

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	AMALGAMATION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NEALANDERS INTERNATIONAL INC.	FORMERLY 1437553 ONTARIO INC.	09/30/2005	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	NEALANDERS INTERNATIONAL INC.		
Street Address:	TD TOWER 66 WELLINGTON STREET WEST		
City:	TORONTO ONTARIO		
State/Country:	CANADA		
Postal Code:	M4K 1A2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2353009	DADEX	
CORRESPONDENCE DATA			
Fax Number:	(312)913-0002		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3129130001		
Email:	psgdocketing@mbhb.com		
Correspondent Name:	James C. Gumina		
Address Line 1:	300 S. Wacker Drive		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	97-217		
DOMESTIC REPRESENTATIVE			
Name:	McDonnell Boehnen Hulbert & Berghoff LLP		
Address Line 1:	300 S. Wacker Drive		
Address Line 4:	Chicago, ILLINOIS 60606		

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NAME OF SUBMITTER:	James C. Gumina
Signature:	/James C. Gumina/
Date:	06/02/2006

Total Attachments: 15

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1674711



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

OCTOBER 01 OCTOBRE, 2005

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

**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	E	A	L	A	N	D	E	R	S		I	N	T	E	R	N	A	T	I	O	N	A	L		I	N	C	.

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

TD Tower, 66 Wellington Street West, 10th Floor

(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

Ontario

M4K 1A2

(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 minimum and maximum number of directors is/are:
Nombre d'administrateurs : ou nombres minimum et maximum d'administrateurs :

Number
Nombre

or minimum and maximum
ou nombres minimum et maximum

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

Paul Henry

TD Tower, 66 Wellington Street West
10th Floor, Toronto, Ontario M4K 1A2

Yes

John MacIntyre

TD Tower, 66 Wellington Street West
10th Floor, Toronto, Ontario M4K 1A2

Yes

Continuation

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Tom Savage	TD Tower, 66 Wellington Street West 10th Floor, Toronto, Ontario M4K 1A2	Yes
Kevin Godwin	TD Tower, 66 Wellington Street West 10th Floor, Toronto, Ontario M4K 1A2	Yes
Joe Nealon	TD Tower, 66 Wellington Street West 10th Floor, Toronto, Ontario M4K 1A2	Yes
Daryl Holmes	TD Tower, 66 Wellington Street West 10th Floor, Toronto, Ontario M4K 1A2	Yes
Mario Fleury	TD Tower, 66 Wellington Street West 10th Floor, Toronto, Ontario M4K 1A2	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
- 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 reprennent essentiellement les dispositions des statuts constitutifs de

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</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
1437553 Ontario Inc.	1437553	2005/09/30
Nealanders International Inc.	1664148	2005/09/30

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 :

an unlimited number of 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

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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes :

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

(a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than holders of shares who are entitled to vote separately as a class) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

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

N/A

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 société par actions constituent l'annexe "A"

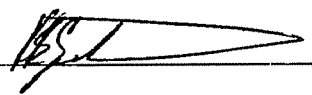
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

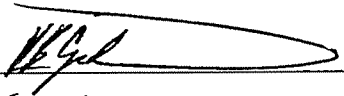
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

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.

1437553 ONTARIO LIMITED

NEALANDERS INTERNATIONAL INC.

By: 
Secretary

By: 
Secretary

SCHEDULE B

**1437553 ONTARIO INC.
(the "Corporation")**

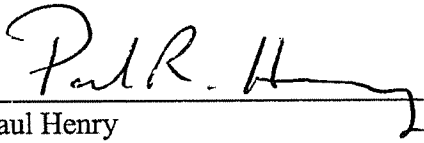
RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate of amalgamation dated August 31, 2000.
- B. It is desirable that the Corporation be amalgamated with Nealanders International Inc. ("Parentco").
- C. The Corporation is a wholly-owned subsidiary corporation of Parentco.

