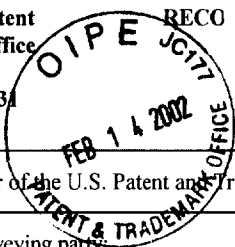


02-21-2002



Director of the U.S. Patent and Trademark Office
Box Assignments
Washington, D.C. 20231



101989012

2-14-02

DEPARTMENT OF COMMERCE
Patent and Trademark Office

Attorney Docket No. 105937
and KMH 14669

To the Director of the U.S. Patent and Trademark Office: Please record the attached original document or copy thereof.

1. A. Name of conveying party:
Bayco Industries Limited

Individuals Association

General Partnership Limited Partnership

Corporation-Canada Public Limited Company

Other _____

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: December 31, 2000

2. A. Name and address of receiving party(ies):
Dixon Bayco Limited
1700-360 Main Street
Winnipeg MB R3C 3Z3
CANADA

B. Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-Canada _____
 Public Limited Company _____
 Other _____

C. 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)

D. Additional name(s) & address(es) attached?
 Yes No

4. A. Trademark Application No.(s)

C. Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,316,536 and 1,848,811 for the marks BAYCO

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kirk M. Hudson

Address: **OLIFF & BERRIDGE, PLC**
P.O. Box 19928
Alexandria, VA 22320

6. Total number of applications and registrations involved: 2

7. A. Total fee (37 CFR 3.41).....\$ 65.00
B. Enclosed (Check No. 127820)

8. Credit any overpayment or charge any underpayment to deposit account number 15-0461.

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

Jennifer Fraser
Typed Name of Person Signing

Signature

February 14, 2002
Date

Total number of pages including cover sheet, attachments and document: 8

02/20/2002 MUELLER 00000173 1316536

01 FC:481
02 FC:482

40.00 DP
25.00 OP

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re the Registrations of

Dixon Bayco Ltd.

2-14-02

Registration Nos.: 1,316,536 and 1,848,811

Registered: January 29, 1995
and August 9, 1994

Attorney Docket No.: KMH 14669 and 105937

Marks: BAYCO

POWER OF ATTORNEY
DESIGNATION OF DOMESTIC REPRESENTATIVE

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

Madam:

COMES NOW the above-identified Owner and cancelling all previous Powers of Attorney, hereby appoints James A. Oliff, William P. Berridge, Kirk M. Hudson, Thomas J. Pardini, Edward P. Walker, Robert A. Miller, Mario A. Costantino, Michael S. Culver, Stephen J. Roe, Joel S. Armstrong, Paul Tsou, William J. Utermohlen and Christopher W. Brown, each a member of the bar of the Commonwealth of Virginia, and Richard E. Rice, a member of the bar of the State of Maryland and John W. O'Meara, a member of the bar of the State of Connecticut, all with offices at OLIFF & BERRIDGE, PLC, 277 South Washington Street, Suite 500, Alexandria, Virginia 22314, its attorneys to transact all business in the Patent and Trademark Office in connection with the above-identified registrations and to represent the Owner in all proceedings affecting the marks which may arise in the Patent and Trademark Office.

OLIFF & BERRIDGE, PLC, whose postal address is P.O. Box 19928, Alexandria, Virginia 22320, is hereby designated Owner's domestic representative upon whom notices or process in proceedings affecting the marks may be served.

By:

Michael Culver

Name:

Michael S. Culver

Date:

2-14-02

The Corporations Act
Loi sur les corporations
**ARTICLES OF AMALGAMATION /
STATUTS DE FUSION**

MANITOBA

~~The Corporations Act /
Loi sur les corporations~~

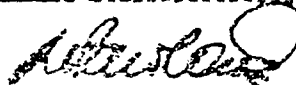
CERTIFICATE / CERTIFICAT

Corporation No.
N° de la corporation

4318804

**ARTICLES EFFECTIVE /
LES STATUTS PRENNENT EFFET LE**

31 DEC / DEC 2000


DIRECTOR, CORPORATIONS BRANCH /
DIRECTEUR, BRANCHES DES CORPORATIONS

1-Name of Amalgamated Corporation / Dénomination de la corporation de la fusion

DIXON BAYCO LIMITED

2-The address in full of the registered office (include postal code) /
Adresse complète du bureau enregistré (inclure le code postal)

**1700-360 MAIN STREET
WINNIPEG MB R3C 3Z3**

3-Number (or minimum and maximum number) of directors
Nombre (ou nombre minimal et maximal) d'administrateurs

