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To the Honorable Commissioner of Patents

101837175

original documents or copy thereof.

1. Name of conveying party(ies):  
Regent Specialty Products Ltd.  
08/30/01

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-~~State~~ Canada  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: Home Products Distribution Inc  
Internal Address: \_\_\_\_\_  
Street Address: \_\_\_\_\_  
Town Markham Province/County - Ontario Canada  
City Markham State Ontario ZIP \_\_\_\_\_

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Canada  
 Other \_\_\_\_\_

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

Execution Date: April 1, 1997

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designation must be a separate document from Assignment)  
 Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark registration No.(s) 2126879

Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved:  1

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Jeffrey M. Samuel  
Internal Address: \_\_\_\_\_  
Street Address: 656 Timber Creek Dr  
City: Akron State: OH ZIP 44333

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)

09/10/2001 AAHMED1 00000022 2126879  
01 FC:481 40.00 DF

DO NOT USE THIS SPACE

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.*  
Jeffrey M. Samuel                      Jeffrey M. Samuel                      8/29/01  
Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet:  1

OMB No. 0651-0011 (exp. 4/94)

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 about 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), Washington, D.C. 20503

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: NII Northern International Inc. (via assignment)

Registration No.: 2,126,879

Registration Date: January 6, 1998

Mark: PARADISE

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**BOX POST REG NO FEE**

Hon. Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

**POWER OF ATTORNEY AND APPOINTMENT OF DOMESTIC  
REPRESENTATIVE**

Registrant hereby appoints Jeffrey M. Samuels, Esq., whose address is 228 Pineland Drive, Copley, Ohio 44321, an attorney admitted to practice before the courts of the State of Ohio, New York, the District of Columbia, and the Commonwealth of Virginia, to maintain and accept correspondence regarding this registration and to transact all business in the United States Patent and Trademark Office in connection therewith.

NII NORTHERN INTERNATIONAL INC.

By: 

Name: Steve Gula

Title: PRESIDENT.

Ministry of  
Consumer and  
Commercial Relations

Business Division  
Companies Branch  
393 University Ave Suite 200  
Toronto ON M5G 2M2

Ministère de  
la Consommation  
et du Commerce


Division des affaires commerciales  
Direction des compagnies  
393 ave University Bureau 200  
Toronto ON M5G 2M2



Certified as a true copy of.....  
microfiche page(s) of documents  
which are extracted from the  
records of the Companies Branch  
of the Province of Ontario.  
Certified on

Copie certifiée conforme de.....  
page(s)-microfiche de documents  
extraits des dossiers publics de la  
Direction des compagnies de la  
Province de l'Ontario.  
Copie certifiée conforme le

01 AUG 2001

  
Companies Branch  
Ministry of Consumer  
and Commercial Relations  
Toronto, Ontario

Directrice intérimaire  
Direction des compagnies  
Ministère de la Consommation  
et du Commerce  
Toronto, Ontario

TRADEMARK

REEL: 002363 FRAME: 0359



A) The amalgamation agreement has been 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 articles de fusion ont été adoptés par les actionnaires de chaque société qui fusionne en vertu de la section 176(4) de la Loi sur les sociétés par actions à la date indiquée ci-dessous.

Check  / Cochez

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. The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les articles de fusion ont été approuvés par voie de résolution des directeurs de chaque société qui fusionne en vertu de la section 177 de la Loi sur les sociétés par actions à la date indiquée ci-dessous. Les articles de fusion contiennent en substance les dispositions des articles constitutifs de

**REGENT SPECIALTY PRODUCTS LTD.**

and are more particularly set out in these articles.

et sont énoncés textuellement dans les articles ci-dessus.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
REGENT SPECIALTY PRODUCTS LTD.	470300	1 April 1997
HARDCRAFT INDUSTRIES LIMITED	905925	1 April 1997
ELGIN HOUSE HOLDINGS INC.	749538	1 April 1997
HOME GIFT DISTRIBUTORS INC.	1017779	1 April 1997
General Avcom Corporation	1230658	1 April 1997

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise.

Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue.

Classes and any maximum number of shares that the corporation is authorized to issue.

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preference shares.

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 is to be issued in series:

*Droits, privilèges, restrictions et conditions, s'il y a lieu, attachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui sont à être émis en série.*

See attached pages 4A to 4B.

See attached Pages 4A to 4B.

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"The designations, preferences, rights, qualifications and restrictions attaching to each class of shares of the Corporation shall be as follows:

- (a) The holders of common shares shall be entitled to one (1) vote for each common share held by them at all meetings of shareholders of the Corporation other than meetings of the holders of another class of shares, to receive the remaining property of the Corporation upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after all rights of the holders of the preference shares have been satisfied and to receive such dividends as are declared payable on the common shares as a separate class by the board of directors in its discretion.
- (b) The holders of the preference shares shall have the right to receive such dividends as are declared payable thereon as a separate class of shares by the board of directors in its discretion and shall have no preference or priority in the payment of dividends other than in the event of the distribution of assets upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.
- (c) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the preference shares shall be entitled to repayment of the principal of the stated capital of such shares together with all dividends in respect thereof declared payable and remaining unpaid before the holders of any of the common shares or other junior shares. If any of the Corporation shall be entitled to distribution of any part of the assets of the Corporation, then the holders of the preference shares shall not have any right to further participation in the remaining assets of the Corporation.



