

01-28-2003



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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

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

METAL WORKS WELDING & FABRICATING LT

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other & Change of Address

Execution Date: 01/21/2003

2. Name and address of receiving party(ies)

Name: METAMAG INC.

Internal Address: 1-22-03

Street Address: 770 Wright Street

City: Strathroy State: On Zip: N7G 3H8

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

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) 76/209,671, 76/211,533, 76/209,669

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: ANISSIMOFF & ASSOCIATES

Internal Address: Suite 201

Richmond North Office Centre

Street Address: 235 North Centre Road

City: London State: On Zip: N5X 4E7

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Serge Anissimoff, Agent for Registrant

Name of Person Signing

Signature

Date

January 21/03 8P March 20, 2002

Total number of pages including cover sheet, attachments, and document: 21

01/27/2003 DBYRME 00000008 76209671 01 FC:8521 02 FC:8522

40.00 DP 50.00 OP

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

TRADEMARK REEL: 002659 FRAME: 0127

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark Application of:)	TM Law Office: 114
)	
METAL WORKS LTD.)	Examiner: Scott Craven
)	(703) 308-9114, Ext. 273
)	
Serial No.: 76/209,671)	Washington, D.C.
)	
Filed: February 14, 2001)	January 20, 2003
)	
Mark: MINIMAG)	Attorney Docket: 941750

AFFIDAVIT OF ALAIN BOULET

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia
22202-3513

I, Alain Boulet, of the City of ^{Appin}~~Strathroy~~, in the Province of Ontario, Canada,

MAKE OATH AND SAY AS FOLLOWS:

1. I am the President of Metals Work Welding & Fabricating Ltd. and as such have knowledge of the matters hereinafter deposed to.
2. Metal Works Welding & Fabricating Ltd. (hereinafter the "Company") was incorporated on January 16, 1989. Attached as Exhibit "A" is a copy of the Articles of Incorporation for Metal Works Welding & Fabricating Ltd. The head office being located at 230 York Street, Strathroy, Ontario.

3. Subsequent to the incorporation, the Company conducted business and held itself out to the public as Metal Works Ltd. (in essence dropping the reference in its name to Welding & Fabricating). There was no formal change of name from Metal Works Welding & Fabricating Ltd. to Metal Works Ltd. As matters turned out, the Company simply referred to itself as Metal Works Ltd. on its letterhead, invoices and correspondence on a consistent basis.
4. On February 14, 2001, my lawyers, Anissimoff & Associates, filed the above-noted trade mark application in the name of Metal Works Ltd. believing it to be the correct name of the applicant.
5. I am advised by my lawyers and verily believe that the subject trade mark application has not matured to registration.

Formal Change of Corporate Name


6. I recently advised my lawyers that effective June 20, 2001 Metal Works Welding & Fabricating Ltd. formally changed its name to Metamag Inc. Attached as Exhibit B to this my affidavit is a copy of the Articles of Amendment.

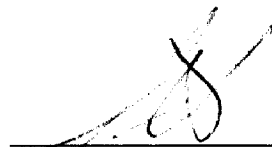
7. I confirm that Metal Works Ltd., the name in which the subject trade mark application was filed, was erroneous. The applicant should have been Metal Works Welding & Fabricating Ltd. The applicant identified itself by a name under which it does business, which is not its name as a legal entity.

8. Having regard to the above, I have also instructed my lawyers to update all of my trade mark registrations and/or pending applications so that the registered owner or applicant, as the case may be, is correctly recorded as Metamag Inc., having its address at 770 Wright Street, Strathroy, Ontario, N7G 3H8 .

9. I make this affidavit in support of a request to amend the Register of trade marks and for no other or improper purpose.

SWORN BEFORE ME)
at the City of Strathroy,)
in the County of Middlesex)
this 30 day of January, 2003)


A Commissioner, etc.



