

07-31-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office



102174839

Tab settings

To the Honorable Commissioner o

Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Arctic Group Inc.

07.29.02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 03/22/2002

2. Name and address of receiving party(ies)

Name: Arctic Glacier Inc.

Internal

Address:

Street Address: 625 Henry Avenue
Winnipeg, Manitoba, Canada
City: State: Zip: R3A 0V1

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,288,082

Additional number(s) attached Yes No

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

Name: Theodore D. Lienesch

Internal Address: Thompson Hine LLP

Street Address: 2000 Courthouse Plaza NE
10 W. Second St.

City: Dayton State: OH Zip: 45402

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Theodore D. Lienesch

Name of Person Signing

Signature

July 23, 2002

Date

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

12

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

07/30/2002 DBYRNE 00000234 2288082
01 FC:481

40.00 OP

TRADEMARK
REEL: 2552 FRAME: 0786

In re Registration for:

Registrant: Arctic Glacier Inc.
Trademark: ARCTIC GLACIER
Reg. No.: 2,288,082
Reg. Date: October 19, 1999
Docket: 472035-118US1

Commissioner of Patent & Trademarks
Box Assignments
Washington, D.C. 20231

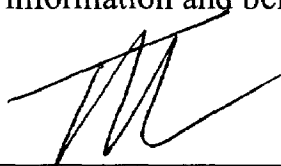
DESIGNATION OF DOMESTIC REPRESENTATIVE

Arctic Glacier Inc., owner of the above-identified trademark registration by virtue of a merger filed herewith with the U.S. Patent Office, hereby designates Theodore D. Lienesch, whose postal address is Thompson Hine LLP, 2000 Courthouse Plaza NE, 10 W. Second St., Dayton, Ohio 45402 as its representative upon whom notice or process in proceedings affecting the mark may be served.

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. §1001, and that such willful false statements may jeopardize the validity of this document, declares that he/she is properly authorized to execute this document on behalf of the Owner; and all statements made of his/her own knowledge are true and that all statements made on information and belief are believed to be true.

Date: July 23, 2002

By: _____



Name: Theodore D. Lienesch, Esq.
Title: Attorney for Owner

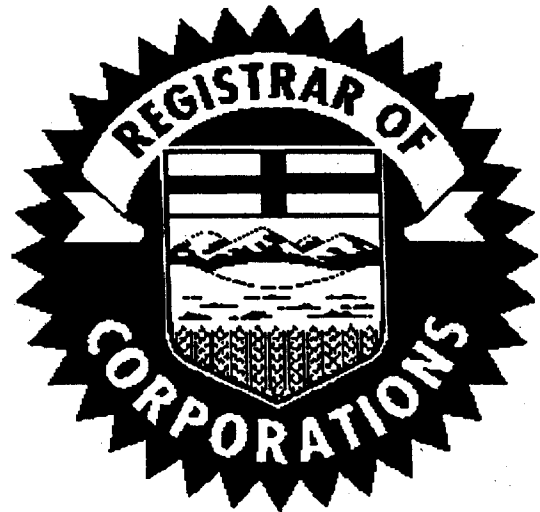
CORPORATE ACCESS NUMBER: 209803949

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**ARCTIC GLACIER INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2002/03/22.**



**TRADEMARK
REEL: 2552 FRAME: 0788**

Amalgamate Alberta Corporation - Registration Statement

Service Request Number: 3784113
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: ARCTIC GLACIER INC.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 1900, 715 - 5 AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2X6

RECORDS ADDRESS

Street: 1900, 715 - 5 AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2X6

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO AND FORMING A PART
HEREOF
Share Transfers Restrictions: NONE
Number Of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 15
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO AND FORMING A PART
HEREOF

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2002/03/22

Director

Last Name: NAGY
First Name: ROBERT
Middle Name:
Street/Box Number: 625 HENRY AVENUE
City: WINNIPEG
Province: MANITOBA
Postal Code: R3A 0V1
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: CLARK
First Name: JAMES
Middle Name: E.
Street/Box Number: 510, 1450 PENNYFARTHING DRIVE
City: VANCOUVER
Province: BRITISH COLUMBIA
Postal Code: V6J 4X8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: BURROWS
First Name: KEITH
Middle Name: F.
Street/Box Number: 80 SHIER DRIVE
City: WINNIPEG
Province: MANITOBA
Postal Code: R3R 2H8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: HYNDMAN
First Name: PETER
Middle Name: STEWART
Street/Box Number: 8363 CHATEAU PLACE
City: VANCOUVER
Province: BRITISH COLUMBIA
Postal Code: V6P 6V6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: SWAINE
First Name: DAVID
Middle Name: R.
Street/Box Number: 108 PERRY CRESCENT
City: TORONTO
Province: ONTARIO
Postal Code: M9A 1K6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: FILMON
First Name: GARY
Middle Name: A.
Street/Box Number: 36 JAYMORR DRIVE
City: WINNIPEG
Province: MANTOBA
Postal Code: R3R 1Y1
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
206863631	THE ARCTIC GROUP INC.
209692854	ARCTIC GLACIER INC.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2002/03/22
Other Rules or Provisions	ELECTRONIC	2002/03/22
Articles/Plan of Arrangement/Court Order	ELECTRONIC	2002/03/22
Court Order	10000999000635309	2002/03/22
Statutory Declaration	10000799000635310	2002/03/22

Registration Authorized By: SARA C. REGO
AGENT OF CORPORATION

**Articles of Amalgamation
For
ARCTIC GLACIER INC.**

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO AND FORMING A PART HEREOF
Share Transfers Restrictions: NONE
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 15
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO AND FORMING A PART HEREOF

Registration Authorized By: SARA C. REGO
AGENT OF CORPORATION

ALBERTA

MUNICIPAL AFFAIRS

ARTICLES OF AMALGAMATION

1. NAME OF AMALGAMATED CORPORATION

ARCTIC GLACIER INC.

