

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Amalgamation Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
1056852 Ontario Limited		10/18/2007	CORPORATION: CANADA
1056855 Ontario Limited		10/18/2007	CORPORATION: CANADA
1192271 Ontario Limited		10/18/2007	CORPORATION: CANADA
2151026 Ontario, Inc.		10/18/2007	CORPORATION: CANADA
361587 Ontario Limited		10/18/2007	CORPORATION: CANADA
361591 Ontario Limited		10/18/2007	CORPORATION: CANADA
Ariel Investments Inc.		10/18/2007	CORPORATION: CANADA
DSH Financial Corp.		10/18/2007	CORPORATION: CANADA
DSH Inc.		10/18/2007	CORPORATION: CANADA
DYL Hardware Inc.		10/18/2007	CORPORATION: CANADA
Golden-Eye Enterprises Inc.		10/18/2007	CORPORATION: CANADA
J.J. Home Products Incorporated		10/18/2007	CORPORATION: CANADA
J.J. Mirror & Closets Inc.		10/18/2007	CORPORATION: CANADA
JCD Hardware Inc.		10/18/2007	CORPORATION: CANADA
JJ Financial Corp.		10/18/2007	CORPORATION: CANADA
JMC Hardware Inc.		10/18/2007	CORPORATION: CANADA
Kingstar Products Inc.		10/18/2007	CORPORATION: CANADA
KJ Door Hardware Inc.		10/18/2007	CORPORATION: CANADA
M. Bedard Investments Inc.		10/18/2007	CORPORATION: CANADA
Maestro Hardware Inc.		10/18/2007	CORPORATION: CANADA
PB Investments Inc.		10/18/2007	CORPORATION: CANADA
Ramtrack Inc.		10/18/2007	CORPORATION: CANADA
Ramtrack Manufacturing Inc.		10/18/2007	CORPORATION: CANADA
Redstart Inc.		10/18/2007	CORPORATION: CANADA
Sunliner Inc.		10/18/2007	CORPORATION: CANADA
TRC Hardware Inc.		10/18/2007	CORPORATION: CANADA
Vintage Hardware Inc.		10/18/2007	CORPORATION: CANADA

**RECEIVING PARTY DATA**

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**900090334**

**TRADEMARK  
 REEL: 003648 FRAME: 0621**

CH \$65.00 77127906

Name:	DSH Group Inc.
Street Address:	3350 Langstaff Road
City:	Concord, Ontario
State/Country:	CANADA
Postal Code:	L4K4Z6
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	77127906	LUMASTYLE
Registration Number:	3185786	KINGSTAR

CORRESPONDENCE DATA

Fax Number: (202)739-3001  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 202-739-3000  
Email: trademarks@morganlewis.com  
Correspondent Name: Morgan, Lewis & Bockius LLP  
Address Line 1: 1111 Pennsylvania Avenue, NW  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER: 051744.0024

DOMESTIC REPRESENTATIVE

Name:  
Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER: Jennifer C. Evans

Signature: /jennifer c evans/

Date: 10/26/2007

Total Attachments: 40

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Ministry of  
Government Services

Ministère des  
Services gouvernementaux

Ontario

**CERTIFICATE**

This is to certify that these articles  
are effective on

**CERTIFICAT**

Ceci certifie que les présents statuts  
entrent en vigueur le

**OCTOBER 1 8 OCTOBRE, 2007**

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

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):

D S H G R O U P I N C .

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

3350 Langstaff Road

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

Concord

ONTARIO

L 4 K 4 Z 6

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

Postal Code/Code postal

3. Number of directors is: Fixed number  OR minimum and maximum  1  10  
Nombre d'administrateurs: Nombre fixe  OU 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
Howard Cadsby	3350 Langstaff Road Concord, Ontario L4K 4Z6	Yes

5. Method of amalgamation, check A or B  
*Méthode choisie pour la fusion – Cocher A ou B :*

**A - Amalgamation Agreement / Convention de fusion :**



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.  
*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 - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**



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.  
*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 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 <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Redstart Inc.	000735584	2007	10	18
KJ Door Hardware Inc.	001004534	2007	10	18
361591 Ontario Limited	000361591	2007	10	18
361587 Ontario Limited	000361587	2007	10	18
Maestro Hardware Inc.	000552310	2007	10	18
DSH Financial Corp.	001318773	2007	10	18
Vintage Hardware Inc.	000812976	2007	10	18
1056852 Ontario Limited	001056852	2007	10	18

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    Month    Day <i>année    mois    jour</i>
1056855 Ontario Limited	001056855	2007-10-18
Kingstar Products Inc.	000529685	2007-10-18
Ramtrack Manufacturing Inc.	000753883	2007-10-18
Ariel Investments Inc.	000552288	2007-10-18
M. Bedard Investments Inc.	000644955	2007-10-18
PB Investments Inc.	000552287	2007-10-18
Golden-Eye Enterprises Inc.	000571531	2007-10-18
DYL Hardware Inc.	001366807	2007-10-18
TRC Hardware Inc.	001366805	2007-10-18
JMC Hardware Inc.	001366806	2007-10-18
JCD Hardware Inc.	001366223	2007-10-18
Sunliner Inc.	001366222	2007-10-18
1192271 Ontario Limited	001192271	2007-10-18
<del>LL Home Products Incorporated</del>	<del>000203083</del>	<del>2007-10-18</del>
JJ Financial Corp.	001605139	2007-10-18
DSH Inc.	000793620	2007-10-18
Ramtrack Inc.	001366224	2007-10-18
J.J. Mirror & Closets Inc.	000939292	2007-10-18
2151026 Ontario Limited	002151026	2007-10-18
J. J. HOME PRODUCTS INCORPORATED	000293083	2007-10-18

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 Class A Shares, an unlimited number of Class B Shares, an unlimited number of Class C Shares, an unlimited number of Class D Shares, an unlimited number of Class E Shares, an unlimited number of Class F Shares, an unlimited number of Class G Shares, an unlimited number of Class H Shares, an unlimited number of Class I Shares, an unlimited number of Class J Shares, an unlimited number of Class K Shares, an unlimited number of Class L Shares, an unlimited number of Class M Shares, an unlimited number of Class N Shares, an unlimited number of Class O Shares, an unlimited number of Class P Shares and an unlimited number Class Q 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 :*

See Schedule "A" attached hereto



## APPENDIX "A"

To provide that the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Dividends**

The holders of the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares shall be entitled to receive and the Corporation shall pay thereon a Pro Rata Share of non-cumulative, non-preferential dividends as and when declared by the board of directors.