MINIMUM 1; MAXIMUM 10

4-Directors / Administrateurs

Name in full / Nom complet

Address in full (include postal code)/Adresse complète (inclure le code postal)

**RICHARD L. GOODALL
JAMES A. HAYES
JAMES F. CANALICHIO
ROY DICKINSON
JULIAN HUBY**

**1 Byford Ct. Chester Town MD 21620
1 Kearsey Ct. Barrie ON L4N 4R8
713 Green Winged Trail Wyoming 19934
304-3060 PEMBINA HWY, WINNIPEG, MB. R3T 4N1
53 Brookfield Cresc. Barrie ON**

5-The classes and any maximum number of shares that the corporation is authorized to issue
Catégories et tout nombre maximal d'actions que la corporation est autorisée à émettre

**AN UNLIMITED NUMBER OF COMMON SHARES AND AN UNLIMITED NUMBER OF PREFERENCE SHARES ALL
FOR AN UNLIMITED CONSIDERATION.**

**TRADEMARK
REEL: 002446 FRAME: 0484**

6-The rights, privileges, restrictions and conditions attaching to the shares, if any /
Droits, privilèges, restrictions et conditions dont les actions sont assorties, s'il y a lieu

SEE ATTACHED SCHEDULE ONE

7-Restrictions, if any, on share transfers / Restrictions au transfert des actions, s'il y a lieu

NO SHARES IN THE CAPITAL OF THE CORPORATION SHALL BE TRANSFERRED TO ANY PERSON WITHOUT THE UNANIMOUS APPROVAL BY RESOLUTION OF THE BOARD OF DIRECTORS PASSED AT A DULY CONSTITUTED DIRECTORS MEETING, OR IN LIEU THEREOF; THE CONSENT IN WRITING OF A SHAREHOLDER OR SHAREHOLDERS HOLDING 51% OR MORE OF THE CLASS OF SHARES BEING TRANSFERRED

8-Restrictions, if any, on business the corporation may carry on /
Limites imposée quant à l'entreprise que la corporation peut exercer, s'il y a lieu

NO RESTRICTIONS

9-Other provisions, if any / Autre dispositions, s'il y a lieu

SEE ATTACHED SCHEDULE TWO

10-The amalgamation agreement has been approved in accordance with section 177 of The Corporations Act.

or

The amalgamation has been duly approved in accordance with section 178 of The Corporations Act. These articles of amalgamation are the same as the articles of incorporation of (name the designated amalgamating corporation).

La convention de fusion a été dûment approuvée en conformité avec l'article 177 de la Loi sur les corporations.

or

La fusion a été dûment approuvée en conformité avec l'article 178 de la Loi sur les corporations. Les présents statuts de fusion sont les mêmes que les statuts constitutifs de (nommer la corporation fusionnante désignée).

DIXON BAYCO LIMITED

11-Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation./
Dénomination de la corporation fusionnante dont les règlements doivent être les règlements de la corporation issue de la fusion.

DIXON BAYCO LIMITED

12-Name of Amalgamating Corporation / Dénomination de la corporation fusionnante	Signature / Signature	Description of Office / Description du poste	Date / Date	Corporation Number / N° de la corporation
DIXON BAYCO LIMITED	R. Dickison	DIRECTOR	Dec. 28/00	4312724
BAYCO INDUSTRIES LIMITED	R. Dickison	PRESIDENT	Dec. 28/00	4007506

Instructions: The statutory declarations required by subsection 179(2) shall accompany the articles of amalgamation under sections 177 and 178.
The amalgamation agreement is not required to be filed.
Directives: Les déclarations solennelles prévues au paragraphe 179(2) doivent accompagner les statuts de fusion conformément aux articles 177 et 178. Il n'est pas nécessaire de déposer la convention de fusion.

TRADEMARK
REEL: 002446 FRAME: 0485

SCHEDULE I

TO THE ATTACHED ARTICLES OF AMALGAMATION

Common Shares)
Preference Shares) All without nominal or par value

The said shares shall be subject to the following rights, privileges, restrictions and conditions, namely:

1. Common shares shall entitle the holders thereof to one vote for each of such shares so held.

2. Preference shares shall entitle the holders thereof to one vote for each of such shares so held.

3. In each fiscal year of the Corporation, in the discretion of the Directors, the holders of the Preference shares shall be entitled out of any or all profits of the surplus available for payment of dividends to non-cumulative dividends at the rate per annum as determined from time to time by the Directors but such rate per annum per share shall not be less than 0% or greater than 8% of the Preference Share Redemption Price. No dividends shall be paid on the Common shares if the result of the payment of such dividend would be that the net realizable value of the Corporation's assets, would be less than the amount required for the redemption by the Corporation of all the then issued and outstanding Preference shares.