Alain Boulet

For Ministry Use Only
 À l'usage exclusif du ministère

Ontario Corporation Number
 Numéro de la compagnie en Ontario

811264



Ministry of
 Consumer and
 Commercial
 Relations

Ministère de
 la Consommation
 et du Commerce

CERTIFICATE
 This is to certify that these
 articles are effective on

CERTIFICAT
 Ceci certifie que les présents
 statuts entrent en vigueur le

JANUARY 16 JANVIER, 1989

Trans Code A	Line No. 0	Site 0	Comp Type A	Method Invoicing J
Share 0	Notice Rec'd N	Jurisdiction ONTARIO		

A. L. Boulet



Director
 Comp. Branch

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

Form 1
 Business
 Corporations
 Act,
 1982
 Formula
 numéro 1
 LOI de 1982
 sur les
 compagnies

1. The name of the corporation is: *Dénomination sociale de la compagnie:*

M	E	T	A	L	W	O	R	K	S	W	E	L	D	I	N	G	E
F	A	B	R	I	C	A	T	I	N	G	L	T	D				

2. The address of the registered office is: *Adresse du siège social:*

230 YORK STREET, STRATHROY, ONTARIO N7G 2E5
(Street & Number or R.R. Number & 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)

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

N7G2E5
(Postal Code)
 (Code postal)

TOWN OF STRATHROY in the COUNTY OF MIDDLESEX
(Name of Municipality, Geographical Township) dans le/la (County, District, Regional Municipality)
 (Nom de la municipalité, du canton) (Comté, district, municipalité régionale)

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

MINIMUM - 1
 MAXIMUM - 4

4. The first director(s) is/are: *Premiers) administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving street & No. or R.R. No. or municipality and postal code. <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou, le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No Résident Canadien Oui/Non
ALAIN BOULET	416 CARRIE ST., STRATHROY, ONTARIO N7G 3E2	YES
BRENDA BOULET	416 CARRIE ST., STRATHROY, ONTARIO N7G 3E2	YES

This is Exhibit A referred to in the
 affidavit of Alain Boulet
 sworn before me, this 20
 day of January, 1989
Barbara P. Helms
 A COMMISSIONER FOR TAKING AFFIDAVITS

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. **None**

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

2

6. 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 is authorized to issue an unlimited number of Common Shares without par value and an unlimited number of Class A Non-Voting Special Shares without par value and an unlimited number of Class B Voting Special Shares without par value.

7. 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 pouvoirs des administrateurs rattachés à chaque catégorie d'actions qui peut être émise en série:

(a) DIVIDENDS:

(i) The holders of the Class "A" Non-Voting Special Shares without par value (hereinafter called the "Non-Voting Special Shares") shall, in each year in the discretion of the Directors, but always in preference and priority to any payment of dividends on the Voting Special Shares and the Common Shares for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of eight (8%) per cent on the stated capital thereof.

(ii) The holders of the Class "B" Voting Special Shares without par value (hereinafter called the "Voting Special Shares") shall in each year in the discretion of the Directors, but always in preference and priority to the payment of dividends on the Common shares for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of 8% of the amount paid up thereon.

(iii) If, in any year, after providing for the full dividends on each class of Special Shares there shall remain any profits or surplus available for dividends, such profit or surplus or any part thereof may, in the discretion of the directors, be applied to dividends on the Common Shares.

(iv) The holders of either class of Special Shares shall not be entitled to any dividends other than, or in excess of, the non-cumulative dividends as may be declared by the directors, or as hereinbefore provided for.

(b) PRIORITY:

(i) The Non-Voting Special Shares shall rank both as regards declared dividends and repayment of capital in priority to all other shares of the Corporation, but shall not confer any future right to participate in profits or assets.

3(a)

(ii) The Voting Special Shares shall rank both as regards declared dividends and repayment of capital in priority to the Common Shares, but shall not rank in priority to the Non-Voting Special Shares, and shall not confer any further right to participate in profits or assets.

