

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM440280

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/01/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CLT Logistics Inc.		04/01/2015	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	CLT Logistics, Inc.		
Street Address:	75 Thermos Road		
City:	Scarborough, Ontario		
State/Country:	CANADA		
Postal Code:	M1L 4W8		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4030243	GENTILLESSE	
CORRESPONDENCE DATA			
Fax Number:	4163681645		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	416-368-8311		
Email:	ffarfan@dennisonip.com		
Correspondent Name:	Frank Farfan		
Address Line 1:	301-133 Richmond Street West		
Address Line 4:	Toronto, Ontario, CANADA M5H 2L7		
NAME OF SUBMITTER:	Frank Farfan		
SIGNATURE:	/ffarfan/		
DATE SIGNED:	08/23/2017		
Total Attachments: 18			
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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

BEACHES TRADING COMPANY INC.

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
BEACHES TRADING COMPANY INC.	1431055	2015	04	01
CLT INTERNATIONAL, INC.	1668471	2015	04	01
CLT LOGISTICS, INC.	2071020	2015	04	01
CROSSLIEE TRADING COMPANY INC.	1360376	2015	04	01

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 :

<u>Class of Shares</u>	<u>Maximum Number</u>
Common shares	Unlimited
Class A Preference shares	Unlimited

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.

SCHEDULE "A"

1. The common shares shall have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) Subject to the restrictions appearing in the conditions attaching to the Class A Preference shares, 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 amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine, and subject as aforesaid the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.
 - (b) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property of the Corporation amongst 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 any other class of shares of the Corporation entitled to receive the assets or property of the Corporation upon such a distribution in priority to the common shares, be entitled to receive all property and assets of the Corporation properly distributable to the shareholders of the Corporation.
 - (c) The holders of the common shares shall be entitled to vote at all meetings of the shareholders of the Corporation, other than at meetings of the holders of other share classes meeting separately as a class, and at all such meetings each such holder shall have one vote for each common share held.
 - (d) Any common shares to be purchased by the Corporation shall be purchased:
 - (i) with the written consent of the holders of all of the common shares; or
 - (ii) pursuant to tenders received by the Corporation upon a request for tenders addressed to all of the holders of the common shares, and the Corporation shall accept only the lowest tenders. If in response to an invitation for tenders, two or more common shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each such tender in a manner such that the Corporation will have thereby accepted the same percentage (calculated to the nearest whole share) of the total number of common shares respectively offered

in each such tender.

2. The rights, privileges, restrictions and conditions attaching to the Class A Preference shares are as follows:
- (a) The holders of the Class A Preference shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall be entitled to one (1) vote for each such share held by the shareholder at all shareholders' meetings, except meetings at which only holders of another specified class of shares are entitled to vote.
 - (b) The holders of the Class A Preference shares shall be entitled to receive non-cumulative dividends as and when declared by the directors from time to time out of moneys of the Corporation properly applicable to the payment of dividends and the amount per share of each such dividend shall be determined by the directors of the Corporation at the time of declaration. The directors may declare in their absolute discretion dividends on the Class A Preference shares of the Corporation in priority to or after dividends, if any, which may be declared or paid on any other class of shares including the common shares of the Corporation.
 - (c) The Corporation shall be entitled to redeem all or any part of the Class A Preference shares by paying an amount per share to be redeemed equal to the amount paid up thereon (the "Class A Preference Share Redemption Amount"). Unless otherwise agreed upon by the Corporation and each holder of Class A Preference shares to be redeemed, not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of Class A Preference shares to be redeemed, specifying the date and place of redemption; if notices of any such redemption be given by the Corporation in the manner aforesaid, and if amounts sufficient to redeem the Class A Preference Shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class A Preference 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 the share certificate or certificates representing such shares to be redeemed, to receive payment therefor out of the moneys so deposited. In case a part only of the then outstanding Class A Preference shares is at any time to be redeemed, the share so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide upon or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares.
 - (d) It is intended that the Class A Preference Share Redemption Amount shall be calculated with reference to the fair market value of the property transferred to the Corporation for the issue of Class A Preference shares on the date hereof. In the event that any taxing authority disputes the fair market value, or Class A Preference Share Redemption Amount, the Corporation shall adjust the Class A Preference Share Redemption

Amount to amounts that are mutually agreeable to the Corporation and to the taxing authority or authorities and, failing agreement, to amounts determined by a court of law with competent jurisdiction. The Corporation shall file any amended election form and pay any penalty as may be necessary to give full force and effect to the foregoing.

