

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sonoma Manufacturing Limited		12/22/2003	CORPORATION: CANADA

RECEIVING PARTY DATA	
Name:	MIFAB LIMITED
Street Address:	227 Humberline Drive
Internal Address:	Suite 1-4
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M9W 5T6
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Serial Number:	76408786	HAMMERGARD
Serial Number:	76408785	COUNTERLINE

CORRESPONDENCE DATA	
Fax Number:	(203)327-6401
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(203) 327-4500
Email:	trademark@ogrp.com
Correspondent Name:	Ohlandt, Greeley, Ruggiero & Perle, LLP
Address Line 1:	One Landmark Square
Address Line 2:	10th Floor
Address Line 4:	Stamford, CONNECTICUT 06901-2682

ATTORNEY DOCKET NUMBER:	2144.014UST1
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DOMESTIC REPRESENTATIVE	
Name:	

CH \$65.00 76408786

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Terrence J. McAllister, Esq.

Total Attachments: 10

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5. Check A or B
 Cocher A ou B

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.

or
ou

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.

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.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

ULSCAN MECHANICAL SALES LTD.

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> Year / année Month / mois Day / jour
ULSCAN MECHANICAL SALES LTD.	289013	2003-Dec-22
SONOMA MANUFACTURING LTD.	1344908	2003-Dec-22

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.

n/a

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 is authorized to issue:

- (a) THREE THOUSAND (3,000) 8%, non-voting, non-cumulative redeemable preference shares; and
- (b) 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 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 :

PREFERENCE SHARES

1. The holders of the preference shares shall in each year in the discretion of the Directors, but always in the preference and priority to any 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 eight per cent (8%) per annum on the amount paid up on the preference shares; if in any year, after providing for the full dividend on the preference shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the Directors, be applied to dividends on the common shares; the holders of the preference shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at the rate of eight per cent (8%) per annum hereinbefore provided for.
2. The preference shares shall rank, both as regards dividends and repayment of capital, in priority to all other shares of the Corporation but shall not confer any further right to participate in profits or assets.
3. The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the preference shares on payment for each share to be redeemed of the amount paid thereon, together with all dividends declared thereon and unpaid; not less than thirty (30) days' notice in writing of such redemption 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 be 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, dividends on the preference shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefore out of the moneys so deposited;
4. The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the preference shares at the lowest price at which, in the opinion of the Directors, such shares are obtainable but not exceeding the amount paid up thereon, together with all dividends declared thereon and unpaid;
5. 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 asset of the Corporation among the holder of any other shares, the amount paid up thereon and any dividends declared thereon and unpaid and no more;

6. The holders of the preference shares shall not, as such, have any voting rights for the election of Directors or for any other purpose nor shall they be entitled to attend shareholders' meetings but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof; holders of common shares on the record date of voting, if any, shall be entitled to one (1) vote for each common share held by them at all shareholders' meetings; and
7. Any amendment to the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the preference shares or to create preference shares ranking in priority to or on a parity with the preference shares, in addition to the authorization by a special resolution, may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the preference shares duly called for that purpose.

COMMON SHARES

1. Except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series, each holder of a common share is entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation;
2. Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the common shares are entitled to receive dividends if, as and when declared by the directors of the Corporation;
3. Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the common shares are entitled to share equally in the remaining property of the Corporation upon liquidation, dissolution or winding-up 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 the consent of the directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

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

1. 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 hereby limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;

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

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.

These articles are signed in duplicate.
Les présents statuts 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, signature et fonction de leurs dirigeants régulièrement désignés.

ULSCAN MECHANICAL SALES LTD.

By: Michael J. Whiteside
Michael J. Whiteside
Director

SONOMA MANUFACTURING LTD.

By: Michael J. Whiteside
Michael J. Whiteside
Director

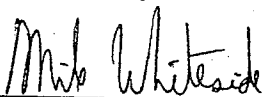
Schedule "A"

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

I, Michael J. Whiteside, hereby state that:

1. I am the President of each of Ulscan Mechanical Sales Ltd. and Sonoma Manufacturing Ltd. and as such have knowledge of their affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation can, and the amalgamated corporation, namely MIFAB Limited, will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 22nd day of December, 2003.



Michael J. Whiteside

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Schedule "B-1"

ULSCAN MECHANICAL SALES LTD.
(the "Corporation")

"AMALGAMATION WITH WHOLLY-OWNED SUBSIDIARY CORPORATION"

WHEREAS the Corporation is the holding corporation of Sonoma Manufacturing Ltd. (the "Subsidiary") and has agreed to amalgamate with the Subsidiary pursuant to subsection 177(1) of the Act:

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation and the Subsidiary under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Subsidiary under its articles of incorporation and of any act done thereunder, all shares in the capital of the Subsidiary, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation and the name of the amalgamated corporation shall be MIFAB Limited;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

* * * * *

CERTIFIED to be a true copy of a resolution passed by the sole director of ULSCAN MECHANICAL SALES LTD. which resolution is in full force and effect unamended at the date hereof.

DATED the 22nd day of December, 2003.



Michael J. Whiteside, President

TRADEMARK

Schedule "B-2"

SONOMA MANUFACTURING LTD.
(the "Corporation")

"AMALGAMATION WITH HOLDING CORPORATION"

WHEREAS the Corporation is a wholly-owned subsidiary of and has agreed to amalgamate with Ulscan Mechanical Sales Ltd. ("Holding") pursuant to subsection 177(1) of the Act:

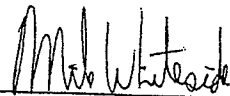
NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation and Holding under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Holding and the name of the amalgamated corporation shall be MIFAB Limited;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Holding;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

* * * * *

CERTIFIED to be a true copy of a resolution passed by the sole director of SONOMA MANUFACTURING LTD. which resolution is in full force and effect unamended at the date hereof.

DATED the 22nd day of December, 2003.



Michael J. Whiteside, President