

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/06/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dicon Holdings, Inc.		04/06/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Norstone Financial, Inc.
Street Address:	20 Steelcase Road West
Internal Address:	Unit 3
City:	Markham
State/Country:	ONTARIO
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1022542	DICON

CORRESPONDENCE DATA

Fax Number: (212)245-3009
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-541-6222
 Email: skaplan@kanekessler.com
 Correspondent Name: Susan S. Kaplan
 Address Line 1: 1350 Avenue of the Americas
 Address Line 2: Kane Kessler, P.C.
 Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	4902-45
NAME OF SUBMITTER:	Susan S. Kaplan
Signature:	/susan s. kaplan/

OP \$40.00 1022542

Date:

05/15/2006

Total Attachments: 9

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Ministry of
 Consumer and
Ontario Business Services

CERTIFICATE

This is to certify that these articles are effective on

Ministère des Services
aux consommateurs
et aux entreprises

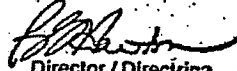
CERTIFICAT

Ceci certifie que les présents statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

1695629

APRIL 11 AVRIL, 2006


Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

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

N	O	R	S	T	O	N	E	F	I	N	A	N	C	I	A	L	I	N	C	.

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

130 King Street West, Suite 1800

(Street & Number or R.R. Number & 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)

Toronto

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

Ontario

M	5	X	1	E	3
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(Postal Code /
Code postal)

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

Number or minimum and maximum
Nombre ou minimum et maximum

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1	10
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4. The director(s) is/are:

Administrateur(s):

First name, middle names
and surname

Prénom, autres prénoms 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

Steven Chepa

4411 Escarpment Side Road, R.R. #3
Caledon, Ontario L0N 1C0

Yes

Kevin Stringer

42 Millpond Drive
Stewarttown, Ontario L7G 4S6

Yes

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 reprénnent essentiellement les dispositions des statuts constitutifs de

Norstone Financial Inc.

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
Norstone Financial Inc.	1542474	2006/04/06
Dicon Holdings Inc.	1252794	2006/04/06

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.

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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 an unlimited number of common shares without par value.

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 :

The holders of the common shares shall be entitled:

- (a) to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;
- (b) to receive, subject to the rights of the holders of another class of shares, any dividends declared by the Corporation; and
- (c) to receive, subject to the rights of the holders of another class of shares, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

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 shareholder shall be entitled to transfer any share or shares of the Corporation without either:

(a) the approval of the directors of the Corporation expressed by a resolution passed at a duly constituted meeting of the board of directors by a majority of the directors of the Corporation present and entitled to vote or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the approval of the shareholders of the Corporation expressed either by a resolution passed at a duly constituted meeting of the shareholders, by a majority of the votes cast thereat or by an instrument or instruments in writing signed by the holders of a majority of the outstanding shares in the capital of the Corporation.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu :

(a) 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.

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

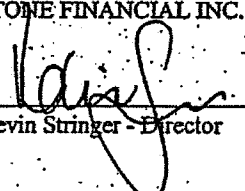
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

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.

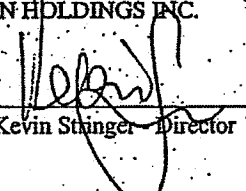
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

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.

NORSTONE FINANCIAL INC.

By: 
Kevin Stringer - Director

DICON HOLDINGS INC.

By: 
Kevin Stringer - Director

Schedule "A" to Articles of Amalgamation of

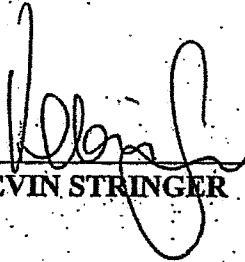
NORSTONE FINANCIAL INC.

STATEMENT OF DIRECTOR OR OFFICER

The undersigned, Kevin Stringer, Director of each of Norstone Financial Inc. ("Norstone") and Dicon Holdings Inc. ("Dicon"); the amalgamating corporations referred to in the Articles of Amalgamation to which this schedule is attached as Schedule "A", hereby states that:

1. there are reasonable grounds for believing that each of Norstone and Dicon is, and the amalgamated corporation will be, able to pay its liabilities as they become due and 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;
2. there are reasonable grounds for believing that no creditor of Norstone or Dicon will be prejudiced by the amalgamation;
3. no creditors of Norstone or Dicon have notified the Corporation that they object to the amalgamation and therefore clause 178(2)(c) of the *Business Corporations Act* (Ontario) (the "Act") is not applicable; and
4. with respect to clause 178(2)(d) of the Act this clause is not applicable in light of the statement made in reference to clause 178(2)(c) of the Act.

DATED the 6th day of April, 2006.



KEVIN STRINGER

Schedule "B" to Articles of Amalgamation of
NORSTONE FINANCIAL INC.

RESOLUTION OF THE BOARD OF DIRECTORS OF
NORSTONE FINANCIAL INC.

"Amalgamation

WHEREAS Norstone Financial Inc. (the "Corporation") is the sole shareholder of and has agreed to amalgamate with Dicon Holdings Inc. ("Dicon") pursuant to Subsection (1) of Section 177 of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

1. the amalgamation of the Corporation with Dicon, pursuant to Subsection (1) of Section 177 thereof, is hereby approved;
2. effective upon issuance of a Certificate of Amalgamation pursuant to Section 178 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 of the authorized capital of Dicon, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation;
5. the name of the amalgamated corporation shall be Norstone Financial Inc.;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
7. the stated capital of each class of shares of the amalgamated corporation issued and outstanding immediately following the issuance of a Certificate of Amalgamation shall be equal to the stated capital of the corresponding class of shares of the Corporation issued and outstanding immediately prior to the issuance of the said certificate; and
8. any one officer or director of the Corporation is 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 of Norstone Financial Inc. passed by the signatures of all the directors of the Corporation who would be entitled to vote on the resolution at a meeting of the directors pursuant to the *Business Corporations Act* (Ontario) on the 6th day of April, 2006, which resolution is in full force and effect unamended as at the date hereof.

DATED the 6th day of April, 2006.


Kevin Stringer - Vice-President

TRADEMARK

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Schedule "B" to Articles of Amalgamation of
NORSTONE FINANCIAL INC.

RESOLUTION OF THE BOARD OF DIRECTORS OF
DICON HOLDINGS INC.

"Amalgamation

WHEREAS Dicon Holdings Inc. (the "Corporation") is the subsidiary of and has agreed to amalgamate with Norstone Financial Inc. ("Norstone") pursuant to Subsection (1) of Section 177 of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

1. the amalgamation of the Corporation with Norstone, pursuant to Subsection (1) of Section 177 of the Act, is hereby approved;
2. effective upon issuance of a Certificate of Amalgamation pursuant to Section 178 of the Act the shares in the capital of the Corporation, including all such shares of which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of Norstone;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Norstone;
5. the name of the amalgamated corporation shall be Norstone Financial Inc.;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. any one officer or director of the Corporation is 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 of Dicon Holdings Inc. passed by the signatures of all the directors of the Corporation who would be entitled to vote on the resolution at a meeting of the directors pursuant to the *Business Corporations Act* (Ontario) on the 6th day of April, 2006, which resolution is in full force and effect unamended as at the date hereof.

DATED the 6th day of April, 2006.


Kevin Stringer - President

TRADEMARK