

Attorney Docket No.: S2009/2041/2043

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

|   |  |
|---|--|
| <p>1. Name of conveying party(ies)<br/>Electrovert Ltd.</p> <p>Individual(s) citizenship: Canadian Corp.</p> <p>Additional name(s) of conveying party(ies) attached? No</p> | <p>2. Name and address of receiving party(ies):<br/>Name: Cookson Canada Inc.<br/>Internal<br/>Address:<br/>Street Address: 44 Dufflaw Rd.<br/>Toronto, Ontario, CANADA<br/>M6A 2W1</p> <p>Individual(s) citizenship: Canadian Corp.</p> <p>If assignee is not domiciled in the United States, a domestic representative designation may be attached.</p> <p>(Designations may be a separate document from assignment.)</p> <p>Additional name(s) &amp; address(es) attached? No</p> |
| <p>3. Nature of conveyance: Merger</p> <p>Execution Date: 12/29/2003</p>  |  |

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

|                                 |  |
|---------------------------------|--|
| A. Trademark Application No(s): | B. Trademark Registration No(s):<br>(See Schedule A) |
|---------------------------------|--|

Additional number(s) attached? Yes

|  |   |
|--|---|
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Keith F. Noe, Esq.<br/>Address: Lowrie, Lando &amp; Anastasi, LLP<br/>Riverfront Office Park<br/>One Main Street, Eleventh Floor<br/>Cambridge, MA 02142</p> | <p>6. Total number of applications and registrations involved: [2]</p> <p>7. Total fee (37 CFR 3.41) \$65.00</p> <p>[X] Authorized to be charged to deposit account No. 50/2762</p> <p>If the enclosed fee is insufficient, the Commissioner is authorized to charge the fee to the account of the undersigned.</p> <p>8. Deposit account number: 50/2762</p> |
|--|---|

DO NOT USE THIS SPACE

9. Signature

|                        |   |                  |
|------------------------|---|------------------|
| Keith F. Noe           |  | January 13, 2005 |
| Name of Person Signing | Signature   | Date             |

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Assignment Recordation Services  
Director of the U.S. Patent and Trademark Office, P.O. Box 1460,  
Alexandria, VA 22313-1460

CH \$65.00 502762 1378999

TRADEMARK  
REEL: 003013 FRAME: 0611

**Schedule A**

| <u>Our Ref. No.</u> | <u>Trademark</u> | <u>Registration No.</u> | <u>International Class</u> |
|---------------------|------------------|-------------------------|----------------------------|
| S2009-2041          | ELECTRO SOFT     | 1,378,999               | 09                         |
| S2009-2043          | ELECTROVERT      | 1,271,502               | 06, 07, 09                 |

755428.1



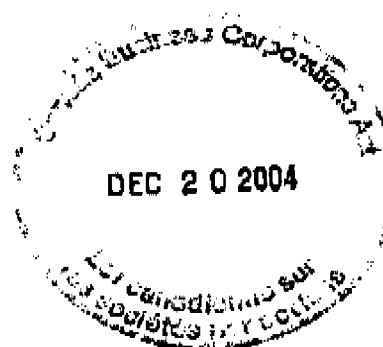
Industry Canada    Industrie Canada  
Canada Business    Loi canadienne sur  
Corporations Act    les sociétés par actions

I HEREBY CERTIFY THAT THE  
ATTACHED IS A TRUE COPY OF THE  
DOCUMENT MAINTAINED IN THE  
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE  
DOCUMENT CI-JOINT EST UNE COPIE  
EXACTE D'UN DOCUMENT CONTENU  
DANS LES LIVRES TENUS PAR LE  
DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada



Industry Canada

Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

COOKSON CANADA INC.

421160-0

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

January 1, 2004 / le 1 janvier 2004

Date of Amalgamation - Date de fusion

Canada



Industry Canada  
 Canada Business  
 Corporations Act

Industrie Canada  
 Loi canadienne sur les  
 sociétés par actions

**FORM 9**  
**ARTICLES OF AMALGAMATION**  
**(SECTION 185)**

**FORMULE 9**  
**STATUTS DE FUSION**  
**(ARTICLE 185)**

1 - Name of the Amalgamated Corporation  
**COOKSON CANADA INC.**  
 Dénomination sociale de la société issue de la fusion

2 - The province or territory in Canada where the registered office is to be situated  
**Province of Ontario**  
 La province ou le territoire au Canada où se situe le siège social