(b) **Voting**

Each holder of Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of such shares, each holder shall be entitled to one vote in respect of each Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares held by him or her.

(c) **Rights on Dissolution**

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary the holders of the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares shall be entitled to receive in respect of each such share a Pro Rata Share of all of the remaining property of the Corporation.

(d) **Definition**

In these Articles, with respect to the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I

Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares (as the case may be) the following term shall have the meaning ascribed below:

- (i) **“Pro Rata Share”** means an amount in respect of each share of a class determined in accordance with the following formula:

$$(A \times B \div C) \div D$$

Where: **A** equals the total amount to be distributed among the holders of shares,

**B** equals the fair market value of the aggregate consideration for which all of the shares of that class were issued on the amalgamation that formed the Corporation,

**C** equals the total fair market value of all of the consideration for which were issued all shares that were issued on the amalgamation that formed the Corporation, and

**D** equals the total number of issued and outstanding shares of that class at the time of the distribution.

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 :*

Shares issued by the Corporation shall not be transferred without the consent of either:

- (i) the directors evidenced by a resolution passed or signed by them and recorded in the books of the Corporation; or
- (ii) the holders of a majority in number of the outstanding voting shares of the Corporation.

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

Securities of the Corporation, other than shares and non-convertible debt securities, shall not be transferred without compliance with the restrictions on transfer contained in the applicable securityholders' agreement or, absent any such restrictions, without the consent of the Secretary of the Corporation.

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.*

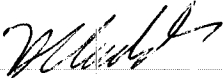
These articles are signed in duplicate.  
 Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / **Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

REDSTART INC.

Names of Corporations / *Dénomination sociale des sociétés*

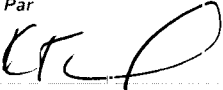
By / Par

	Howard Cadsby	Director
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

KJ DOOR HARDWARE INC.

Names of Corporations / *Dénomination sociale des sociétés*


By / Par

	Kevin Campbell	Director
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

361591 ONTARIO LIMITED

Names of Corporations / *Dénomination sociale des sociétés*


By / Par

	Howard Cadsby	Director
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

361587 ONTARIO LIMITED

Names of Corporations / *Dénomination sociale des sociétés*

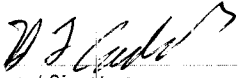
By / Par

	Howard Cadsby	Director
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

MAESTRO HARDWARE INC.

Names of Corporations / *Dénomination sociale des sociétés*

By / Par

	Howard Cadsby	Director
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

**DSH FINANCIAL CORP.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
 Signature / Signature

 Howard Cadsby  
 Print name of signatory /  
 Nom du signataire en lettres moulées

 Director  
 Description of Office /  
 Fonction
**VINTAGE HARDWARE INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
 Signature / Signature

 Kevin Campbell  
 Print name of signatory /  
 Nom du signataire en lettres moulées

 Director  
 Description of Office /  
 Fonction
**1056852 ONTARIO LIMITED**

Names of Corporations/Dénomination sociale des sociétés

By/Par

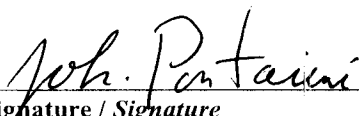
  
 Signature / Signature

 Kevin Campbell  
 Print name of signatory /  
 Nom du signataire en lettres moulées

 Director  
 Description of Office /  
 Fonction
**1056855 ONTARIO LIMITED**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
 Signature / Signature

 John Pontarini  
 Print name of signatory /  
 Nom du signataire en lettres moulées

 Director  
 Description of Office /  
 Fonction
**KINGSTAR PRODUCTS INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
 Signature / Signature

 Howard Cadsby  
 Print name of signatory /  
 Nom du signataire en lettres moulées

 Director  
 Description of Office /  
 Fonction

**RAMTRACK MANUFACTURING INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature

Yvon LeBlanc  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**ARIEL INVESTMENTS INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature


Howard Cadsby  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**M. BEDARD INVESTMENTS INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature

Elizabeth Campbell  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**PB INVESTMENTS INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature

Elizabeth Campbell  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**GOLDEN-EYE INVESTMENTS INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature


Howard Cadsby  
Print name of signatory /  
Nom du sigataire en lettres moulées

Secretary  
Description of Office /  
Fonction

**DYL HARDWARE INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature

Yvon LeBlanc  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**TRC HARDWARE INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature

Howard Cadsby  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**JMC HARDWARE INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature

Howard Cadsby  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**JCD HARDWARE INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature

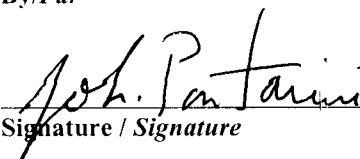
Kevin Campbell  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**SUNLINER INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature

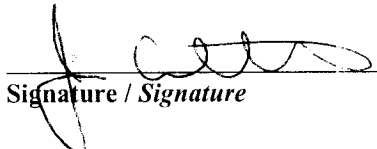
John Pontarini  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**1192271 ONTARIO LIMITED**

Names of Corporations/Dénomination sociale des sociétés

By/Par


  
Signature / Signature

James Cantelon  
 Print name of signatory /  
 Nom du sigataire en lettres moulées

