

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Amalgamation
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Champlain Industries Limited		07/07/1994	CORPORATION: CANADA

RECEIVING PARTY DATA	
Name:	Champlain Industries Limited
Street Address:	7200 W. Credit Ave.
City:	Mississagua
State/Country:	ONTARIO
Postal Code:	L5N 5N1
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1265436	LACTAMINE
Registration Number:	1270923	VEEPREX

CORRESPONDENCE DATA	
Fax Number:	(414)223-5000
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	414.978.5533
Email:	nrenouard@whdlaw.com
Correspondent Name:	Whyte Hirschboeck Dudek S.C.
Address Line 1:	555 East Wells Street, Suite 1900
Address Line 4:	Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	STC-10015, STC-10044
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NAME OF SUBMITTER:	Nicole J. Renouard
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Total Attachments: 4 source=CIL to CIL amalg -- 1st#page1.tif source=CIL to CIL amalg -- 1st#page2.tif source=CIL to CIL amalg -- 1st#page3.tif

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**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi régissant les sociétés
par actions de régime fédéral**

CHAMPLAIN INDUSTRIES LIMITED

304952-3

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi régissant les sociétés par actions de régime fédéral*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

July 7, 1994/le 7 juillet 1994

Date of Amalgamation - Date de fusion

CANADA BUSINESS CORPORATIONS ACT

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

1. Name of amalgamated corporation:
CHAMPLAIN INDUSTRIES LIMITED

2. The place in Canada where the registered office is to be situated:
Regional Municipality of Peel,
Province of Ontario.

3. The classes and any maximum number of shares that the Corporation is authorized to issue:
An unlimited number of common shares.

4. Restrictions if any on share transfers:
No share in the capital of the Corporation shall be transferred nor assigned without the approval of the directors certified by a resolution of the Board of Directors. Approval of such transfer or assignment of shares may be given as above, after the said transfer or assignment has been recorded in the books of the Corporation, in which case unless the said resolution otherwise provides, the said transfer or assignment shall be valid and shall have effect as at the date it has been recorded in the books of the Corporation.

5. Number (or minimum and maximum number) of directors:
A minimum of 1 and a maximum of 7.

6. Restrictions if any on business the corporation may carry on:
None.

7. Other provisions, if any:
 - (a) The number of shareholders of the Corporation shall be limited to fifty (50), exclusive of present or

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former employees of the Corporation or of a subsidiary of the Corporation, two (2) or one persons holding one (1) or more shares jointly being counted as a single shareholder.

(b) Any distribution or securities to the public or invitation for the subscription or the distribution of an instrument or security by the Corporation is prohibited.

(c) The directors of the Corporation may, when deemed expedient:

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

(ii) issue debentures or other securities of the Corporation, and pledge or sell the same for such sums and at such prices as may be deemed expedient;

(iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any moveable or personal, immovable or real or other property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

(d) The Directors may, by resolution or by by-law, provide for the delegation of such powers by the Directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the resolution or by-law, as the case may be.

8. The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

- 183
- 184(1)
- 184(2)

9. Name of the amalgamating corporations:

CHAMPLIAN INDUSTRIES LIMITED

Corporation No.: 008498-1

Date: July 6, 1994



William B. McDiarmid
Vice-President, Finance
and Secretary

CHAMPTEX FINANCE INC.

Corporation No.: 239131-7

Date: July 6, 1994



William B. McDiarmid
Secretary-Treasurer

CHAMPTEX HOLDING INC.

Corporation No.: 178420-0

Date: July 6, 1994



William B. McDiarmid
Vice-President, Finance
and Secretary-Treasurer

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