

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Articles of Amalgamation and Articles of Amendment
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
1555776 Ontario Limited	Mumby & Associates Limited and Paint Sundry Products Inc.	01/01/2003	Amalgamated Company: ONTARIO

RECEIVING PARTY DATA	
Name:	Dynamic Paint Products Inc.
Street Address:	7040 Financial Drive
City:	Mississauga
State/Country:	ONTARIO
Postal Code:	L5N 7H5
Entity Type:	CORPORATION: ONTARIO

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Serial Number:	75843087	PAINT WIZARD
Serial Number:	75559338	DYNAMIC

CORRESPONDENCE DATA	
Fax Number:	(905)276-2298
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	905-276-0406
Email:	arun@kmblaw.com
Correspondent Name:	Keyser Mason Ball, LLP
Address Line 1:	Four Robert Speck Parkway
Address Line 2:	Suite 1600
Address Line 4:	Mississauga, ONTARIO L4Z 1S1

ATTORNEY DOCKET NUMBER:	8741-07
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NAME OF SUBMITTER:	Arun V.P.S. Menon
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Total Attachments: 9
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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
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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



Mumby & Associates Limited

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Mumby & Associates Limited	277750	December 30, 2002
Paint Sundry Products Inc.	1013320	December 30, 2002

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.*

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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:*

unlimited number of Class A Preference Shares
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:

(i) Voting Rights

Except as required under the Business Corporations Act (Ontario), R.S.O. 1990, c.B.16, as amended from time to time, the holders of the Class A Preference Shares shall not have any voting rights for any purpose; holders of the Class A Preference Shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of its undertaking or a substantial part thereof, except a sale, lease or exchange in the ordinary course of business of the Corporation.

(ii) Dividends

The holders of the Class A Preference Shares shall, in priority to the holders of the Common Shares, be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends in any financial year, preferential non-cumulative cash dividends calculated at a maximum rate of ten percent (10%) per annum of the Redemption Amount (as hereinafter defined). The holders of the Class A Preference Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

(iii) Participation in Assets on Dissolution

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Preference Shares shall be entitled to be paid, in priority to any distribution to the holders of the Common Shares, a fixed amount which will be equal to the Redemption Amount per share plus the amount of any declared and unpaid dividends thereon; provided that the holders of the Class A Preference Shares shall not be entitled to participate further in the assets of the Corporation.

(iv) Redemption

The Corporation shall have the right, at its option, at any time, without notice, to redeem all or any portion of the Class A Preference Shares by paying to the registered holder of the Class A Preference Shares to be redeemed, an amount equal to the Redemption Amount, as hereinafter defined, plus the amount of any declared and unpaid dividends thereon. The redemption amount for each Class A Preference Share so redeemed (herein called the "Redemption Amount") shall be equal to the aggregate fair market value of the property transferred to the Corporation as consideration for the issue of Class A Preference Shares less the fair market value of the non-share consideration, if any, given by the Corporation to such shareholder at the time of such transfer divided by the number of Class A Preference Shares issued. The fair market value of the property transferred and of the non-share consideration given, if any, shall be determined as at the date of

8. continued

transfer by the board of directors.

(v) Retraction

A holder of Class A Preference Shares shall be entitled at any time, without notice, to require the Corporation to redeem at any time or times all or any of the Class A Preference Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate or share certificates representing the Class A Preference Shares which the registered holder desires to have the Corporation redeem. The Corporation shall forthwith pay to such registered holder an amount equal to the aggregate Redemption Amount of the Class A Preference Shares being redeemed plus the amount of any declared and unpaid dividends thereon.

