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To the Honorable Commissioner of Pa.

original documents or copy thereof.

O.I.P.E.
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1. Name of conveying party(ies):
SCEPTER MANUFACTURING COMPANY LIMITED

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State _____
 Other Canada corporation
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: **SCEPTER CORPORATION**
Internal Address: _____
Street Address: 170 Midwest Road
City: Scarborough, Ontario State: CANADA
ZIP: M1P3A9

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Canada corporation
 Other _____

If assignee is not domiciled in the United States, a domestic
representative designation is attached: Yes No
- Attached to second of two-part recordation.
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 7, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,739,515

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence
concerning document should be mailed:
Name: Carol L.B. Matthews
Internal Address: Gadsby & Hannah LLP

Street Address: 1747 Pennsylvania Avenue, NW #700
City: Washington State: DC ZIP: 20006

6. Total number of applications
and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

12/15/1998 JSH/BAZZ 00000215 1739515
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Fee OK

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Carol L.B. Matthews *Carol Matthews* 12/14/98
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget paperwork Reduction Project (0651-0011).

ASSIGNMENT OF TRADE-MARKS

WHEREAS **Scepter Manufacturing Company Limited** ("Assignor"), the principal business address of which is 170 Midwest Road, Scarborough, Ontario, M1P 3A9 did, as of January 1, 1997, transfer, assign and set over any and all right, title and interest in and to the trade-mark Miscellaneous Design, registration No. 1,739,515 (the "Trade-mark"), together with all attaching goodwill, to **Scepter Corportion** ("Assignee"), the principal business address of which is 170 Midwest Road, Scarborough, Ontario, M1P 3A9;

AND WHEREAS on January 1, 1998, the Assignor amalgamated with Estor Family Holdings Ltd. to form **Scepter Holdings Inc.**, which amalgamation is indicated in the Articles of Amalgamation set out in Schedule "A" to this Agreement;

AND WHEREAS the Assignee has requested the Assignor to execute this document for the purposes of confirmation of the assignment;

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid to the Assignor, the receipt and sufficiency of which are acknowledged, the Assignor confirms that it has transferred to the Assignee all of its right, title and interest in and to the Trade-mark, together with all attaching goodwill to be held as if by the original trade-mark owner with the intent that the title in the trade-marks passed as and from January 1, 1997.

EXECUTED at Scarborough, this 7th day of December, 1998.

SCEPTER HOLDINGS INC.

By: 

Name: Robert S. Torokvei

Title: President

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5. A) 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.

A) 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.

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B) 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.

B) 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

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
Estor Family Holdings Ltd.	1216210	19/12/97
Scepter Manufacturing Company Limited	71013	19/12/97

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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:

- (a) an unlimited number of Class A Special shares;
- (b) an unlimited number of Class B Special shares;
- (c) an unlimited number of Class C Special shares; and
- (d) an unlimited number of common shares.

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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 :

(1) Dividends

(a) Dividend Rights of Class A Special Shares

The holders of the Class A Special shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of moneys of the Corporation properly applicable to the payment of dividends, dividends at such rate as may be determined, from time to time by the board of directors, provided that such dividend shall not exceed twelve percent (12%) per annum of the Class A Redemption Amount, as herein defined, payable with respect to each fiscal year of the Corporation. The board of directors shall have the right to declare and pay or set aside for payment a dividend or dividends, from time to time, on any special shares or on the common shares of the Corporation in any fiscal year without declaring and/or paying any dividends on the Class A Special shares. The holders of the Class A Special shares shall not be entitled to receive any dividend other than or in excess of the non-cumulative annual dividends herein provided. All dividends which the board of directors may declare on the Class A Special shares shall be declared and paid in equal amounts per share on all of the Class A Special shares outstanding at the time of declaration. For greater certainty, a dividend shall be received in respect of a particular fiscal year if it is declared and paid during the last three quarters of a particular fiscal year or in the first quarter of the immediately following fiscal year. If, within three months after the expiration of a fiscal year of the Corporation, the board of directors in its discretion has not declared a dividend or dividends on the Class A Special shares for that prior fiscal year, then the rights of the holders of the Class A Special shares to receive dividends for that prior fiscal year shall be forever extinguished.

