

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cryopak Corporation		03/29/2004	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Cryopak Corporation Ltd.
Street Address:	1053 Derwent Way, Annacis Island
City:	Delta, B.C.
State/Country:	CANADA
Postal Code:	V3M 5R4
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2610776	FLEXIBLE ICE

CORRESPONDENCE DATA

Fax Number: (914)288-0023
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 914-821-9073
 Email: sloane@leasonellis.com
 Correspondent Name: Peter S. Sloane
 Address Line 1: 81 Main Street, Suite 503
 Address Line 4: White Plains, NEW YORK 10601

ATTORNEY DOCKET NUMBER: 4736/3893-US0

DOMESTIC REPRESENTATIVE

Name:
 Address Line 1:

900143579

**TRADEMARK
 REEL: 004064 FRAME: 0645**

OP \$40.00 2610776

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Peter S. Sloane

Signature:

/peter sloane/

Date:

09/21/2009

Total Attachments: 7

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Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

CRYOPAK CORPORATION LTD.

423110-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

April 1, 2004 / le 1 avril 2004

Date of Amalgamation - Date de fusion

Canada

1 -- Name of the Amalgamated Corporation Dénomination sociale de la société issue de la fusion
CRYOPAK CORPORATION LTD.

2 -- The province or territory in Canada where the registered office is to be situated La province ou le territoire au Canada où se situera le siège social
British Columbia

3 -- The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
The annexed Schedule 1 is incorporated in this form

4 -- Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu
The annexed Schedule 2 is incorporated in this form

5 -- Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 1 Maximum: 10

6 -- Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu
No restrictions

7 -- Other provisions, if any Autres dispositions, s'il y a lieu
The annexed Schedule 3 is incorporated in this form

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après
 183
 184(1)
 184(2)

9 -- Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
2796112 Canada Inc.	410985-6	<i>Mr. A. Colman</i>	Mar 29/04	Director
Ice-Pak Ltd./Ltée	363467-1	<i>Mr. A. Colman</i>	Mar 29/04	Director
Cryopak Corporation	422978-9	<i>Mr. A. Colman</i>	Mar 29/04	Director
Northland Ice Gel Incorporated	4229197	<i>Mr. A. Colman</i>	Mar 29/04	Director

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 Corporation No. / N° de la société: **423110-4**
 Filed - Déposé: **APR 02 2004**



SCHEDULE 1
ARTICLES OF AMALGAMATION
CRYOPAK CORPORATION LTD.

The Corporation is authorized to issue the following shares:

- (a) 50,000 Class "A" Voting Common shares;
- (b) 50,000 Class "B" Non-Voting Common shares; and
- (c) 100,000 Class "C" Non-Voting Redeemable Preference shares.

The rights, privileges, restrictions and conditions attaching to the Class "A" Voting Common shares, the Class "B" Non-Voting Common shares and the Class "C" Non-Voting Redeemable Preference shares are as follows:

- 1.1 The holders of the Class "C" Non-Voting Redeemable Preference shares shall in each year at the discretion of the Directors, but always in preference and priority to any payment of dividends on the Class "A" Voting Common shares and the Class "B" Non-Voting Common shares for such year, be entitled out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of 10% per annum on the amount paid up on the Preferred shares; if in any year, after providing for the full dividend on the said Preferred shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the Directors, be applied to dividends on either the Class "A" Voting Common shares or the Class "B" Non-Voting Common shares or both; the holders of the Class "C" Non-Voting Redeemable Preferred shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at the said rate hereinbefore provided.
- 1.2 The Class "C" Non-Voting Redeemable Preferred shares shall rank both as regards to dividends and return of capital, in priority to all other shares of the Corporation but shall not confer any further rights to participate in profits or assets.
- 1.3 The Class "C" Non-Voting Redeemable Preferred shares or any part thereof shall be redeemable at any time at the option of the Directors of the Corporation without the consent of the holders thereof at the price of \$10.00 per share, together with all unpaid dividends declared thereon; in case a part only of the then outstanding Class "C" Non-Voting Redeemable Preferred shares is at any time to be redeemed, the shares to be redeemed shall be selected by lot or in such other manner as the Directors in their discretion decide or, if the Directors so determine, may be redeemed pro rata, disregarding the fractions and the Directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares; the Directors may make and enforce any and all such reasonable regulations not inconsistent with the Articles of the Corporation governing the manner and method of redemption of the Class "C" Non-Voting Redeemable Preferred shares as in their discretion they may deem advisable.

