MRP 10/24/00

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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

11-17-2000

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U.S. Department of Commerce
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RECORDATION FORM COVER SHEET
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Conveyance Type

- [ ] Assignment
- [ ] License
- [ ] Security Agreement
- [ ] Nunc Pro Tunc Assignment
- [ ] Merger
- [ ] Change of Name
- [X] Other AMALGAMATION

Effective Date Month Day Year: 09 26 2000

Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date Month Day Year: 09 26 2000

Name: QPR INC.

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other

[X] Citizenship/State of Incorporation/Organization: CANADA

Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: QPR CORP.

DBA/AKA/TA:

Composed of:

Address (line 1): 380 HARDY ROAD

Address (line 2): P.O. BOX 1390

Address (line 3): BRANTFORD (City) ONTARIO/CANADA (State/Country) N3T 5T6 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] Corporation [ ] Association

[ ] Other

[X] Citizenship/State of Incorporation/Organization: CANADA

[ ] If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. *(Designation must be a separate document from Assignment.)*

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name: ELISABETH A. LANGWORTHY, ESQ.

Address (line 1): SUTHERLAND ASBILL & BRENNAN LLP

Address (line 2): 1275 PENNSYLVANIA AVENUE, N.W.

Address (line 3): WASHINGTON, D.C. 20004-2415

Address (line 4):

Correspondent Name and Address

Area Code and Telephone Number: 202-383-0198

Name: ELISABETH A. LANGWORTHY, ESQ.

Address (line 1): SUTHERLAND ASBILL & BRENNAN LLP

Address (line 2): 1275 PENNSYLVANIA AVENUE, N.W.

Address (line 3): WASHINGTON, D.C. 20004-2415

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Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 1

Trademark Application Number(s) or Registration Number(s)

3 Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
75629549			1668526		
75753123					

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 90.00

Method of Payment: Enclosed [X] Deposit Account [ ]

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 19-5029

Authorization to charge additional fees: Yes [X] No [ ]

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. Charges to deposit account are authorized, as indicated herein.

ELISABETH A. LANGWORTHY	EA Langworthy	10.23.00
Name of Person Signing	Signature	Date Signed

Nova Scotia

CERTIFICATE OF AMALGAMATION

Companies Act

Registry Number

3049174

I hereby certify that

3048288 NOVA SCOTIA COMPANY

QPR INC.

having entered into an amalgamation subsequently approved by Order of the Supreme Court of Nova Scotia, have amalgamated and the name of the amalgamated company is:

QPR CORP.

and the amalgamation is approved by the Registrar of Joint Stock Companies effective this date and the liability of the members is unlimited.

Karen Richard

Deputy Registrar of Joint Stock Companies

September 26, 2000

Date of Amalgamation