(b) Dividend Rights of Class B Special Shares

The holders of the Class B Special shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of moneys of the Corporation properly applicable to the payment of dividends, dividends at such rate as may be determined, from time to time by the board of directors, provided that such dividend shall not exceed eight percent (8%) per annum of the Class B Redemption Amount, as herein defined, payable with respect to each fiscal year of the Corporation. The board of directors shall have the right to declare and pay or set aside for payment a dividend or dividends, from time to time, on any special shares or on the common shares of the Corporation in any fiscal year without declaring and/or paying any dividends on the Class B Special shares. The holders of the Class B Special shares shall not be entitled to receive any dividend other than or in excess of the non-cumulative annual dividends herein provided. All dividends which the board of directors may declare on the Class B Special shares shall be declared and paid in equal amounts per share on all of the Class B Special shares outstanding at the time of declaration. For greater certainty, a dividend shall be received in respect of a particular fiscal year if it is declared and paid during the last three quarters of a particular fiscal year or in the first quarter of the immediately following fiscal year. If, within three months after the expiration of a fiscal year of the Corporation, the board of directors in its discretion has not declared a dividend or dividends on the Class B Special shares for that prior fiscal year, then the rights of the holders of the Class B Special shares to receive dividends for that prior fiscal year shall be forever extinguished.

8. *Continued***(c) Dividend Rights of Class C Special Shares**

The holders of the Class C Special shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of moneys of the Corporation properly applicable to the payment of dividends, dividends at such rate as may be determined, from time to time by the board of directors, provided that such dividend shall not exceed eight percent (8%) per annum of the Class C Redemption Amount, as herein defined, payable with respect to each fiscal year of the Corporation. The board of directors shall have the right to declare and pay or set aside for payment a dividend or dividends, from time to time, on any special shares or on the common shares of the Corporation in any fiscal year without declaring and/or paying any dividends on the Class C Special shares. The holders of the Class C Special shares shall not be entitled to receive any dividend other than or in excess of the non-cumulative annual dividends herein provided. All dividends which the board of directors may declare on the Class C Special shares shall be declared and paid in equal amounts per share on all of the Class C Special shares outstanding at the time of declaration. For greater certainty, a dividend shall be received in respect of a particular fiscal year if it is declared and paid during the last three quarters of a particular fiscal year or in the first quarter of the immediately following fiscal year. If, within three months after the expiration of a fiscal year of the Corporation, the board of directors in its discretion has not declared a dividend or dividends on the Class C Special shares for that prior fiscal year, then the rights of the holders of the Class C Special shares to receive dividends for that prior fiscal year shall be forever extinguished.

(d) Dividend Rights of Common Shares

The holders of the common shares shall be entitled to receive dividends, as and when declared from time to time, by the board of directors 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 board of directors of the Corporation at the time of declaration.

(e) Protection of Redemption Amounts

No dividends shall be declared or paid on any particular class of shares nor shall any shares of that class be purchased for cancellation, nor shall any payment be made as a return of capital to the holders of the shares of that class, if after the payment of any such dividend or of the purchase price of such shares or of any such return of capital, as the case may be, the realizable value of the assets of the Corporation would not exceed the aggregate of the liabilities of the Corporation and the redemption amount of all of the issued and outstanding shares of all other classes of shares which rank in priority with respect to distribution rights on liquidation to the particular class as at the date of declaration or payment thereof (the value of the assets and the liabilities of the Corporation to be determined by the accountant or auditor of the Corporation).

(2) Voting Rights**Voting of Shares**

Except as required by the provisions of the Business Corporations Act, the holders of the Class A Special shares, the Class B Special shares, the Class C Special shares and the common 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 vote per share at all meetings of shareholders, except meetings at which only holders of a particular class of shares are entitled to vote.