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- 1.4 Redemption of Class "C" Non-Voting Redeemable Preferred shares at the option of the holder shall take place as follows:
- (i) subject to subclauses (iii) and (iv) hereof, a holder of Class "C" Non-Voting Redeemable Preferred shares shall be entitled at any time, upon giving notice as hereinafter provided, to require the Corporation to redeem all or any number of Class "C" Non-Voting Redeemable Preferred shares registered in the name of such holder at a redemption price of \$10.00 per share, together with all unpaid dividends declared thereon;
 - (ii) a holder of Class "C" Non-Voting Redeemable Preferred shares exercising his option to have the Corporation redeem, shall give notice to the Corporation setting out the date on which the Corporation is to redeem and that date shall not be less than 10 days nor more than 30 days from the date of the notice and, if the holder desires to have less than all of the Class "C" Non-Voting Redeemable Preferred shares registered in his name redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be called the "option redemption date". The holder may with the consent of the Corporation, revoke such notice prior to the option redemption date.
 - (iii) upon the delivery to the Corporation of the Share Certificate or Certificates representing the Class "C" Non-Voting Redeemable Preferred shares which the holder desires to have redeemed, the Corporation shall on the option redemption date, to the extent permitted by applicable law, redeem such Class "C" Non-Voting Redeemable Preferred shares by paying to the holder the redemption price therefore;
 - (iv) upon payment of the redemption price of the Class "C" Non-Voting Redeemable Preferred shares so redeemed by the Corporation, the holder thereof shall cease to be entitled to dividends or to exercise any rights of a holder in respect thereof;
 - (v) if the redemption by the Corporation on any option redemption date of all Class "C" Non-Voting Redeemable Preferred shares is to be redeemed on such date would be contrary to applicable law, the Corporation shall be obligated to redeem only the maximum number of Class "C" Non-Voting Redeemable Preferred shares which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class "C" Non-Voting Redeemable Preferred shares required by such holder to be redeemed and the Corporation shall issue new Certificates representing the Class "C" Non-Voting Redeemable Preferred shares not redeemed.
- 1.5 In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Class "C" Non-Voting Redeemable Preferred shares shall be entitled to receive, before any distribution of any part of the assets of the

Corporation among the holders of any other shares, an amount equal to 100% of the amount paid thereon, and any dividends declared thereon and unpaid and no more.

- 1.6 The holders of the Class "A" Voting Common shares shall be entitled to receive notice of and to attend and vote at all meetings of the Shareholders of the Corporation and each Class "A" Voting Common share shall confer the right to one (1) vote in person or by proxy at all meetings of Shareholders.
- 1.7 Subject to the provisions of paragraph 1.5 hereof, in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class "A" Voting Common shares and the holders of the Class "B" Non-Voting Common shares shall, after payment to the holders of the Class "C" Non-Voting Redeemable Preferred shares of any amount equal to 100% of the amount paid thereon and any dividends declared and unpaid, be entitled to participate equally in the profits and assets of the Corporation.
- 1.8 The holders of the Class "C" Non-Voting Redeemable Preferred shares and the Class "B" Non-Voting Common shares shall not be entitled to vote at any meeting of Shareholders and shall not be entitled to receive notice of or attend at any meetings of the Shareholders.

SCHEDULE 2

ARTICLES OF AMALGAMATION

CRYOPAK CORPORATION LTD.

No share in the capital of the Corporation may be transferred without the consent of the directors expressed by the votes of a majority of the directors at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.

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SCHEDULE 3

ARTICLES OF AMALGAMATION

CRYOPAK CORPORATION LTD.

- (1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (2) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (3) The number of directors within the minimum and maximum number set out in paragraph 5 may be determined from time to time by resolution of the board of directors. Any vacancy among the directors resulting from an increase in the number of directors as so determined may be filled by resolution of the directors.

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