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

1. Name of Party(ies) conveying an interest:
Baylite Inc.

- Individual(s)
- General Partnership
- Corporation-Country of Canada
- Other _____
- Association
- Limited Partnership

2. Name and Address of Party(ies) receiving an interest:

Name: Specialty Building Products Ltd.
Street Address: 1600 Britannia Road East
City: Mississauga, Ontario
Country: Canada Zip: L4 W1 J2

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

If assignee is not domiciled in the United States, a domestic representative designated is attached: Yes No
(Designation must be a separate document from Assignment)

A Designation of Domestic Representative was filed in this application on May 31, 2000.

12/09/2003 BNYRNE 00000191 76059893
01 FC:8521 40.00 OP

76059893

3. Nature of Conveyance:

<u> </u>	Assignment	<u> X </u>	Merger
<u> </u>	Security Agreement	<u> </u>	Change of Name
<u> </u>	Other	<u> </u>	

Execution Date: January 1, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/059,893

B. Trademark Registration No.(s)

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

Name: James T. Nikolai, Esq.
 NIKOLAI & MERSEREAU, P.A.
 Street Address: 900 Second Avenue South, #820
 City: Minneapolis State: MN Zip: 55402-3325

6. Number of applications and registrations involved:

7. Total Fee (37 CFR 3.41): \$40.00

X A check is enclosed.

8. The Commissioner is authorized to charge any fees or refund any overpayment under 37 CFR 2.6 which may be required by this paper to Deposit Account No. 08-1265.

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9. 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.

<u>James T. Nikolai</u>		Date: December 3, 2003
Name of Person Signing	Signature	

Total number of pages including cover sheet, attachments and document: 13

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Ontario Corporation Number
Numéro de la société en Ontario

1503743



Ministry of
Consumer and
Ontario Business Services
CERTIFICATE
This is to certify that these articles
are complete and

Ministère des Services
aux consommateurs
et aux entreprises
CERTIFICAT
Ceci certifie que ces articles
sont en vigueur

JANUARY 01 JANVIER, 2002

Trans Code A 15	Line No 0 20	Stat 0 25	Comp Type A 29	Method Incorp 3 30	Share S 31
Notice Req'd N 32	Jurisdiction ONTARIO 33			A 37	

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

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

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actions

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

S	P	E	C	I	A	L	T	Y	B	U	I	L	D	I	N	G	P	R	O	D	U	C	T	S	L	T
D																										

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

1600 Britannia Road East

(Street and No. or R.R. No. and, 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)

Mississauga, Ontario

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

L	4	W	1	J	2
(Postal Code)			(Code postal)		

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

Not less than one director and not more than 10 directors.

4. The director(s) is/are: Administrateur(s) :

First name, initials and surname Prénom, initiales et nom de famille	Address for Service, giving Street and No. (or R.R. No.), Municipality and Postal Code Domicile élu, y compris la rue et le numéro (ou 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
Philip S. Orsino	935 Royal York Road, Apt. #602 Toronto, Ontario M8Y 4H1	Yes
Larry Repar	1466 Glenburnie Road Mississauga, Ontario L5G 3C8	Yes
Robert de Ridder	6511 Dakota Drive Richmond, B.C. V7C 4X5	Yes
David H. Townsend	529 Michael Terrace Oakville, Ontario L6J 6E4	Yes

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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.

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A OR B A OUB

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

1481908 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
1481908 Ontario Inc.	1481908	10/December/2001
Bridgeview Glass Plus Ltd.	1481909	10/December/2001
Specialty Building Products Ltd.	912334	10/December/2001
Baylite Inc.	1367715	10/December/2001

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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 is authorized to issue:

- (i) 10,656 Class "A" voting common shares;
- (ii) 10,000 Class "B" non-voting common shares;
- (iii) 1,000,000 Class "C" non-voting preferred shares; and
- (iv) 5,000,000 Class "D" non-voting preferred shares.

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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 relative à chaque catégorie d'actions qui peut être émise en série :

See attached pages 4A, 4B, 4C, 4D and 4E.

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PART 28

SPECIAL RIGHTS AND RESTRICTIONS

28.1. The Class "A" Common Voting Shares without par value of the Company (the Class "A" Shares) shall have the following special rights and restrictions attached thereto:

(i) Each Class "A" share held shall entitle the holder thereof to one vote in person or by proxy at all general meetings of the Company;

(ii) Each Class "A" share shall entitle the holder thereof to dividends at such times and in such amounts as the Directors may, in their discretion, from time to time declare, pursuant to the provisions of these Articles to the exclusion of any other class or classes of shares.

