

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/01/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
QUIKBLADE INC.		07/29/2008	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	MULTIMATIC INC.		
Street Address:	85 Valleywood Drive		
City:	Markham, Ontario		
State/Country:	CANADA		
Postal Code:	L3R5E5		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2685060	QUIKBLADE	
Registration Number:	2712326	QUIK BLADE	
Registration Number:	2763053	QUIK BLADE	
CORRESPONDENCE DATA			
Fax Number:	(312)569-3459		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312 569 1459		
Email:	IPDOCKETCHICAGO@DBR.COM, nancy.martinez-curtin@dbr.com		
Correspondent Name:	Melissa S. Dillenbeck		
Address Line 1:	191 North Wacker Drive		
Address Line 2:	Suite 3700		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	MUL002-004USA		

CH \$90.00 2685060

900139484

**TRADEMARK
 REEL: 004031 FRAME: 0751**

DOMESTIC REPRESENTATIVE

Name: Drinkier Biddle & Reath LLP
Address Line 1: 191 North Wacker Drive
Address Line 2: Suite 3700
Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Melissa S. Dillenbeck
Signature:	/melissasdillenbeck-nmc/
Date:	07/25/2009

Total Attachments: 14

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Ontario Corporation Number
 Numéro de la société en Ontario
1775584

Ontario
CERTIFICATE

This is to certify that these articles
 are effective on

CERTIFICAT

Ceci certifie que les présents statuts
 entrent en vigueur le

AUGUST 01 AOUT, 2008

[Signature]
 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):

M	U	L	T	I	M	A	T	I	C	I	N	C	.																			
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2 The address of the registered office is:
 Adresse du siège social

85 VALLEYWOOD DRIVE

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

MARKHAM

ONTARIO

L3R5E5

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

Postal Code/Code postal

3 Number of directors is:
 Nombre d'administrateurs

Fixed number
 Nombre fixe

OR minimum and maximum
OU minimum et maximum

1 **10**

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
PETER RALPH CZAPKA	463 FEASBY ROAD, UXBRIDGE, ONTARIO, CANADA, L9P 1R1	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

MULTIMATIC INC. (ONTARIO CORPORATION NUMBER 977515)

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>
MULTIMATIC INC	977515	2008	07	29
QUIKBLADE INC.	1315242	2008	07	29

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre

The Corporation is authorized to issue an unlimited number of shares designated as Common Shares and an unlimited number of shares of another class designated as Class A Preferred 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

I. The Common Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

(a) **Payment of Dividends:** The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, in such amounts and payable in such manner as the board of directors may from time to time determine. The board of directors may in their sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation;

(b) **Voting Rights:** The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote per share at any such meeting; and

(c) **Participation upon Liquidation, Dissolution or Winding-Up:** In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of the Class A Preferred Shares, be entitled to receive a pro rata share of the assets of the Corporation upon such a distribution.

II. The Class A Preferred Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

(a) **Payment of Dividends:** The holders of the Class A Preferred Shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, in such amounts and payable in such manner as the board of directors may from time to time determine. The board of directors may in their sole discretion declare dividends on the Class A Preferred Shares to the exclusion of any other class of shares of the Corporation;

(b) **Voting Rights:** Subject to the Business Corporations Act (Ontario), the holders of the Class A Preferred Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Class A Preferred Shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of approving any matter in respect of which the Class A Preferred Shares would have the right to vote pursuant to the Business Corporations Act (Ontario);

(c) **Redemption Rights of the Class A Preferred Shares:** The Corporation may, upon written notice to the holders of the Class A Preferred Shares, redeem at any time the whole or from time to time any part of the then outstanding Class A Preferred Shares.

[Continued on Pages 4A and 4B]

Upon redemption, the Corporation shall pay to the holders of shares to be redeemed, in respect of each share to be redeemed, an amount (the "Class A Preferred Redemption Amount") equal to the quotient determined by the Asset Fair Market Value (as defined below) divided by the number of Class A Preferred Shares issued. "Asset Fair Market Value" means the fair value of the property transferred to the Corporation in consideration of the issuance of the Class A Preferred Shares, as determined by the board of directors of the Corporation as of the time of such transfer in accordance with generally accepted valuation and accounting principles.

