

Docket No: 07786-001001

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Commissioner for Trademarks: Please record the attached copies of an original document.

<p>1. Name of conveying party(ies): 633360 Ontario Limited</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation—State <u>Ontario, Canada</u> <input type="checkbox"/> Other _____</p> <p style="text-align: right;">Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Indeka Imports Ltd. 2120 Bristol Circle Oakville, Ontario L6H 5R3 Canada</p> <p><input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation—State <u>Canada</u> <input type="checkbox"/> Other _____</p> <p>If the assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p style="text-align: right;">Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: November 29, 2002</p>	
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<p>4. Application number(s) or trademark number(s):</p> <p>A. Trademark Application No(s):</p> <p>USSN 75-163,519 - BIOWALK USSN 75-926,748 - PROSPECTOR UTOPIA USSN 76-044,300 - WELLTREK II ULTRACOMFORT & Design</p>	<p>B: Trademark No(s):</p> <p>RN 1,777,922 - PROSPECTOR RN 2,016,669 - PROSPECTOR RN 2,020,193 - PROSPECTOR & Design RN 2,151,586 - SLIP AIRS & Design RN 2,177,724 - BIOWALK BODY SYSTEM RN 2,221,057 - PROSPECTOR HANDCRAFTED TO BE THE BEST YOU'LL EVER RN 2,258,480 - FOR EVERY FOOT OF YOUR BODY</p> <p style="text-align: right;">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name/address of party to whom correspondence concerning document should be mailed:</p> <p>TIMOTHY A. FRENCH Fish & Richardson P.C. 225 Franklin Street Boston, MA 02110-2804</p>	<p>6. Total number of applications and registrations involved: 10</p> <p>7. Total fee (37 CFR §3.41): \$265.00 <input checked="" type="checkbox"/> Authorized to charge Deposit Account.</p> <p>8. Deposit Account No.: 06-1050 Please apply all charges, or any credits, to our Deposit Account No. 06-1050 (07786/001001).</p>
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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 the attached is a true copy of the original document.*

Timothy A. French Name of Person Signing	Signature	Date
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Total number of pages including cover sheet, attachments, and document: 15

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For Minister Use Only
Ministère des Services
Consommateurs et
Entreprises

CERTIFICATE

This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises

CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

Ontario Corporation Number
Numéro de la compagnie en Ontario

1551271

1.

DECEMBER 1 - DÉCEMBRE 2002

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

1. The name of the amalgamated corporation is: *Denomination sociale de la société issue de la fusion:*

I	N	D	E	K	A		I	M	P	O	R	T	S		L	T	D															

2. The address of the registered office is: *Adresse du siège social:*
2120 Bristol Circle

*(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)*

Oakville, Ontario

*(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)*

L 6 H 5 R 3
(Postal Code/Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum: 1, Maximum: 20

4. The director(s) is/are:

Administrateur(s):

First name, initials and surname
Prénom, initiales et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality and Postal Code
Domicile élu, y compris la rue et le numéro, la numéro de la R.R., ou le nom de la municipalité et le code postal

Resident Canadian State
Yes or No
Résident canadien Oui/Non

Inder Sharma

2235 Shawanaga Trail, Mississauga, Ontario, Canada L5H 3X6

Yes

Kamal Sharma

4097 Summit Court, Mississauga, Ontario, Canada L5L 3C2

Yes

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. **X**
- A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous. 2.

Check A or B Cocher A ou B

- 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
- B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous. 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 présentes statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
633360 ONTARIO LIMITED	633360	November 29, 2002
INDEKA IMPORTS LTD.	870498	November 29, 2002

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

None

3. Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

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

Categories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

<u>Class of Shares</u>	<u>Maximum Number</u>
Class A shares	Unlimited
Class B shares	Unlimited
Class C shares	Unlimited
common shares	Unlimited

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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:

4. *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:*

As used in these Articles "Fair Market Value" shall mean the price determined in an open and unrestricted market between informed prudent parties, acting at arm's length and under no compulsion to act, expressed in terms of money or money's worth as determined on the basis of generally accepted valuation principles.