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- (d) Subject to the provisions of the Business Corporations Act, the Corporation, upon giving notice as hereinafter provided, may redeem the whole or any part of the preference shares on payment for each share to be redeemed of the amount of the stated capital thereof together with all dividends thereon that are declared payable and remaining unpaid. If part only of the outstanding preference shares is to be redeemed, the shares to be redeemed shall be selected in such manner as the board of directors determined with the consent of all of the holders of the preference shares, provided notice in writing of such redemption specifying the date and place or places of redemption is given to or waived by the holder of the shares to be redeemed and an amount sufficient to redeem such shares is deposited with any Canadian chartered bank as specified in such notice on or before the date fixed for redemption, such holder shall have no rights thereafter in respect of such shares except to receive payment therefor out of the moneys so deposited upon due presentation and surrender of the certificate therefor.
- (e) Except as otherwise provided in the Business Corporations Act, the holders of the preference shares shall not be entitled to receive notice of or to attend meetings of the shareholders of the Corporation or to vote at any such meeting, but shall only be entitled to receive notice of a meeting of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof pursuant to the Business Corporations Act."

9. The issue, transfer or ownership of shares is/are not restricted and the restrictions (if any) are as follows:

*Les émissions, le transfert et la propriété des actions ne sont pas limités, sauf restrictions, s'il y a lieu, dans les statuts.*

the right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without either:

(a) the consent of the directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the consent of the holders of a majority of the shares of the Corporation carrying the right to vote for the time being outstanding expressed by a resolution passed by 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:*

(a) the number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder; and

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

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".*

**TRADEMARK**

**REEL: 002363 FRAME: 0366**

These articles are signed in duplicate.

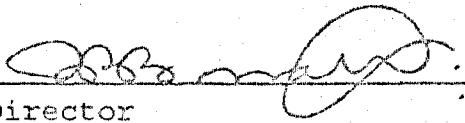
Les présents articles sont signés en double exemplaire.

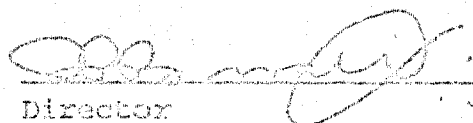
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

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

REGENT SPECIALTY PRODUCTS LTD.

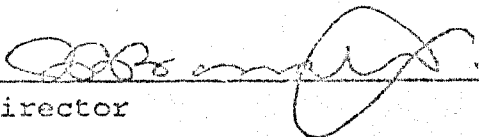
HARDCRAFT INDUSTRIES LIMITED

  
Director

  
Director

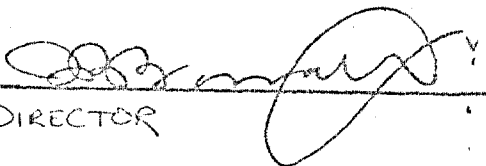
ELGIN HOUSE HOLDINGS INC.

HOME GIFT DISTRIBUTORS INC.

  
Director

  
Director

GENERAL ANKOM CORPORATION

  
DIRECTOR

SCHEDULE "A"


STATEMENT OF DIRECTOR/OFFICER

Re: Amalgamation of Regent Specialty Products Ltd. and  
General Avcom Corporation, Hardcraft Industries Limited  
Elgin House Holdings Inc., Home Gift Distributors Inc.

I, John P. Barratt, hereby make the following statement in respect of the Amalgamation pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am the Secretary of Regent Specialty Products Ltd. (the "Corporation"), one of the amalgamating corporations.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
  - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the amalgamation (the "Amalgamation") of the Corporation and General Avcom Corporation, Hardcraft Industries Limited, Elgin House Holdings Inc. and Home Gift Distributors Inc. will be, able to pay their respective 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, 1997.

  
John P. Barratt, Secretary

SCHEDULE "A"

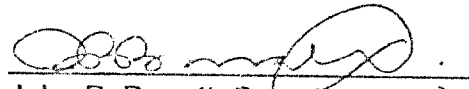
STATEMENT OF DIRECTOR/OFFICER

Re: Amalgamation of Regent Specialty Products Ltd. and  
General Avcom Corporation, Hardcraft Industries Limited  
Elgin House Holdings Inc., Home Gift Distributors Inc.

I, John P. Barratt, hereby make the following statement in respect of the Amalgamation pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am the Secretary of General Avcom Corporation (the "Corporation"), one of the amalgamating corporations.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
  - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the amalgamation (the "Amalgamation") of the Corporation and Regent Specialty Products Ltd., Hardcraft Industries Limited, Elgin House Holdings Inc. and Home Gift Distributors Inc. will be, able to pay their respective 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, 1997.