Director  
 Description of Office /  
 Fonction

J. J.

**J.J. HOME PRODUCTS INCORPORATED**

Names of Corporations/Dénomination sociale des sociétés

By/Par


  
Signature / Signature

Howard Cadsby  
 Print name of signatory /  
 Nom du sigataire en lettres moulées

Director  
 Description of Office /  
 Fonction
**JJ FINANCIAL CORP.**

Names of Corporations/Dénomination sociale des sociétés

By/Par


  
Signature / Signature

Howard Cadsby  
 Print name of signatory /  
 Nom du sigataire en lettres moulées

Director  
 Description of Office /  
 Fonction
**DSH INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par


  
Signature / Signature

Howard Cadsby  
 Print name of signatory /  
 Nom du sigataire en lettres moulées

Director  
 Description of Office /  
 Fonction
**RAMTRACK INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par


  
Signature / Signature

Yvon LeBlanc  
 Print name of signatory /  
 Nom du sigataire en lettres moulées

Director  
 Description of Office /  
 Fonction



**J.J. MIRROR & CLOSETS INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature

Howard Cadsby  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**2151026 ONTARIO INC.**

Names of Corporations/Dénomination sociale des sociétés

By/Par

  
Signature / Signature

Howard Cadsby  
Print name of signatory /  
Nom du sigataire en lettres moulées

Director  
Description of Office /  
Fonction

**SCHEDULE "A"**

) IN THE MATTER of the *Business*  
) *Corporations Act* (Ontario) and the articles of  
) amalgamation of Redstart Inc., KJ Door  
) Hardware Inc., 361591 Ontario Limited,  
) 361587 Ontario Limited, Maestro Hardware  
) Inc., DSH Financial Corp., Vintage Hardware  
) Inc., 1056852 Ontario Limited, 1056855  
) Ontario Limited, Kingstar Products Inc.,  
) Ramtrack Manufacturing Inc., Ariel  
) Investments Inc., M. Bedard Investments Inc.,  
) PB Investments Inc., Golden-Eye Enterprises  
) Inc., DYL Hardware Inc., TRC Hardware Inc.,  
) JMC Hardware Inc., JCD Hardware Inc.,  
) Sunliner Inc., 1192271 Ontario Limited, J.J.  
) Home Products Incorporated, JJ Financial  
) Corp., DSH Inc., Ramtrack Inc., J.J. Mirror &  
) Closets Inc., and 2151026 Ontario Inc.

**STATEMENT OF DIRECTOR OR OFFICER**

I, Howard Cadsby, of the Regional Municipality of York, in the Province of Ontario, solemnly state that:

1. I am a director and or officer of each of the amalgamating corporations, the name of each of which is hereinafter set out, and as such have personal knowledge of each of the amalgamating corporations herein deposited to:

Redstart Inc.	361591 Ontario Limited
361587 Ontario Limited	Maestro Hardware Inc.
DSH Financial Corp.	Kingstar Products Inc.
Ariel Investments Inc.	Golden-Eye Enterprises Inc.
TRC Hardware Inc.	JMC Hardware Inc.
J.J. Home Products Incorporated	JJ Financial Corp.
DSH Inc.	J.J. Mirror & Closets Inc.
2151026 Ontario Inc.	

2. I have conducted such examinations of the books and records of each amalgamating corporation as necessary to enable me to make the statements set forth in this Statement.
3. There are no reasonable grounds for believing that:
  - (a) Each amalgamating corporation is and the amalgamated corporation will be unable to pay its liabilities as they become due; and
  - (b) the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that:
  - (a) No creditor of any of the amalgamating corporations will be prejudiced by the amalgamation; or
  - (b) Adequate notice has been given by each amalgamating corporation to all known creditors of each respective corporation in accordance with the provisions of the *Business Corporations Act* (Ontario).
5. No creditor of any of the amalgamating corporations has notified the respective corporation that such creditor objects to the amalgamation.

DATED this 18<sup>th</sup> day of October, 2007.

  
\_\_\_\_\_  
Howard Cadsby

**SCHEDULE "A"**

- ) IN THE MATTER of the *Business*
- ) *Corporations Act* (Ontario) and the articles of
- ) amalgamation of Redstart Inc., KJ Door
- ) Hardware Inc., 361591 Ontario Limited,
- ) 361587 Ontario Limited, Maestro Hardware
- ) Inc., DSH Financial Corp., Vintage Hardware
- ) Inc., 1056852 Ontario Limited, 1056855
- ) Ontario Limited, Kingstar Products Inc.,
- ) Ramtrack Manufacturing Inc., Ariel
- ) Investments Inc., M. Bedard Investments Inc.,
- ) PB Investments Inc., Golden-Eye Enterprises
- ) Inc., DYL Hardware Inc., TRC Hardware Inc.,
- ) JMC Hardware Inc., JCD Hardware Inc.,
- ) Sunliner Inc., 1192271 Ontario Limited, J.J.
- ) Home Products Incorporated, JJ Financial
- ) Corp., DSH Inc., Ramtrack Inc., J.J. Mirror &
- ) Closets Inc., and 2151026 Ontario Inc.

**STATEMENT OF DIRECTOR OR OFFICER**

I, Kevin J. Campbell, of the Regional Municipality of York, in the Province of Ontario, solemnly state that:

1. I am a director and or officer of each of the amalgamating corporations, the name of each of which is hereinafter set out, and as such have personal knowledge of each of the amalgamating corporations herein deposed to:

KJ Door Hardware Inc.

Vintage Hardware Inc.

1056852 Ontario Limited

JCD Hardware Inc.

2. I have conducted such examinations of the books and records of each amalgamating corporation as necessary to enable me to make the statements set forth in this Statement.
3. There are no reasonable grounds for believing that:
  - (a) Each amalgamating corporation is and the amalgamated corporation will be unable to pay its liabilities as they become due; and
  - (b) the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes.

