

08-06-2002



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):

Amcor Packaging (Canada) Inc.

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

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other

Execution Date: January 1, 2002

2. Name

Name: Amcor Twinpak Americas Inc./Emballages Amcor Twinpak Ameriques Inc.

Address: 1255 Trans-Canada Highway, Suite 210
Dorval, Quebec H9P 2V4
CANADA

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-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)
TWINPAK 2,143,818

Additional numbers attached? Yes No

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

Roberta S. Bren
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT,
P.C.
Attorneys at Law
Fourth Floor
1755 Jefferson Davis Highway
Arlington, Virginia 22202

OSMMN Ref: 10964-0001-35

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): . . . \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2014
(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.

Roberta S. Bren
Name of Person Signing

Roberta S. Bren August 1, 2002
Signature Date

Total number of pages including cover sheet, attachments, and document: 9

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

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Industry Canada

Industrie Canada

**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

AMCOR TWINPAK AMERICAS INC.

EMBALLAGES AMCOR TWINPAK AMERIQUES INC.

399091-5

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

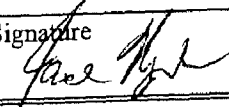
January 1, 2002 / le 1 janvier 2002

Date of Continuance - Date de la prorogation

Canada

CANADA BUSINESS
CORPORATIONS ACT
FORM 11
ARTICLES OF CONTINUANCE
(SECTION 187)

LOI RÉGISSANT LES SOCIÉTÉS
PAR ACTIONS DE RÉGIME FÉDÉRAL
FORMULE 11
CLAUSES DE PROROGATION
(ARTICLE 187)

1.	Name of corporation AMCOR TWINPAK AMERICAS INC. EMBALLAGES AMCOR TWINPAK AMERIQUES INC.	Dénomination de la société
2.	The place in Canada where the registered office is to be situated Province of Ontario	Lieu au Canada où doit être situé le siège social
3.	The classes and any maximum number of shares that the corporation is authorized to issue The corporation is authorized to issue an unlimited number of common shares and an unlimited number of preference shares. The rights, privileges, restrictions and conditions attaching to each class of shares are set out in Schedule 1 annexed hereto, which schedule is incorporated into this form.	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
4.	Restrictions, if any, on share transfers Schedule 2 annexed hereto is incorporated into this form	Restrictions sur le transfert des actions, s'il y a lieu
5.	Number (or minimum and maximum number) of directors Minimum of 1; Maximum of 15	Nombre (ou nombre minimal et maximal) d'administrateurs
6.	Restrictions, if any, on business the corporation may carry on None	Limites imposées à l'activité commerciale de la société, s'il y a lieu
7.	(1) If change of name effected, previous name Amcor Packaging (Canada) Inc. (2) Details of incorporation Ontario - August 8, 1989	(1) S'il y a changement de dénomination, dénomination antérieure (2) Détails de la constitution
8.	Other provisions, if any Schedule 3 annexed hereto is incorporated into this form	Autres dispositions, s'il y a lieu
Date December 14, 2001		Signature 
FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT Corporation No. - N° de la société		Title - Titre Secretary Filed - Déposée JAN - 8 2002 399 091-5

SCHEDULE 1

SHARE CONDITIONS

The rights, privileges, restrictions and conditions attaching to the common shares and the preference shares are as follows:

1. **Common Shares**

The holders of the common shares shall be entitled:

- (a) to vote at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote;
- (b) to receive, subject to the rights of the holders of another class of shares, any dividend declared by the Corporation; and
- (c) to receive, subject to the rights of the holders of another class of shares, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

2. **Preference Shares**

Definitions

In these share conditions, the following words and phrases shall have the following meanings:

- (i) "redemption amount" of each preference share means the sum of \$100.00;
- (ii) "redemption price" of each preference share means the redemption amount plus an amount equal to all dividends which have at the relevant time been declared but which have not then been paid (if any); and
- (iii) "Act" means the *Canada Business Corporations Act*.

3. **Voting Rights**

Subject to the Act, the holders of the preference shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

Dividends

Subject to the Act, the holders of the preference shares shall in each financial year of the Corporation in the discretion of the directors, but always in preference and priority to any payment of dividends on the common shares for such year, be entitled to non-cumulative dividends at the rate of 8½% per share per annum of the redemption amount of the preference shares, payable in one or more instalments. In any financial year, after providing for the full dividend on the preference shares, the directors may, in their discretion, declare dividends on the common shares in such amounts as they may determine. The holders of the preference shares shall not be entitled to any dividends other than as provided for herein.