  
John P. Barratt, Secretary

SCHEDULE "A"

STATEMENT OF DIRECTOR/OFFICER

Re: Amalgamation of Regent Specialty Products Ltd. and  
General Avcom Corporation, Hardcraft Industries Limited  
Elgin House Holdings Inc., Home Gift Distributors Inc.

I, John P. Barratt, hereby make the following statement in respect of the Amalgamation pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am the Secretary of Hardcraft Industries Limited (the "Corporation"), one of the amalgamating corporations.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
  - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the amalgamation (the "Amalgamation") of the Corporation and Regent Specialty Products Ltd., General Avcom Corporation, Elgin House Holdings Inc. and Home Gift Distributors Inc. will be, able to pay their respective 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, 1997.

  
John P. Barratt, Secretary

SCHEDULE "A"

STATEMENT OF DIRECTOR/OFFICER

Re: Amalgamation of Regent Specialty Products Ltd. and  
General Avcom Corporation, Hardcraft Industries Limited  
Elgin House Holdings Inc., Home Gift Distributors Inc.

I, John P. Barratt, hereby make the following statement in respect of the Amalgamation pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am the Secretary of Elgin House Holdings Inc. (the "Corporation"), one of the amalgamating corporations.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
  - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the amalgamation (the "Amalgamation") of the Corporation and Regent Specialty Products Ltd., General Avcom Corporation, Hardcraft Industries Limited and Home Gift Distributors Inc. will be, able to pay their respective 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, 1997.

  
John P. Barratt, Secretary

SCHEDULE "A"

STATEMENT OF DIRECTOR/OFFICER

**Re: Amalgamation of Regent Specialty Products Ltd. and  
General Avcom Corporation, Hardcraft Industries Limited  
Elgin House Holdings Inc., Home Gift Distributors Inc.**

I, John P. Barratt, hereby make the following statement in respect of the Amalgamation pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am the Secretary of Home Gift Distributors Inc. (the "Corporation"), one of the amalgamating corporations.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
  - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the amalgamation (the "Amalgamation") of the Corporation and Regent Specialty Products Ltd., General Avcom Corporation, Hardcraft Industries Limited and Elgin House Holdings Inc. will be, able to pay their respective 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, 1997.

  
\_\_\_\_\_  
John P. Barratt, Secretary



SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF

**ELGIN HOUSE HOLDINGS INC.**  
(the "Corporation")

**Amalgamation with General Avcom Corporation,  
Home Gift Distributors Inc., Hardcraft Industries Limited,  
and Regent Specialty Products Ltd.**

WHEREAS each of the Corporation and General Avcom Corporation, Home Gift Distributors Inc., Hardcraft Industries Limited and Regent Specialty Products Ltd. are wholly-owned subsidiaries of Home Products Inc. and

WHEREAS it is desirable to amalgamate the Corporation and General Avcom Corporation, Home Gift Distributors Inc., Hardcraft Industries Limited and Regent Specialty Products Ltd., pursuant to subsection 177(2) of the *Business Corporations Act* (Ontario).

RESOLVED THAT:

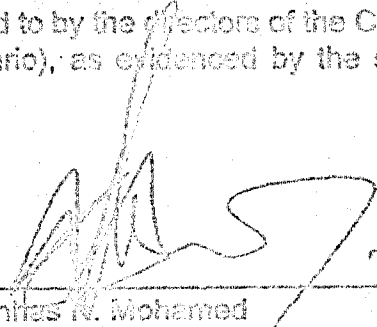
1. The amalgamation of the Corporation with Hardcraft Industries Limited, Home Gift Distributors Inc., General Avcom Corporation and Regent Specialty Products Ltd. under the *Business Corporations Act* (Ontario) pursuant to subsection 177 (2) thereof is approved;
2. Upon the issuance of a Certificate of Amalgamation pursuant to section 178 of the *Business Corporations Act* (Ontario), all shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. The Articles of Amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation, as amended of Regent Specialty Products Ltd.;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Regent Specialty Products Ltd.;
5. The stated capital of the Corporation shall be added to the stated capital of Regent Specialty Products Ltd.; and

6. Any officer or director of the Corporation is hereby authorized for and on behalf of the Corporation to execute under the corporate seal of the Corporation or otherwise and to deliver all such documents and to perform and to do all such acts and things as such person in his discretion considers necessary or advisable to carry out the terms of this resolution.

The foregoing resolution is hereby concurred to by the directors of the Corporation pursuant to the *Business Corporations Act (Ontario)*, as evidenced by the signatures below.

DATED the 1st day of April, 1997.

  
\_\_\_\_\_  
John P. Barratt

  
\_\_\_\_\_  
Minhas N. Mohamed

SCHEDULE "D"

RESOLUTION OF THE DIRECTORS

OF

HARDCRAFT INDUSTRIES LIMITED  
(the "Corporation")

Amalgamation with General Avcom Corporation,  
Elgin House Holdings Inc., Home Gift Distributors Inc.  
and Regent Specialty Products Ltd.

