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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **DURATEX HARDWOOD FLOORING INC. and 995018 ONTARIO INC.**

May, 2001

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization **CANADA**

Receiving Party

Mark if additional names of receiving parties attached

Name **1480696 ONTARIO INC.**

DBA/AKATA

Composed of

Address (line 1) **2 ST.-LAWRENCE AVENUE**

Address (line 2)

Address (line 3) **TORONTO, ONTARIO**

City

CANADA

State/Country

M8Z5T8

Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Organization **CANADA**

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Correspondent Name and Address

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Name
Address (line 1)
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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)

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Number of Properties

Enter the total number of properties involved.

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:
Deposit Account

Enclosed

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.

Carol L. B. Matthews
Name of Person Signing


Signature

12 Aug 02
Date Signed

SCHEDULE "A"

IN THE MATTER OF THE AMALGAMATION OF
DURATEX HARDWOOD FLOORING INC. ("DURATEX")
and 995018 ONTARIO INC. ("995018")

STATEMENT OF DIRECTOR PURSUANT TO SUBSECTION
178(2) OF THE BUSINESS CORPORATIONS ACT

I, JOZEF KRZEPTON, of the City of Mississauga, in the Province of Ontario,
hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the Business Corporations Act (the "Act").
2. I am a director of each of Duratex and 995018 (the "Amalgamating Corporations") and as such have knowledge of their affairs.
3. I have conducted such examination of the books and records of each of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and
 - (ii) 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.
5. There are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation.

DATED the 16th day of May, 2001.



Jozef Krzepton

Schedule B1

"AMALGAMATION WITH DURATEX HARDWOOD FLOORING INC.

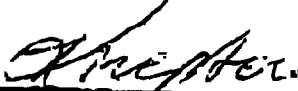
WHEREAS the Corporation is the holding body corporate of Duratex Hardwood Flooring Inc. ("Duratex") and has agreed to amalgamate with Duratex pursuant to subsection 177(1) of the Business Corporations Act;

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and Duratex under the Business Corporations Act pursuant to subsection 177(1) be and the same is hereby approved and shall be effective as of the close of business on June 12, 2001.
2. The name of the amalgamated corporation shall be " 1480 696 ONTARIO INC."
3. Upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Business Corporations Act, all shares of the authorized capital of Duratex including all the shares which have been issued and are outstanding at the date hereof (which issued shares are at the date hereof and will be at the date of the certificate of amalgamation, owned by the Corporation), shall be cancelled without any repayment of capital in respect thereof.
4. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation except as otherwise prescribed therein.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
7. Any officer or director of the Corporation be and he is hereby authorized to do all things and execute all instruments and documents necessary or desirable to give effect to the foregoing."

CERTIFIED to be a true copy of a resolution duly consented to in writing by all the directors of 995018 Ontario Inc, pursuant to the provisions of the Business Corporations Act on May 16, 2001, and which resolution is now in full force and effect, unamended.

DATED the 12th day of June, 2001.



Jozef Krzepton, President

Schedule B2

"AMALGAMATION WITH 995018 ONTARIO INC.

WHEREAS the Corporation is the wholly-owned subsidiary of 995018 Ontario Inc. ("995018");

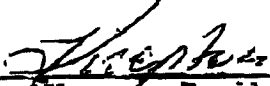
AND WHEREAS the Corporation and 995018 have agreed to amalgamate pursuant to subsection 177(1) of the Business Corporations Act;

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and 995018 to subsection 177(1) be and the same is hereby approved and shall be effective as of the close of business on June 12, 2001.
2. The name of the amalgamated corporation shall be " 1480696 ONTARIO INC. ".
3. Upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Business Corporations Act, all shares of the authorized capital of the Corporation, including all the shares which have been issued and are outstanding at the date hereof (which issued shares are at the date hereof and will be at the date of the certificate of amalgamation, owned by 995018), shall be cancelled without any repayment of capital in respect thereof.
4. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of 995018 except as otherwise prescribed therein.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of 995018.
7. Any officer or director of the Corporation be and he is hereby authorized to do all things and execute all instruments and documents necessary or desirable to give effect to the foregoing."

CERTIFIED to be a true copy of a resolution duly consented to in writing by all the directors of Duratex Hardwood Flooring Inc. pursuant to the provisions of the Business Corporations Act on May 16, 2001, and which resolution is now in full force and effect, unamended.

DATED the 12th day of June, 2001.



Jozef Krzepion, President

POWER OF ATTORNEY

Applicant and/or assignee hereby appoints Carol L.B. Matthews, Paul F. Kilmer, Steven Jaffries, Anthony Masciello and Thomas W. Brooke, all members of the Bar of the District of Columbia, and Holland & Knight LLP, and all having an address at Suite 100, 2099 Pennsylvania Avenue, N.W., Washington, D.C. 20006, U.S.A. to prosecute any applications and assignments, to register and transact all business in the Patent and Trademark Office in connection therewith, to receive any Certificate of Registration or other document and to represent it in all proceedings affecting the annexed marks which may arise in the Patent and Trademark Office.