8. *Continued*

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(3) Redemption Rights of Special Shares**(a) General Provisions**

The Corporation may, upon giving ten (10) days' written notice to the holders of the Class A Special shares, the Class B Special shares or the Class C Special shares, redeem at any time the whole or from time to time any part of the then outstanding shares of any such class of shares. Upon redemption, the Corporation shall pay to the holders of shares to be redeemed, in respect of each share to be redeemed, an amount equal to the sum of:

- (i) all dividends declared thereon and unpaid; and
- (ii) the Class A Redemption Amount as herein defined in the case of a redemption of Class A Special shares, the Class B Redemption Amount as herein defined in the case of a redemption of Class B Special shares or the Class C Redemption Amount as herein defined in the case of a redemption of Class C Special shares.

If notices of any redemption are given 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 shares of a particular class of Special shares is at any 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.

(b) Class A Redemption Amount

The "Class A Redemption Amount" shall be \$3,466.49 per share.

(c) Class B Redemption Amount

The "Class B Redemption Amount" shall be equal to \$5,000.00 per share.

(d) Class C Redemption Amount

The "Class C Redemption Amount" shall, subject to the adjustment as provided herein, be the quotient determined by dividing:

- (i) the fair market value of the property transferred to the Corporation as consideration for the issue of the Class C Special shares minus the sum of
 - (A) the fair market value of any non-share consideration given by the Corporation as part of the transfer, and
 - (B) the amount of any liabilities assumed by the Corporation; by
- (ii) the total number of Class C Special shares issued at the time of transfer;

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(the fair market values of the property transferred and of the non-share consideration given, and the amount of any liabilities assumed are to be determined by the board of directors of the Corporation as at the time of such transfer in accordance with generally accepted valuation and accounting principles).

(e) **Class C Redemption Amount Adjustment**

(i) In this section:

- (A) "Fair Market Value" means the fair market value of the property transferred to the Corporation as consideration for the issue of the Class C Special shares on the date of such transfer.
- (B) "Exchange Consideration" means the product of the Class C Redemption Amount (as initially determined by the board of directors) and the number of Class C Special shares issued, plus the sum of
- (I) the fair market value of any non-share consideration given by the Corporation as part of the transfer; and
- (II) the amount of any liabilities assumed by the Corporation.
- (C) "Final Determination" means the earliest to occur of:
- (I) the concurring decision of the holders of the Class C Special shares and the competent taxing authority; or
- (II) the final determination of the competent taxing authority in respect of which either no objection or appeal has been instituted within the time prescribed by applicable legislation or all objections and appeals have been withdrawn or discontinued before delivery of any judgment by the court of first instance; or
- (III) the decision of a court of competent jurisdiction in respect of which either no appeal has been instituted within the time prescribed by applicable legislation or all appeals have been discontinued before delivery of any judgment by the appellate court; or
- (IV) the decision of a court of competent jurisdiction from which no further appeal may be taken.
- (D) "Tax Act" means the Income Tax Act (Canada).
- (E) "Benefit Rate" means the rate of interest prescribed by the Tax Act in calculating taxable benefits to taxpayers in respect of low interest or interest-free loans compounded daily.

(ii) The Class C Redemption Amount shall be adjusted as herein provided. If any competent taxing authority shall

- (A) allege that the Exchange Consideration is not the Fair Market Value; or
- (B) propose to make an assessment on the basis that the Exchange Consideration is greater or less than the Fair Market Value,

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the Class C Redemption Amount shall be adjusted retroactively to the date of the first issuance of the Class C Special shares so that the Exchange Consideration is equal to the Fair Market Value fixed by the Final Determination. If after such adjustment, the Class C Redemption Amount would be less than \$0.01 per share, then the holders of the Class C Special shares shall pay an adjustment amount to the Corporation in an amount so that the Class C Redemption Amount (determined on the basis that the adjustment amount paid hereunder was part of the original consideration for the issue of the Class C Special shares) shall be equal to \$0.01 per share, together with interest thereon calculated at the Benefit Rate from the date of issue of the Class C Special shares to the date of payment.

- (iii) If any of the Class C Special shares has been redeemed prior to the date on which the Final Determination occurs, then the excess or shortfall, as the case may be, of the redemption amount paid to the holder of such shares in relation to the amount which would have been so paid if the Final Determination had occurred prior to such redemption shall be paid by such holder to the Corporation or by the Corporation to such holder, as the case may be, together in either case with interest thereon calculated at the Benefit Rate from the date of such redemption to the date of payment.