4. There are reasonable grounds for believing that:
  - (a) No creditor of any of the amalgamating corporations will be prejudiced by the amalgamation; or
  - (b) Adequate notice has been given by each amalgamating corporation to all known creditors of each respective corporation in accordance with the provisions of the *Business Corporations Act* (Ontario).
5. No creditor of any of the amalgamating corporations has notified the respective corporation that such creditor objects to the amalgamation.

DATED this 18<sup>th</sup> day of October, 2007.



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Kevin J. Campbell

## SCHEDULE "A"

- ) IN THE MATTER of the *Business*
- ) *Corporations Act* (Ontario) and the articles of
- ) amalgamation of Redstart Inc., KJ Door
- ) Hardware Inc., 361591 Ontario Limited,
- ) 361587 Ontario Limited, Maestro Hardware
- ) Inc., DSH Financial Corp., Vintage Hardware
- ) Inc., 1056852 Ontario Limited, 1056855
- ) Ontario Limited, Kingstar Products Inc.,
- ) Ramtrack Manufacturing Inc., Ariel
- ) Investments Inc., M. Bedard Investments Inc.,
- ) PB Investments Inc., Golden-Eye Enterprises
- ) Inc., DYL Hardware Inc., TRC Hardware Inc.,
- ) JMC Hardware Inc., JCD Hardware Inc.,
- ) Sunliner Inc., 1192271 Ontario Limited, J.J.
- ) Home Products Incorporated, JJ Financial
- ) Corp., DSH Inc., Ramtrack Inc., J.J. Mirror &
- ) Closets Inc., and 2151026 Ontario Inc.

## STATEMENT OF DIRECTOR OR OFFICER

I, Elizabeth Campbell, of the Regional Municipality of York, in the Province of Ontario, solemnly state that:

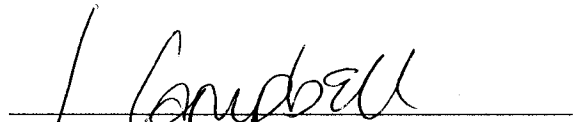
1. I am a director and or officer of each of the amalgamating corporations, the name of each of which is hereinafter set out, and as such have personal knowledge of each of the amalgamating corporations herein deposited to:

M. Bedard Investments Inc. PB Investments Inc.

2. I have conducted such examinations of the books and records of each amalgamating corporation as necessary to enable me to make the statements set forth in this Statement.
3. There are no reasonable grounds for believing that:
  - (a) Each amalgamating corporation is and the amalgamated corporation will be unable to pay its liabilities as they become due; and
  - (b) the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that:
  - (a) No creditor of any of the amalgamating corporations will be prejudiced by the amalgamation; or

- (b) Adequate notice has been given by each amalgamating corporation to all known creditors of each respective corporation in accordance with the provisions of the *Business Corporations Act* (Ontario).
5. No creditor of any of the amalgamating corporations has notified the respective corporation that such creditor objects to the amalgamation.

DATED this 18<sup>th</sup> day of October, 2007.

  
Elizabeth Campbell

**SCHEDULE "A"**

- ) IN THE MATTER of the *Business*
- ) *Corporations Act* (Ontario) and the articles of
- ) amalgamation of Redstart Inc., KJ Door
- ) Hardware Inc., 361591 Ontario Limited,
- ) 361587 Ontario Limited, Maestro Hardware
- ) Inc., DSH Financial Corp., Vintage Hardware
- ) Inc., 1056852 Ontario Limited, 1056855
- ) Ontario Limited, Kingstar Products Inc.,
- ) Ramtrack Manufacturing Inc., Ariel
- ) Investments Inc., M. Bedard Investments Inc.,
- ) PB Investments Inc., Golden-Eye Enterprises
- ) Inc., DYL Hardware Inc., TRC Hardware Inc.,
- ) JMC Hardware Inc., JCD Hardware Inc.,
- ) Sunliner Inc., 1192271 Ontario Limited, J.J.
- ) Home Products Incorporated, JJ Financial
- ) Corp., DSH Inc., Ramtrack Inc., J.J. Mirror &
- ) Closets Inc., and 2151026 Ontario Inc.

**STATEMENT OF DIRECTOR OR OFFICER**

I, John Pontarini, of the Township of King, in the Province of Ontario, solemnly state that:

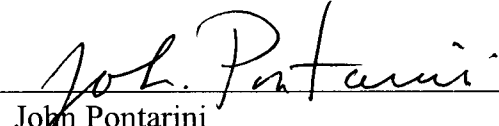
1. I am a director and or officer of each of the amalgamating corporations, the name of each of which is hereinafter set out, and as such have personal knowledge of each of the amalgamating corporations herein deposed to:  

1056855 Ontario Limited                      Sunliner Inc.
2. I have conducted such examinations of the books and records of each amalgamating corporation as necessary to enable me to make the statements set forth in this Statement.
3. There are no reasonable grounds for believing that:
  - (a) Each amalgamating corporation is and the amalgamated corporation will be unable to pay its liabilities as they become due; and
  - (b) the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes.



4. There are reasonable grounds for believing that:
  - (a) No creditor of any of the amalgamating corporations will be prejudiced by the amalgamation; or
  - (b) Adequate notice has been given by each amalgamating corporation to all known creditors of each respective corporation in accordance with the provisions of the *Business Corporations Act* (Ontario).
5. No creditor of any of the amalgamating corporations has notified the respective corporation that such creditor objects to the amalgamation.

DATED this 18<sup>th</sup> day of October, 2007.