5. **Redemption at Option of Corporation**

(a) **General** - Subject to the Act, the Corporation may redeem the whole or any part of the issued preference shares on payment for each share to be redeemed of the redemption price.

(b) **Notice** - Unless all the holders of the preference shares to be redeemed shall have waived notice of such redemption, the Corporation shall give not less than 30 days' notice in writing of such redemption by mailing to each person who at the date of mailing is a registered holder of the preference shares to be redeemed a notice in writing of the intention of the Corporation to redeem such preference shares. Such notice shall be mailed in a prepaid envelope addressed to each such shareholder at such shareholder's address as it appears on the books of the Corporation or, in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder, provided however, that accidental failure or omission to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the redemption price of the shares to be redeemed and the date on which redemption is to take place and, if part only of the preference shares held by the person to whom notice is given is to be redeemed, the number thereof so to be redeemed.

(c) **Redemption Procedure** - On or after the date so specified for redemption in such notice, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the shares to be redeemed the redemption price of such shares on presentation and surrender, at the registered office of the Corporation or any other place designated in such notice, of the certificates representing the shares so called for redemption. Such payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being.

(d) **Partial Redemption** - In case a part only of the preference shares is at any time to be redeemed, the shares so to be redeemed shall either be selected by lot in such manner as the board of directors in its sole discretion shall determine or, if the board of directors so determines, shall be redeemed pro rata, disregarding fractions, and the board of directors may provide for such adjustments as may be necessary to avoid the redemption of fractions of shares. If a part only of the preference shares represented by any certificates are redeemed, a new certificate for the balance shall be issued by the Corporation.

(e) Cessation of Rights - From and after the date specified for redemption in any such notice, the preference shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof, unless payment of the redemption price of the preference shares shall not be made upon presentation of the certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.

(f) Deposit of Redemption Price - The Corporation shall have the right, at any time after the mailing of notice of its intention to redeem any shares, to deposit the redemption price of the preference shares so called for redemption or of such of the said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with any such redemption, in a special account in any chartered bank or any trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the preference shares in respect of which such deposit shall have been made shall be redeemed and the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price of the preference shares so deposited, against presentation and surrender of the said certificates held by them respectively, and interest allowed on any such deposit shall belong to the Corporation.

6. Redemption at Option of Holder

(a) General - Subject to the Act, a holder of any preference shares shall be entitled to require the Corporation to redeem the whole or any part of the preference shares registered in the name of such holder on the books of the Corporation.

(b) Notice - A holder of such shares to be redeemed shall tender to the Corporation at its registered office a request in writing specifying (i) that such holder desires to have the whole or any part of the preference shares registered in the name of such holder redeemed by the Corporation and (ii) the business day, which shall be not less than 30 days after the day on which the request in writing is given to the Corporation, on which the holder desires to have the Corporation redeem such shares (the "redemption date"), together with the share certificates, if any, representing the preference shares which the registered holder desires to have the Corporation redeem.

(c) Redemption Procedure - Upon receipt of such request and share certificates, the Corporation shall, on the redemption date, redeem such shares by paying to such registered holder an amount equal to the redemption price. Such payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being. If a part only of the preference shares represented by any certificates are redeemed, a new certificate for the balance shall be issued by the Corporation.

(d) Cessation of Rights - The preference shares shall be redeemed on the redemption date and thereafter such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof, unless payment of the redemption price is not made on the redemption date, in which case the rights of the holders of such shares shall remain unaffected.

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7. Distribution Rights

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the preference shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the common shares, an amount equal to the redemption price of such shares and no more.

SCHEDULE 2

RESTRICTIONS ON SHARE TRANSFERS

No share or shares in the capital of the Corporation shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors, or (b) the holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation.

SCHEDULE 3

OTHER PROVISIONS

Limitation on Number of Shareholders

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 termination of that employment to be, shareholders of the Corporation, is limited to 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

No Public Distribution

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

Authorization to Appoint Additional Directors

The directors may, within the maximum number permitted by the articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

Lien on Shares

The Corporation shall have a lien on a share registered in the name of a shareholder or such shareholder's personal representative for a debt of that shareholder to the Corporation.