- (e) At any time the Corporation shall be entitled to redeem all or any part of the Class A Preference shares by paying an amount per share redeemed equal to the Class A Preference Share Redemption Amount, together with an amount equal to all dividends declared and unpaid thereon to the redemption date. Unless otherwise agreed upon by the Corporation and each holder of Class A Preference shares to be redeemed, not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of Class A Preference shares to be redeemed, specifying the date and place of redemption; if notices of any such redemption be given by the Corporation in the manner aforesaid, and if amounts sufficient to redeem the Class A Preference shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class A Preference 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 the share certificate or certificates representing such shares to be redeemed, to receive payment therefor out of the moneys so deposited. In case a part only of the then outstanding Class A Preference shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide upon or, if the directors so determine may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares.
- (f) At any time a holder of a Class A Preference share shall be entitled to require the Corporation to redeem all or any part of such holder's Class A Preference shares by paying an amount per share redeemed equal to the Class A Preference Share Redemption Amount, together with an amount equal to all dividends declared and unpaid thereon to the redemption date. A holder of Class A Preference shares desiring to have Class A Preference shares redeemed by the Corporation pursuant to this section shall deposit with the Corporation at any office of the Corporation the certificates representing such Class A Preference shares as the holder wishes to have redeemed, together with a notice requiring the redemption of all or a specific number of the shares represented by such certificates. The Corporation shall pay to a holder who so deposits certificates representing Class A Preference shares the Class A Preference Share Redemption Amount for the shares to be redeemed, as specified in the above notice from the holder, within thirty (30) 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 of Class A Preference shares specifies in the above notice that a part only of the Class A Preference shares represented 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 share certificate representing the Class A Preference shares which are not to be redeemed. Upon payment by the Corporation of the Class A Preference Share Redemption Amount for the Class A Preference shares so deposited by any holder, such holder, in respect of those Class A Preference shares, shall cease to be entitled to exercise any of the rights of a holder of Class A Preference shares.

- (g) The Corporation shall be entitled, at its option, to pay and satisfy the Class A Preference Share Redemption Amount in respect of any Class A Preference shares redeemed pursuant to paragraphs (e) or (f) hereof by issuance of the Corporation's promissory note, payable upon such terms as the directors in their sole discretion shall determine, with a principal amount equal to the Class A Preference Share Redemption Amount of the shares so redeemed.
- (h) The Corporation shall have the right at its option at any time and from time to time to purchase for cancellation all or any part of the issued and outstanding Class A Preference shares pursuant to tenders or, with the unanimous consent of the holders of all issued Class A Preference shares, by private contract at the lowest price obtainable but not exceeding the Class A Preference Share Redemption Amount. If in response to an invitation for tenders, two (2) or more shareholders submit tenders at the same price and if such tenders are accepted by the Corporation in whole or in part, then, unless the Corporation accepts all such tenders in whole, the Corporation shall accept tenders in proportion as nearly as may be to the number of shares offered in each such tender.

3. In the event of the liquidation, dissolution or winding-up of the Corporation, or other distribution of its assets among the shareholders by way of repayment of capital, whether voluntary or involuntary, the assets of the Corporation shall be distributed among its shareholders in the order set out below. Each class shall be paid in full and in priority to the other classes as set out below:

- (a) Class A Preference, to the Class A Preference Share Redemption Amount;
- (b) the remainder divided among the holders of common shares, pro rata.

The holders of the Preference shares shall be entitled to an amount equal to the Redemption Amount of that class of shares, and except as aforesaid shall not be entitled to share any further in the distribution of the property or assets of the Corporation.

9. The issue, transfer or ownership of shares is/are 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 :

(1) The number of shareholders of the Corporation, exclusive of persons 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 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 for such purposes as one shareholder.

(2) No shares in the capital of the Corporation shall be transferred unless such transfer has either been approved by a resolution of the directors of the Corporation or consented to in writing by the then holders of not less than 51% of all of the shares of the Corporation which are then outstanding which then carry the right to vote in an election of directors.

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

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

The directors may from time to time, in such amounts and on such terms as they deem expedient:

(a) borrow money on the credit of the Corporation;

(b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;

(c) 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 undertaking, to secure any debt obligations or 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 with respect to each such delegation.

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 signatory's 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.