3 - The classes and any maximum number of shares that the corporation is authorized to issue  
**See attached Schedule 1 annexed hereto.**  
 Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 - Restrictions, if any, on share transfers  
**No shares of the Corporation shall be transferred unless and until such transfer shall be approved by the Board of Directors of the Corporation.**  
 Restrictions sur le transfert des actions, s'il y a lieu

5 - Number (or minimum and maximum number) of directors  
**A minimum of 1 and a maximum of 8.**  
 Nombre (ou nombre minimal et maximal) d'administrateurs

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

7 - Other provisions, if any  
**See attached Schedule 2 annexed hereto.**  
 Autres dispositions, s'il y a lieu

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows.  
 La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après  
 183  
 184(1)  
 184(2)

| Name of the amalgamating corporations<br>Dénomination sociale des sociétés fusionnantes | Corporation No.<br>N° de la société | Signature | Date      | Title<br>Titre |
|---|-------------------------------------|-----------|-----------|----------------|
| COOKSON CANADA INC.   | 117441-0                            |           | 2003/12/7 | Director       |
| ELECTROVERT LTD.  | 094678-8                            |           | 2003/12/7 | Director       |
|   |                                     |           |           |                |
|   |                                     |           |           |                |

For Departmental Use Only - À l'usage du ministère  
 Corporation No. N° de la société  
 Filed - Déposé  
**DEC 29 2003**



**SCHEDULE 1**  
**to the Articles of Amalgamation of**  
**COOKSON CANADA INC.**

**3 - The classes and any maximum number of shares that the corporation is authorized to issue**

An unlimited number of Class A common shares (the "Class A Shares") and an unlimited number of Class B common shares (the "Class B Shares") and an unlimited number of preferred shares (the "Preferred Shares").

The Class A Shares, the Class B Shares and the Preferred Shares of the Corporation shall have the respective rights and shall be subject to the restrictions, conditions and limitations hereinafter set forth, that is to say:

(1) The holders of Class A Shares shall be entitled to receive notice of and to attend and vote at all meetings of the Shareholders of the Corporation and each Class A Share shall confer the right to one vote in person or by proxy at all meetings of Shareholders of the Corporation. The holders of the Class B Shares and the Preferred Shares shall not, as such, have any voting rights for the election of directors or for any other purpose (except where the holders of such Class B and Preferred Shares are entitled to vote separately as a class as provided in the Canada Business Corporations Act).

(2) Each issued and fully paid Class A Share may, at any time, at the option of the holder, but subject to the consent of a majority of the holders of the Class B Shares, be converted into one (1) Class B Share. Each Class A Share so converted shall be cancelled. The conversion privilege herein provided for may be exercised by notice in writing received by the Secretary-Treasurer of the Corporation thirty (30) days prior to the effective date of conversion, accompanied by the certificate or certificates representing the Class A Shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the person registered in the books of the Corporation as the holder of Class A Shares in respect of which such right is being exercised or by his duly authorized attorney and shall specify the number of Class A Shares which the holder desires to have converted. The holder shall also pay any governmental or other tax imposed in respect of such transaction. Upon receipt of such notice the Corporation shall issue a certificate or certificates representing fully paid Class B Shares upon the basis above prescribed and in accordance with the provisions hereof to the holder of the Class A Shares represented by the certificate or certificates accompanying such notice; if less than all the Class A Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate for the Class A Shares representing the shares comprised in the original certificate which are not to be converted.

(3) Each issued and fully paid Class B Share may, at any time, at the option of the holder, but subject to the consent of a majority of the holders of the Class A Shares, be converted into one (1) Class A Share. Each Class B Share so converted shall be cancelled. The conversion privilege herein provided for may be exercised by notice in writing received by the Secretary-Treasurer of the Corporation thirty (30) days prior to

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the effective date of the conversion, accompanied by the certificate or certificates representing the Class B Shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the person registered in the books of the Corporation as the holder of Class B Shares in respect of which such right is being exercised or by his duly authorized attorney and shall specify the number of Class B Shares which the holder desires to have converted. The holder shall also pay any governmental or other tax imposed in respect of such transaction. Upon receipt of such notice the Corporation shall issue a certificate or certificates representing fully paid Class A Shares upon the basis above prescribed and in accordance with the provisions hereof to the holder of the Class B Shares represented by the certificate or certificates accompanying such notice; if less than all the Class B Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate for the Class B Shares representing the shares comprised in the original certificate which are not to be converted.

