

Tab settings

To the Honorable Commissioner:



ne attached original documents or copy thereof.

id address of receiving party(ies):

1. Name of conveying party(ies):

101668759

Ross Armstrong Manufacturing Limited  
3700 Weston Road  
Toronto Ontario M9L 2Z4  
Canada

Name: Armstrong Corporation

Internal Address: MAR 19 2001

Street Address: 3700 Weston Road

City: Toronto Ontario Canada M9L 2Z4  
State: ZIP:

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

Additional name(s) of conveying party(ies) attached?  Yes  No

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

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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date:

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

A. Trademark Application No.(s)

75/175,189  
75/212,691

B. Trademark registration No.(s)

2,180,379 2,117,721  
2,179,483 2,204,338

Additional numbers attached?  Yes  No

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

Name: M. Stephen Georgas

Internal Address: Miller Thomson

Suite 2500

Street Address: 20 Queen Street West

Toronto, Ontario M5H 3S1 Canada

City: State: ZIP:

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41): \$ 165.00

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

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.

M. Stephen Georgas  
Name of Person Signing

March 7, 2001

Date

Total number of pages comprising cover sheet:

1

OMB No. 0681-0011 (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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

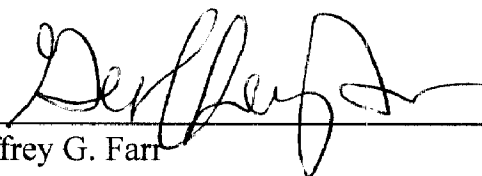
101668759

**DOMINION OF CANADA  
PROVINCE OF ONTARIO  
JUDICIAL DISTRICT OF YORK**

) IN THE MATTER OF  
)  
) **Articles of Amalgamation of**  
) **Armstrong Corporation effective**  
) **on January 26, 1999**

I, **GEOFFREY G. FARR**, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing and practising at Toronto in the said Province, **DO HEREBY CERTIFY** that the paper-writing hereto annexed is a true copy of a document produced and shown to me and purporting to be Articles of Amalgamation of Armstrong Corporation effective on January 26, 1999, the said copy having been compared by me with the said original document, an act whereof, having been requested, I have granted under my notarial form and seal of office to serve and avail as occasion shall or may require.

**IN TESTIMONY WHEREOF** I have hereunto subscribed my name and affixed my notarial seal of office at Toronto, this 28th day of February, 2001.

  
\_\_\_\_\_  
Geoffrey G. Farr  
A Notary Public in and for the Province of Ontario



## 4. The directors are:

<u>First name, initials and surname</u>	<u>Residence Address</u>	<u>Resident Canadian</u>
W. David Armstrong	257 Aldercrest Road Toronto, Ontario M8W 4J9	Yes
Steven R. Armstrong	3210 Dover Crescent Mississauga, Ontario L5L 5T6	Yes
Gordon R. Carton	3650 Kaneff Crescent Suite 407 Mississauga, Ontario L5A 4A1	Yes
David C. Gale	6 Lyford Place Lyford Cay Bahamas	No
David A. Knight	507 Maple Avenue Oakville, Ontario L6J 2J5	Yes
James M. Molyneux	36 West Village Drive Inglewood, Ontario L0N 1K0	Yes
David M. Townley	171 Crescent Road Toronto, Ontario M4W 1V1	Yes

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.

(A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
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(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 compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies 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

Form 4  
Business  
Corporations  
Act

Formule  
numéro 4  
Loi sur les  
compagnies

ARMSTRONG CORPORATION

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
ARMSTRONG CORPORATION	1056765	January 26, 1999
ROSS ARMSTRONG MANUFACTURING LIMITED	1336972	January 26, 1999

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

3.

There shall be no restrictions on the business which the corporation is authorized to carry on or on the powers the corporation may exercise.

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*Formule  
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Loi sur les  
compagnies*

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 compagnie est autorisée à émettre:*

The corporation shall be authorized to issue an unlimited number of one class of shares which shall be designated as "Common Shares".