(iii) Each Class "A" share shall, in the event of the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, entitle the holder thereof, subject to firstly the repayment of the capital paid on each Class "C" share and to each Class "D" share to those shareholders respectively in that order of priority, to the repayment of capital paid on each such Class "A" Share together with a pro rata distribution of profit and assets, or their value, of the Company.

28.2. The Class "B" Common Non-Voting Shares without par value of the Company (the Class "B" Shares) shall have the following special rights and restrictions attached thereto:

(i) The Class "B" Shares shall be non-voting shares and shall not entitle the holders thereof to receive notice of or to attend or to vote at any meeting of the Company (except meetings of the holders of the Class "B" shares), but in all other respects of the rights, privileges and restrictions attached to the Class "B" shares shall be the same as those attached to the Class "A" shares without par value and the Class "A" shares and the Class "B" shares shall together be the common share capital of the Company.

(ii) Each Class "B" share shall entitle the holder thereof to

dividends at such times and in such amounts as the Directors may, in their discretion, from time to time declare, pursuant to the provisions of these Articles to the exclusion of any other class or classes of shares.

20.3. The Class "C" non-voting Preferred Shares without par value of the Company (the Class "C" Shares) shall have the following special rights and restrictions attached thereto:

(i) The holders of the Class "C" Shares shall in each year at the discretion of the directors, but always in 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 (8%) per cent per annum on the Redemption Value (as hereinafter defined) of the said Class "C" shares; provided however the holders of the Class "C" shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at the said rate hereinbefore provided.

(ii) The Class "C" shares shall rank, both as regards dividends and return of capital, in priority to all other shares of the Company but shall not confer any further right to participate in profits or assets except as herein set forth.

(iii) The Company may upon giving notice to the Class "C" Shareholders, redeem the whole or any part of the Class "C" Shares on payment for each share to be redeemed of the amount of \$1.00 (the "Redemption Value"). 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.

(iv) (a) Each holder of Class "C" Shares may at any time demand by notice in writing that the Company redeem all or any part of the Class "C" Shares held by them by payment to them of the Redemption Value per share.

(b) Such demand for redemption shall be made in writing and signed by the holder demanding redemption and shall be delivered to or mailed to the registered office of the Company. Such demand for redemption shall be deemed to have been received on the day of delivery if delivered and on the business day following the day of mailing if mailed.

(c) Forthwith upon receipt of the demand for redemption, the Company shall mail a copy thereof by registered prepaid post to each holder of shares in the capital of the Company so as to put all shareholders on notice that a demand for redemption has been received and to allow other holders of Class "C" Shares to submit demands for redemption.

(d) Sixty (60) days after receipt of the first demand for redemption, the Company shall redeem in accordance with this Part 28 all Class "C" Shares in respect of which it has received demand for redemption. If the assets of the Company are not sufficient to redeem all Class "C" Shares in respect of which demand for redemption has been made, redemption shall be made pro rata amongst the holders of Class "C" Shares in proportion to the number of Class "C" Shares specified in the notice given by the holders demanding redemption.

(v) In the event of a redemption of Class "C" Shares whether upon request by the Company or upon request of the Class "C" Shareholders, the holders of the Class "C" Shares to be redeemed in accordance herewith shall surrender the certificate or certificates representing such shares designated in the said notice at the registered office of the Company and such shares shall thereupon be redeemed by the Company on the terms and conditions as aforementioned. If all of the shares represented by a certificate that has been surrendered to the Company are not to be redeemed, then the Company shall forthwith issue a replacement certificate for the shares not so redeemed.

(vi) In the event of the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the Class "C" Shares shall be entitled to receive, before any distribution of any part of the assets of the Company among the holders of any shares, the redemption value per share and any dividends declared thereon and unpaid and no more.

(vii) The holders of the Class "C" Shares will not as such be entitled to receive notice of, attend or vote at any general meeting of the Company.

28.4. The Class "D" non-voting Preferred Shares of the Company with a par value of one cent (\$0.01) each (the Class "D" Shares) shall have the following special rights and restrictions attached thereto:

(i) The holders of the Class "D" Shares shall be entitled to received out of the profits of the Company if the same are lawfully available for dividends, a non-cumulative dividend at a rate of interest to be determined from time to time by the Directors, and such dividend shall be payable only by the Company at the option of the Directors by a resolution of the Board of Directors on the proviso that the payment of such non-cumulative dividends shall rank in preference and priority to any declared and unpaid dividends on the common shares; PROVIDED HOWEVER that the holders of the Class "D" shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at the said rate hereinbefore provided.

(ii) (a) The Company may upon giving notice to the Class "D"

Shareholders, redeem the whole or any part of the Class "D" Shares on payment for each share to be redeemed of the amount of the redemption amount as hereinafter described. 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 Class "D" Shares to be redeemed, specifying the date and place or places of redemption.