(A) REDEMPTION AMOUNT - CLASS A SHARES

The "Redemption Amount" as hereinafter referred to with respect to each Class A share shall be the amount determined by dividing the fair market value of the net consideration received for the first issuance of the Class A shares by the number of Class A shares first issued as aforesaid, which net consideration is equal to the fair market value of any property or assets transferred to the corporation, or other consideration received in consideration for the first issuance of the Class A shares minus (i) any liabilities assumed by the corporation, and (ii) the value of any non-share consideration issued by the corporation in the course of any such transfer. The fair market value of any property or assets transferred to the corporation and of any non-share consideration issued by the corporation is to be determined on the basis of generally accepted accounting and valuation principles.

(B) DIVIDEND - CLASS A SHARES

- (i) Each Class A share shall entitle the holder thereof to receive for each quarter of each financial year of the corporation, when, as and if declared by the board of directors of the corporation, out of the monies of the corporation properly applicable to the payment of dividends, a variable preferential non-cumulative dividend. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the directors, save only that the rate so fixed shall not be less than 0% of the Redemption Amount per quarter and shall not be more than 2% of the Redemption Amount per quarter of a financial year.
- (ii) If such variable preferential dividend for any quarter has not been declared payable prior to the expiration of one month from the end of such quarter, the rights of the holders of all Class A shares to receive such undeclared dividend in respect of such quarter shall be forever extinguished at the expiration of such one month.
- (iii) Any dividend may be paid in one or more instalments in the discretion of the board of directors of the corporation.
- (iv) No dividend shall be paid on the Class B, Class C or common shares for any quarter of a financial year of the corporation unless the variable preferential dividend payable for such quarter of such financial year on all the Class A shares outstanding at any time in that quarter of such financial year shall have been declared and paid in full.

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(C) REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS A SHARES

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

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

- (i) as nearly as may be in proportion to the number of Class A shares registered in the name of each shareholder; or
- (ii) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class A shares at the time outstanding.

(D) REDEMPTION AT THE OPTION OF THE HOLDER - CLASS A SHARES

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

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(E) PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS A SHARES

In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, the holder of each Class A share shall be entitled to receive, before any distribution of any part of the assets of the corporation among the holders of any other class of shares, the Redemption Amount per Class A share together with any dividends declared thereon and unpaid, less any amount paid to the holder of such Class A share as a result of a reduction of the stated capital account of the Class A shares and no more; provided, however, if the aggregate amount available for distribution to the holders of Class A shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class A share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata.

(F) DIVIDEND - CLASS B SHARES

- (i) Each Class B share shall entitle the holder thereof to receive for each financial year of the corporation, when, as and if declared by the directors of the corporation, out of the monies of the corporation properly applicable to the payment of dividends, a fixed preferential non-cumulative dividend of 8¢.
- (ii) If such fixed preferential dividend for any financial year of the corporation has not been declared payable prior to the expiration of two months from the end of such financial year, the rights of the holders of all Class B shares to receive such undeclared dividend shall be forever extinguished at the expiration of such two months.
- (iii) Any dividend may be paid in one or more instalments in the discretion of the board of directors of the corporation.
- (iv) No dividend shall be paid on the Class C or common shares for a financial year of the corporation unless the fixed preferential dividend payable for such financial year on all the Class B shares outstanding at any time in such financial year shall have been declared and paid in full.

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(G) REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS B SHARES

The corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class B shares upon payment of the sum of \$1.00 for each share to be redeemed, together with all dividends declared thereon and unpaid, less any amount paid to the holder of such Class B share as a result of a reduction of the stated capital account of the Class B shares. Not less than 14 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the "Redemption Date") and place or places of redemption. Upon the Redemption Date the corporation shall pay or cause to be paid to the order of the registered holder of each Class B share to be redeemed the redemption price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class B shares. If a part only of the Class B shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of each Class B share to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. The corporation shall have the right at any time after the Redemption Date as aforesaid to deposit the redemption price of the Class B shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class B shares upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit(s) being made the Class B shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving without interest the redemption price so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the corporation, provided that with any such deposit the corporation shall forthwith mail to the holder of each such Class B share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

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

- (i) as nearly as may be in proportion to the number of Class B shares registered in the name of each shareholder, or
- (ii) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class B shares at the time outstanding.

