintained, by a special general meeting of the shareholders held for such purpose.

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RECORDED: 12/03/1999

**TRADEMARK
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