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04-10-2000
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FORM PTO-1596 (MODIFIED)
(REV. 6-93)
OMB NO. 0651-0011
P09/REV01

RECORDATION SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

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

Name of the conveying party(ies):

MDC Corporation
45 Hazelton Avenue
Toronto, Ontario, CANADA M5R 2E3

 Individual(s) (Association)
 General Partnership Limited Partnership
 Corporation: Canadian
 Other: _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name:
MDC Communications Corporation
45 Hazelton Avenue
Toronto, Ontario, CANADA M5R 2E3

3. Nature of conveyance:

 Assignment Merger
 Security Agreement Change of Name
 Other: _____
Execution Date: May 28, 1996

Individual(s) Citizenship:
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: Toronto, Ontario, Canada
 Other:
Additional name(s) & address(ies) attached? Yes No

4. Application number(s) or registration number(s): 1
A. Trademark Application No.(s)

75/420,944

Additional numbers attached? Yes No

B. Trademark Reg. No.(s)

Additional numbers attached? Yes No

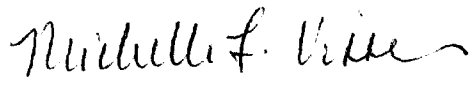
5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael D. Fishman
Internal Address: RADER, FISHMAN & GRAUER PLLC
Street Address: 1533 N. Woodward Avenue, Suite 140
City: Bloomfield Hills State: Michigan Zip: 48304

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
(duplicate copy attached)
8. Deposit account number: 18-0013

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.

Michelle L. Visser  2/29/00

04/10/2000 TTOM11 00000333 180013 75420944 Signature Date
01 FC:481 (40.00 CH) Total number of pages including cover sheet, attachments and document: 5 Atty. Docket No. 64520-0067

The articles of the Corporation are hereby amended as follows:

1. The Name of the Corporation shall be changed from MDC Corporation to: **"MDC Communications Corporation"**.

2. **Consolidation of Class A Subordinate Voting Shares as follows:**

- a) Consolidating the seventy-one million sixty-nine thousand and eighty-three (71,069,083) issued and outstanding Class A Subordinate Voting Shares in the capital of the Corporation as of the 17th day of May, 1996, on a 6 for 1 basis, into eleven million eight hundred and forty-four thousand eight hundred and forty-eight (11,844,848) Class A Subordinate Voting Shares. The aggregate stated capital with respect to such Class A Subordinate Voting Shares resulting from such consolidation shall be equal to the aggregate stated capital of the issued and outstanding Class A Subordinate Voting Shares so consolidated;
- b) Where the number of existing Class A Subordinate Voting Shares of the Corporation held by a shareholder is not evenly divisible by six, the number of new Class A Subordinate Voting Shares of the Corporation to be issued to such shareholder will be rounded up or down to the nearest whole number; and
- c) The Class A Subordinate Voting Shares of any shareholder holding less than three (3) Class A Subordinate Voting Shares shall be cancelled.

3. **Consolidation of Class B Shares as follows:**

- a) Consolidating the two million seven hundred and ten thousand five hundred and forty-five (2,710,545) issued and outstanding Class B Shares in the capital of the Corporation as of the 17th day of May, 1996, on a 6 for 1 basis, into four hundred and fifty-one thousand seven hundred and fifty-eight (451,758) Class B Shares, and the aggregate stated capital with respect to such Class B Shares resulting from such consolidation shall be equal to the aggregate stated capital of the issued and outstanding Class B Shares so consolidated;
- b) Where the number of existing Class B Shares of the corporation held by a shareholder is not evenly divisible by six, the number of new Class B Shares of the Corporation to be issued to such shareholder will be rounded up or down to the nearest whole number; and
- c) The Class B Shares of any shareholder holding less than three (3) Class B Shares shall be cancelled.

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément à l'article 168 et, s'il y a lieu, à l'article 170 de la Loi sur les compagnies.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (le cas échéant) de la compagnie ont approuvé la résolution autorisant la modification

27 May 1996

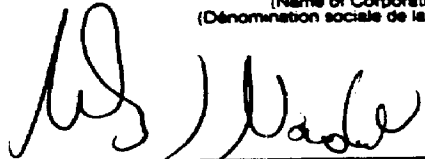
(Day, Month, Year)
(jour, mois, année)

These articles are signed in duplicate.

Les présents status sont signés en double exemplaire

MDC CORPORATION

(Name of Corporation)
(Dénomination sociale de la compagnie)



By/Par:

(Signature)
(Signature)

(Description of Office)
(Fonction)

(Miles S. Nadal - President)