2. CORPORATE ACCESS NO.

3. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE.

See Schedule "A" attached hereto and forming a part hereof.

4. RESTRICTIONS IF ANY ON SHARE TRANSFERS.

None

5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS.

Minimum - 1 ; Maximum - 15

6. RESTRICTIONS IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON.

None

7. OTHER PROVISIONS IF ANY.

See Schedule "B" attached hereto and forming a part hereof.

8. NAME OF AMALGAMATING CORPORATIONS.

The Arctic Group Inc.
Arctic Glacier Inc.

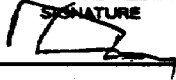
CORPORATE ACCESS NO.

206863631
209692854

DATE

MARCH 22/02

SIGNATURE



TITLE

Chief Executive Officer

FOR DEPARTMENTAL USE ONLY

FILED

CCA-08.100

ELECTRONICALLY FILED WITH
ALBERTA REGISTRIES ON

MAR 22 2002

by SHEA NERLAND CALNAN
Corporate Services

SCHEDULE "A"
attached to and forming part
of Section 2
of the Articles of Amalgamation
of Arctic Glacier Inc. (the "Corporation")

An unlimited number of Common Shares without nominal or par value to which shares shall be attached the right to:

- (a) vote at any meeting of shareholders of the Corporation;
- (b) receive any dividend declared by the Corporation; and
- (c) receive the remaining property of the Corporation upon dissolution.

SCHEDULE "B"
attached to and forming part
of Section 6
of the Articles of Amalgamation
of Arctic Glacier Inc. (the "Corporation")

1. The directors of the Corporation may, without authorization of the shareholders:
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell or pledge debt obligations of the Corporation;
 - (c) subject to the *Business Corporations Act* of Alberta, give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
2. The directors may, by resolution, delegate the powers referred to in subsection (a) hereof to a director, a committee of directors or an officer.
3. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed $\frac{1}{3}$ of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
4. Meetings of the shareholders may be held at any place within Canada or the United States of America.

1. Name of Corporation

ARCTIC GLACIER INC.	
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2. Alberta Corporate
Access Number

3. The following persons were appointed Director(s) on _____
year/month/day

Name of Director (Last, First Second)	Mailing Address (including postal code)	Are you a resident Canadian?

4. The following persons ceased to hold office as Director(s) on _____
year/month/day

Name of Director (Last, First, Second)	Mailing Address (including postal code)

5. As of this date, the Director(s) of the corporation are:

Name of Director (Last, First Second)	Mailing Address (including postal code)	Are you a resident Canadian?
Nagy, Robert	625 Henry Avenue, Winnipeg, Manitoba R3A 0V1	Yes
Clark, James E.	510, 1450 Pennyfarthing Drive, Vancouver, BC V6J 4X8	Yes
Burrows, Keith F.	80 Shier Drive, Winnipeg, Manitoba R3R 2H8	Yes
Hyndman, Peter Stewart	8363 Chateau Place, Vancouver, BC V6P 6V6	Yes
Swaine, David R.	108 Perry Crescent, Toronto, Ontario M9A 1K6	Yes
Filmon, Gary A.	36 Jaymorr Drive, Winnipeg, Manitoba R3R 1Y1	Yes

6. To be completed only by Alberta Corporations:

Are at least half of the members of the Board of Directors resident Canadians? Yes / or No



Signature of Director/Authorized Officer

MARCH 22, 2002

Date

DIRECTOR & CEO

Title (please print)

(403) 299-9800

Telephone Number (daytime)

ELECTRONICALLY FILED WITH
ALBERTA REGISTRIES ON

MAR 22 2002

by SHEA NERLAND CALNAN
Corporate Services

**Notice Of Address Or Notice Of
Change Of Office**

Business Corporations Act
Section 19

THIS FORM WILL BE REJECTED IF NOT PROPERLY COMPLETED

1. Name of Corporation

2. Corporate Access Number

ARCTIC GLACIER INC.	
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3. Address of Registered Office (P.O. Box number can only be used by a Society)

Street	City/Town	Province	Postal Code
1900, 715 - 5 Avenue S.W.	Calgary	Alberta	T2P 2X6

OR

Legal Land Description	Section	Township	Range	Meridian

4. Records Address (P.O. Box Number cannot be used)

Street	City/Town	Province	Postal Code
as above			

OR

Legal Land Description	Section	Township	Range	Meridian

5. Address for Service by Mail (If different from Item 3)

NOTE: If this is a change, please read instructions carefully.

Post Office Box Only	City/Town	Province	Postal Code



Signature

MARCH 22, 2002

Date

DIRECTOR & CEO

Title (please print)

299-8600

Telephone Number

REG 3017 (96/06) FORM 3

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MAR 22 2002

by SHEA NERLAND CALNAN
Corporate Services