DYE & DURHAM  
Corporation  
Forms-On-Disk

TRADEMARK  
REEL: 002263 FRAME: 0245

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 may 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:*

The rights, privileges, restrictions and conditions attaching to the Common Shares of the corporation shall be as follows:

- (a) the holders of the Common Shares shall be entitled to vote at all meetings of shareholders;
- (b) the holders of the Common Shares shall be entitled to receive dividends as and when declared by the board of directors of the corporation; and
- (c) the holders of the Common Shares shall, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the corporation, be entitled to receive the remaining property of the corporation in the event of 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.

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compagnies

9. The issue, transfer or ownership of shares is/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:*

There shall be no restrictions upon the right to transfer any shares of the corporation.

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compagnies

10. Other provisions, (if any):

*Autres dispositions, s'il y a lieu:*

Not applicable.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

*Les déclarations exigées aux termes du paragraphe 178(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".*

DYE & DURHAM  
Corporation  
Forms-On-Disk



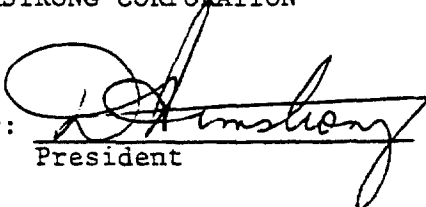
Form 4  
Business  
Corporations  
Act

Formule  
numéro 4  
Loi sur les  
compagnies

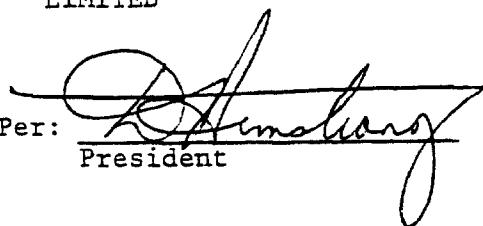
Names of the amalgamating corporations and  
signatures and descriptions of office of their proper  
officers.

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

ARMSTRONG CORPORATION

Per:   
President

ROSS ARMSTRONG MANUFACTURING  
LIMITED

Per:   
President

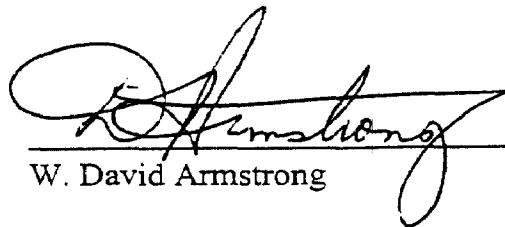
Schedule "A"

**STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
THE ONTARIO *BUSINESS CORPORATIONS ACT***

I, W. David Armstrong, of the City of Toronto, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the Ontario *Business Corporations Act* (the "Act").
2. I am the President of each of Armstrong Corporation and Ross Armstrong Manufacturing Limited (the "Amalgamating Corporations") and as such have knowledge of the affairs of such corporations.
3. There are reasonable grounds for believing that,
  - (a) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation (the "Amalgamation") will be able to pay its liabilities as they become due, and
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the Amalgamation.
5. Neither Amalgamating Corporation has been notified by any creditor that it objects to the Amalgamation.
6. I have conducted such examinations of the books and records of the Amalgamating Corporations as are necessary to enable me to make the foregoing statements.

This statement is made the 26th day of January, 1999.

  
W. David Armstrong

Schedule "B"

CERTIFIED COPY OF A  
RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
ARMSTRONG CORPORATION  
("the "Corporation")

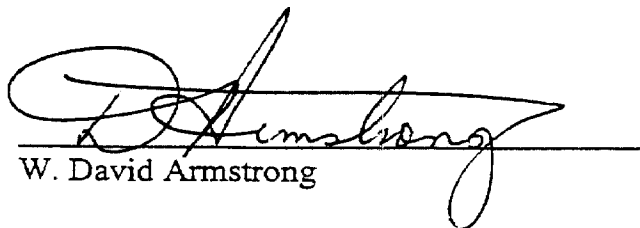
"WHEREAS the Corporation wishes to amalgamate with its wholly-owned subsidiary, Ross Armstrong Manufacturing Limited;

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation with Ross Armstrong Manufacturing Limited be and it is hereby authorized and approved.
2. The draft articles of amalgamation, in the form presented to the board of directors of the Corporation, being the same as the articles of the Corporation, be and they are hereby authorized, approved and adopted.
3. The by-laws of the amalgamated corporation shall be the by-laws of the Corporation.
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
5. Upon the endorsement of a certificate of amalgamation pursuant to subsection 178(4) of the Ontario *Business Corporations Act* (the "Act"), all of the issued and outstanding Common Shares in the capital of the Corporation shall be converted into the same number of issued and outstanding Common Shares in the capital of the amalgamated corporation.
6. Any one officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute and deliver, or cause to be delivered, the aforesaid articles of amalgamation and the requisite statement under subsection 178(2) of the Act, and to do such other acts or things as such officer or director may deem necessary and appropriate to effect the transactions contemplated herein."