  
\_\_\_\_\_  
John Pontarini

**SCHEDULE "A"**

- ) IN THE MATTER of the *Business*
- ) *Corporations Act* (Ontario) and the articles of
- ) amalgamation of Redstart Inc., KJ Door
- ) Hardware Inc., 361591 Ontario Limited,
- ) 361587 Ontario Limited, Maestro Hardware
- ) Inc., DSH Financial Corp., Vintage Hardware
- ) Inc., 1056852 Ontario Limited, 1056855
- ) Ontario Limited, Kingstar Products Inc.,
- ) Ramtrack Manufacturing Inc., Ariel
- ) Investments Inc., M. Bedard Investments Inc.,
- ) PB Investments Inc., Golden-Eye Enterprises
- ) Inc., DYL Hardware Inc., TRC Hardware Inc.,
- ) JMC Hardware Inc., JCD Hardware Inc.,
- ) Sunliner Inc., 1192271 Ontario Limited, J.J.
- ) Home Products Incorporated, JJ Financial
- ) Corp., DSH Inc., Ramtrack Inc., J.J. Mirror &
- ) Closets Inc., and 2151026 Ontario Inc.

**STATEMENT OF DIRECTOR OR OFFICER**

I, Yvon LeBlanc, of the Town of Thorton, in the Province of Ontario, solemnly state that:

1. I am a director and or officer of each of the amalgamating corporations, the name of each of which is hereinafter set out, and as such have personal knowledge of each of the amalgamating corporations herein deposed to:

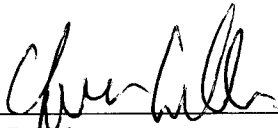
Ramtrack Manufacturing Inc.    DYL Hardware Inc.

Ramtrack Inc.

2. I have conducted such examinations of the books and records of each amalgamating corporation as necessary to enable me to make the statements set forth in this Statement.
3. There are no reasonable grounds for believing that:
  - (a) Each amalgamating corporation is and the amalgamated corporation will be unable to pay its liabilities as they become due; and
  - (b) the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that:

- (a) No creditor of any of the amalgamating corporations will be prejudiced by the amalgamation; or
  - (b) Adequate notice has been given by each amalgamating corporation to all known creditors of each respective corporation in accordance with the provisions of the *Business Corporations Act* (Ontario).
5. No creditor of any of the amalgamating corporations has notified the respective corporation that such creditor objects to the amalgamation.

DATED this 18<sup>th</sup> day of October, 2007.

  
\_\_\_\_\_  
Yvon LeBlanc

**SCHEDULE "A"**

- ) IN THE MATTER of the *Business*
- ) *Corporations Act* (Ontario) and the articles of
- ) amalgamation of Redstart Inc., KJ Door
- ) Hardware Inc., 361591 Ontario Limited,
- ) 361587 Ontario Limited, Maestro Hardware
- ) Inc., DSH Financial Corp., Vintage Hardware
- ) Inc., 1056852 Ontario Limited, 1056855
- ) Ontario Limited, Kingstar Products Inc.,
- ) Ramtrack Manufacturing Inc., Ariel
- ) Investments Inc., M. Bedard Investments Inc.,
- ) PB Investments Inc., Golden-Eye Enterprises
- ) Inc., DYL Hardware Inc., TRC Hardware Inc.,
- ) JMC Hardware Inc., JCD Hardware Inc.,
- ) Sunliner Inc., 1192271 Ontario Limited, J.J.
- ) Home Products Incorporated, JJ Financial
- ) Corp., DSH Inc., Ramtrack Inc., J.J. Mirror &
- ) Closets Inc., and 2151026 Ontario Inc.

**STATEMENT OF DIRECTOR OR OFFICER**

I, James Cantelon, of the Town of Thorton, in the Province of Ontario, solemnly state that:

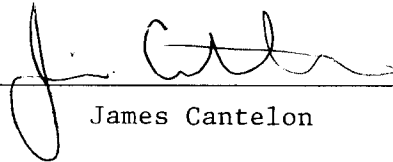
1. I am a director and officer of one of the amalgamating corporations, the name of which is hereinafter set out, and as such have personal knowledge of each of the amalgamating corporations herein deposed to:

1192271 Ontario Limited

2. I have conducted such examinations of the books and records of each amalgamating corporation as necessary to enable me to make the statements set forth in this Statement.
3. There are no reasonable grounds for believing that:
  - (a) Each amalgamating corporation is and the amalgamated corporation will be unable to pay its liabilities as they become due; and
  - (b) the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes.

4. There are reasonable grounds for believing that:
  - (a) No creditor of any of the amalgamating corporations will be prejudiced by the amalgamation; or
  - (b) Adequate notice has been given by each amalgamating corporation to all known creditors of each respective corporation in accordance with the provisions of the *Business Corporations Act* (Ontario).
5. No creditor of any of the amalgamating corporations has notified the respective corporation that such creditor objects to the amalgamation.

DATED this 18<sup>th</sup> day of October, 2007.

  
James Cantelon

**SCHEDULE "B"**

AMALGAMATION AGREEMENT made effective as of the 18<sup>th</sup> day of October, 2007.

**AMONG:**

**1056852 Ontario Limited**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "852")

- and -

**1056855 Ontario Limited**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "855")

- and -

**1192271 Ontario Limited**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "271")

- and -

**2151026 Ontario Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "Ivo Newco")

- and -

**361587 Ontario Limited**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "587")

- and -

**361591 Ontario Limited**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "591")

- and -

**Ariel Investments Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "Ariel")

- and -

**DSH Financial Corp.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**DSHF**“)

- and -

**DSH Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**DSH Trustee**“)

- and -

**DYL Hardware Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**DYL**“)

- and -

**Golden-Eye Enterprises Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**GEE**“)

- and -

**J.J. Home Products Incorporated**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**JJHP**“)

- and -

**J.J. Mirror & Closets Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**JJMC**“)

- and -

**JCD Hardware Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**JCD**“)

- and -

**JJ Financial Corp.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "**JJF**")

- and -

**JMC Hardware Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "**JMC**")

- and -

**Kingstar Products Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "**KPI**")

- and -

**KJ Door Hardware Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "**KJ Door**")

- and -

**M. Bedard Investments Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "**MBI**")

- and -

**Maestro Hardware Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "**Maestro**")

- and -

**PB Investments Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called "**PBI**")

- and -



**Ramtrack Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**RT Trustee**“)

- and -

**Ramtrack Manufacturing Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**RMI**“)

- and -

**Redstart Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**Redstart**“)

- and -

**Sunliner Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**Sunliner**“)

- and -

**TRC Hardware Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**TRC**“)

- and -

**Vintage Hardware Inc.**, a corporation governed by the *Business Corporations Act* (Ontario),

(hereinafter called “**Vintage**“)

