

RECORDATION FORM
TRADEMARK

07-25-2000

DEPARTMENT OF COMMERCE
Patent and Trademark Office



101413378

Tab settings 6-27-00

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

1. Name of conveying party(ies): CFM MAJESTIC
The CFM Majestic Products
Company Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Corporation - Ontario - Canada
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: CFM Majestic Inc.
Internal Address: _____
Street Address: 475 Admiral Boulevard
Ontario, Canada
City: Mississauga State: _____ ZIP: L5T 2N1
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Corporation - Ontario - Canada
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 Merger
 Security Agreement Change of Name
 Other _____
Execution Date: _____

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

A. Trademark Application No.(s)

75/046,515

B. Trademark Registration No.(s)

1,953,570
2,024,227
2,091,543

Additional numbers attached? Yes No

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

Name: Thomas A. Kain, Esq.

Internal Address: Colucci & Umans

Street Address: 101 East 52nd Street

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

07/24/2000 MTHA11 00000181 75046515

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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.

Thomas A. Kain
Name of Person Signing

Thomas A. Kain
Signature

June 26, 2000
Date

Total number of pages including cover sheet, attachments, and document: 11

In re CFM MAJESTIC INC.

DESIGNATION OF DOMESTIC REPRESENTATIVE

COLUCCI & UMANS, whose postal address is 101 East 52nd Street, New York, New York 10022, is hereby designated as the representative of CFM MAJESTIC INC. upon whom notice or process in proceedings affecting Registration Nos. 1,953,570, 2,024,227, 2,091,543 and Serial No. 75/046,515 may be served.

Dated: *December 21*, 1999
Mississauga, Ontario, Canada

CFM MAJESTIC INC.

By  _____

Title Vice President or General Counsel

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.

Les administrateurs de chaque société qui fusionnent 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

(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 fusionnent 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

CFM MAJESTIC INC.

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>
CFM MAJESTIC INC.	1063437	16 / 09 / 97
THE CFM MAJESTIC PRODUCTS COMPANY INC.	683196 1201443	16 / 09 / 97

D. RESTRICTIONS, if any, on business the corporation may carry on or on powers the corporation may exercise. *Limites, s'il y a lieu, d'affaires que la société peut mener ou de ses pouvoirs de la société.*

None.

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 Corporation is authorized to issue 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 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:

(a) Dividends

The board of directors may declare and cause to be paid dividends to the holders of the common shares from any assets at the time properly applicable to the payment of dividends.

(b) Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs the holders of the common shares shall be entitled to receive the assets of the Corporation equally.

(c) Voting

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 one vote in respect of each common share held at such meetings.

9. The issue, transfer or ownership of shares 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 issue, transfer or ownership of shares is not restricted.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu.

In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders by authentic deed, in particular but without limitation, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, hypothecate, mortgage, pledge, cede or transfer any property, moveable or immoveable, present or future, which it may own in the Province of Quebec.

The Corporation may purchase any of its common shares.

11. The statements required by subsection 177(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 177 (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".

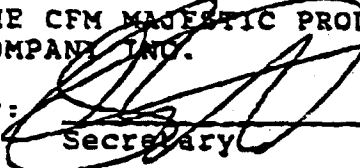
These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

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

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

CFM MAJESTIC INC.
By: 
Vice President

THE CFM MAJESTIC PRODUCTS COMPANY INC.
By: 
Secretary

SCHEDULE "A"

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT
AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF
CFM MAJESTIC INC. AND THE CFM MAJESTIC
PRODUCTS COMPANY INC.

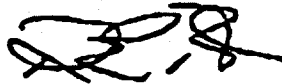
I, Richard E. Blum, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the Business Corporations Act (the "Act"):

1. I am the Vice President and Chief Financial Officer of each of CFM Majestic Inc. ("CFM") and The CFM Majestic Products Company Inc. ("CFM Majestic Products"), and as such have personal knowledge of the following matters;
2. There are reasonable grounds for believing that each of CFM and CFM Majestic Products is and the amalgamated corporation resulting from the amalgamation of CFM and CFM Majestic Products will be able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
4. No creditors have notified either of CFM or CFM Majestic Products that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and

2.

5. Since neither CFM nor CFM Majestic Products has received any notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED the 30th day of September, 1997.



Richard E. Blum

SCHEDULE "B"

CFM MAJESTIC INC.

RESOLUTION OF THE BOARD OF DIRECTORS

AMALGAMATION

BE IT RESOLVED THAT:

1. the amalgamation of the Corporation and its wholly-owned subsidiary, The CFM Majestic Products Company Inc., pursuant to Section 177 of the Business Corporations Act upon the terms and conditions set out in a draft amalgamation agreement dated as of the 1st day of October, 1997, a copy of which draft amalgamation agreement has been presented to the directors, is hereby approved;
2. any director or officer of the Corporation is hereby authorized and directed to execute on behalf of the Corporation and to deliver an amalgamation agreement in the form of the said draft amalgamation agreement;
3. all the shares of The CFM Majestic Products Company Inc. shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective;
4. the articles of amalgamation shall be the same as the articles of the Corporation;
5. the by-laws of the amalgamated corporation shall be the same as the bylaws of the Corporation;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. any director or officer of the Corporation is hereby authorized and directed to execute articles of amalgamation on behalf of the Corporation and deliver same to the Director under the Business Corporations Act and to execute all other documents and to do all things necessary or advisable in connection with the amalgamation of the Corporation and The CFM Majestic Products Company Inc.

DATED September 16, 1997.