If notices of any redemption are given by the Corporation to any shareholder by mailing a notice to such shareholder's last address recorded by the Corporation and if amounts sufficient to redeem the shares are deposited with any trust company or chartered bank in Canada, as specified in the notice, in trust for the holders of the shares to be redeemed on or before the date fixed for redemption, dividends on the shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates evidencing such shares, to receive payment therefor out of the moneys so deposited. In case part only of the then outstanding Class A Preferred Shares is at an time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the board of directors in its discretion shall decide or, if the board of directors so determines, may be redeemed pro rata, disregarding fractions, and the board of directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares;

(d) Retraction Rights of the Class A Preferred Shares: A holder of the Class A Preferred Shares shall be entitled to require the Corporation to redeem at any time the whole or any part of such holder's Class A Preferred Shares. Upon such redemption, the Corporation shall pay to such holder in respect of each share to be redeemed an amount equal to the Class A Preferred Redemption Amount.

A holder of the Class A Preferred Shares desiring to have shares redeemed by the Corporation as herein provided shall deposit with the Corporation the certificates evidencing the shares which the holder wishes to have redeemed, together with a notice requiring the redemption of all or a specific number of shares. The Corporation shall redeem such number of shares and pay such amount within ten (10) days after such deposit. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time

being in Canada. If a holder specifies in the notice requiring redemption that a part only of the Class A Preferred Shares evidenced by any deposited share certificate is to be redeemed, the Corporation shall issue and deliver to such holder, at the expense of the Corporation, a new certificate evidencing the shares which are not to be redeemed. Upon redemption and payment as aforesaid, dividends on the shares redeemed shall cease and the holder thereof shall thereafter have no rights against the Corporation in respect thereof; and

(e) Participation upon Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class A Preferred Shares shall be entitled to receive, before any distribution of any assets of the Corporation among the holders of the Common Shares, an amount in respect of each Class A Preferred Share held equal to the Class A Preferred Redemption Amount. The holders of the Class A Preferred Shares shall not be entitled to share any further in the distribution of the assets of the Corporation.

- 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 :

No shares of the Corporation shall be transferred without either

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

(b) the consent of the holders of a majority of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed by such shareholders or by an instrument or instruments in writing signed by the holders of a majority of such voting shares 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 the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.

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

(c) The directors of the Corporation may, without authorization of the shareholders:

(i) borrow money upon the credit of the Corporation;

(ii) issue, reissue, sell or pledge debt obligations of the Corporation;

(iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;

[Continued on Page 5A]

- 11 The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule A
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A
- 12 A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule 'B'
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B

(iv) 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; and

(v) by resolution delegate any or all of the powers referred to above to a director, committee of directors or and officer.

(d) The holders of shares of a class or series are not entitled to vote separately as a class or series upon a proposal to amend the articles to:

(i) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;

(ii) effect an exchange, reclassification or cancellation of the shares of such class or series; or

(iii) create a new class or series of shares equal or superior to the shares of such class or series,

and shall not be entitled to dissent with respect to any such amendment.

(e) The Corporation has a lien on a share registered in the name of a shareholder or the shareholder's legal representative for a debt of that shareholder to the Corporation.

(f) The Corporation may purchase or otherwise acquire any of its issued shares or warrants.

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.

MULTIMATIC INC.

By / Par Names of Corporations / Dénomination sociale des sociétés
PETER RALPH CZAPKA PRESIDENT / DIRECTOR
Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

QUIKBLADE INC.

By / Par Names of Corporations / Dénomination sociale des sociétés
PETER RALPH CZAPKA PRESIDENT / DIRECTOR
Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

By / Par Names of Corporations / Dénomination sociale des sociétés
Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

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By / Par Names of Corporations / Dénomination sociale des sociétés
Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER

I, **PETER RALPH CZAPKA**, of the Town of Uxbridge, in the Province of Ontario, solemnly state that:

1. I am the President and a Director of each of **Multimatic Inc.** and **Quikblade Inc.** (hereinafter called the "Corporations"), the amalgamating corporations listed in the Articles of Amalgamation to which this statement is appended, and as such have personal knowledge of the matters herein deposed to.
2. There are reasonable grounds for believing that:
 - (a) the Corporations are and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporations will be prejudiced by the amalgamation.

DATED this 29th day of July, 2008.



