



For Ministry Use Only  
 À usage exclusif du ministère



Ontario Business Services  
**CERTIFICATE**

Witness to certify that these articles  
 are effective on

Ontario Business Services  
 des services aux affaires  
 et des entreprises  
**CERTIFICAT**  
 C... que les présents statuts  
 ont été en vigueur le

Ontario Corporation Number  
 Numéro de la société en Ontario  
**1599876**

**JANUARY 01 JANVIER, 2004**

*[Signature]*  
 Director / Directeur

DEWELLY HANCOCK

Director of Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION  
 STATUTS DE FUSION**

Form 4  
 Business  
 Corporations  
 Act

Formule 4  
 Les sociétés  
 par actions

1. The name of the amalgamated corporation is: (Set out on BLOCK CAPITAL LETTERS)  
 Dénomination sociale de la société issue de la fusion (écrite en LETTRES MAJUSCULES SEULEMENT):

K	I	A	F	K	O	C	A	N	A	D	A	I	N	C	.

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

**1400-20 QUEEN STREET WEST**

(Street & Number, or R.R. Number, or if Multi-Office Building give Room No.)  
 (Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un bâtiment à bureaux, numéro du bureau)

**TORONTO**

Ontario

**M 5 H 2 V 3**

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

(Postal Code/  
 Code postal)

3. Number of directors is/are: or  
 Nombre d'administrateurs: ou  
 Number or  
 Nombre: or  
minimum and maximum number of directors is/are:  
nombre minimum et maximum d'administrateurs:  
minimum and maximum  
minimum et maximum

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

First name, middle names  
 and surname  
 Prénom, autres préposés et nom  
 de famille

Address for service, giving Street & No. or R.R. No.,  
 Municipality, Province, Country and Postal Code  
 Domicile élu, y compris la rue et le numéro, ou le  
 numéro de la R.R., le nom de la municipalité, la  
 Province, le pays et le code postal

Resident Canadian  
 State "Yes" or "No"  
 Résident canadien  
 Oui/Non

David A. Hunter

17 Kingsbury Cr., Toronto, ON M1N 1E8

Yes

Douglas A. Laver

273 Shoreacres Rd., Burlington, ON L4L 2H3

Yes

Michael P. McQueeney

42 Chapin Pkwy., Buffalo, NY, U.S.A. 14209

No

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 178 (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 178 (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 reproduisent essentiellement les dispositions des statuts constitutifs de

2032254 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		
		Year / année	Month / mois	Day / jour
2032254 Ontario Inc.	2032254	2003	December	10
Pondex Ltd.	273905	2003	December	10
Kafko Manufacturing Limited	435495	2003	December	10
Kafko International Inc.	240535	2003	December	10

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 issued an unlimited number of shares of one class designated as "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:*

N/A

2025 Highlander  
12/12/25 (00000000)

5.

9. The issue, transfer or ownership of shares is/ls 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 shareholder shall be entitled to transfer any share or shares in the capital of the Corporation without the express approval of:

- (a) the directors of the Corporation expressed by a resolution passed by the votes of a majority of the board of directors of the Corporation then in office or by an instrument or instruments in writing signed by all of the directors; or
- (b) the shareholders of the Corporation expressed by a resolution passed by the shareholders holding shares carrying more than 50% of votes for the election of directors or by an instrument or instruments in writing signed by all of the shareholders of the Corporation.

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

See attached page 5A.

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".*

5A

- (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 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.
- (3) The directors of the Corporation may from time to time on such terms as they deem expedient:
  - (a) borrow money upon the credit of the Corporation;
  - (b) issue, sell or pledge debt obligations of the Corporation;
  - (c) charge, mortgage, hypothecate, pledge or otherwise create a security interest in any property of the Corporation, real or personal, or moveable or immovable, to secure any present or future indebtedness, liabilities or other obligations of the Corporation, by trust deed or in any other manner;
  - (d) subject to the Business Corporations Act (Ontario), give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - (e) by resolution, delegate to one or more of the directors of the Corporation all or any of the foregoing powers.
- (4) The powers conferred on the directors and the Corporation in the preceding paragraphs are in addition to and not in substitution for any powers possessed by the Corporation and its directors independently of such provisions.

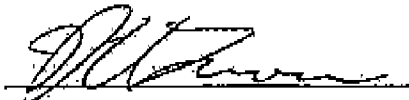
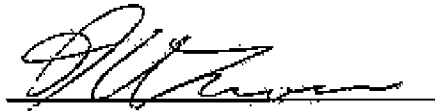
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

6.

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.

2032254 ONTARIO INC.

KAFKO INTERNATIONAL INC.

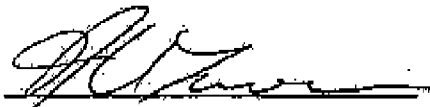
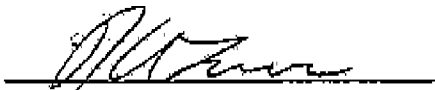


Per: Douglas Laver, Director

Per: Douglas A. Laver, Director

KAFKO MANUFACTURING LIMITED

PONDEX LTD.



Per: Douglas Laver, Director

Per: Douglas A. Laver, Director



**SCHEDULE "A"****STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF THE  
BUSINESS CORPORATIONS ACT (ONTARIO)**

I, **Douglas A. Laver**, of the City of Burlington, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the **Business Corporations Act (Ontario)**.
2. I am a director of each of 2032254 Ontario Inc., Kafko International Inc., Pondex Ltd. and Kafko Manufacturing Limited (the "Amalgamating Corporations") and as such have knowledge of their affairs.
3. I have conducted such examinations of the books and records of each of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that (i) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

**THIS STATEMENT** is made this 10th day of December, 2003.

  
\_\_\_\_\_  
**Douglas A. Laver**

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS OF

2032254 ONTARIO INC.

AMALGAMATION

RESOLVED THAT:

1. the Corporation is authorized to amalgamate with Kafko International Inc., Pondex Ltd. and Kafko Manufacturing Limited effective as of 12:01 a.m. on January 1, 2004, under the provisions of Section 177(1) of the Business Corporations Act (Ontario), and to continue as one corporation under the name "Kafko Canada Inc." (the "Amalgamated Corporation");
2. the issued and outstanding One (1) Common share of the Corporation shall be the issued and outstanding One (1) Common share in the capital of the Amalgamated Corporation and the holder of the One (1) Common share of the Corporation will be issued One (1) Common share of the Amalgamated Corporation;
3. except as may be prescribed, the articles of amalgamation shall be the same as the articles of the Corporation;
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 is authorized to do all acts and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all documents or instruments which may be necessary or desirable in order to give effect to the foregoing including, without limitation, articles of amalgamation in the form required pursuant to the Business Corporations Act (Ontario).

The foregoing resolution is consented to pursuant to the Business Corporations Act (Ontario) by all of the directors of the Corporation.

DATED this 10th day of December, 2003.

"David Hunter"  
David Hunter

"Douglas A. Laver"  
Douglas A. Laver

"Michael P. McQueeney"  
Michael P. McQueeney