BEACHES TRADING COMPANY INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

BERYL WILKINSON

Print name of signatory /
Nom du signataire en lettres moulées

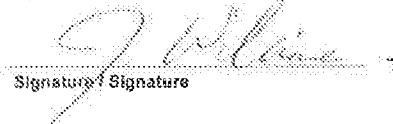
DIRECTOR/PRESIDENT

Description of Office / Fonction

CLT INTERNATIONAL, INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

JORDAN WILKINSON

Print name of signatory /
Nom du signataire en lettres moulées

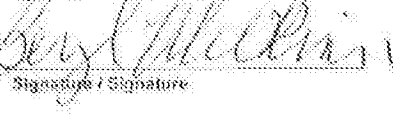
DIRECTOR/PRESIDENT

Description of Office / Fonction

CLT LOGISTICS, INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

BERYL WILKINSON

Print name of signatory /
Nom du signataire en lettres moulées

DIRECTOR/PRESIDENT

Description of Office / Fonction

CROSSLIEE TRADING COMPANY INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

BERYL WILKINSON

Print name of signatory /
Nom du signataire en lettres moulées

DIRECTOR/PRESIDENT

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF

BEACHES TRADING COMPANY INC.

(the "Corporation")


PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS
CORPORATIONS ACT (ONTARIO)* (the "Act")

WHEREAS the Corporation, CLT International, Inc., CLT Logistics, Inc. and Crossless Trading Company Inc. wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to Section 177(1) of the Act;

AND WHEREAS the undersigned is required to make the following statements in connection with the said amalgamation;

1. The undersigned is President, Secretary and a director of the Corporation.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is 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 Corporation will be prejudiced by the amalgamation.

DATED as of the 1st day of April, 2015.


Beryl Wilkinson

STATEMENT OF DIRECTOR OR OFFICER OF

CLT INTERNATIONAL, INC.

(the "Corporation")


PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS
CORPORATIONS ACT (ONTARIO)* (the "Act")

WHEREAS the Corporation, Beaches Trading Company Inc., CLT Logistics, Inc. and Crossless Trading Company Inc. wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to Section 177(1) of the Act;

AND WHEREAS the undersigned is required to make the following statements in connection with the said amalgamation;

1. The undersigned is President, Secretary and a director of the Corporation.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is 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 Corporation will be prejudiced by the amalgamation.

DATED as of the 1st day of April, 2015.



Jordan Wilkinson

STATEMENT OF DIRECTOR OR OFFICER OF

CLT LOGISTICS, INC.

(the "Corporation")

PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS
CORPORATIONS ACT (ONTARIO)* (the "Act")

WHEREAS the Corporation, Beaches Trading Company Inc., CLT International, Inc. and Crossless Trading Company Inc. wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to Section 177(1) of the Act;

AND WHEREAS the undersigned is required to make the following statements in connection with the said amalgamation;

1. The undersigned is President, Secretary and a director of the Corporation.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is 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 Corporation will be prejudiced by the amalgamation.

DATED as of the 1st day of April, 2015,


Beryl Wilkinson

STATEMENT OF DIRECTOR OR OFFICER OF

CROSSLIE TRADING COMPANY INC.
(the "Corporation")

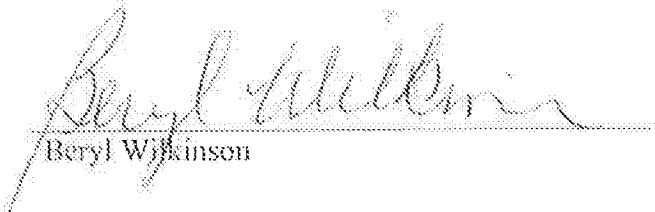
PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS
CORPORATIONS ACT (ONTARIO)* (the "Act")

WHEREAS the Corporation, Beaches Trading Company Inc., CLT International, Inc. and CLT Logistics, Inc. wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to Section 177(1) of the Act;

AND WHEREAS the undersigned is required to make the following statements in connection with the said amalgamation;

1. The undersigned is President, Secretary and a director of the Corporation.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is 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 Corporation will be prejudiced by the amalgamation.

DATED as of the 1st day of April, 2015.


Beryl Wilkinson

SCHEDULE "B"
RESOLUTIONS OF THE SOLE DIRECTOR OF
BEACHES TRADING COMPANY INC.
(the "Corporation")


"WHEREAS the Corporation holds directly all the issued and outstanding shares of CLT International, Inc. ("CLTI"), CLT Logistics, Inc. ("CLT") and Crosslee Trading Company Inc. ("CTCI") and has agreed to amalgamate with CLTI, CLT and CTCI pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario)(the "Act");

RESOLVED THAT:

1. The amalgamation of the Corporation with CLTI, CLT and CTCI under the Act, pursuant to subsection 177(1) thereof, be and the same is hereby authorized and approved.
2. The name of the amalgamated corporation shall be "CLT LOGISTICS, INC."
3. Effective upon issuance of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of CLTI, CLT and CTCI under their articles of incorporation and of any act done thereunder, all shares of the authorized capital of CLTI, CLT and CTCI, including all such shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
4. Except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation, the amalgamating holding corporation.
7. The proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

The undersigned hereby certifies that the foregoing is a true and complete copy of resolutions duly passed by the sole director of Beaches Trading Company Inc. as of the 1st day of April, 2015, and that a true copy of the said resolutions remain in full force and effect unamended, at the date of this certificate.

