

REC

06-09-2004



102761543

RET

To the Honorable Commissioner of Patents

1 original documents or copy thereof.

1. Name of conveying party(ies):

Name of receiving party(ies):

Indalco Alloys Inc.

Name: Lincoln Electric Company of Canada Limited

- Individual(s)
- General Partnership
- Corporation-of Canada
- Other

Internal Address:

Street Address: 179 Wicksteed Avenue

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

City Toronto State Ontario Zip M4G 2B9 Canada

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Canadian corporation

Execution Date: February 28, 2002

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation 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)

B. Trademark registration No.(s) 2,411,111

Additional numbers attached?  Yes  No

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

ROBERT V. VICKERS

Name:

Internal Address:

Street Address: Fay, Sharpe, Fagan, Minnich & McKee LLP  
1100 Superior Ave., 7th Floor  
CLEVELAND, OHIO 44114-2579

6. Total number of applications and registrations involved: 1

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

You are authorized to charge our deposit account for any additional fee required.

8. Deposit account number: 06-0308

A duplicate copy of this form is attached

DO NOT USE THIS SPACE

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.

Robert V. Vickers

Name of Person Signing

Signature

Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner for Trademarks  
Box Assignments  
2900 Crystal Drive  
Arlington, VA 22202-3514

06/08/2004 ECDOPER 00000069 060308 2411118

01 FC:8521 40.00 DA



**NOTARIAL CERTIFICATE**

I, MICHAEL GARY RICHARDSON, am a Notary Public duly appointed for the Province of Ontario.

I certify that I have compared the attached copy with the articles of amalgamation of **LINCOLN ELECTRIC COMPANY OF CANADA LIMITED COMPAGNIE ÉLECTRIQUE LINCOLN DU CANADA LIMITÉE** upon which is endorsed a Certificate given by the Director appointed under the *Canada Business Corporations Act* certifying that Lincoln Electric Company of Canada Limited Compagnie Électrique Lincoln du Canada Limitée and 4016882 Canada Inc. were amalgamated under the name **LINCOLN ELECTRIC COMPANY OF CANADA LIMITED COMPAGNIE ÉLECTRIQUE LINCOLN DU CANADA LIMITÉE** under such Act on February 28, 2002 and that the attached copy is a true copy of that original.

I have signed this certificate and sealed it with my notarial seal at the City of Toronto, in the Province of Ontario on December 4, 2002.

*Michael Richardson*

A Notary Public in and for the Province of Ontario





Industry Canada

Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

**LINCOLN ELECTRIC COMPANY OF CANADA LIMITED**

**COMPAGNIE ÉLECTRIQUE LINCOLN DU CANADA LIMITÉE**

**401690-4**

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 canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

February 28, 2002 / le 28 février 2002

Date of Amalgamation - Date de fusion

**Canada**



Industry Canada Industrie Canada  
 Canada Business Loi canadienne sur  
 Corporations Act les sociétés par actions

FORM 9  
 ARTICLES OF AMALGAMATION  
 (SECTION 185)

FORMULE 9  
 STATUTS DE FUSION  
 (ARTICLE 185)

1 - Name of amalgamated corporation **Dénomination de la société issue de la fusion**  
 LINCOLN ELECTRIC COMPANY OF CANADA LIMITED  
 COMPAGNIE ÉLECTRIQUE LINCOLN DU CANADA LIMITÉE

2 - The place in Canada where the registered office is to be situated **Lieu au Canada où doit être situé le siège social**  
 Province of Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue **Catégories et tout nombre maximal d'actions que la société est autorisée à émettre**  
 375,000 common shares

4 - Restrictions, if any, on share transfers **Restrictions sur le transfert des actions, s'il y a lieu**  
 See attached Schedule I

5 - Number (or minimum and maximum number) of directors **Nombre (ou nombre minimal et maximal) d'administrateurs**  
 Such number not more than ten (10) nor less than one (1) as the board of directors or the shareholders may from time to time determine.

