

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amalgamation of Canadian Corporations		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
7951388 Canada, Inc.		10/28/2012	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	YM Inc. (Sales)		
Street Address:	50 Dufflaw Road		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M6A 2W1		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2877165	URBAN BEHAVIOR	
Registration Number:	3536866	URBAN BEHAVIOR	
CORRESPONDENCE DATA			
Fax Number:	7346231625		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	734-623-1906		
Email:	cmitchell@dickinsonwright.com		
Correspondent Name:	Christopher A. Mitchell		
Address Line 1:	350 S. Main St.		
Address Line 2:	Suite 300		
Address Line 4:	Ann Arbor, MICHIGAN 48104		
ATTORNEY DOCKET NUMBER:	50708-2; 50708-3		
DOMESTIC REPRESENTATIVE			
Name:			

OP \$65.00 2877165

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

NAME OF SUBMITTER:	Christopher A. Mitchell
Signature:	/Christopher A. Mitchell/
Date:	11/26/2012

Total Attachments: 8

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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

YM INC. (SALES)

Corporate name / Dénomination sociale

822842-6

Corporation number / Numéro de 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.

Marcie Girouard

Director / Directeur

2012-10-28

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)



Industry Canada Industrie Canada
 Canada Business Loi canadienne sur les
 Corporations Act (CBCA) sociétés par actions (LCSA)

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 185)

Form 9

1 - Name of the Amalgamated Corporation **YM INC. (SALES)** Dénomination sociale de la société issue de la fusion

2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address) **ONTARIO** La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

3 - The classes and any maximum number of shares that the corporation is authorized to issue **See Schedule 1 attached.** Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 - Restrictions, if any, on share transfers **The right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without the express consent of a majority of the directors to be signified by a resolution passed by the board.** Restrictions sur le transfert des actions, s'il y a lieu

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) **Minimum: 1 Maximum: 20** Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases) Minimal: Maximal:

6 - Restrictions, if any, on business the corporation may carry on **None.** Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 - Other provisions, if any **See Schedule 2 attached.** Autres dispositions, s'il y a lieu

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

9 - Declaration: I hereby certify that I am a director or an officer of the corporation. Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
YM Inc. (Sales)	7,7,5,1,4 1-9	
7951388 Canada Inc.	7,9,5,1,3 8-8	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota: Faute de fausse déclaration constitue une infraction et son auteur, sur conviction sommaire, est passible d'une amende de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

SCHEDULE 1

The Corporation is authorized to issue an unlimited number of Class A shares and an unlimited number of Common shares.

- (i) The "Redemption Amount" as hereinafter referred to with respect to each Class A share shall be the amount determined by dividing the fair market value of the net consideration received for the first issuance of the Class A shares by the number of Class A shares first issued as aforesaid, which net consideration is equal to the fair market value of any property or assets transferred to the Corporation, or other consideration received in consideration for the first issuance of the Class A shares minus any liabilities assumed by the Corporation or non-share consideration issued by the Corporation in the course of any such transfer. The fair market value of any property or assets transferred to the Corporation is to be determined on the basis of generally accepted accounting and valuation principles;
- (ii) Each Class A share shall entitle the holder thereof to receive for each fiscal year of the Corporation, when, as and if declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a variable preferential non-cumulative dividend. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the directors, save only that the rate so fixed shall not be less than 0% of the Redemption Amount and shall not be more than 12% of the Redemption Amount.
- (iii) If such variable preferential dividend for any fiscal year of the Corporation has not been declared payable prior to the expiration of two months from the end of such fiscal year, the rights of the holders of all Class A shares to receive such undeclared dividend shall be forever extinguished at the expiration of such two months.
- (iv) Any dividend may be paid in one or more instalments in the discretion of the board of directors of the Corporation.
- (v) No dividend shall be paid on the Common shares for a fiscal year of the Corporation unless the variable preferential dividend payable for such fiscal year on all the Class A shares outstanding at any time in such fiscal year shall have been declared and paid in full.
- (vi) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holder of each Class A share shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Common shares, the Redemption Amount per Class A share together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class A shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class A share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata.

- (vii) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A shares upon payment of the Redemption Amount for each share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 14 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the "Redemption Date") and place or places of redemption. Upon the Redemption Date the Corporation shall pay or cause to be paid to the order of the registered holder of each Class A share to be redeemed the redemption price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class A shares. For the purpose of this paragraph, the issuance and delivery of a promissory note by the Corporation for the aggregate redemption price of the Class A shares to be redeemed shall constitute payment therefor. If a part only of the Class A shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Redemption Date, the holder of each Class A share to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. The Corporation shall have the right at any time after the Redemption Date as aforesaid to deposit the redemption price of the Class A shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class A shares upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit(s) being made the Class A shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving without interest the redemption price so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class A share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

Where a part only of the Class A shares are to be redeemed, the shares to be redeemed shall be selected either:

- I. as nearly as may be in proportion to the number of Class A shares registered in the name of each shareholder; or
 - II. in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class A shares at the time outstanding.
- (viii) Any registered holder of Class A shares, may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any

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part of the Class A shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed, the Redemption Amount, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class A shares desires to require the redemption, as aforesaid, of all or any part of the Class A shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class A shares to be so redeemed. On the date 14 days next following the receipt of such notice by the Corporation (herein called the 'Redemption Date'), the Corporation shall pay or cause to be paid to the order of the registered holder of such Class A shares the redemption price on presentation and surrender at the registered office of the Corporation of the certificates representing the Class A shares specified in the notice. For the purpose of this paragraph, the issuance and delivery of a promissory note by the Corporation for the aggregate redemption price of the Class A shares to be redeemed shall constitute payment therefor. If a part only of the Class A shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Redemption Date, the holder of the Class A shares to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of their redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected.

- (ix) Holders of Class A shares are entitled to vote separately as a class and to dissent upon a proposal to amend the articles of the Corporation to:
- (i) increase or decrease any maximum number of authorized shares of such class or increase any maximum number of authorized shares of any class or series having rights or privileges equal or superior to the shares of such class;
 - (ii) effect an exchange, reclassification or cancellation of the shares of such class; or
 - (iii) create a new class or series of shares equal or superior to shares of such class.
- and any proposal to amend the articles as aforesaid shall require the affirmative vote of the holders of at least 2/3 of the Class A shares which are issued and outstanding at such time.
- (x) Except as otherwise provided herein or by law, the holders of Class A shares shall not be entitled to vote at any meetings of the shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation. Holders of Common shares shall be entitled to 1 vote for each Common share held by them respectively.
- (xi) Where notice is required by the provisions hereof to be sent the notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

- (xii) After the full amount of the variable preferred dividends payable for any fiscal year on the Class A shares has been paid, any and all further dividends declared for that fiscal year by the directors of the Corporation shall be declared and paid on the Common shares, provided, however, that no dividends shall be declared or paid on the Common shares if, in the opinion of the directors of the Corporation, the payment of such dividend would reduce the net realizable value of the assets minus all of the liabilities of the Corporation (determined in accordance with generally accepted accounting and valuation principles) to an amount which is less than the product of the Redemption Amount per Class A share times the number of Class A shares issued and outstanding immediately prior to the payment of such dividend.

SCHEDULE 2

1. The number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons who, having formerly been 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, 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. Each holder of a fractional share issued by the Corporation is entitled to exercise voting rights and to receive a dividend in respect of each such fractional share to the extent of such fraction.
4. The Corporation has a lien on each share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
5. The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.