WHEREAS each of the Corporation and General Avcom Corporation, Elgin House Holdings Inc., Home Gift Distributors Inc. and Regent Specialty Products Ltd. are wholly-owned subsidiaries of Home Products Inc.; and

WHEREAS it is desirable to amalgamate the Corporation and General Avcom Corporation, Elgin House Holdings Inc., Home Gift Distributors Inc. and Regent Specialty Products Ltd., pursuant to subsection 177(2) of the *Business Corporations Act* (Ontario).

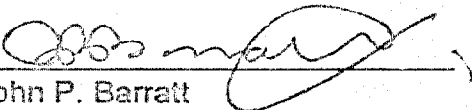
RESOLVED THAT:

1. The amalgamation of the Corporation with General Avcom Corporation, Elgin House Holdings Inc., Home Gift Distributors Inc. and Regent Specialty Products Ltd. under the *Business Corporations Act* (Ontario) pursuant to subsection 177 (2) thereof is approved;
2. Upon the issuance of a Certificate of Amalgamation pursuant to section 178 of the *Business Corporations Act* (Ontario), all shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. The Articles of Amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation, as amended, of Regent Specialty Products Ltd.;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Regent Specialty Products Ltd.;
5. The stated capital of the Corporation shall be added to the stated capital of Regent Specialty Products Ltd.; and

6. Any officer or director of the Corporation is hereby authorized for and on behalf of the Corporation to execute under the corporate seal of the Corporation or otherwise and to deliver all such documents and to perform and to do all such acts and things as such person in his discretion considers necessary or advisable to carry out the terms of this resolution.

The foregoing resolution is hereby consented to by the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario), as evidenced by the signatures below.

DATED the 1st day of April, 1997.

  
\_\_\_\_\_  
John P. Barratt

  
\_\_\_\_\_  
Minhas N. Mohamed

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF

HOME GIFT DISTRIBUTORS INC.  
(the "Corporation")

**Amalgamation with General Avcom Corporation,  
Elgin House Holdings Inc., Hardcraft Industries Limited,  
and Regent Specialty Products Ltd.**

WHEREAS each of the Corporation and General Avcom Corporation, Elgin House Holdings Inc., Hardcraft Industries Limited and Regent Specialty Products Ltd. are wholly-owned subsidiaries of Home Products Inc.; and

WHEREAS it is desirable to amalgamate the Corporation and General Avcom Corporation, Elgin House Holdings Inc., Hardcraft Industries Limited and Regent Specialty Products Ltd., pursuant to subsection 177(2) of the *Business Corporations Act* (Ontario).

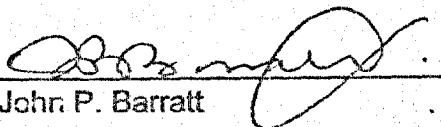
RESOLVED THAT:

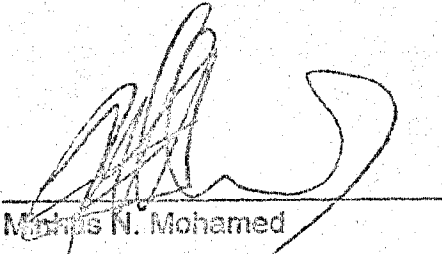
1. The amalgamation of the Corporation with Hardcraft Industries Limited, Elgin House Holdings Inc., General Avcom Corporation and Regent Specialty Products Ltd. under the *Business Corporations Act* (Ontario) pursuant to subsection 177 (2) thereof is approved;
2. Upon the issuance of a Certificate of Amalgamation pursuant to section 178 of the *Business Corporations Act* (Ontario), all shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. The Articles of Amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation, as amended of Regent Specialty Products Ltd.;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Regent Specialty Products Ltd.;
5. The stated capital of the Corporation shall be added to the stated capital of Regent Specialty Products Ltd.; and

6. Any officer or director of the Corporation is hereby authorized for and on behalf of the Corporation to execute under the corporate seal of the Corporation or otherwise and to deliver all such documents and to perform and to do all such acts and things as such person in his discretion considers necessary or advisable to carry out the terms of this resolution.

The foregoing resolution is hereby consented to by the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario), as evidenced by the signatures below.

DATED the 1st day of April, 1997.

  
\_\_\_\_\_  
John P. Barratt

  
\_\_\_\_\_  
Mahdi N. Mohamed

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF

GENERAL AVCOM CORPORATION  
(the "Corporation")

**Amalgamation with Hardcraft Industries Limited,  
Elgin House Holdings Inc., Home Gift Distributors Inc.  
and Regent Specialty Products Ltd.**

---

WHEREAS each of the Corporation and Hardcraft Industries Limited, Elgin House Holdings Inc., Home Gift Distributors Inc. and Regent Specialty Products Ltd. are wholly-owned subsidiaries of Home Products Inc.; and

WHEREAS it is desirable to amalgamate the Corporation and Hardcraft Industries Limited, Elgin House Holdings Inc., Home Gift Distributors Inc. and Regent Specialty Products Ltd., pursuant to subsection 177(2) of the *Business Corporations Act* (Ontario).