6 - Restrictions, if any, on business the corporation may carry on **Limites imposées à l'activité commerciale de la société, s'il y a lieu**  
 None

7 - Other provisions, if any **Autres dispositions, s'il y a lieu**  
 See attached Schedule II

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: **8 - La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.**

183  
 184(1)  
 184(2)

| 9 - Name of the amalgamating corporations<br>Dénomination des sociétés fusionnantes          | Corporation No.<br>N° de la société | Signature          | Date       | Title<br>Titre           |
|--|-------------------------------------|--------------------|------------|--------------------------|
| Lincoln Electric Company of Canada Limited<br>Compagnie Électrique Lincoln du Canada Limitée | 49734-7                             | <i>[Signature]</i> | Feb. 25/02 | Treasurer and Controller |
| 4016882 - Canada Inc.  | 401688-2                            | <i>[Signature]</i> | Feb. 25/02 | CEO                      |
|  |                                     |                    |            |                          |
|  |                                     |                    |            |                          |

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT  
 Corporation No. - N° de la société **401690-7**

Filed - Déposée **Feb. 27, 2002**

**SCHEDULE I**

4. Restrictions, if any, on share transfers:

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred into the joint ownership of two or more persons (other than co-executors of the estate of a deceased shareholder); nor shall any shares be transferred without the approval of the board of directors except that the transfer of shares from time to time or from a trustee or to or from the Corporation pursuant to the provisions of any stock purchase plan for the benefit of employees shall be valid and recorded on the books of the Corporation upon the surrender of the certificates therefor properly endorsed and without the approval of the board.

**SCHEDULE II****7. Other provisions, if any:**

- (i) Without limiting the borrowing powers of the Corporation as set forth in the Canada Business Corporations Act and in its by-laws, the board of the Corporation may from time to time:
  - (a) borrow money upon the credit of the Corporation;
  - (b) issue, reissue, sell or pledge debt obligations of the Corporation;
  - (c) to the extent permitted by the Act, give, directly or indirectly, financial assistance to any person by means of a loan, a guarantee to secure the performance of an obligation or otherwise; and
  - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- (ii) Subject to the limitations contained in Sections 32 and 33 of the Canada Business Corporations Act, the board of the Corporation may from time to time cause the Corporation to purchase or otherwise acquire shares issued by it.
- (iii) The number of shareholders of the Corporation shall be limited to not more than 50 persons, not including persons who are in the employment of the Corporation and 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.
- (iv) Any invitation to the public to subscribe for any securities of the Corporation is prohibited.
- (v) Subject to subsection 45 (8) of the Canada Business Corporations Act, the Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation howsoever created.

**PROVINCE OF ONTARIO**

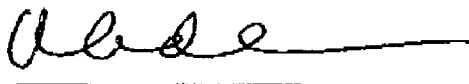
IN THE MATTER OF the Canada Business Corporations Act and in the Articles of Amalgamation of Lincoln Electric Company of Canada Limited Compagnie Électrique Lincoln du Canada Limitée and Canada Inc.

I, Kenneth J. Andrews of the City of Pickering in the Province of Ontario do solemnly declare that:

- 1. I am the Treasurer and Controller of Lincoln Electric Company of Canada Limited Compagnie Électrique Lincoln du Canada Limitée, one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein declared to.
- 2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes;
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath by virtue of the Canada Evidence Act.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, on February 21, 2002.



Kenneth J. Andrews

  
Commissioner for Taking Affidavits

Gary Paul Maguire, a Commissioner for Taking Affidavits in the Province of Ontario, expires June 12, 2004.



**PROVINCE OF ONTARIO**


IN THE MATTER OF the Canada Business Corporations Act and in the Articles of Amalgamation of Lincoln Electric Company of Canada Limited Compagnie Électrique Lincoln du Canada Limitée and Canada Inc.

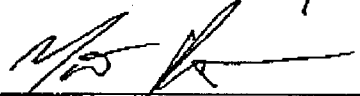
I, Gregory S. Widdell of the Town of Oakville in the Province of Ontario do solemnly declare that:

- 1. I am the Chief Executive Officer of 4016882 Canada Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein declared to.
- 2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes;
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath by virtue of the Canada Evidence Act.

SWORN BEFORE ME at the City of Mississauga, in the Province of ONTARIO, on FEBRUARY 21, 2002.

  
Gregory S. Widdell

  
Commissioner for Taking Affidavits

Matthew Ian Peters, a Commissioner, etc.,  
Province of Ontario, while a student-at-law.  
Expires June 12, 2004.