(b) Each holder of Class "D" Shares may at any time demand by notice in writing that the Company redeem all or any part of the Class "D" Shares held by them by payment to them of the redemption amount per share.

(c) Such demand for redemption shall be made in writing and signed by the holder demanding redemption and shall be delivered to or mailed to the registered office of the Company. Such demand for redemption shall be deemed to have been received on the day of delivery if delivered and on the business day following the day of mailing if mailed.

(d) Forthwith upon receipt of the demand for redemption, the Company shall mail a copy thereof by registered prepaid post to each holder of shares in the capital of the Company so as to put all shareholders on notice that a demand for redemption has been received and to allow other holders of Class "D" Shares to submit demands for redemption.

(e) Sixty (60) days after receipt of the first demand for redemption, the Company shall redeem in accordance with this part all Class "D" Shares in respect of which it has received demand for redemption. If the assets of the Company are not sufficient to redeem all Class "D" Shares in respect of which demand for redemption has been made, redemption shall be made pro rata among the holders of Class "D" Shares in proportion to the number of Class "D" Shares specified in the notice given by the holders demanding redemption.

(iii) In the event of a redemption of Class "D" Shares whether upon request by the Company or upon request of the Class "D" Shareholders, the holders of the Class "D" Shares to be redeemed in accordance herewith shall surrender the certificate or certificates representing such shares designated in the said notice at the registered office of the Company and such shares shall thereupon be redeemed by the Company on the terms and conditions as aforementioned. If all of the shares represented by a certificate that has been surrendered to the Company are not to be redeemed, then the Company shall forthwith issue a replacement certificate for the shares not so redeemed.

(iv) (a) For all purposes the "Redemption Amount" with respect to any Class "D" Shares shall be an amount fixed by the

4E

Board of Directors at such amount that the fair market value of the consideration received for the acquisition of property acquired by the Company in any transaction to which Section 85 of the Income Tax Act applies, and in respect of which fully paid Class "D" Shares of the Company are issued, divided by the number of such Class "D" Shares issued; and, the rate or value of the said consideration received shall be established and fixed by the Board of Directors as aforesaid at a time within six (6) months of the date of issuance thereof.

(b) In the event that Revenue Canada or any other competent taxing authority at any time hereafter proposes to issue or issues any assessment or re-assessment that would impose or imposes liability for tax on a shareholder or the Company or any other person or corporation on the basis of the fair market value of the property acquired by the Company under sub-paragraph (a) hereof is greater or less than the amount determined or fixed thereunder by the Directors, then and in that event, the amount so fixed by the Directors therefore shall be adjusted in an amount equal to the fair market value that is proposed by Revenue Canada or such other competent taxing authority or used by it as the basis of any such assessment or re-assessment, to the extent that counsel for any of the aforementioned parties is of the opinion that the fair market value basis proposed by Revenue Canada or such other competent taxing authority or used by it in the making of any assessment would be upheld by a court of competent jurisdiction.

(v) In the event of liquidation, dissolution or winding up of the Company, where voluntary or involuntary, or other distribution of the assets of the Company among its members for the purpose of winding up its affairs or upon a reduction or return of its capital the holders of the Class "D" Shares are entitled to receive, before any distribution of any part of the assets of the Company among the holders of the common shares, the redemption amount in respect of said shares and no more.

(vi) The holders of the Class "D" Shares shall not as such be entitled to receive notice of, attend or vote at any general meeting of the Company.

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 :

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The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Corporation without either:

- (a) the express sanction of the holders of more than 50% of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares; or
(b) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of 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 the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.

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

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Dariusz Ward, Philippe P
Vineberg LLP
Toronto, Ontario, Canada

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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.

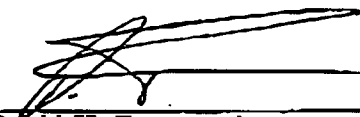
Les présents statuts sont signés en double exemplaire.

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,

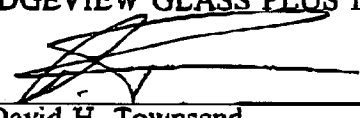
1481908 ONTARIO INC.

by:


David H. Townsend
President

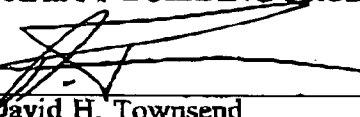
BRIDGEVIEW GLASS PLUS LTD.

by:


David H. Townsend
President

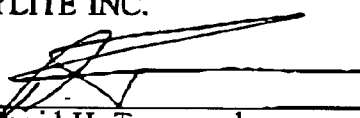
SPECIALTY BUILDING PRODUCTS LTD.

by:


David H. Townsend
President

BAYLITE INC.

by:


David H. Townsend
President

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