**WHEREAS** 852, 855, 271, Ivo Newco, 587, 591, Ariel, DSHF, DSH Trustee, DYL, GEE, JJHP, JJMC, JCD, JJF, JMC, KPI, KJ Door, MBI, Maestro, PBI, RT Trustee, RMI, Redstart, Sunliner, TRC and Vintage (together, the “**Amalgamating Corporations**”, and individually, an “**Amalgamating Corporation**”) are governed by the provisions of the *Business Corporations Act* (Ontario);

**AND WHEREAS** the Amalgamating Corporations, having made full disclosure each to the other of all their respective assets and liabilities, have determined that it is desirable that their amalgamation be effected and, acting under the authority contained in the *Business Corporations*

Act (Ontario), the Amalgamating Corporations have agreed to amalgamate and continue as one corporation upon the terms and conditions hereinafter set out.

**NOW THEREFORE**, in consideration of the premises and the mutual covenants and agreements herein contained (the adequacy of which is hereby mutually admitted), the parties agree as follows:

#### ARTICLE I – INTERPRETATION

1.1 **Definitions.** Whenever used in this Agreement, the following terms shall have the respective meanings ascribed to them as follows:

- (a) “**Act**” means the *Business Corporations Act* (Ontario) as heretofore enacted and as the same may from time to time be amended or re-enacted, or any other legislation thereafter enacted in substitution therefor or replacement thereof, and includes any regulations heretofore or hereafter made pursuant to such Act or other legislation, and any term defined in the Act and not otherwise defined herein is used in this Agreement with the same meaning.
- (b) “**Agreement**” means this amalgamation agreement and the expressions “hereof”, “herein”, “hereto”, “hereunder”, “hereby” and similar expressions refer to this amalgamation agreement.
- (c) “**Amalgamating Corporations**” means 852, 855, 271, Ivo Newco, 587, 591, Ariel, DSHF, DSH Trustee, DYL, GEE, JJHP, JJMC, JCD, JF, JMC, KPI, KJ Door, MBI, Maestro, PBI, RT Trustee, RMI, Redstart, Sunliner, TRC and Vintage.
- (d) “**Board**” means the board of directors of the Corporation, it being understood that references herein to matters to be decided by the Board shall not be in derogation of the rights of the Board pursuant to the provisions of the Act.
- (e) “**Corporation**” means the corporation continuing from the amalgamation of the parties hereto.
- (f) “**Effective Date**” has the meaning given in Section 2.1.

#### ARTICLE II – IMPLEMENTATION

2.1 **Effective Date.** The Amalgamating Corporations shall amalgamate under the provisions of the Act effective as of 10:00 a.m., on the date of the certificate of amalgamation issued by the Director under the Act. After the amalgamation has been adopted, subject to Section 2.3 hereof, articles of amalgamation in prescribed form shall be sent to the Director under the Act, together with all other documents necessary to bring the amalgamation into effect.

2.2 **Effect.** Upon the articles of amalgamation of the Corporation becoming effective:

- (a) the Amalgamating Corporations are amalgamated and continue as one corporation under the terms and conditions prescribed in this Agreement;
- (b) the Amalgamating Corporations cease to exist as entities separate from the Corporation;
- (c) the Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;
- (d) a conviction against, or ruling, order or judgment in favour or against either Amalgamating Company may be enforced by or against the Corporation;
- (e) the articles of amalgamation are deemed to be the articles of incorporation of the Corporation and, except for the purposes of subsection 117(1) of the Act, the certificate of amalgamation is deemed to be the certificate of incorporation of the Corporation; and
- (f) the Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Company before the amalgamation has become effective.

2.3 **Termination** - Notwithstanding the approval of this Agreement by their shareholders, the board of directors of either of the Amalgamating Corporations, without further shareholder approval, may terminate the amalgamation and this Agreement at any time before the issuance of a certificate of amalgamation.

### ARTICLE III – ORGANIZATION

3.1 **Name.** The name of the Corporation shall be DSH GROUP INC.

3.2 **Authorized Capital.** The Corporation is authorized to issue the following shares:

- (a) an unlimited number of Class A shares;
- (b) an unlimited number of Class B shares;
- (c) an unlimited number of Class C shares;
- (d) an unlimited number of Class D shares;
- (e) an unlimited number of Class E shares;
- (f) an unlimited number of Class F shares;
- (g) an unlimited number of Class G shares;
- (h) an unlimited number of Class H shares;
- (i) an unlimited number of Class I shares;

- (j) an unlimited number of Class J shares;
- (k) an unlimited number of Class K shares;
- (l) an unlimited number of Class L shares;
- (m) an unlimited number of Class M shares;
- (n) an unlimited number of Class N shares;
- (o) an unlimited number of Class O shares;
- (p) an unlimited number of Class P shares; and
- (q) an unlimited number of Class Q shares.

The holders of the Class A shares, Class B shares, Class C shares, Class D shares, Class E shares, Class F shares, Class G shares, Class H shares, Class I shares, Class J shares, Class K shares, Class L shares, Class M shares, Class N shares, Class O shares, Class P and Class Q shares shall have the rights, privileges and are subject to the restrictions and conditions set out in Appendix "A" hereto.

3.3 **Restricted Transfer.** Shares issued by the Corporation shall not be transferred without the consent of either (i) the directors evidenced by a resolution passed or signed by them and recorded in the books of the Corporation or (ii) the holders of a majority in number of the outstanding voting shares of the Corporation.

3.4 **Other Provisions.** The articles of amalgamation of the Corporation shall contain the following other provisions:

Securities of the Corporation, other than shares and non-convertible debt securities, shall not be transferred without compliance with the restrictions on transfer contained in the applicable securityholders' agreement or, absent any such restrictions, without the consent of the Secretary of the Corporation.