(H) REDEMPTION AT THE OPTION OF THE HOLDER - CLASS B SHARES

Any registered holder of Class B shares, may, at his option, upon giving notice as hereinafter provided, require the corporation at any time or times to redeem all or any part of the Class B shares held by him, and the corporation shall pay to such holder for each such share which the holder requires to be redeemed, the sum of \$1.00, together with all dividends declared thereon and unpaid, less any amount paid to the holder of such Class B share as a result of a reduction of the stated capital account of the Class B shares. In the event that any registered holder of Class B shares desires to require the redemption, as aforesaid, of all or any part of the Class B shares held by him, such registered holder shall mail by prepaid mail addressed to the corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class B shares to be so redeemed. On the date 14 days next following the receipt of such notice by the corporation (herein called the "Redemption Date"), the corporation shall pay or cause to be paid to the order of the registered holder of such Class B shares the redemption price on presentation and surrender at the registered office of the corporation of the certificates representing the Class B shares specified in the notice. If a part only of the Class B shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of the Class B shares to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected.

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(I) PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS B SHARES

In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, the holder of each Class B share shall be entitled to receive, before any distribution of any part of the assets of the corporation among the holders of Class C shares and common shares but after satisfaction of the amounts payable to the holders of the Class A shares, the sum of \$1.00 per Class B share together with any dividends declared thereon and unpaid, less any amount paid to the holder of such Class B share as a result of a reduction of the stated capital account of the Class B shares and no more; provided, however, if the aggregate amount available for distribution to the holders of Class B shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class B share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata.

(J) DIVIDEND - CLASS C AND COMMON SHARES

Subject to the provisions of paragraph (L) hereof, after the full amount of the variable preferential dividend payable for any quarter of a financial year on the Class A shares and the fixed preferential dividend payable for any financial year on the Class B shares has been paid, any and all further dividends declared for that quarter of such financial year by the directors of the corporation shall be declared and paid in equal amounts per share on all the Class C shares and on all the common shares at the time outstanding without preference or distinction.

(K) PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS C AND COMMON SHARES

In the event of the liquidation, dissolution or winding-up of the corporation, the reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, all property and assets of the corporation remaining after payment to the holders of the Class A shares and the Class B shares shall be distributed in equal amounts per share on all of the Class C shares and the common shares at the time outstanding without preference or distinction.

(L) PROHIBITION ON DIVIDENDS

No dividend shall be paid on the Class C or common shares for a financial year of the corporation if the realizable value of the corporation's assets after the payment of such dividend would be less than the aggregate of:

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- (i) its liabilities; and
- (ii) the amount that would be required to redeem the then outstanding Class A shares and Class B shares of the corporation at their respective redemption amounts.

(M) PURCHASE FOR CANCELLATION

The corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the Class A, Class B, Class C or common shares, as the case may be, at the lowest price at which, in the opinion of the directors of the corporation, such shares are obtainable, and in the case of the Class A shares and Class B shares, at a price not exceeding the respective redemption price therefor. Except where the corporation is purchasing or otherwise acquiring shares issued by it to settle or compromise a debt or claim asserted by or against the corporation, to eliminate fractional shares, to fulfil the terms of an agreement under which the corporation has an option or is obliged to purchase shares owned by a current or former director, officer or employee of the corporation, to satisfy the claim of a shareholder who dissents under Section 185 of the *Business Corporations Act* (Ontario) (as the said section may be amended or re-enacted from time to time) or to comply with an order under Section 248 of the said Act (as the said section may be amended or re-enacted from time to time), the shares shall be purchased either:

- (i) with the consent of all the holders of Class A, Class B, Class C or common shares outstanding, as the case may be; or
- (ii) pursuant to tenders received by the corporation upon request for tenders addressed to all the holders of the Class A, Class B, Class C or common shares at the time outstanding, as the case may be, and the corporation shall accept only the lowest tenders.