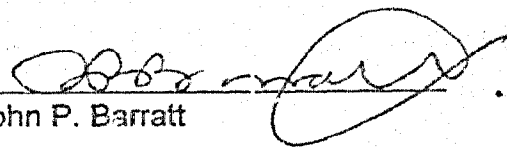
RESOLVED THAT:

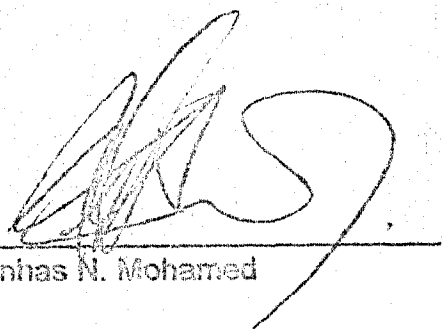
1. The amalgamation of the Corporation with Hardcraft Industries Limited, Elgin House Holdings Inc., Home Gift Distributors Inc. and Regent Specialty Products Ltd. under the *Business Corporations Act* (Ontario) pursuant to subsection 177 (2) thereof is approved;
2. Upon the issuance of a Certificate of Amalgamation pursuant to section 178 of the *Business Corporations Act* (Ontario), all shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. The Articles of Amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation, as amended of Regent Specialty Products Ltd.;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Regent Specialty Products Ltd.;
5. The stated capital of the Corporation shall be added to the stated capital of Regent Specialty Products Ltd.; and

6. Any officer or director of the Corporation is hereby authorized for and on behalf of the Corporation to execute under the corporate seal of the Corporation or otherwise and to deliver all such documents and to perform and to do all such acts and things as such person in his discretion considers necessary or advisable to carry out the terms of this resolution.

The foregoing resolution is hereby consented to by the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario), as evidenced by the signatures below.

DATED the 1st day of April, 1997.

  
John P. Barratt

  
Minhas N. Mohamed



SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF

REGENT SPECIALTY PRODUCTS LTD.

(the "Corporation")

**Amalgamation with General Avcom Corporation  
Hardcraft Industries Limited, Elgin House Holdings Inc.  
and Home Gift Distributors Inc.**

---

WHEREAS each of the Corporation and General Avcom Corporation, Hardcraft Industries Limited, Elgin House Holdings Inc. and Home Gift Distributors Inc. are wholly-owned subsidiaries of Home Products Inc.; and

WHEREAS it is desirable to amalgamate the Corporation and General Avcom Corporation, Hardcraft Industries Limited, Elgin House Holdings Inc. and Home Gift Distributors Inc., pursuant to subsection 177(2) of the *Business Corporations Act*.

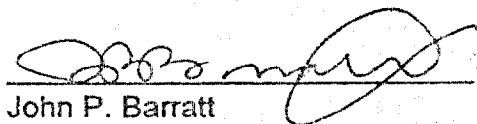
RESOLVED THAT:

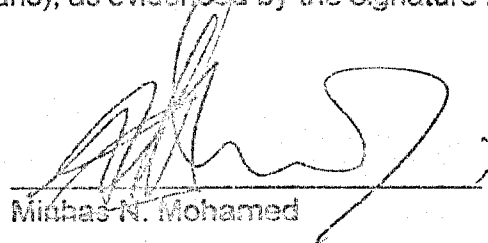
1. The amalgamation of the Corporation with General Avcom Corporation, Hardcraft Industries Limited, Elgin House Holdings Inc. and Home Gift Distributors Inc. under the *Business Corporations Act* (Ontario) pursuant to subsection 177 (2) thereof is approved;
2. Upon the issuance of a Certificate of Amalgamation pursuant to section 178 of the *Business Corporations Act* (Ontario) all shares of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be converted on a one-for-one basis into shares of the amalgamated corporation;
3. The Articles of Amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation, as amended of the Corporation;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;

5. The stated capital of General Avcom Corporation, Hardcraft Industries Limited, Elgin House Holdings Inc. and Home Gift Distributors Inc. shall be added to the stated capital of the Corporation; and
6. any officer or director of the Corporation is hereby authorized for and on behalf of the Corporation to execute under the corporate seal of the Corporation or otherwise and to deliver all such documents and to perform and to do all such acts and things as such person in his discretion considers necessary or advisable to carry out the terms of this resolution.

The foregoing resolution is hereby consented to by the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario), as evidenced by the signature below.

DATED the 1st day of April, 1997.

