

TO: DEBORAH L. BENSON COMPANY: 28 STATE STREET

10-06-2009



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SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Amalgamation	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Globetech Tires, Inc.		04/01/2002	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Industrial Tires Limited		
Street Address:	3181 Wharton Way North		
City:	Mississauga, Ontario		
State/Country:	CANADA		
Postal Code:	L4X 2B7		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1591907	BISON	
CORRESPONDENCE DATA			
Fax Number:	(617)345-9020		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	617-345-9000		
Email:	lmdocket@haslaw.com		
Correspondent Name:	Deborah L. Benson		
Address Line 1:	28 State Street		
Address Line 2:	Hinckley, Allen & Snyder LLP		
Address Line 4:	Boston, MASSACHUSETTS 02109-1775		
DOMESTIC REPRESENTATIVE			
Name:	Deborah L. Benson		
Address Line 1:	28 State Street		
Address Line 2:	Hinckley, Allen & Snyder LLP		
Address Line 4:	Boston, MASSACHUSETTS 02109-1775		

OP \$40.00 1591907

TO: DEBORAH L. BENSON COMPANY: 28 STATE STREET

NAME OF SUBMITTER:	Deborah L. Benson
Signature:	/Deborah L. Benson/
Date:	09/22/2009
Total Attachments: 5 source=Amalgamation - Globetech to ITL#page1.tif source=Amalgamation - Globetech to ITL#page2.tif source=Amalgamation - Globetech to ITL#page3.tif source=Amalgamation - Globetech to ITL#page4.tif source=Amalgamation - Globetech to ITL#page5.tif	

New Brunswick  
Nouveau Brunswick

CANADA  
PROVINCE OF NEW BRUNSWICK  
BUSINESS CORPORATIONS ACT  
CERTIFICATE OF AMALGAMATION  
(SECTION 124)

CANADA  
PROVINCE DU NOUVEAU-BRUNSWICK  
LOI SUR LES CORPORATIONS COMMERCIALES  
CERTIFICAT DE FUSION  
(ARTICLE 124)

Industrial Tires Limited/Pneus Industriels Limitée

Name of Corporation / Raison sociale de la corporation

600433

Corporation Number / Numéro de la corporation

I HEREBY CERTIFY that the above-mentioned corporation resulted from the amalgamation of the following  
JE CERTIFIE que la corporation mentionnée ci-dessus provient de la fusion des corporations suivantes, en vertu de la  
corporations under the Business Corporations Act, as set out in the attached Articles of Amalgamation.  
Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.

Director  
Directeur



Date of Amalgamation April 1, 2002  
Date de fusion

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New Brunswick  
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PROVINCE OF NEW BRUNSWICK  
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Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.

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Directeur  


Date of Amalgamation April 1, 2002  
Date de fusion

New Brunswick  
Nouveau Brunswick

BUSINESS CORPORATIONS ACT  
FORM 6  
ARTICLES OF AMALGAMATION  
(SECTION 124)

LOI SUR LES CORPORATIONS COMMERCIALES  
FORMULE 6  
STATUTS DE FUSION  
(ARTICLE 124)

1 - Name of Corporation: **Industrial Tires Limited/Pneus Industriels Limitée**  
Raison sociale de la corporation:

2 - The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value:  
Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair:

One class of shares without nominal or par value unlimited as to number designated as common shares.

3 - Restrictions, if any, on share transfers:  
Restrictions, s'il y en a, au transfert d'actions:  
No shares of the corporation shall be sold, transferred, assigned, pledged, hypothecated or otherwise encumbered, or shall be transferred on the books of the corporation without the consent of a majority of the

4 - Number (or minimum and maximum number) of directors:  
Nombre (ou nombre minimum et maximum) des administrateurs:  
Minimum of One, Maximum of Ten

5 - Restrictions, if any, on business the corporation may carry on:  
Restrictions, s'il y en a, à l'activité que peut exercer la corporation:  
None

6 - Other provisions, if any:  
Autres dispositions, s'il y en a:  
See attached Appendix 1

7 (a) - The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the Business Corporations Act.  
7 (b) - The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the Business Corporations Act. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation):  
a) - La fusion a été approuvée par les résolutions spéciales des actionnaires de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 122 de la Loi sur les corporations commerciales.  
b) - La fusion a été approuvée par une résolution des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessus, conformément à l'article 123 de la Loi sur les corporations commerciales. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée):

8 - Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation:  
Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion:  
Industrial Tires Limited/  
Pneus Industriels Limitée

Name of Amalgamating Corporations Raison sociale des corporations fusionnantes	Corporation No. N° de corporation	Signature	Date	Description of Office Fonction
Industrial Tires Limited/ Pneus Industriels Limitée	508582		Mar. 18/02	Controller
Globetech Tires Inc.	600340		Mar. 18/02	President

FOR DEPARTMENT USE ONLY  
Corporation No. / N° de corporation: **600433**  
RESERVE A L'USAGE DU MINISTRE  
Filed - Déposé: **FILED / DÉPOSÉ APR 01 2002**

**Industrial Tires Limited / Pneus Industriels Limités**

**THIS IS APPENDIX "I" TO THE FOREGOING FORM 1  
UNDER THE NEW BRUNSWICK BUSINESS CORPORATIONS ACT**

Other provisions applicable to the Corporation are as follows:

1. 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; and
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the Corporation, owned or subsequently acquired to secure any debt obligation of the Corporation.

The directors may by resolution or by-law, provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the resolution or by-law as the case may be.

2. The directors may from time to time, in such amounts and on such terms as they deem expedient, charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any debt obligations or any money borrowed or other debt or liability of the Corporation.

The directors 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 directors, all or any of the powers conferred on the directors above, to such extent and in such manner as the directors shall determine at the time of each such delegation.

3. Notwithstanding subsection (2) of section 27 of the Business Corporations Act as from time to time in force, the holders of the equity shares of any class, in the case of the proposed issuance by the Corporation of or the proposed acquiring by the Corporation of rights or options to purchase its equity shares of any class of any shares or other securities convertible into or carrying right or options to purchase its equity shares of any class, shall not be such even if the issuance of the equity shares proposed

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to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the right to purchase such shares or other securities.

Notwithstanding subsection (3) of section 27 of the Business Corporations Act as from time to time in force, the holders of voting shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the right to purchase such shares or other securities.

4. Notwithstanding subsection (1) of Section 87 of the Business Corporations Act as from time to time in force notice of the time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than one (1) day before the meeting;

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) with respect to annual meetings of shareholders, to the auditor, if any.

5. Notwithstanding subsections (1) and (2) of section 84 of the Business Corporations Act as from time to time in force, meetings of shareholders of the Corporation may be held outside the Province of New Brunswick at Montreal, Quebec, Toronto, Ontario, Indianapolis, Indiana, New York, New York, Hartford, Connecticut, Westbrook, Maine or Portland, Maine.

6. Meetings of the board of directors of the Corporation may be held at any place within or outside the Province of New Brunswick as provided in the by-laws.

7. The Corporation or any corporation with which it is affiliated may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise

- (a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation, and/or
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation,

whether or not there are reasonable grounds for believing that

- (c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due, or
- (d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure the guarantee, after giving the financial assistance, would be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

8. The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of the 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 fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

9. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

FILED / DÉPOSÉ APR 01 2002