

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Amalgamation

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Armtec Holdings Limited (Ontario Corporation No. 1626680)		07/27/2004	CORPORATION: CANADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Armtec Holdings Limited (Ontario Corporation No. 162882)
<b>Street Address:</b>	100 King Street West
<b>Internal Address:</b>	41st Floor, 1 First Canadian Place
<b>City:</b>	Toronto, Ontario
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	M5X 1 B2
<b>Entity Type:</b>	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	78270056	ARMTEC
Serial Number:	78270078	ARMTEC LIMITED

**CORRESPONDENCE DATA**

**Fax Number:** (212)318-3400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**Phone:** 212-583-3697

**Email:** nytrademark@fulbright.com, hrosenberg@fulbright.com, mmutterperl@fulbright.com, nurizar@fulbright.com

**Correspondent Name:** Helen Rosenberg

**Address Line 1:** Fulbright & Jaworski L.L.P.

**Address Line 2:** 666 Fifth Avenue

**Address Line 4:** New York, NEW YORK 10103

**DOMESTIC REPRESENTATIVE**

**CH \$65.00 78270056**

Name:  
Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER:	Helen Rosenberg
Signature:	/helen rosenberg/
Date:	05/06/2005

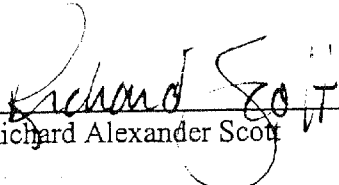
**Total Attachments: 13**

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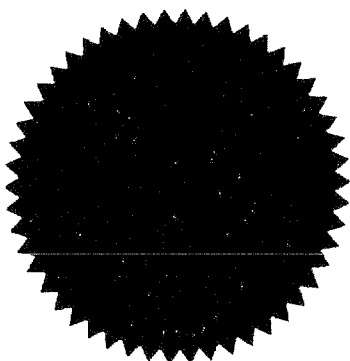
PROVINCE OF ONTARIO	)	To all whom these presents may
	)	
CITY OF TORONTO	)	come, be seen or known
	)	
To Wit	)	

I, **RICHARD ALEXANDER SCOTT**, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Toronto in said Province, Do Certify and Attest that the paper-writing hereto annexed is a true copy of a document produced and shown to me by Messrs. Fraser Milner Casgrain LLP and purporting to be the Certificate and Articles of Amalgamation issued to ARMTEC HOLDINGS LIMITED (the "Corporation") under the Business Corporations Act (Ontario) dated July 27, 2004 providing for the amalgamation of 1626102 Ontario Inc. and Armtec Holdings Limited as the Corporation, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

In Testimony Whereof I have hereunto subscribed my name and affixed my Notarial Seal of Office at Toronto, Ontario, Canada, this 27<sup>th</sup> day of July, 2004.

  
 \_\_\_\_\_  
 Richard Alexander Scott

A Notary Public in and for the Province of Ontario





5. Check A or B  
 Cocher A ou B

- A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.
- A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or  
ou

- B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
- B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

1626102 Ontario Inc.

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Month / mois Day / jour
1626102 ONTARIO INC.	1626102	2004, July 27
ARMTEC HOLDINGS LIMITED	1626680	2004, July 27

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:*

The Corporation is authorized to issue an unlimited number of preferred shares, issuable in series and an unlimited number of common 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 may be issued in series:

*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

Subject to the requirements of the Business Corporations Act (Ontario) as now enacted or as the same may from time to time be amended, re-enacted or replaced, the rights, privileges, restrictions and conditions attaching to the preferred shares, issuable in series and to the common shares are as follows:

A. PREFERRED SHARES, AS A CLASS

The rights, privileges, restrictions and conditions attaching to the preferred shares, issuable in series, as a class, are as follows:

1. The preferred shares may at any time and from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the board of directors of the Corporation.
2. The board of directors of the Corporation shall, subject as hereinafter provided by resolution duly passed before the issue of the preferred shares of each series, fix the designation, rights, privileges, restrictions and conditions to be attached to the preferred shares of such series.
3. With respect to payment of dividends and priority in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the preferred shares of each series shall be entitled to a preference over the common shares of the Corporation and over any other shares ranking junior to the preferred shares; and the preferred shares of each series may also be given such other preferences over the common shares and any other shares ranking junior to the preferred shares as may be determined as to the respective series authorized to be issued.
4. The preferred shares of each series shall rank on a parity with the preferred shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

B. COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

1. Dividends

Subject to the prior rights of the holders of the preferred shares of the Corporation, the board of directors of the Corporation may declare and cause to be paid dividends to the holders of the common shares from any assets at the time properly applicable to the payment of dividends.

2. Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the preferred shares of the Corporation, the holders of the common shares shall be entitled to receive the remaining assets of the Corporation.

3. Voting Rights

The holders of the common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation, and shall be entitled to one vote in respect of each common share held at such meetings, except a meeting of holders of a particular class of shares other than the common shares who are entitled to vote separately as a class at such meeting.



9. The issue, transfer or ownership of shares is ~~is not~~ restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:*

The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

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

- 1. (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation 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 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.

2. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation.