  
John P. Barratt

  
Miqbas N. Mohamed

1 "THE PROVISION OF THE INFORMATION CONTAINED IN THIS REPORT IS SUBJECT TO THE  
 TERMS AND CONDITIONS CONTAINED ON THE BACK HERE OF."  
 Industry Canada, NUANS 5PAGE RSBI HVN11933

?	HOME PRODUCTS DISTRIBUTION INC	57388942 ONTARIO		PAGE 1/5 97MR31
=====				
	HOME PRODUCTS DISTRIBUTION INC	ON 57388942 PROP.RSBI		97MR31
	HOME PRODUCTS DISTRIBUTION TORONTO	ON 950923896 ON-0660991 BUS.STYLE		95AU11
	HOME PRODUCTS CANADA DOWNSVIEW	ON 921139721 BUS.NAME		92OC01
	HOMES IMPROVEMENT TORONTO	ON 900809492 BUS.NAME		90JL23
	HOME PRODUCTS CANADA CONCORD	ON 932653488 ON-0813300 BUS.STYLE		93DE03
	INTERNATIONAL HOME PRODUCTS (NIAGARA FALLS) LIMITED	ON 143878	CD	64MA27 95JL12
	J. J. HOME PRODUCTS INCORPORATED WOODBIDGE O	ON 293083		74AU09
	CANADIAN HOME PRODUCTS LIMITED NORTH YORK O	ON 048816	CD	43MR30
	HOME PRODUCTS INC MARKHAM ONTA	ON 680648	CON.IN	83AL26
	CANADA HOME PRODUCTS THORNHILL	ON 951263961 BUS.NAME		95NO03
	INTERNATIONAL HOME PRODUCTS (NIAGARA FALLS) LIMITED NIAGARA FALL	CD 463621		64MA27 79OC15
	NATIONAL HOME PRODUCTS LIMITED DOWNSVIEW ON	ON 224046		69JN09
	HOMES DEVELOPMENT LIMITED SCHOMBERG ON	ON 052834		46AL09
	NATIONAL HOME PRODUCTS LIMITED NORTH YORK O	ON 1210497	NEW.AMALG	96NO29
	CANADIAN HOME PRODUCTS LIMITED MARKHAM	CD 347248		43MR30 96MA03
	HOME DISTRIBUTION INTERNATIONAL SOUTHAMPTON	ON 941365512 BUS.NAME		94NO15
	B.E.S.T. HOME PRODUCTS ENTERPRISES INC DOLLARD-DES-	QC 28482651		90DE20

REC  
 ORIGINAL  
 TRADEMARK

1"LES RENSEIGNEMENTS CONTENUS DANS CE RAPPORT SONT SUJETS AUX CLAUSES ET  
 CONDITIONS ENONCEES A L'ENDOS DE CE DOCUMENT."

Industry Canada, NUANS 5PAGE

RSBI HVN11933

? HOME PRODUCTS DISTRIBUTION INC

57388942  
 ONTARIO

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CANADIAN HOME PRODUCTS LIMITED  
 CALGARY AB

FR-XTS

AB 21011476 CD  
 NEW.NAME

74MR06  
 94MA10

D & C HOMF PRODUCTS SERVICE CENTRE  
 WOODSTOCK

ON 932535057  
 BUS.NAME

93NO04

INTERNATIONAL HOME PRODUCTS

ON 143878 CD  
 OLD.NAME

64MA27

INTERNATIONAL HOME PRODUCTS (NIAGARA FALLS)  
 LIMITED

"MISC.PERSONAL SERVIC"

MB 0302056 CD

64MA27  
 72JN01

HOME MART LTD  
 CALGARY AB

AB 20601330

94FE28

INTERNATIONAL HOME PRODUCTS (NIAGARA FALLS)  
 LIMITED  
 NIAGARA F

NB 62017876 EP

76AU30  
 84NO14

S.H.P. SERVICE HOME PRODUCTS INC  
 ST-LAURENT

CD 691968

80AU21  
 95MA16

INTERNATIONAL HOME PRODUCTS (NIAGARA FALLS)  
 LIMITED  
 NIAGARA FALL

SK 530324 CD

64MA27

HOME EXCHANGE (ALBERTA) LTD  
 EDMONTON AB

AB 20645200

95MR06

S & M HOME PRODUCTS INC  
 SCARBOROUGH

ON 763664

88MR08

CANADIAN HOME PRODUCTS LIMITED PRODUITS  
 DOMESTIQUES CANADIEN  
 MARKHAM ONTA

ON 048816 CD

43MR30

INTERNATIONAL HOME PRODUCTS (NIAGARA FALLS)  
 LIMITED

BC 0010354 EP

64MA27

HVM PRODUCTS DEVELOPMENT INC  
 COLLINGWOOD

ON 707653 CD

87JA29

PROJECT HOMES LTD  
 NORTH YORK O

ON 1147212

95SE11

HOME PROJECTS  
 NEPEAN

ON 950132910  
 BUS.NAME

95FE03

HOME EQUITY MORTGAGE ADVISORS (HEMA) LTD  
 CALGARY, ALB

AB 21270197 CD

82JA28

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 Industry Canada, NUANS 5PAGE RSBI HVN11933

