

02-14-2001

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Form PTO-1595
1-31-92



U.S DEPARTMENT OF COMMERCE
Patent and Trademark Office

101613263

FR SHEET

2-7-01

TRADEMARKS ONLY

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

1. Name of conveying party(ies):
Interwrap Industries Inc.

Individual(s) Association
 General Partnership Partnership
 Corporation-State
 Other Canadian Company

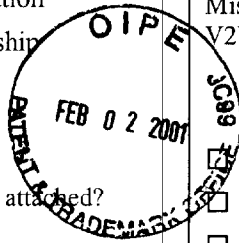
Additional name(s) of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies)?
InterWrap Inc.
32923 Mission Way
Mission, British Columbia
V2V 6E4 Canada

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

Additional name(s) & address(es) attached?
 yes no

Appointment of Domestic Representative attached?
 yes no



3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Names
 Other

Execution Date: April 19, 2000

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,343,932
2,396,407

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Jody H. Drake, Esq.
SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC
2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213

6. Total number of applications and registration involved:
2

7. Total Fee (37 CFR 3.41): \$65.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
 Authorized to be charged to Deposit Account

8. Deposit Account No. 19-4880
(Attach dupl. copy of this page if paying by Deposit Account)

DO NOT WRITE IN 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.

Jody H. Drake
Name

February 2, 2001
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT: 7

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002234 FRAME: 0509

In re: Registration No. 2,343,932 (PROMET)
Registration No. 2,396,407 (PAPERFLEX)

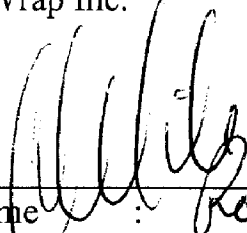
APPOINTMENT OF DOMESTIC REPRESENTATIVE

JODY H. DRAKE and KEVIN G. SMITH, whose postal address is:

SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC
2100 Pennsylvania Avenue, N.W.
Washington, D.C. 20037-3213
Telephone: (202) 293-7060
Facsimile: (202) 293-7860

are hereby designated as the representatives of InterWrap Inc. upon whom notices or process in proceedings affecting the marks may be served.

InterWrap Inc.

✓ By 
✓ Name : Rob Milne
✓ Title : CEO
✓ Date Jan 19/01

**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

INTERWRAP INC.

381685-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.



Director - Directeur

September 27, 2000 / le 27 septembre 2000

Date of Continuance - Date de la prorogation

1 - Name of corporation

Denomination de la société

INTERWRAP INC.

2 - The place in Canada where the registered office is to
be situated

Lieu au Canada où doit être situé social

Greater Vancouver Regional District and Province of
British Columbia

3 - Classes and any maximum number of shares that the
corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est
autorisée

The Corporation is authorized to issue an unlimited
number of Common shares, the rights, privileges,
restrictions and conditions of which are set out in the
annexed Schedule 1 which is incorporated in this form.

4 - Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

The annexed Schedule 2 is incorporated in this form.

5 - Number (or minimum and maximum number) of directors

Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum of 1 and maximum of 10.

6 - Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

There are no restrictions.

7 - (1) If change of name effected, previous name

(1) S'il y a changement de dénomination, dénomination antérieure

Interwrap Industries Inc.

(2) Details of Incorporation

(2) Détails de la constitution

Incorporated under the *Company Act* (British Columbia)
on October 31, 1983

8 - Other provisions, if any

Autres dispositions, s'il y a lieu

The annexed Schedule 3 is incorporated in this form.

Date

April 19, 2000

Signature

Title

Director

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
Corporation No. - No de la société

381685-1

Filed - Déposée

September 29, 2000

SCHEDULE 1

ARTICLES OF CONTINUANCE

- (1) The rights, privileges, restrictions and conditions attaching to the Common shares are as follows:
- (a) **Payment of Dividends:** The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.
 - (b) **Participation upon 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 its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate concurrently in any distribution of the assets of the Corporation.
 - (c) **Voting Rights:** The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each common share held at all such meetings.

SCHEDULE 2

ARTICLES OF CONTINUANCE

No share in the capital of the Corporation shall be transferred without the consent of the directors expressed by the votes of a majority of the directors present at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.

SCHEDULE 3

ARTICLES OF CONTINUANCE

- (1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are joint registered owners of 1 or more shares being counted as 1 shareholder.
- (2) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (3) The actual number of directors within the minimum and maximum number set out in paragraph 5 may be determined from time to time by resolution of the directors. Any vacancy among the directors resulting from an increase in the number of directors as so determined may be filled by resolution of the directors.