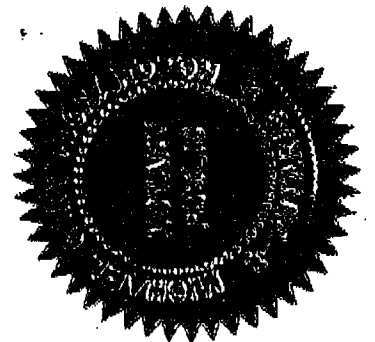
**NOTARIAL CERTIFICATE**

I, MICHAEL GARY RICHARDSON, am a Notary Public duly appointed for the Province of Ontario.

I certify that I have compared the attached copy with the articles of continuance of 4016882 CANADA INC. upon which is endorsed a Certificate given by the Director appointed under the *Canada Business Corporations Act* certifying that 4016882 CANADA INC. was continued under such Act on February 26, 2002 and that the attached copy is a true copy of that original.

I have signed this certificate and sealed it with my notarial seal at the City of Toronto, in the Province of Ontario on December 5<sup>th</sup>, 2002.

*Mike Richardson*  
A Notary Public in and for the Province of Ontario





Industry Canada

Industrie Canada

**Certificate  
of Continuance**

**Canada Business  
Corporations Act**

**Certificat  
de prorogation**

**Loi canadienne sur  
les sociétés par actions**

4016882 CANADA INC.

401688-2

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.


Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Director - Directeur

February 26, 2002 / le 26 février 2002

Date of Continuance - Date de la prorogation

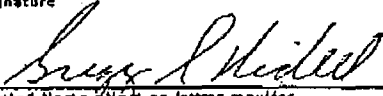
Canada


 ry Canada Industrie Canada  
 Canada Business Loi canadienne sur les  
 Corporations Act sociétés par actions

**FORM 11**  
**ARTICLES OF CONTINUANCE**  
**(SECTION 187)**

**FORMULE 11**  
**CLAUSES DE PROROGATION**  
**(ARTICLE 187)**

|   |  |
|---|--|
| 1 - Name of the Corporation   | Dénomination sociale de la société   |
| 4016882 CANADA INC.   |  |
| 2 - The province or territory in Canada where the registered office is to be situated   | La province ou le territoire au Canada où se situera le siège social                         |
| Province of Ontario   |  |
| 3 - The classes and the maximum number of shares that the corporation is authorized to issue  | Catégories et le nombre maximal d'actions que la société est autorisée à émettre             |
| An unlimited number of common shares.   |  |
| 4 - Restrictions, if any, on share transfers  | Restrictions sur le transfert des actions, s'il y a lieu                                     |
| No shares shall be transferred without either (a) the previous consent of the directors of the Corporation 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, or (b) the previous consent of the holders of at least 50 per cent of the shares for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by those shareholders. |  |
| 5 - Number (or minimum and maximum number) of directors   | Nombre (ou nombre minimal et maximal) d'administrateurs                                      |
| minimum of one (1); maximum of ten (10)   |  |
| 6 - Restrictions, if any, on business the corporation may carry on  | Limites imposées à l'activité commerciale de la société, s'il y a lieu                       |
| None.   |  |
| 7 - (1) If change of name effected, previous name   | (1) S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure |
| Indalco Alloys Inc.   |  |
| (2) -Details of incorporation   | (2) Détails de la constitution   |
| Certificate and Articles of Incorporation under the Business Corporations Act dated April 16, 1997.   |  |
| 8 - Other provisions, if any  | Autres dispositions, s'il y a lieu   |
| See Schedule I attached.  |  |

|   |   |                                 |
|---|---|---------------------------------|
| Date  | Signature   | 7 - Capacity of - En qualité de |
| February 25, 2002   |  | Chief Executive Officer         |
| For Departmental Use Only<br>À l'usage du ministère seulement | Printed Name / Nom en lettres moullées  |                                 |
| Corporation No.<br>N° de la société                           | Gregory S. Widdell  |                                 |
| 401688-2  |   |                                 |

Canada

E 3247 (2001/11)

**SCHEDULE I**

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 fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. Subject to the provisions of the Canada Business Corporations Act, the Corporation may purchase any of its common shares out of surplus.
4. The meetings for directors or the executive committee, if any, of the Corporation may be held at any place in or outside of Ontario. The meetings of the shareholders of the Corporation may be held at any place in or outside of Ontario.