(c) CORPORATE REDEMPTION OF SHARES:

(i) The Corporation may redeem any one or more of the Non-Voting Special Shares at any time upon giving notice as set out herein, and upon payment of an amount equal to that proportion of the fair market value of all assets transferred into the Corporation by that shareholder, in exchange for shares of that class that the number of shares being redeemed is of the total number of shares of that class owned by that shareholders, together with any declared but unpaid dividend on those shares.

(ii) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Voting Special Shares on payment for each share to be redeemed of the amount paid up thereon, together with all dividends declared thereon and unpaid.

(d) SHAREHOLDER REQUIRES REDEMPTION OF SHARES BY THE CORPORATION (RETRACTION):

(i) The holders of the Non-Voting Special Shares may, upon giving written notice to the Board of Directors, require the redemption of the whole or any part of their Non-Voting Special Shares and receive payment, on demand, of an amount equal to that proportion of the fair market value of all assets transferred into the Corporation by that shareholder in exchange for those shares of that class that the number of shares being redeemed is of the total number of shares of that class owned by that shareholder, together with any declared but unpaid dividend of those shares.

(ii) The holders of the Voting Special Shares may, upon giving written notice to the Board of Directors, require the

3(b)

redemption of the whole or any part of their shares and receive payment on demand for each share redeemed of the amount paid up thereon, together with all dividends declared thereon and unpaid.

(e) FAIR MARKET VALUE:

For purposes of calculation of the fair market value of assets for redemption or retraction of the Non-Voting Special Shares, such fair market value shall be the value as determined by the Auditors of the Corporation in a written valuation delivered to the Board of Directors, provided, however, that if the Minister of National Revenue or a Court of competent jurisdiction makes a final determination that the aggregate fair market value of the assets is a greater or lesser amount, such greater or lesser amount shall be used as fair market value to determine the redemption or retraction price.

(f) STATED CAPITAL:

The stated capital of each of the Non-Voting Special Shares shall be \$1.00.

The stated capital of each of the Voting Special Shares shall be the amount paid-up thereon.

The stated capital of each of the Common Shares shall be the amount paid-up thereon.

(g) NOTICE:

Not less than 30 days notice in writing of corporate redemption of shares shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, the holders thereof shall thereafter have no rights against the Corporation in respect thereof

3(c)

except, upon the surrender of Certificates for such shares, to receive payment therefor out of the monies so deposited.

(h) RIGHTS ON LIQUIDATION, DISSOLUTION OR WIND-UP:

(i) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Non-Voting Special Shares shall be entitled to receive before any distribution of any part of the assets of the Corporation among the holders of any other shares, the stated capital thereon, together with any contributed surplus and any dividends declared thereon and unpaid, and no more.

(ii) The holders of the Voting Special 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, the amount paid up thereon, and any dividends declared thereon and unpaid, and no more.

(i) VOTING RIGHTS:

(i) The holders of the Non-Voting Special Shares shall not, as such, have any voting rights to the election of Directors or for any other purpose, save as in provided herein.

(ii) The holders of the Voting Special Shares shall be entitled to one vote for each such share held, at all shareholders' meetings.

(iii) The holders of the Common Shares shall be entitled to one vote for each Common Share held, at all shareholders' meeting.

(j) REQUIREMENTS FOR ARTICLES OF AMENDMENT:

The authorization for an application for Articles of Amendment to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the

3(d)

Common Shares, the Voting Special Shares and the Non-Voting Special Shares, or to create any class of shares ranking in priority to or on a parity with either the Non-voting Special Shares or the Voting Special Shares, in addition to the authorization by a special resolution, must be given by at least two-thirds of the votes cast at a meeting of the holders of the shares so affected, duly called for that purpose.

B. The issue, transfer or ownership of shares is/are not restricted and the restrictions (if any) are as follows:

+ L'arrison, le transfert de propriété des actions n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without either:

(A) the previous consent of the Directors of the Corporation expressed either by a resolution passed by the affirmative votes of majority of the Directors at a meeting, or by an instrument or instruments in writing signed by a majority of the Directors; or

(b) the previous sanction of the holders of at least a majority of the shares of the Corporation for the time being outstanding expressed by a resolution passed by the affirmative votes of such holders at a meeting, or by an instrument or instruments in writing signed by such holders.