(vi) Price Adjustment

The provisions of sub-paragraph (ii) through (v) inclusive hereof in respect of the Redemption Amount of the Class A Preference Shares shall be subject to the provisions of this sub-paragraph. In the event that Canada Customs and Revenue Agency (the "Agency") determines that the fair market value of any shares exchanged with the Corporation for Class A Preference Shares is greater or less than the Redemption Amount of all the Class A Preference Shares so issued as agreed and determined by the Corporation and the holders of the Class A Preference Shares, and if, in the opinion of the parties, that determination is accurate, the Redemption Amount shall be deemed to be the amount so determined, otherwise, the Redemption Amount shall be increased or decreased to reflect the value of the Class A Preference Shares as ultimately determined. The adjustment to the Redemption Amount per share shall be equal to the total increase or decrease so determined divided by the number of Class A Preference Shares so issued. The Redemption Amount of the Class A Preference Shares so adjusted shall be deemed retroactively to the date of the first issuance to have been their Redemption Amount. In the event that any of the Class A Preference Shares have been redeemed prior to the date of the ultimate determination, cash settlements will be made by the holder of the said shares or the Corporation as the case may be. Reference to value as ultimately determined herein shall have the following meaning:

a. such amount as may be agreed by the Agency, the Corporation and the Class A Preference Shareholders, to have been the fair market value of the property sold, transferred or exchanged for such Class A Preference Shares; or

b. in the absence of such agreement, such amount as shall be determined by a Court having jurisdiction in the matter (after all appeal rights have been exhausted or all times for appeal have expired).

8. continued

(vii) Undertaking

No dividends will in the future be declared on any other classes of shares of the Corporation in such large amounts as would result in the Corporation having insufficient net assets to enable it to redeem, at the Redemption Amount, the Class A Preference Shares of the Corporation which are outstanding from time to time; and further that the Corporation will not, if it should otherwise be so authorized at any time, either redeem or purchase for cancellation any of the Class A Preference Shares of the Corporation for an amount less than the lesser of the Redemption Amount of the Class A Preference Shares being so redeemed or purchased and the fair market value of the Corporation valued on a going concern basis at the time of purchase.

(b) The said Common Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

(i) Voting Rights

The holders of the Common Shares of the Corporation shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation and each Common Share shall confer the right to one (1) vote in person or by proxy at all such meetings of shareholders of the Corporation.

(ii) Dividends

Subject to the prior rights of the holders of Class A Preference Shares and subject to the provisions of the *Business Corporations Act* (Ontario) R.S.O. 1990, c.B.16, as amended from time to time, the holders of the Common Shares shall be entitled to receive any dividend declared by the board of directors of the Corporation in respect of the Common Shares.

(iii) Participation in Assets on Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of Class A Preference Shares, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation.

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

(a) the consent of the directors expressed by resolution passed by the board of directors at a meeting of the directors or by instrument or instruments signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or

(b) the consent of the holders of a majority of the outstanding shares of the Corporation having voting rights for the time being outstanding expressed by resolution passed at a meeting of the shareholders or by an instrument or instruments signed by the holders of a majority of such shares, which consent may be given either prior or subsequent to the time of transfer of such shares.

Notwithstanding the foregoing, any transfer of shares permitted and effected pursuant to the provisions of any unanimous shareholder agreement, as defined in the Business Corporations Act (Ontario) (the "Act") in force at the material time shall be a valid and effective transfer pursuant to the provisions of these Articles.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

(a) A holder of a fractional share shall be entitled to exercise voting rights and to receive dividends in respect of said fractional share.

(b) The Corporation shall have a lien on each share registered in the name of the shareholder or his legal representative for debts of that shareholder to the Corporation.

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) constitue(nt) l'annexe "B".

- 5. 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 from 1555776 Ontario Limited to Dynamic Paint Products Inc.

- 6. The amendment has been duly authorized as required by sections 168 and 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.
- 7. 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

2003 - January - 08

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

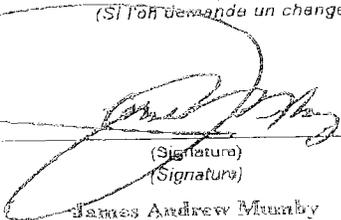
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

1555776 ONTARIO LIMITED

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

(If the name is to be changed by these articles set out current name)
(SI l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle)

By/
Par:


(Signature)
(Signature)
James Andrew Munnby

President

(Description of Office)
(Fonction)

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