3.5 **No Public Offering.** Any invitation to the public to subscribe for any securities of the Corporation shall be prohibited.

3.6 **Business.** There shall be no restrictions on business the Corporation may carry on or on powers the Corporation may exercise.

3.7 **Registered Office.** Until changed in accordance with the Act, the place in Ontario where the registered office of the Corporation is to be situated is the City of Vaughan in the Province of Ontario, and the address of the registered office of the Corporation shall be 3350 Langstaff Road, Concord, Ontario L4K 4Z6.

3.8 **By-laws.** Until repealed, amended, altered or added to, so far as applicable, the by-laws of Ivo Newco at the time the amalgamation becomes effective shall be the by-laws of the Corporation.

3.9 **Borrowing.** Without limit to the powers of the Board as set out in the Act and in its by-laws, the Board 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 or otherwise to secure the performance of an obligation; 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.

The Board may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board in relation to the foregoing by this Section 3.9 or by the Act to such extent and in such manner as the Board shall determine at the time of each such delegation. Nothing in this Section 3.9 limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

#### ARTICLE IV – DIRECTORS AND OFFICERS

4.1 **Directors.** Until changed in accordance with the Act, the Board of the Corporation shall consist of such number of directors not more than ten (10) and not less than one (1). Initially the number of directors of the Corporation shall be fixed at one (1). The first directors shall be the persons named below, whose addresses are set out opposite their respective names:

<u>FULL NAME</u>	<u>ADDRESS</u>	<u>CANADIAN</u>
Howard Cadsby	81 Brillinger Street Richmond Hill, Ontario L4C 8Y3	Yes

Each director shall hold office until the first meeting of shareholders of the Corporation, or until his successor is elected or appointed. The election of subsequent directors shall take place thereafter in accordance with the provisions of the by-laws of the Corporation and the Act. Subject to the provisions of the Act and any unanimous shareholder agreement, the Board shall manage or supervise the management of the business and affairs of the Corporation.

4.2 **Officers.** Initially the persons named below shall hold the office or offices in the Corporation set opposite their respective names until their successors are duly elected or appointed:

NAME

OFFICE

Howard Cadsby

President and Secretary

**ARTICLE V – ISSUED CAPITAL**

- 5.1 **Transition.** At the time that the amalgamation of the Amalgamating Corporations becomes effective, their shares become issued and fully paid shares of the Corporation, or are cancelled, as the case may be, as set out in Appendix "B" hereto.
- 5.2 **Stated Capital.** The stated capital accounts for the Class A shares, Class B shares, Class C shares, Class D shares, Class E shares, Class F shares, Class G shares, Class H shares, Class I shares, Class J shares, Class K shares, Class L shares, Class M shares, Class N shares, Class O shares, Class P and Class Q shares of the Corporation immediately after the amalgamation becomes effective shall be equal to the aggregate of the respective stated capital accounts for the issued and outstanding shares of the Amalgamating Corporations, respectively, for which each such Class of shares were exchanged hereunder, determined immediately before the amalgamation becomes effective.
- 5.3 **Share Certificates.** After the amalgamation becomes effective, the shareholders of the Amalgamating Corporations may, and when requested by the Corporation, shall surrender for cancellation the certificates representing shares held by them in their respective Amalgamating Corporation, and shall be entitled to receive, upon request, certificates for shares of the Corporation on the basis aforesaid.

**ARTICLE VI –  
MISCELLANEOUS**

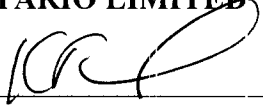
- 6.1 **Counterpart and Facsimile Signatures.** This Agreement may be executed in separate counterparts and by facsimile signature, each of which shall constitute an original and both of which taken together shall constitute one and the same instrument.

**IN WITNESS WHEREOF** this Agreement has been duly executed by the parties hereto as witnessed by the signatures of their proper officer(s) in that behalf.

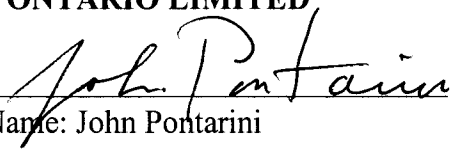
**DATED** this                    day of October, 2007.