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of the 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.

(b) An invitation to the public to subscribe for securities of the Corporation is prohibited.

(c) The Board of Directors may, from time to time, in such amounts and on such terms as it deems expedient:

(i) borrow money on the credit of the Corporation;

(ii) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;

(iii) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

(d) Subject to the provisions of the Business Corporations Act, Ontario, Section 38, S.O. 1982, Chapter 4 as amended, the Corporation may purchase any of its issued Common Shares, which Shares shall be either cancelled or re-issued from treasury at the option of the Board of Directors.

10. The names and addresses of the incorporators are:

Nom et adresse des fondateurs:

First name, initials and surname or corporate name
Prénom, initiale et nom de famille ou dénomination sociale

Full residence address or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code
Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

Alain Boulet

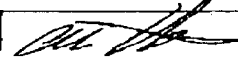
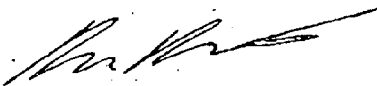
416 Carrie Street,
Strathroy, Ontario N7G 3E2

Brenda Boulet

416 Carrie Street
Strathroy, Ontario N7G 3E2

These articles are signed in duplicate

Les présents statuts sont signés en double exemplaire.

 	Signatures of incorporators (Signature des fondateurs)
---	---

Ontario Corporation Number
Numéro de la société en Ontario

811264



Ministry of
Consumer and
Ontario Commercial Relations
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

JUNE 20 JUIN, 2001

①

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

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

1. The name of the corporation is:

Dénomination sociale de la société:

M	E	T	A	L	W	O	R	K	S	W	E	L	D	I	N	G	&	F	A	B	R	I	C	A	T
I	N	G	L	T	D	.																			

2. The name of the corporation is changed to (if applicable):

Nouvelle dénomination sociale de la société (s'il y a lieu):

M	E	T	A	M	A	G	I	N	C	.															
---	---	---	---	---	---	---	---	---	---	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

3. Date of incorporation/amalgamation:

Date de la constitution ou de la fusion:

1989 JANUARY 16

(Year, Month, Day)
(année, mois, jour)

4. The articles of the corporation are amended as follows:

Les statuts de la société sont modifiés de la façon suivante.

To change the name of the Corporation to Metamag Inc.

This is Exhibit B referred to in the
affidavit of Alain Boulet

sworn before me, this 20

day of January 192001

Barbara P. Peltak
A COMMISSIONER FOR TAKING AFFIDAVITS

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2001 MAY 25

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.

Les présents status sont signés en double exemplaire.

METAL WORKS WELDING &
FABRICATING LTD.

(Name of Corporation)
(Dénomination sociale de la société)

By/Par:

(Signature)
(Signature)

(Description of Office)
(Fonction)

ALAIN BOULET

PRESIDENT

07/99

CBR 173

OCT-17-2001 12:54

519 245 4306

97%

P. 02



METAMAG INC.
magnesium solutions

230 York Street, Strathroy, ON N7G 2T6

PH: (519) 245-0404

FAX: (519) 245-4306

WEB-SITE: www.metamag.com

December 13, 2001

To Whom It May Concern:

As you may already be aware Metamag Inc. has recently changed its company name from Metal Works Ltd.

Along with the change in company name, we will also be moving.

As of January 2, 2002, we will no longer be at our 230 York Street, Strathroy, Ontario, N7G 2T6 location.

Please be so kind as to forward all correspondence to our new address given below. It will be a pleasure to serve you from our new premises.

Metamag Inc.
770 Wright Street
Strathroy, Ontario N7G 3H8

As always, we will continue to serve you with the same devotion and quality which you have come to expect from us. It will be a pleasure to do business with you in the future.

Sincerely,

Metamag Inc.