I, W. David Armstrong, the President of the Corporation, **DO HEREBY CERTIFY** that the foregoing is a true and correct copy of a resolution duly passed by the board of directors of the Corporation effective January 26, 1999 and that such resolution is in full force and effect, unamended at the date hereof.

**DATED** the 26th day of January, 1999.

  
W. David Armstrong

**CERTIFIED COPY OF A  
RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
ROSS ARMSTRONG MANUFACTURING LIMITED  
(the "Corporation")**

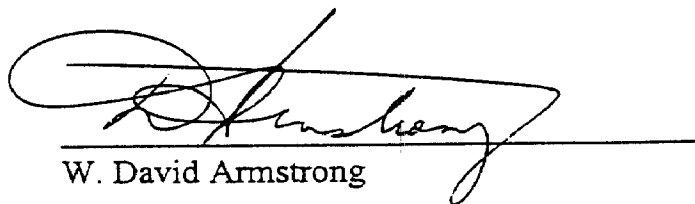
"WHEREAS the Corporation is a wholly-owned subsidiary of Armstrong Corporation and has decided to amalgamate with Armstrong Corporation;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The amalgamation of the Corporation with Armstrong Corporation be and it is hereby authorized and approved.
2. The draft articles of amalgamation, in the form presented to the board of directors of the Corporation, being the same as the articles of Armstrong Corporation, be and they are hereby authorized, approved and adopted.
3. The by-laws of the amalgamated corporation shall be the by-laws of Armstrong Corporation.
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
5. Upon the endorsement of a certificate of amalgamation pursuant to subsection 178(4) of the Ontario *Business Corporations Act* (the "Act"), all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof.
6. Any one officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute and deliver, or cause to be delivered, the aforesaid articles of amalgamation and the requisite statement under subsection 178(2) of the Act, and to do such other acts or things as such officer or director may deem necessary and appropriate to effect the transactions contemplated herein."

I, W. David Armstrong, the President of the Corporation, **DO HEREBY CERTIFY** that the foregoing is a true and correct copy of a resolution duly passed by the board of directors of the Corporation effective January 26, 1999 and that such resolution is in full force and effect, unamended at the date hereof.

**DATED** the 26th day of January, 1999.

  
W. David Armstrong

# MILLER THOMSON LLP

Barristers & Solicitors

2500, 20 Queen Street West  
Toronto, ON, Canada M5H 3S1  
Tel: 416.595.8500  
Fax: 416.595.8695  
www.millerthomson.com

Direct Line: 416.595.8558  
E-mail: mgeorgas@millerthomson.ca

March 7, 2001

Commissioner for Patents and Trademarks  
Box Assignments  
Washington, DC 20231  
USA

Dear Sir:

Re: Ross Armstrong Manufacturing Limited  
Our File No: 22389.0001

We are the solicitors and trademark attorneys for Ross Armstrong Manufacturing Limited, which amalgamated with Armstrong Corporation under the name Armstrong Corporation, pursuant to Articles of Amalgamation filed with the Ontario Ministry of Consumer and Commercial Relations on August 26, 1999.

In that regard, we enclose a Trademark Recordal Sheet showing the applications and registrations to which the amalgamation applies, a notarial copy of Articles of Amalgamation, and the recordal fee of \$165.00.

Would you please record the amendments and provide us with confirmation thereof at your earliest convenience.

Yours very truly,



M. Stephen Georgas  
MSG/sa

Enclosure

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sa 3-15-2000 - 3-7-2001

Toronto Markham Vancouver Calgary Edmonton Whitehorse Washington, D.C.

Affiliations worldwide

RECORDED: 03/19/2001

TRADEMARK  
REEL: 002263 FRAME: 0252