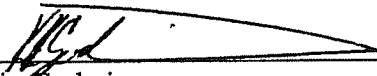
RESOLVED THAT:

- 1. the amalgamation of the Corporation with Parentco is hereby approved;
- 2. the by-laws of the amalgamated corporation shall be the by-laws of Parentco, until amended or repealed;
- 3.
 - (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
 - (ii) except as may be prescribed by the *Business Corporations Act* (Ontario), the articles of amalgamation shall be the same as the articles of Parentco;
 - (iii) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of that person, is necessary or desirable to give effect to this resolution and to deliver all or any of those documents to the Ministry of Consumer and Business Services.

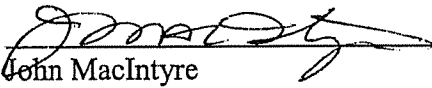
The foregoing resolution is signed by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 30th day of September, 2005.



Paul Henry




Kevin Godwin




John MacIntyre



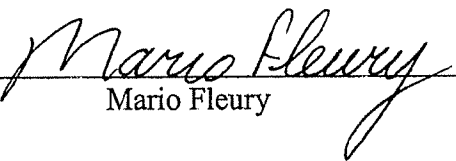
Tom Savage



Joe Nealon



Daryl Holmes



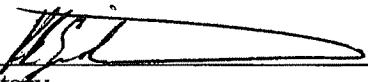
Mario Fleury

SCHEDULE B

CERTIFICATE

I, Kevin Godwin, the Secretary of 1437553 Ontario Inc. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the board of directors of the Corporation on September 30, 2005, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: September 30, 2005


Secretary

SCHEDULE B

**NEALANDERS INTERNATIONAL INC.
(the "Corporation")**

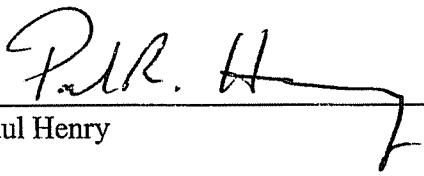
RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate of amalgamation dated June 22, 2005.
- B. It is desirable that the Corporation amalgamate with 1437553 Ontario Inc. (the "Subsidiary").
- C. All the issued shares of the Subsidiary are held by the Corporation.

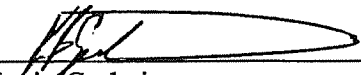
RESOLVED THAT:

- 1. the amalgamation of the Corporation with the Subsidiary is hereby approved;
- 2. the by-laws of the amalgamated corporation shall be the by-laws of the Corporation, until amended or repealed;
- 3.
 - (i) the shares of the Subsidiary shall be cancelled without any repayment of capital in respect of those shares;
 - (ii) except as may be prescribed by the *Business Corporations Act* (Ontario), the articles of amalgamation shall be the same as the articles of the Corporation;
 - (iii) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of that person, is necessary or desirable to give effect to this resolution and to deliver all or any of those documents to the Ministry of Consumer and Business Services.

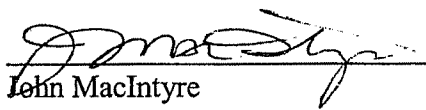
The foregoing resolution is signed by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 30th day of September, 2005.



Paul Henry



Kevin Godwin



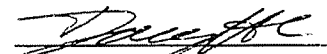
John MacIntyre



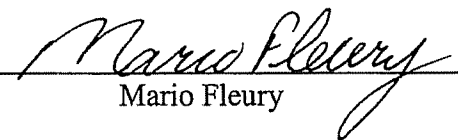
Tom Savage



Joe Nealon



Daryl Holmes



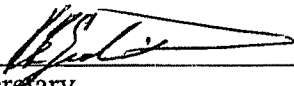
Mario Fleury

SCHEDULE B

CERTIFICATE

I, Kevin Godwin, the Secretary of Nealanders International Inc. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the board of directors of the Corporation on September 30, 2005, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: September 30, 2005.



Secretary