(4) **Retraction Rights of the Class A Special Shares**

A holder of Class A Special shares shall be entitled to require the Corporation to redeem at any time the whole or any part of such holder's Class A Special shares. Upon such redemption the Corporation shall pay to such holder in respect of each share to be redeemed an amount equal to

- (a) all dividends declared thereon and unpaid, plus
(b) the Class A Redemption Amount as hereinbefore defined.

A holder of Class A Special 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 such 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 the holder specifies in the notice requiring redemption that a part only of the Class A Special 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.

(5) **Retraction Rights of the Class B Special Shares**

A holder of Class B Special shares shall be entitled to require the Corporation to redeem at any time the whole or any part of such holder's Class B Special shares. Upon such redemption the Corporation shall pay to such holder in respect of each share to be redeemed an amount equal to

- (a) all dividends declared thereon and unpaid, plus

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- (b) the Class B Redemption Amount as hereinbefore defined.

A holder of Class B Special 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 such 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 the holder specifies in the notice requiring redemption that a part only of the Class B Special 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.

(6) Retraction Rights of the Class C Special Shares

A holder of Class C Special shares shall be entitled to require the Corporation to redeem at any time the whole or any part of such holder's Class C Special shares. Upon such redemption the Corporation shall pay to such holder in respect of each share to be redeemed an amount equal to

- (a) all dividends declared thereon and unpaid, plus
 (b) the Class C Redemption Amount as hereinbefore defined.

A holder of Class C Special 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 such 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 the holder specifies in the notice requiring redemption that a part only of the Class C Special 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.

(7) Distribution Rights of all Shares on Liquidation

If the Corporation is liquidated, dissolved or wound-up or its assets are otherwise distributed among the shareholders by way of repayment of capital, whether voluntary or involuntary:

- (a) The holders of the Class A Special shares shall be entitled to receive, before any distribution of any assets of the Corporation among the holders of the Class B Special shares, the Class C Special shares or the common shares, an amount, in respect of each Class A Special share held, equal to the sum of:

- (A) all dividends declared thereon and unpaid, and

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(B) the Class A Redemption Amount as hereinbefore defined.

The holders of the Class A Special shares shall not be entitled to share any further in the distribution of the assets of the Corporation.

(b) The holders of the Class B Special shares shall be entitled to receive, after any distribution of any assets of the Corporation among the holders of the Class A Special shares but before any distribution of any assets of the Corporation among the holders of the Class C Special shares or the common shares, an amount, in respect of each Class B Special share held, equal to the sum of:

(A) all dividends declared thereon and unpaid, and

(B) the Class B Redemption Amount as hereinbefore defined.

The holders of the Class B Special shares shall not be entitled to share any further in the distribution of the assets of the Corporation.

(c) The holders of the Class C Special shares shall be entitled to receive, after any distribution of any assets of the Corporation among the holders of the Class A Special shares and the Class B Special shares but before any distribution of any assets of the Corporation among the holders of the common shares, an amount, in respect of each Class C Special share held, equal to the sum of:

(A) all dividends declared thereon and unpaid, and

(B) the Class C Redemption Amount as hereinbefore defined.

The holders of the Class C Special shares shall not be entitled to share any further in the distribution of the assets of the Corporation.

(d) Thereafter the holders of the common shares shall be entitled to share, equally share for share, in the distribution of the remaining assets of the Corporation.

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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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes :

No share or shares of the corporation shall at any time be transferred to any person without either (a) the consent of a majority of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (b) the consent of the holders of not less than 51% of the outstanding common shares of the corporation signified either by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by such shareholders.

10. Other provisions, if any:

Autres dispositions, s'il y a lieu :

- (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 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) Subject to the provisions of the Business Corporations Act, the corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the corporation.
- (4) The board of directors may from time to time, in such amounts and on such terms as it deems 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 undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the corporation.

The board of 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 board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determined at the time of such delegation.