DOMESTIC REPRESENTATIVE

Holland & Knight LLP, whose postal address is Suite 100, 2099 Pennsylvania Avenue, N.W., Washington, D.C., 20006, U.S.A. is hereby designated applicant's and/or registrant's representative upon whom notices or process in proceedings affecting the annexed marks may be served.

Executed in Montréal, Province of Québec, Canada, on this August 14, 2001

TEMDEC INDUSTRIES INC.

By:


Claude Imbeau, Vice-President, General Counsel and Secretary



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 (à l'usage exclusif du ministère)

Ontario Commercial Registry
CERTIFICATE
 This is to certify that these
 articles are effective on

Ministère de
 la Consommation
 et du Commerce
CERTIFICAT
 Ceci certifie que les présents
 statuts entrent en vigueur le

Ontario Corporation Number/
 Numéro de la société en Ontario

1480696

JUNE 13 JUN, 2001

Director / Directeur
 Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

Form 4
 Business
 Corporations
 Act

Formule 4
 Loi sur les
 sociétés par
 actions

1. The name of the amalgamated corporation is: *Dénomination sociale de la société issue de la fusion:*

1480696	O	N	T	A	R	I	O	I	N	C
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2. The address of the registered office is: *Adresse du siège social:*

2 St. Lawrence Avenue

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Etobicoke, Ontario

M: 8 | Z 5 | T 8

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

MINIMUM - ONE (1) MAXIMUM - FIVE (5)

4. The director(s) is/are:

Administrateur(s):

First name, initials and surname
Prénom, initiales et nom de famille

Residence address, giving Street & No. or R.R. No.,
 municipality and postal code
*Adresse personnelle, y compris la rue et le numéro, le
 numéro de la R.R., le nom de la municipalité et le code
 postal*

Resident
 Canadian
 State
 Yes or No
 Résident
 canadien
 Oui/Non

JOZEF KRZEPTON

2392 Henshall Street
 Mississauga, Ontario L5A 2T2

Yes

DRAGO MARADIN

17A St. Andrews Boulevard
 Etobicoke, Ontario M9R 1V9

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 société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Check A or B Cocher 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 société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

995018 ONTARIO INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
DURATEX HARDWOOD FLOORING INC.	1052891	May 16th , 2001
995018 ONTARIO INC.	995018	May 16th , 2001

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 société.

NONE

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 société est autorisée à émettre:

The Corporation shall be authorized to issue an 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 is to be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a eu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs rattachés à chaque catégorie d'actions qui peut être émise en série:

NIL

9. The issue, transfer or ownership of shares is/are not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:*

That, except in the case of a transfer of shares from a deceased shareholder to his personal representative, no transfer of any share shall be effective without either,

- (a) the previous 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 the directors, or
- (b) the previous consent of the holders of the shares having voting rights for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by all the shareholders having voting rights.

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

(a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation 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 hereby limited to fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.

(b) The Corporation is hereby prohibited from making an invitation to the public to subscribe for any securities of the Corporation.

(c) The board of directors of the Corporation may from time to time, without the authorization of the shareholders, in such amounts and on such terms as it deems expedient:

- (i) borrow money upon the credit of the Corporation;
- (ii) limit or increase the amount to be borrowed;
- (iii) issue debentures or other securities of the Corporation;
- (iv) pledge or sell such debentures or other securities;
- (v) secure any debentures or other securities or any other present or future borrowing or liability of the Corporation by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable, property of the Corporation and the undertaking and rights of the Corporation; and
- (vi) delegate any or all of the foregoing powers to such officers or directors of the Corporation to such extent and in such manner as the board of directors may from time to time determine.

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 sociétés par actions 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, constituant) l'annexe "B".*

These articles are signed in duplicate.

Les présents articles sont signés en double exemplaire

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

Dénomination sociale des sociétés qui fusionnent,
signatures et fonctions de leurs dirigeants régulièrement
désignés.

DURATEX HARDWOOD FLOORING INC.

Per: *J. Krzepton*
President, Jozef Krzepton

995018 ONTARIO INC.

Per: *J. Krzepton*
President, Jozef Krzepton

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BUSINESS DEPOT

PAGE 01

Request ID: 003625008
Demande n°:
Transaction ID: 18338923
Transaction n°:
Caseary ID: CT
Category:

Province of Ontario
Province de l'Ontario
Ministry of Consumer and Commercial Relations
Ministère de la Consommation et du Commerce
Companies Branch
Direction des compagnies

Date Report Produced: 2001/06/13
Document produit le:
Time Report Produced: 14:39:53
Imprimé à:

Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the records of the companies branch

Je certifie par les présentes que, conformément aux dossiers de la Direction des compagnies,

1480896 ONTARIO INC.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

001480896

is a corporation incorporated, amalgamated or continued under the laws of the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

JUNE 13 JUIN, 2001

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

JUNE 13 JUIN, 2001

Director (A)
Directrice intermédiaire

Received Time Jun-13 3:11PM

06/13/01 WED 14:42 [TX/RX NO 8695]

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