? HOME PRODUCTS DISTRIBUTION INC	57388942		PAGE 3/5
	ONTARIO		97MR31
=====			
INTERNATIONAL HOME PRODUCTS (NIAGARA FALLS) LIMITED	ON 143878		
A & L HOME PRODUCTS "RETAIL STORES,N.E.S."	MB 2330172		88AU25
	BUS.NAME		
CANADIAN HOME PRODUCTS LIMITED/PRODUITS DOMESTIQUES CANADIEN MADISON	NB 62017294	EP	74FEO5 91MA15
CANADIAN HOME PRODUCTS LIMITED "MISC.FOOD INDS. "	MB 0334502	CD	43MR30 74AL15
HOME OFFICE	ON	BUS.NAME	92FE21
CANADIAN HOME PRODUCTS LIMITED MARKHAM ON	NS 1061633		43MR30
J & R HOME PRODUCTS LTD	BC 0215926		80SE10
CANADIAN HOME PRODUCTS LIMITED/PRODUITS DOMESTIQUES CANADIEN	BC 0043260	EP	43MR30
CANADIAN HOME PRODUCTS LTD	ON 022702		
	INACTIVE	OLD.NAME	
CANADIAN HOME PRODUCTS CORPORATION LIMITED	ON 048816		
		OLD.NAME	
AT HOME SALES & SERVICES INC GEORGETOWN O	ON 314110		75OC09
HOME PRODUCTS INC	BC 0299851	EP	83AL26
	INACTIVE	CON.OUT	96AU22
PRODUITS DOMESTIQUES CANADIENS LIMITEE NORTH YORK O	ON 048816	CD	43MR30
LES ENTREPRISES D'ACHATS A DOMICILE B.E.S.T. INC DOLLARD-DES-	QC 28482651		90DE20
INTERNATIONAL HOME PRODUCTS	ON 143878	CD	64MA27
		OLD.NAME	
PRODUITS DOMESTIQUES CANADIENS LIMITEE MARKHAM	CD 347248		43MR30 96MA03
PROTECT-O HOME PRODUCTS LIMITED NIAGARA FALL	ON 256996		72JN19

CONTENTS OF THIS REPORT ARE DEPENDENT ON THE INPUT PARAMETERS  
 SELECTED BY THE USER. PENDING APPLICATIONS ARE UPDATED WHERE NECESSARY  
 AT ADVERTISEMENT AND REGISTRATION. TYPICALLY THERE IS A 6 WEEK LAPSE  
 BETWEEN FILING & AVAILABILITY FOR SEARCH. ERRORS/OMISSIONS SHOULD BE  
 REPORTED TO THE TRADE MARKS OFFICE BY TELEPHONING (819) 953-8098.

INDUSTRY CANADA NUANS - TRADEMARK REPORT  
 57388942

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 CLASS=20,11

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? HOME

HOME ;	699302 TMA 423647	38,9,42,37,(1)	AUTOMATION SERVICES;
USE-91NO17	92MR24 94FE25	NAMELY THE	INSTALLATION AND CONFIGURATION
		OF>	ADVANCED HOME AUTOMA
HOME PRODUCTS ;	758972 TMA 461511	42,20,35,40,(1)	WINDOW BLINDS,
USE-92JL	94JL 7 96AU23	VENETIAN BLINDS,	VERTICAL BLINDS>
		(1)	OPERATION OF A > HOME PRODUCTS INC.,
HOME PROTECTION PLUS ;	9,37,42,35,(1)	OPERATION OF A BUSINESS DEALING IN THE	DESIGN, SALE, INSTALLATIO>
	754848		HOME PROTECTION PLUS
	94MA17		
EKCO HOME PRODUCTS	628318 TMA 387426	11,(1)	STAINLESS STEEL COOKWARE.
	89MR20 91AU 9		EKCO CANADA INC.,
LIBERTY HOME PRODUCTS CORP.-PRODUITS MEN	456674 TMA 269447	21,8,7,20,(1)	BAR AND BUFFET SERVING
	80JL25 82MA28	ACCESSORIES: SODA SPOONS, COCKTAIL	FORK SE> LIBERTY HOME PRODUCT
LIBERTY HOME PRODUCTS CORP. PRODUITS MEN	456675 TMA 269448	21,8,7,20,(1)	BAR AND BUFFET SERVING
	80JL25 82MA28	ACCESSORIES: SODA SPOONS, COCKTAIL	FORK SE> LIBERTY HOME PRODUCT
NATIONAL HOME PRODUCTS LIMITED	788115	3,5,8,16,(1)	PERSONAL HYGIENE PRODUCTS
USE-1969	95JL21	NAMELY: COTTON SWABS AND COTTON PUFFS.	NATIONAL HOME PRODUC
LIBERTY HOME PRODUCTS CORP.-PRODUITS MEN	456673 TMA 288770	21,8,20,7,	BAR AND BUFFET SERVING
USE-80JA 1	80JL25 84MR16	ACCESSORIES: SODA SPOONS, COCKTAIL	FORK SETS, > LIBERTY HOME PRODUCT
LIBERTY HOME PRODUCTS CORP.-PRODUITS MENA	439468 TMA 295454	21,8,20,7,	BAR AND BUFFET SERVING
USE-78JA10	79MA 9 84SE28	ACCESSORIES: SODA SPOONS, COCKTAIL	FORK SETS, > LIBERTY HOME PRODUCT
*HOME ;	629561 TMA 399040	16,42,37,9,(1)	PROVISION OF
	89AL12 92JN12	INFORMATION BY TELEPHONE CONCERNING THE	CONSTRUCTION> LANDFORD INVESTMENTS
HOME PROTECTION CENTER	20,6,42,(1)	DISPLAY PANELS OR HEADERS AND MERCHANDISE	RACKS FOR DISPLAYING A>
	731581 TMA 436604		ILCO UNICAN CORP.,
USE-66NO	93JN25 94DE 2		
E-Z CARE HOME PRODUCTS	21,3,1,24,	DUST MOPS, SPONGE MOPS, CORN BROOMS, PLASTIC	BROOMS, YACHT MOPS, WET >
INACTIVE	44C514-		CANADIAN ACTION PROD
	79JN 4		
OLD HOME PRODUCTS ;	151573 TMDA 49810	30,(1)	PRODUCTS OF FLOUR, INCLUDING
	30MA 9 30JN26	BREAD, CAKE AND PASTRY IN ALL FORMS	GEORGE WESTON LIMITE