11. The statements required by subsection 178 (2) of the Business Corporations Act are attached as Schedule "A".
12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Les déclarations exigées aux termes du paragraphe 178 (2) de la Loi sur les sociétés par actions constituent l'annexe "A".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

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These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and
signatures and descriptions of office of their proper
officers.


Dénomination sociale des sociétés qui fusionnent,
signature et fonction de leurs dirigeants régulièrement
désignés.

ESTOR FAMILY HOLDINGS LTD.

SCEPTER MANUFACTURING
COMPANY LIMITED

By: 
Thomas Torokvei, President

By: 
Thomas Torokvei, Director

By: 
Robert Torokvei, Secretary

By: 
Robert Torokvei, Director

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SCHEDULE "A"

**STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT**

I, Thomas Torokvei, of the City of North York, in the Province of Ontario, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the Business Corporations Act (Ontario) (the "Act"), and is intended to be attached to the articles of amalgamation of ESTOR FAMILY HOLDINGS LTD. and SCEPTER MANUFACTURING COMPANY LIMITED, the corporations amalgamating and continuing as SCEPTER HOLDINGS INC. (the "Amalgamated Corporation").
2. I am a director and officer of each of ESTOR FAMILY HOLDINGS LTD. and SCEPTER MANUFACTURING COMPANY LIMITED and as such have knowledge of their respective affairs.
3. I have conducted such examinations of the books and records of the said amalgamating corporations as are necessary to enable me to make the statements set forth in this statement.
4. There are reasonable grounds for believing that (i) each of the said amalgamating corporations is and the Amalgamated Corporation will be able to pay its liabilities as they become due, and (ii) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of any of the said amalgamating corporations will be prejudiced by the amalgamation.

This statement is made this 19th day of December, 1997.



Thomas Torokvei

SCHEDULE "B"

AMALGAMATION AGREEMENT

THIS AGREEMENT made the 19th day of December, 1997.

B E T W E E N:

ESTOR FAMILY HOLDINGS LTD.,
a corporation incorporated under the laws of
Ontario

(hereinafter called "Estor")

- and -

**SCEPTER MANUFACTURING COMPANY
LIMITED,**
a corporation incorporated under the laws of
Ontario

(hereinafter called "Scepter")

WHEREAS:

- (a) both of the corporations are governed by the Business Corporations Act (the "Act");
- (b) the corporations, acting under the authority contained in the Act, have agreed to amalgamate upon the terms and conditions hereinafter set out; and
- (c) Estor and Scepter wish to amalgamate and continue as one corporation under the name "SCEPTER HOLDINGS INC."

NOW THEREFORE THE PARTIES HERETO AGREE AS FOLLOWS:

- 1. In this Agreement, the expression "the Corporation" means the Corporation continuing from the amalgamation of Estor and Scepter, the parties to this agreement.
- 2. Effective immediately after midnight on the 31st day of December, 1997 (being, for greater certainty, 12:01 a.m. on January 1, 1998), Estor and Scepter shall amalgamate under the provisions of section 174 of the Act and continue as one corporation on and subject to the terms and conditions set out below.
- 3. The name of the Corporation shall be SCEPTER HOLDINGS INC.

4. The registered office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario and shall be located at Scotia Plaza, 40 King Street West [TWO], Suite 4400, Toronto, Ontario, M5H 3Y4.

5. The Corporation is authorized to issue an unlimited number of common shares, an unlimited number of Class A Special shares, an unlimited number of Class B Special shares and an unlimited number of Class C Special shares. The stated capital of such shares shall be as set forth in Appendix A attached hereto.

6. No share in the capital of the Corporation shall be transferred without either (a) the consent of a majority of the directors of the Corporation to be signified either by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (b) the consent of the holders of not less than 51% of the outstanding common shares of the Corporation signified either by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by such shareholders.

7. The minimum number of directors of the Corporation shall be 1 and the maximum number of directors shall be 9 and, until changed pursuant to the Act, the board of directors of the Corporation shall consist of 3 directors.