Where, in response to the invitation for tenders, two or more shareholders submit tenders at the same price and the tenders are accepted by the corporation as to part only of the shares offered, the corporation shall accept part of the shares offered in each tender in proportion as nearly as may be to the total number of shares offered in each tender.

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(N) VOTING

Except as otherwise provided by law, the holders of the Class C shares shall not be entitled to vote at any meetings of the shareholders of the corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale, lease or exchange of all or substantially all the property of the corporation other than in the ordinary course of business of the corporation. Holders of Class A shares, Class B shares and common shares shall be entitled to 1 vote for each Class A share, Class B share and common share held by them respectively.

(O) DISSENT

Holders of shares of a class (whether Class A, Class B, Class C or common) are not entitled to vote separately as a class or dissent upon a proposal to amend the articles of the corporation to:

- (i) increase or decrease any maximum number of authorized shares of such class or increase any maximum number of authorized shares of any class or series having rights or privileges equal or superior to the shares of such class;
- (ii) effect an exchange, reclassification or cancellation of the shares of such class;
- (iii) create a new class or series of shares equal or superior to shares of such class.

(P) PARTICIPATION IN PROFITS

Except as herein expressly provided, neither the Class A shares nor the Class B shares shall confer any right upon the holder thereof to participate in profits or assets of the corporation.

(Q) NOTICE

Where notice is required by the provisions hereof to be sent the notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

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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 s'est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

No shares shall be transferred without the consent of the board of directors by resolution or in writing.

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 formerly been in the employment of the corporation, were, while in that employment, and have continued after the termination of that employment to be shareholders of the corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (B) Any invitation to the public to subscribe for securities of the corporation is prohibited.
- (C) Each holder of a fractional share issued by the corporation is entitled to exercise voting rights and to receive a dividend in respect of each such fractional share to the extent of such fraction.
- (D) The corporation has a lien on each share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the corporation.
- (E) Without in any way limiting the powers of the corporation, or of the directors, as set forth in the Business Corporations Act (Ontario) as amended or re-enacted from time to time, the directors of the corporation may, without authorization of the shareholders,
- (i) borrow money upon the credit of the corporation;
 - (ii) issue, reissue, sell or pledge debt obligations of the corporation;
 - (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.
- (F) Articles of dissolution may be filed when authorized by at least a majority of the votes of all shareholders entitled to vote at a special meeting of shareholders duly called to authorize the dissolution.

11. The statements required by subsection 176(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 176(2) de la Loi sur les compagnies 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(n)t l'annexe "B".

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These articles are signed in duplicate.

Les présents statuts sont signés en double 6.
exemplaire.


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

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

633360 ONTARIO LIMITED

Per. 
KAMAL SHARMA
President and Secretary

INDEKA IMPORTS LTD.

Per. 
INDER SHARMA
President

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Date June 12, 2003

To BOX ASSIGNMENT FEE
Assignment Branch
U.S. Patent and Trademark Office

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From Lucille A. McGrady
Trademark Paralegal
for Timothy A. French, Esq.

Re Request for Recordal of Merger of 633360 Ontario Limited
into Indeka Imports Ltd.; Our Reference: 07786-001001

**Number of pages
including this page** 16

Message Please record the enclosed document evidencing the merger of 633360 Ontario Limited into Indeka Imports Ltd., dated November 29, 2002, and index it against the 10 listed trademarks. We are simultaneously filing an Assignment of the marks from H.H. Brown Shoe Company (Canada) Ltd. to 633360 Ontario Limited dated April 15, 2002. Indeka Imports Ltd., should be indicated as the ultimate owner of the marks. Thank you.

NOTE: This facsimile is intended for the addressee only and may contain privileged or confidential information. If you have received this facsimile in error, please immediately call us collect at 617 542-5070 to arrange for its return. Thank you.