(4) All shares resulting from any conversion of issued and fully paid Class A Shares into Class B Shares pursuant to sub-paragraph 3(2) hereof or from any conversion of issued and fully paid Class B Shares into Class A Shares pursuant to sub-paragraph 3(3) hereof shall be deemed to be fully paid and non-assessable. Such shares resulting from any conversion of issued and fully paid Class A or Class B Shares into Class B or Class A Shares pursuant to sub-paragraphs 3(2) or 3(3) hereof may not be converted once again, during the stipulated delay, into shares of another class pursuant to sub-paragraphs 3(2) and/or 3(3) hereof.

(5) Subject to paragraph 6 hereof, the Class A Shares and the Class B Shares shall rank equally as to dividends and all dividends declared in any fiscal year shall be declared and paid in equal or equivalent amounts per share on all the Class A Shares and all the Class B Shares at the time outstanding without preference or distinction.

(6) In the event that the Class A Shares and/or Class B Shares are at any time subdivided, consolidated, converted (except for the conversion of Class B Shares into Class A Shares pursuant to sub-paragraphs 3(2) and 3(3) above) or exchanged for a greater or lesser number of shares of the same or another Class, appropriate adjustment shall be made in the provisions attaching to the Class A Shares and to the Class B Shares so as to maintain and preserve the rights of the holders of shares of each of the said Classes respectively.

(7) The holders of the Preferred Shares shall in each year in the discretion of the directors, but always in preference and priority to any payment of dividends on the Class A and Class B Shares for such year, be entitled, out of any or all profits or surplus lawfully available for dividends, to non-cumulative dividends at the rate of 10% per annum on the amount which was received by the Corporation upon the issuance of each such share as recorded in the stated capital account maintained for such class of shares which may be paid in money or property or by issuing fully paid shares of the Corporation as the Directors may from time to time determine. If in any year, after providing for the full dividend on the Preferred 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, on a pro rata basis, to dividends on the Class A Shares and Class B Shares.

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(8) The Preferred Shares shall rank, both as regard dividends and return of capital, in priority to all other shares of the Corporation but shall not confer any further right to participate in profits or assets.

(9) The Corporation may redeem the whole or any part of the Preferred Shares outstanding on payment for each share to be redeemed of any amount equal to the consideration received by the Corporation upon the issuance of each such share as recorded in the stated capital account maintained for such class of shares together with an amount equal to all dividends declared thereon and unpaid, which shall have accrued thereon, and which, for such purpose, shall be treated as accruing up to the date of such redemption; in case a part only of the then outstanding Preferred Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares; 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 to the last known address of each such holder, 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 Preferred 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 therefor out of the moneys so deposited; after the redemption price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Preferred Shares called for redemption who have failed to present the certificates representing such shares within two (2) months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said preferred shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

(10) Any holder of Preferred Shares may at any time request that the Corporation redeem the whole or any part of the Preferred Shares registered in his name and, subject to the provisions of the Canada Business Corporations Act, the Corporation shall be bound to proceed to redeem such shares, upon receipt of the certificate or certificates representing such shares, by payment for each such share to be redeemed of an amount equal to the consideration received by the Corporation upon the issuance of each such share, as recorded in the stated capital account maintained for such class of shares, together with an amount equal to all dividends declared thereon and unpaid. The provisions of sub-paragraph 3(9) hereof shall apply mutatis mutandis to a redemption contemplated hereby.

(11) Upon a redemption of Preferred Shares as set out in paragraph 9 or 10 hereof, the Corporation shall deduct from the stated capital account maintained for the Preferred Shares an amount equal to the result obtained by multiplying the stated capital of the Preferred Shares by the number of such shares which have been redeemed, divided by the number of Preferred Shares which have been issued and are outstanding immediately before such redemption.



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(12) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, for each Preferred Share, an amount equal to the consideration received by the Corporation upon the issuance of each such share as recorded in the stated capital account maintained for such class of shares and any dividends declared thereon and unpaid, and no more.

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**SCHEDULE 2**  
**to the Articles of Amalgamation of**  
**COOKSON CANADA INC.**

**7 - Other provisions, if any:**

- (1) the number of its shareholders is limited to fifty (50) 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, two or more persons holding one or more shares jointly being counted as a single shareholder;
- (2) any invitation to the public to subscribe for any shares, debentures or other securities of the Corporation shall be prohibited; and
- (3) the Directors of the Corporation may, without authorization of the shareholders:
  - (i) borrow money upon the credit of the Corporation;
  - (ii) issue, re-issue, sell or pledge any bonds, debentures, debenture stock or other debt obligations of the Corporation; and
  - (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any moveable or personal, immoveable or real or other property of the Corporation, owned or subsequently acquired, present or future, to secure any debt obligation of the Corporation.

The Directors may, by resolution or 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.

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