PETER RALPH CZAPKA

SCHEDULE "B"

**RESOLUTIONS OF THE SOLE DIRECTOR
OF
MULTIMATIC INC.
(the "Corporation")**

WHEREAS:

- A the Corporation and Quikblade Inc. ("Quikblade") are both wholly-owned subsidiaries of Multimatic Holdings Inc ("Holdings"); and
- B. it is desirable to amalgamate the Corporation and Quikblade, effective as of 12:00:01 a.m. on August 1, 2008, pursuant to subsection 177(2) of the *Business Corporations Act* (Ontario) (the "OBCA").

NOW THEREFORE BE IT RESOLVED that:

- 1. the amalgamation of the Corporation and Quikblade, effective as of 12:00:01 a.m. on August 1, 2008, pursuant to subsection 177(2) of the OBCA, is hereby approved (including, without limitation, the use of the name "Multimatic Inc." by the amalgamated corporation);
- 2. upon the endorsement of the certificate on the articles of amalgamation (the "Certificate of Amalgamation") pursuant to section 178 of the OBCA:
 - (a) all shares of Quikblade shall be cancelled without any repayment of capital in respect thereof;
 - (b) the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
 - (c) except as may be prescribed under the OBCA and/or the Regulations promulgated thereunder, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation;
 - (d) the issued and outstanding shares of the Corporation shall continue as the issued and outstanding shares of the amalgamated corporation;
 - (e) the stated capital of Quikblade shall be added to the stated capital of the Corporation; and
 - (f) the forms of share certificates for the Common Shares and the Class A Preferred Shares of the Corporation shall be the forms of share certificates for the Common Shares and the Class A Preferred Shares of the amalgamated corporation.

3. any officer or director of the Corporation is hereby authorized and directed to do all things and to execute all instruments and documents necessary or desirable to carry out the foregoing, including the execution and filing of articles of amalgamation in the prescribed form; and
4. the sole director hereby confirms that, effective upon the issuance of the said Certificate of Amalgamation, the following persons shall hold the office or offices of the amalgamated corporation set forth opposite their respective names, at the pleasure of the board or directors:

Peter Czapka	- President and Chief Executive Officer
Emily Watson	- Vice-President, Finance and Secretary
Dave Carswell	- Vice-President, Hinge Systems Group
Larry Holt	- Vice-President, Engineering Services Group
Sam Bozzo	- Vice President, Structures and Suspension Systems Group
Jim Devlin	- Vice President, Sales and Marketing
Steve Proniuk	Vice President, Legal Services (Operations)

THE FOREGOING RESOLUTIONS are consented to by the sole director of the Corporation pursuant to the *Business Corporations Act* (Ontario).

DATED this 29th day of July, 2008.



Peter Czapka

SCHEDULE "B"

**RESOLUTIONS OF THE SOLE DIRECTOR
OF
QUIKBLADE INC.
(the "Corporation")**

WHEREAS:


- A. the Corporation and Multimatic Inc. ("Multimatic") are both wholly-owned subsidiaries of Multimatic Holdings Inc. ("Holdings"); and
- B. it is desirable to amalgamate the Corporation and Multimatic, effective as of 12:00:01 a.m. on August 1, 2008, pursuant to subsection 177(2) of the *Business Corporations Act* (Ontario) (the "OBCA").

NOW THEREFORE BE IT RESOLVED that:

- 1. the amalgamation of the Corporation and Multimatic, effective as of 12:00:01 a.m. on August 1, 2008, pursuant to subsection 177(2) of the OBCA, is hereby approved (including, without limitation, the use of the name "Multimatic Inc." by the amalgamated corporation);
- 2. upon the endorsement of the certificate on the articles of amalgamation (the "Certificate of Amalgamation") pursuant to section 178 of the OBCA:
 - (a) all shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
 - (b) the by-laws of the amalgamated corporation shall be the same as the by-laws of Multimatic;
 - (c) except as may be prescribed under the OBCA and/or the Regulations promulgated thereunder, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Multimatic;
 - (d) the issued and outstanding shares of Multimatic shall continue as the issued and outstanding shares of the amalgamated corporation; and
 - (e) the stated capital of the Corporation shall be added to the stated capital of Multimatic.
- 3. any officer or director of the Corporation is hereby authorized and directed to do all things and to execute all instruments and documents necessary or desirable to carry out the foregoing, including the execution and filing of articles of amalgamation in the prescribed form.

THE FOREGOING RESOLUTIONS are consented to by the sole director of the Corporation pursuant to the *Business Corporations Act* (Ontario).

DATED this 29th day of July, 2008



Peter Czapka