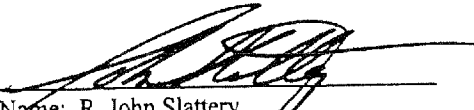
- 11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".*
- 12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".*

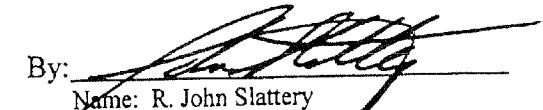
These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

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.*

1626102 ONTARIO INC.

ARMTEC HOLDINGS LIMITED

By:   
Name: R. John Slattery  
Title: Chief Financial Officer  
and Secretary

By:   
Name: R. John Slattery  
Title: Chief Financial Officer  
and Secretary

SCHEDULE "A"

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT  
AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF  
1626102 ONTARIO INC. AND ARMTEC HOLDINGS LIMITED

I, R. John Slattery, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the Business Corporations Act (the "Act"):

1. I am the Chief Financial Officer and Secretary of each of 1626102 Ontario Inc. ("1626102") and Armtec Holdings Limited ("Armtec Holdings") and as such have personal knowledge of the following matters;
2. There are reasonable grounds for believing that each of 1626102 and Armtec Holdings is and the amalgamated corporation resulting from the amalgamation of 1626102 and Armtec Holdings will be able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
4. No creditors have notified either of 1626102 or Armtec Holdings that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
5. Since neither of 1626102 nor Armtec Holdings have received any notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED this 27<sup>th</sup> day of July, 2004.

  
R. John Slattery

SCHEDULE "B"

1626102 ONTARIO INC.  
(the "Corporation")

CERTIFIED COPY OF A  
RESOLUTION OF THE BOARD OF DIRECTORS

AMALGAMATION

"WHEREAS as at the date hereof, all of the issued and outstanding shares of Armtec Holdings Limited ("Armtec Holdings") are held by the Corporation;

AND WHEREAS the Corporation and its wholly-owned subsidiary, Armtec Holdings, wish to amalgamate pursuant to subsection 177(1) of the Business Corporations Act (Ontario) (the "Act");

AND WHEREAS Mr. Charles Phillips, being the sole director and an officer of the Corporation, hereby discloses his interest in the proposed amalgamation in that he is a director and officer of Armtec Holdings;

AND WHEREAS Mr. Phillips is permitted to vote on a resolution to approve the proposed amalgamation as the Corporation is affiliated with Armtec Holdings;

NOW THEREFORE BE IT RESOLVED THAT:

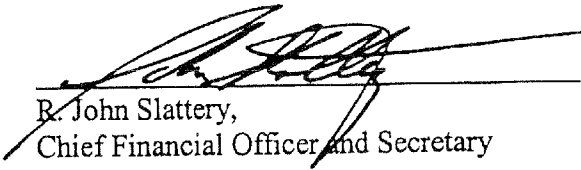
1. the amalgamation of the Corporation and its wholly-owned subsidiary, Armtec Holdings, pursuant to subsection 177(1) of the Act is hereby approved;
2. all the shares of Armtec Holdings shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective;
3. the articles of amalgamation shall be the same as the articles of the Corporation except for the name of the amalgamated corporation which shall be Armtec Holdings Limited;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and

6. any one director or any one officer of the Corporation is hereby authorized and directed to execute articles of amalgamation on behalf of the Corporation and deliver same to the Director under the Act and to execute all other documents and to do all other things necessary or advisable in connection with the amalgamation of the Corporation and Armtec Holdings."

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Certified to be a true copy of a resolution passed by the director of 1626102 ONTARIO INC., which resolution is in full force and effect and unamended as of the date hereof.

DATED this 27<sup>th</sup> day of July, 2004.



R. John Slattery,  
Chief Financial Officer and Secretary

SCHEDULE "B"

ARMTEC HOLDINGS LIMITED  
(the "Corporation")

CERTIFIED COPY OF A  
RESOLUTION OF THE BOARD OF DIRECTORS

AMALGAMATION

"WHEREAS as at the date hereof, all of the issued and outstanding shares of the Corporation are held by 1626102 Ontario Inc. ("1626102");

AND WHEREAS the Corporation and its sole shareholder, 1626102, wish to amalgamate pursuant to subsection 177(1) of the Business Corporations Act (Ontario) (the "Act");

AND WHEREAS Mr. Charles Phillips, being a director and officer of the Corporation, hereby discloses his interest in the proposed amalgamation in that he is a director and officer of 1626102;

AND WHEREAS Mr. Phillips is permitted to vote on a resolution to approve the proposed amalgamation as the Corporation is affiliated with 1626102;

NOW THEREFORE BE IT RESOLVED THAT:

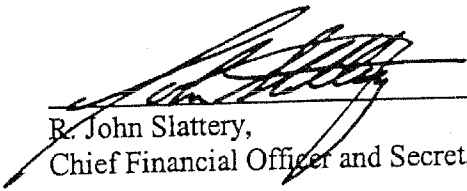
1. the amalgamation of the Corporation and its sole shareholder, 1626102, pursuant to subsection 177(1) of the Act is hereby approved;
2. all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective;
3. the articles of amalgamation shall be the same as the articles of 1626102 except for the name of the amalgamated corporation which shall be Armtec Holdings Limited;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of 1626102;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and

6. any one director or any one officer of the Corporation is hereby authorized and directed to execute articles of amalgamation on behalf of the Corporation and deliver same to the Director under the Act and to execute all other documents and to do all other things necessary or advisable in connection with the amalgamation of the Corporation and 1626102."

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Certified to be a true copy of a resolution passed by the directors of ARMTEC HOLDINGS LIMITED, which resolution is in full force and effect and unamended as of the date hereof.

DATED this 27<sup>th</sup> day of July, 2004.



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R. John Slattery,  
Chief Financial Officer and Secretary