LE CONTENU DE CE RAPPORT DE MARQUE DE COMMERCE EST DEPENDANT DES  
 PARAMETRES DES DONNEES CHOISIS PAR L'UTILISATEUR. LES DEMANDES EN  
 SUSPENS SONT MISES-A-JOUR LORSQUE NECESSAIRE, LORS DE L'ANNONCE ET DE  
 L'ENREGISTREMENT. TYPIQUEMENT, IL Y A UN DELAI DE 6 SEMAINES ENTRE LE  
 DEPOT ET LA DISPONIBILITE POUR FIN DE RECHERCHE. TOUTES ERREURS  
 /OMISSIONS DOIVENT-ETRE RAPPORTEES AU BUREAU DES MARQUES DE COMMERCE  
 EN TELEPHONANT A (819) 953-8098.

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? HOME

HOME'S FLAME	789313 95AU 3	*	31,(1) LIVE PACKAGED ROSE BUSHES. A.E. MCKENZIE CO. IN
HOME'S CHOICE	789314 95AU 3	*	31,(1) LIVE PACKAGED ROSE BUSHES. A.E. MCKENZIE CO. IN
HOME'S BEAUTY	789315 95AU 3	*	31,(1) LIVE PACKAGED ROSE BUSHES. A.E. MCKENZIE CO. IN
HOME'S PRIDE	789316 95AU 3	*	31,(1) LIVE PACKAGED ROSE BUSHES. A.E. MCKENZIE CO. IN
SOVEREIGN HOME PROTECTION;	480831 TMA 285367	*	42,9,37,11,ELECTRONIC SECURITY SYSTEMS WHICH PROVIDE SIGNALO>
USE-81SE 1	82JA13 83DE 2	*	INSTALLATION, INSPE> SOVEREIGN HOME PROTE
HOME ;	617428 TMA 381072 880C19 91MR 8	*	6,37,39,21,(1) COVERING PRODUCTS AND APPLICATORS THEREFORE I> (1) OPERATION OF BU> HOME HARDWARE STORES
4-HOME PRODUCTIONS	771310 TMA 458498	*	9,42,(1) COMPUTER PROGRAMS RECORDED ON MAGNETIC MEDIA, SPECIFICALLY A FAMI> COMPUTER ASSOCIATES
USE-94OC15	94DE19 96MA31	*	
PROPERTY PROTECTION 1 HOMEOWNERS POLICY	781015 95AL25	*	36, (1) BANKING AND INSURANCE SERVICES. CANADIAN IMPERIAL BA
PROPERTY PROTECTION 2 HOMEOWNERS POLICY	781016 95AL25	*	36, (1) BANKING AND INSURANCE SERVICES. CANADIAN IMPERIAL BA
PROPERTY PROTECTION 3 HOMEOWNERS POLICY	781017 95AL25	*	36, (1) BANKING AND INSURANCE SERVICES. CANADIAN IMPERIAL BA
EUROCLEAN HOME PRODUCTS	692981 TMA 412867 91NO 4 93MA28	*	11,42,9,(1) OPERATION OF A BUSINESS FOR THE RETAIL SALE OF HOUSEHOLD PRODUCTS> ELECTROLUX-EURO CLEAN
PROFESSIONALS CARING FOR PEOPLE AT HOME	568553 TMA 336016	*	42,PROVISION OF HOME HEALTH CARE SERVICES RANGING FROM THE PROVISION OF > VEINAESTHETICS INC.,
USE-82JN21	86AU29 88JA 8	*	
WALL TO WALL HOME PROTECTION PLAN	661256 TMA 395554 90JL 3 92MR13	*	36,(1) BROKERAGE OF HOME REPAIR WARRANTY PLANS. NATIONAL REAL ESTATE

LAST TM UPDATED 970306, APPL.NO. REC'D 836220, FIL.DATE 970212

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R# 1082047  
and ref # 1087833

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NAME OF CORPORATION: HOME PRODUCTS DISTRIBUTION  
INC.

NAME OF PERSON TO CONTACT: J. BURNS

ADDRESS: GOWLING STRATHY & HENDERSON  
COMMERCE COURT W  
TORONTO

TELEPHONE NUMBER: (416) 862-7525