4. Dividends may be paid to the holders of Common shares notwithstanding that the holders of Preference shares may not receive dividends in any year.

5. Subject to the provisions of The Corporations Act, (Manitoba) the Corporation may redeem the whole or any part of the Preference shares on payment for each share to be redeemed of a sum equivalent to the aggregate of the fair market value, as determined by the Directors of the Corporation, of the aggregate consideration for which such Preference shares then outstanding were issued but less any amount which may have been paid to the holders of such Preference shares after issue by way of a reduction of the stated capital for such Preference shares, divided by the number of Preference shares then outstanding, which amounts are hereinafter referred to as the Preference Share Redemption Price together with all declared and unpaid dividends thereon. Provided, however, if Canada Customs and Revenue Agency (CCRA) should determine that the aggregate consideration for which such Preference shares then outstanding were issued, is greater or less than the fair market value as so determined by the Directors of the Corporation, then the Preference Share Redemption Price shall be the fair market value as determined by CCRA or such other amount as may be finally determined by virtue of objections and/or appeals taken pursuant to the Income Tax Act (Canada) in the event that such objections and/or appeals are taken, divided by the number of Preference shares then outstanding. In the event that a part only of the Preference shares is at any time to be redeemed, the shares so to be redeemed

shall be redeemed from the holders thereof, pro rata, disregarding fractions, and the Directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares.

6. A notice of redemption shall be mailed at least 15 days before the date specified for redemption to each registered holder of Preference shares, provided, however, that the accidental failure or omission to give such notice to any holder shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which such redemption is to take place, and if part only of the shares so held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Preference shares to be redeemed the redemption price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice, of the certificates representing the Preference shares called for redemption. If a part only of the shares represented by any certificate to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Preference shares called for redemption shall cease to be entitled to dividends. The holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Preference shares as aforesaid to deposit the redemption price of the certificate so called for redemption or such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special bank account in any chartered bank or any trust company in Canada named in such notice, to be paid without interest to or to the order of the respective holders of such Preference shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing same. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Preference shares in respect whereof such deposit shall have been made shall be redeemed and the right of the holders thereof after such deposit or redemption date, as the case may be, shall be limited to receiving, without interest, their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively. The notice provisions contained herein may be abridged or dispensed with at the discretion of the Corporation expressed by a resolution of the majority of directors in writing.

7. Subject to the provisions of The Corporations Act, (Manitoba) any holder of Preference shares may require the Corporation to redeem all or any portion of the shares then held, upon payment for each share to be redeemed of the Preference Share Redemption Price together with all dividends declared thereon and unpaid. The redemption right herein provided for may be exercised by notice in writing given to the Corporation at its registered office accompanied by the certificate or certificates representing the Preference shares in respect of which the holder thereof wishes to exercise such right of redemption and such notice shall be signed by the person registered on the records of the Corporation as the holder of the Preference shares in respect of which such right is being exercised or by its duly authorized attorney and

shall specify the number of Preference shares which the holder desires to have redeemed. Within 60 days of the date of receipt of the notice, the Corporation shall pay or cause to be paid to or to the order of the registered holder of the Preference shares to be redeemed the redemption price thereof. If a part only of the shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

8. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, each holder of Preference shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation amongst the holders of the Common shares, an amount equal to the Preference Share Redemption Price together with any dividends declared thereon and unpaid.

9. Notwithstanding the provisions herein, any application for Articles of Amendment to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to any class of shares, or to change, alter, vary or amend any right or privilege attached to the shares of any class of the Corporation, or to decrease the issued capital or create any shares ranking in priority to or on a parity with any existing class of shares of the Corporation shall not be made until the application has been authorized in writing by one hundred (100%) per cent of the holders of all issued and outstanding shares of all classes in the capital of the Corporation.

SCHEDULE II

TO THE ATTACHED ARTICLES OF AMALGAMATION

Other provisions, if any:

- (a) Subject to the provisions of The Corporations Act, the Corporation may purchase or otherwise acquire any shares issued by it;
- (b) 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 owners of one or more shares being counted as one Shareholder;
- (c) Any invitation to the public to subscribe for securities of the Corporation is prohibited;
- (d) The Corporation has a lien on a share registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation and any such lien may be enforced in the manner from time to time provided for in the Corporation's by-laws.