**[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**


**1056852 ONTARIO LIMITED**

Per:   
Name: Kevin Campbell  
Title: Director


**1056855 ONTARIO LIMITED**

Per:   
Name: John Pontarini  
Title: Director

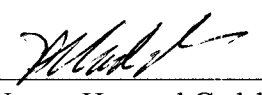
**1192271 ONTARIO LIMITED**

Per:   
Name: James Cantelon  
Title: Director

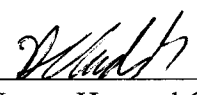
**2151026 ONTARIO INC.**

Per:   
Name: Howard Cadsby  
Title: Director

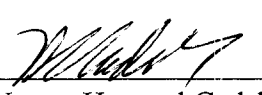
**361587 ONTARIO LIMITED**

Per:   
Name: Howard Cadsby  
Title: Director

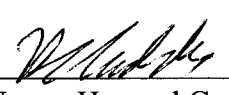
**361591 ONTARIO LIMITED**

Per:   
Name: Howard Cadsby  
Title: Director

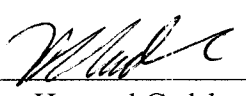
**ARIEL INVESTMENTS INC.**

Per:   
Name: Howard Cadsby  
Title: Director

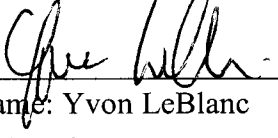
**DSH FINANCIAL CORP.**

Per:   
Name: Howard Cadsby  
Title: Director


**DSH INC.**

Per:   
Name: Howard Cadsby  
Title: Director

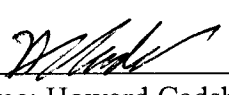
**DYL HARDWARE INC.**

Per:   
Name: Yvon LeBlanc  
Title: Director

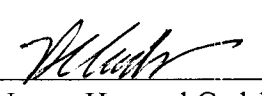
**GOLDEN-EYE ENTERPRISES INC.**

Per:   
Name: Howard Cadsby  
Title: Director

**J.J. HOME PRODUCTS INCORPORATED**

Per:   
Name: Howard Cadsby  
Title: Director

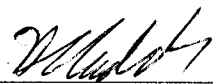
**J.J. MIRROR & CLOSETS INC.**

Per:   
Name: Howard Cadsby  
Title: Director


**JCD HARDWARE INC.**

Per:   
Name: Kevin Campbell  
Title: Director

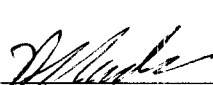
**JJ FINANCIAL CORP.**

Per:   
Name: Howard Cadsby  
Title: Director

**JMC HARDWARE INC.**

Per:   
Name: Howard Cadsby  
Title: Director


**KINGSTAR PRODUCTS INC.**

Per:   
Name: Howard Cadsby  
Title: Director

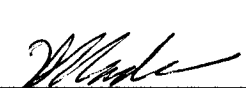
**KJ DOOR HARDWARE INC.**

Per:   
Name: Kevin Campbell  
Title: Director


**M. BEDARD INVESTMENTS INC.**

Per:   
Name: Elizabeth Campbell  
Title: Director

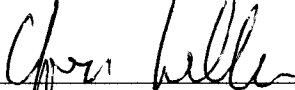
**MAESTRO HARDWARE INC.**

Per:   
Name: Howard Cadsby  
Title: Director

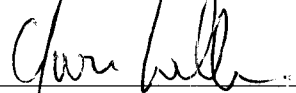
**PB INVESTMENTS INC.**

Per:   
Name: Elizabeth Campbell  
Title: Director

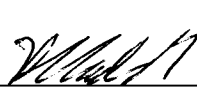
**RAMTRACK INC.**

Per:   
Name: Yvon LeBlanc  
Title: Director


**RAMTRACK MANUFACTURING INC.**

Per:   
Name: Yvon LeBlanc  
Title: Director

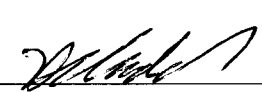
**REDSTART INC.**

Per:   
Name: Howard Cadsby  
Title: Director

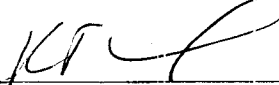
**SUNLINER INC.**

Per:   
Name: John Pontarini  
Title: Director

**TRC HARDWARE INC.**

Per:   
Name: Howard Cadsby  
Title: Director

**VINTAGE HARDWARE INC.**

Per:   
Name: Kevin Campbell  
Title: Director



## APPENDIX "A"

To provide that the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Dividends**

The holders of the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares shall be entitled to receive and the Corporation shall pay thereon a Pro Rata Share of non-cumulative, non-preferential dividends as and when declared by the board of directors.

(b) **Voting**

Each holder of Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of such shares, each holder shall be entitled to one vote in respect of each Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares held by him or her.

(c) **Rights on Dissolution**

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary the holders of the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares shall be entitled to receive in respect of each such share a Pro Rata Share of all of the remaining property of the Corporation.

(d) **Definition**

In these Articles, with respect to the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I

Shares, Class J Shares, Class K Shares, Class L Shares, Class M Shares, Class N Shares, Class O Shares, Class P Shares and Class Q Shares (as the case may be) the following term shall have the meaning ascribed below:

- (i) “**Pro Rata Share**” means an amount in respect of each share of a class determined in accordance with the following formula:

$$(A \times B \div C) \div D$$

Where: **A** equals the total amount to be distributed among the holders of shares,

**B** equals the fair market value of the aggregate consideration for which all of the shares of that class were issued on the amalgamation that formed the Corporation,

**C** equals the total fair market value of all of the consideration for which were issued all shares that were issued on the amalgamation that formed the Corporation, and

**D** equals the total number of issued and outstanding shares of that class at the time of the distribution.

**APPENDIX "B"**

**Transition.**

At the time that the amalgamation of the Amalgamating Corporations becomes effective, the holders of shares of the Amalgamating Corporations (other than Amalgamating Corporations) shall receive in exchange for their shares of all Amalgamating Corporations of which they are shareholders at the time of amalgamation, issued and fully paid shares of the Corporation as follows:

<b>Shareholder</b>	<b>Class</b>	<b>Number</b>
Narcissus Mirror Inc.	A	7,368,198
Redpoll Management Inc.	B	8,251,468
Howard Cadsby, In Trust for Paul Cadsby	C	756,437
Howard Cadsby, In Trust for Barb Cadsby	D	90,926
Avatar Corp.	E	15,755,294
KevinC Corp.	F	3,531,964
J-Pon Corp.	G	3,531,964
662492 Ontario Limited	H	2,870,076
Sonya Battistella	I	152,497
S.I.L. Developments Limited	J	2,870,076
Linda Soudack	K	152,497
Jim Cantelon	L	1,039,925
Mike Cantelon	M	519,963
Howard Cadsby	N	287,740
Noris Mascarin	P	95,311
Narcissus Mirror Inc. in trust for Howard Cadsby	Q	250,001
Avatar Corp. in trust for Ted Cadsby	Q	750,100
Avatar Corp. in trust for Jana Cadsby Bell	Q	750,100
KevinC Corp. in trust for Kevin Campbell	Q	750,149
KevinC Corp. in trust for Elizabeth Campbell	Q	878,734
J-Pon Corp. in trust for John Pontarini	Q	750,149
J-Pon Corp. in trust for Rosemarie Pontarini	Q	878,734
<b>TOTAL</b>		<b>52,282,303</b>

All shares and indebtedness of Amalgamating Corporations held at the time of amalgamation by an Amalgamating Corporation are cancelled without repayment.