DATED this 1st day of April, 2015.


Reyl Wilkinson, Secretary

**RESOLUTIONS OF THE SOLE DIRECTOR OF
CLT INTERNATIONAL, INC.**
(the "Corporation")


"WHEREAS the Corporation is a wholly-owned subsidiary of Beaches Trading Company Inc. ("BTCL") and has agreed to amalgamate with BTCL, CLT Logistics, Inc. ("CLT") and Crosslee Trading Company Inc. ("CTCL") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario)(the "Act");

RESOLVED THAT:

1. The amalgamation of the Corporation with BTCL, CLT and CTCL under the Act, pursuant to subsection 177(1) thereof, be and the same is hereby authorized and approved.
2. The name of the amalgamated corporation shall be "CLT LOGISTICS, INC."
3. Effective upon issuance of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares of the authorized capital of the Corporation including all such shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
4. Except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of BTCL.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of BTCL, the amalgamating holding corporation.
7. The proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

The undersigned hereby certifies that the foregoing is a true and complete copy of resolutions duly passed by the sole director of CLT International, Inc. as of the 1st day of April, 2015, and that a true copy of the said resolutions remain in full force and effect unamended, at the date of this certificate.

DATED this 1st day of April, 2015


Jordan Wilkinson, Secretary

**RESOLUTIONS OF THE SOLE DIRECTOR OF
CLT LOGISTICS, INC.
(the "Corporation")**

"WHEREAS the Corporation is a wholly-owned subsidiary of Beaches Trading Company Inc. ("BTCL") and has agreed to amalgamate with BTCL, CLT International, Inc. ("CLTI") and Crosslee Trading Company Inc. ("CTCI") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario)(the "Act");

RESOLVED THAT:

1. The amalgamation of the Corporation with BTCL, CLTI and CTCI under the Act, pursuant to subsection 177(1) thereof, be and the same is hereby authorized and approved.
2. The name of the amalgamated corporation shall be "CLT LOGISTICS, INC."
3. Effective upon issuance of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares of the authorized capital of the Corporation including all such shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
4. Except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of BTCL.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of BTCL, the amalgamating holding corporation.
7. The proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

The undersigned hereby certifies that the foregoing is a true and complete copy of resolutions duly passed by the sole director of CLT Logistics, Inc. as of the 1st day of April, 2015, and that a true copy of the said resolutions remain in full force and effect unamended, at the date of this certificate.

DATED this 1st day of April, 2015.


Beryl Wilkinson, Secretary

**RESOLUTIONS OF THE SOLE DIRECTOR OF
CROSSLIE TRADING COMPANY INC.
(the "Corporation")**

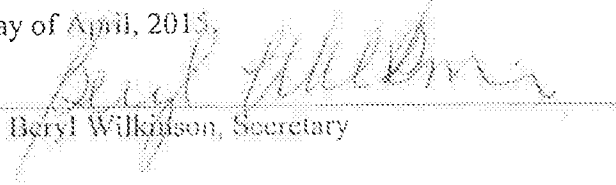
"WHEREAS the Corporation is a wholly-owned subsidiary of Beaches Trading Company Inc. ("BTCL") and has agreed to amalgamate with BTCL, CLT International, Inc. ("CLTI") and CLT Logistics, Inc. ("CLT") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario)(the "Act");

RESOLVED THAT:

1. The amalgamation of the Corporation with BTCL, CLTI and CLT under the Act, pursuant to subsection 177(1) thereof, be and the same is hereby authorized and approved.
2. The name of the amalgamated corporation shall be "CLT LOGISTICS, INC."
3. Effective upon issuance of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares of the authorized capital of the Corporation including all such shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
4. Except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of BTCL.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of BTCL, the amalgamating holding corporation.
7. The proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

The undersigned hereby certifies that the foregoing is a true and complete copy of resolutions duly passed by the sole director of Crosslee Trading Company Inc. as of the 1st day of April, 2015, and that a true copy of the said resolutions remain in full force and effect unamended, at the date of this certificate.

DATED this 1st day of April, 2015,


Beryl Wilkinson, Secretary