8. The first directors of the Corporation shall be the following persons:

<u>Name</u>	<u>Residential Address</u>	<u>Resident Canadian</u>
Thomas Torokvei	15 Barnwood Court Don Mills, Ontario M3A 3G2	Yes
Robert Torokvei	165 Teddington Park Avenue Toronto, Ontario M4N 2C7	Yes
Peter Torokvei	7582 Willow Glen Road Los Angeles, California U.S.A. 90046-1754	No

9. There shall be no restrictions on the business that the Corporation may carry on or on the powers that the Corporation may exercise.

10. Without in any way restricting the powers conferred upon the Corporation or its board of directors by the Act as now enacted or as the same may from time to time be amended, re-enacted or replaced, the board of directors may from time to time, with the authorization of the shareholders, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Corporation;

- (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
- (c) subject to the provisions of the Act as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation now owned or subsequently acquired, to secure any obligation of the Corporation.

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

11. The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation 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 (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

12. Upon the amalgamation becoming effective:

- (a) the following shareholders shall be issued 6,727 Class A Special shares of the Corporation in exchange for their 6,727 Class A Special shares of Estor:

Estate of Evald Torokvei	-	3,969 Class A Special shares
Alice Torokvei	-	2,543 Class A Special shares
The Torokvei Scepter Trust	-	153 Class A Special shares
Robert Torokvei	-	31 Class A Special shares
Thomas Torokvei	-	<u>31</u> Class A Special shares
TOTAL		6,727

- (b) the Scepter Tax Trust shall be issued 100 Class B Special shares of the Corporation in exchange for its 100 Class B Special shares of Estor;
- (c) the following shareholders shall be issued 12,116 common shares of the Corporation in exchange for their common shares of Estor and Scepter:

The Torokvei Scepter Trust	-	4,194 common shares
Paradigm 1 Holdings Limited	-	3,031 common shares
Axis Holdings Ltd.	-	3,031 common shares

Thomas Torokvei Family Trust	-	77 common shares
Robert Torokvei Family Trust	-	77 common shares
Peter Torokvei	-	<u>1,706</u> common shares
TOTAL		12,116

(d) all of the 7,550 common shares and the 180,000 Class A shares of Scepter previously held by Estor shall be cancelled without any repayment of capital in respect thereof.

13. The by-laws of the Corporation shall be those of Estor. The by-laws of the Corporation may be inspected at 40 King Street West, Suite 4400, Toronto, Ontario, M5H 3Y4.

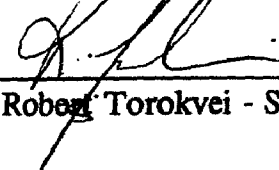
14. Upon the shareholders of Estor and Scepter respectively approving this Agreement in accordance with the provisions of the Act, the parties to this Agreement shall complete and send articles of amalgamation in the prescribed form to the Director, Companies Branch, Ministry of Consumer and Commercial Relations (Ontario), providing for the amalgamation of Estor and Scepter on and subject to the terms and conditions of this Agreement.

15. This Agreement may be terminated without cause by the Board of Directors of either of Estor or Scepter despite the approval of this Agreement by the shareholders of Estor and Scepter at any time before the issue of a Certificate of Amalgamation under the Act.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties to it under their respective corporate seals as witnessed by the signatures of their proper offices in that behalf.

ESTOR FAMILY HOLDINGS LTD.

By:  c/s
Thomas Torokvei - President

By:  c/s
Robert Torokvei - Secretary

SCEPTER MANUFACTURING COMPANY LIMITED

By:  c/s
Thomas Torokvei - Director

By:  c/s
Robert Torokvei - Director

APPENDIX "A"

SCEPTER HOLDINGS INC.

Stated Capital

The stated capital of the Class A Special shares of Estor Family Holdings Ltd. shall become the stated capital of the Class A Special shares of SCEPTER HOLDINGS INC.

The stated capital of the Class B Special shares of Estor Family Holdings Ltd. shall become the stated capital of the Class B Special shares of SCEPTER HOLDINGS INC.

The aggregate of the stated capital of all other shares of the amalgamating corporations shall become the stated capital of the common shares of SCEPTER HOLDINGS INC. issued as a result of the amalgamation.

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