

OCT. 12. 2001 5:00PM CHOATE HALL & STEWART 248-4000

NO. 618 P. 4

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

02-28-2002

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101995855

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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Submission Type

- New 2-12-02
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
1 28 00
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name
Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name
DBA/AKA/TA
Composed of
Address (line 1)
Address (line 2)
Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

02/27/2002 DBYRNE 00000123 1226515
01 FC: 481 40.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002450 FRAME: 0706

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

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

#

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

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1226515"/>	<input type="text"/>	<input type="text"/>
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Number of Properties Enter the total number of properties involved.

#

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

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

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

Deposit Account Number:

#

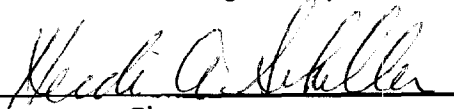
Authorization to charge additional fees:

Yes 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.

Heidi A. Schiller



1/10/02

Name of Person Signing

Signature

Date Signed

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: Humber-Transweld, Inc.
Reg. No.: 1,226,515
Reg. Date: February 8, 1983
Trademark: CON-DUCT


Commissioner of Patents and Trademarks
Box Assignment
Washington, DC 20231

DESIGNATION OF DOMESTIC REPRESENTATIVE

In connection with the above-identified trademark registration, Applicant hereby appoints Heidi A. Schiller, Esq. of Choate, Hall & Stewart, Exchange Place, 53 State Street, Boston, MA 02109 as its domestic representative upon whom may be served notices or process in proceedings affecting the mark.

HUMBER-TRANSWELD, INC.

Date: 1/9/02

By: 
ANASTASIA VOTS
Title: CHAIRMAN - COO

OCT. 2.2001 11:38AM amalgamating CHOATE HALL & STEWART in 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 Cocher
 A or B 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.
 The articles of amalgamation in substance contain the provisions of the articles of Incorporation of

(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.
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

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>
HUMBER ACQUISITION CORP.	1395975	JANUARY 28, 2000
TRANS-WELD INTERNATIONAL LTD.	1122752	JANUARY 28, 2000
667884 ONTARIO LIMITED	667884	JANUARY 28, 2000
SNTW WEISS HOLDING COMPANY LIMITED	571181	JANUARY 28, 2000
HUMBER SHEET METAL LIMITED	213254	JANUARY 28, 2000
PURSLEY 2000 INC.	941258	JANUARY 28, 2000

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

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

No restrictions.

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:

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 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:

Not applicable.

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 restreint. Les restrictions, s'il y a lieu, sont les suivantes:*

The transfer of shares is restricted in that no share shall be transferred without either (a) the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of such directors, or (b) the consent of the holders of shares to which are attached more than 50% of the voting rights attaching to all shares for the time being outstanding entitled to vote at such time expressed by a resolution passed by such shareholders at a meeting duly called and constituted for that purpose or by an instrument or instruments in writing signed by all of such shareholders.

10. Other provisions, if any, are: *Autres dispositions, s'il y a lieu:*

10.1 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, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

10.2 Any invitation to the public to subscribe for any securities of the Corporation is prohibited.

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".*

These articles are signed in duplicate.

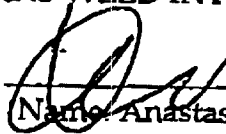
Les présents statuts sont signés en double exemplaire.

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

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

TRANS-WELD INTERNATIONAL LTD

By:

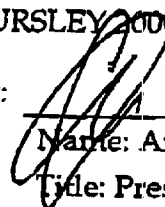


Name: Anastasios T. Votis

Title: President

PURSLEY 2000 INC.

By:

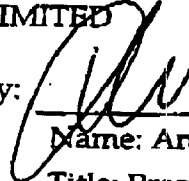


Name: Anastasios T. Votis

Title: President

SNIW WEISS HOLDING COMPANY LIMITED

By:

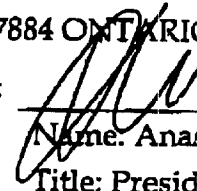


Name: Anastasios T. Votis

Title: President

667884 ONTARIO LIMITED

By:



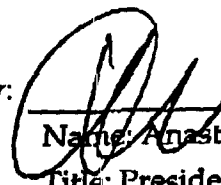
Name: Anastasios T. Votis

Title: President

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HUMBER SHEET METAL LIMITED

By:

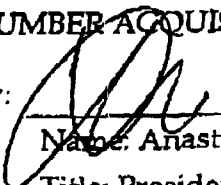


Name: Anastasios T. Votis

Title: President

HUMBER ACQUISITION CORP.

By:



Name: Anastasios T. Votis

Title: President

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