

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Armtec Holdings Limited (Ontario Corporation No. 162882)		07/27/2004	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Armtec Limited Partnership
Composed Of:	COMPOSED OF Armtec Holdings Limited, a Canadian corporation.
Street Address:	15 Campbell Road
City:	Guelph, Ontario
State/Country:	CANADA
Postal Code:	N1H 6P2
Entity Type:	LIMITED PARTNERSHIP: 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: Mark N. Mutterperl
Address Line 1: 666 Fifth Avenue
Address Line 2: Fulbright & Jaworski L.L.P.
Address Line 4: New York, NEW YORK 10103

NAME OF SUBMITTER:	Helen L. Rosenberg
Signature:	/helen l. rosenberg/
Date:	05/24/2005

Total Attachments: 26

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TRADE-MARK ASSIGNMENT

WHEREAS, ARMTEC HOLDINGS LIMITED (the "Assignor"), formerly Armtec Limited having changed its name by amalgamation a copy of said certificate of amalgamation being attached hereto as Schedule "A", the full post office address of whose principal office or place of business is 15 Campbell Road, Guelph, ON N1H 6P2, is the owner of the trade-marks identified in the attached Schedules B and C (the "Trade-marks");

AND WHEREAS, ARMTEC LIMITED PARTNERSHIP, (the "Assignee"), the full post office address of whose principal office or place of business is 15 Campbell Road, Guelph, ON N1H 6P2, is desirous of acquiring the Assignor's entire right, title and interest for Canada in and to the Trade-marks, including the applications and registrations therefor;

WHEREAS Assignor is the sole and exclusive owner of the entire right, title and interest in and to the trademarks and registrations, and pending "intent-to-use" and "proposed use" applications for registration thereof in the Canadian Intellectual Property Office, Trademark Branch and the United States Patent and Trademark Office, said registrations and pending applications are set forth more fully in Schedule B and Schedule C respectively attached hereto and incorporated by reference herein;

WHEREAS Assignee is desirous of acquiring the entire right, title and interest in and to said trademarks and the registrations and pending applications for registration thereof, together with the goodwill of the business symbolized by said trademarks;

WHEREAS, Assignor has used or intended to use the marks listed in Schedule C in commerce between the United States and Canada and has filed applications with the United States Patent and Trademark Office based upon its use and/or its bona fide intent-to-use such marks in commerce, which applications were given the serial numbers shown, but has not yet filed allegations of use of the marks under Section 1(c) or 1(d) of the *Trademark Act*;

WHEREAS, Assignee is acquiring the entire business, or the portion thereof, to which the marks in Schedule C pertain, as required by 15 U.S.C. § 1060;

WHEREAS, Assignor and Assignee executed an Asset Purchase Agreement dated July 27, 2004, which provides for the purchase by Assignee of said trademarks and the registrations and pending applications thereof, together with the goodwill of the business symbolized by said trademarks, from Assignor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign unto Assignee the entire right, title and interest in and to said trademarks and the registrations, and pending "intent-to-use" and "proposed use" applications thereof identified as part of the entire business or portion thereof to which the marks pertain (as required by 15 U.S.C. § 1060 for the United States), together with the goodwill of the business symbolized by said trademarks, the same to be held and enjoyed by the same Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives as fully and entirely as the same would have

been held and enjoyed by Assignor if this assignment had not been made, together with all claims for damages and reason of past infringement of said trademarks and their respective registrations, with the right to sue for and collect the same for its own use and behalf and for the use and behalf of its successors, assigns and other legal representatives.

AND, Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements in conflict herewith.

AND, Assignor hereby agrees to prepare and execute all documents required to effect a recordation of the assignment of the above trademarks and registrations thereof before the proper office or agency.

AND, Assignor agrees that the Assistant Commissioner of Trademarks and the Registrar of Trade-marks are hereby authorized to deliver to its attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this Assignment.

EXECUTED at Toronto, Ontario, this 27th day of July, 2004.

ARMTEC HOLDINGS LIMITED

By: 

Name: John Slattery

Title: Chief Financial Officer and Secretary

SCHEDULE A
Certificate of Amalgamation

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

Armtec Holdings Limited

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

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>		
		Year / année	Month / mois	Day / jour
ARMTEC HOLDINGS LIMITED	1456803	2004,	July	19 th
ARMTEC LIMITED	1489289	2004,	July	19 th
1521211 ONTARIO INC.	1521211	2004,	July	19 th
1486209 ONTARIO INC.	1486209	2004,	July	19 th

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:

Common Shares issuable in two series: an unlimited number of Series A Subordinate Voting Shares and an unlimited number of Series B Multiple Voting 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 Series A Subordinate Voting Shares and the Series B Multiple Voting Shares are as set out in Schedule I attached hereto.

Schedule I**Definitions**

In this Schedule I, the following terms shall have the following meanings, unless the context otherwise requires:

"**Act**" means the *Business Corporations Act* (Ontario), R.S.O. 1990, c.B.16;

"**Common Shares**" means, collectively, the Series A Subordinate Voting Shares and Series B Multiple Voting Shares;

"**Conversion Event**" means at any time when the Corporation is an "offering corporation" (as such term is defined in the Act), the Transfer of Series B Multiple Voting Shares to any Person at a price per share that exceeds 115 percent of the market price per share of the Series A Subordinate Voting Shares (for purposes of this clause, "market price" has the meaning ascribed to such term in the *Securities Act* (Ontario), as may be amended from time to time) where a concurrent offer is not made by such Person to purchase the identical percentage of outstanding shares of the Series A Subordinate Voting Shares (exclusive of Common Shares of such series owned by the Person immediately before making such offer) at a price per share at least equal to the price per share paid for the Series B Multiple Voting Shares and on the same terms and conditions, including the form or forms of consideration offered, and that has no condition attached other than the right not to take up and pay for Series A Subordinate Voting Shares tendered if no Series B Multiple Voting Shares are purchased;

"**holder**" means the holder of Common Shares as registered on the books of the Corporation;

"**Person**" means any individual, partnership, limited partnership, joint venture, syndicate, sole proprietorship, company or corporation with or without share capital, unincorporated association, trust, trustee, executor, administrator or other legal personal representative, regulatory body or agency, government or governmental agency, authority or entity however designated or constituted;

"**Transfer**" includes any sale, exchange, assignment, gift, bequest, disposition, mortgage, charge, pledge, encumbrance, grant of security interest or other arrangement by which possession, legal title or beneficial ownership passes from one Person to another, or to the same Person in a different capacity, whether or not voluntary and whether or not for value, and includes any agreement to effect any of the foregoing, and the words "Transferor", "Transferee", "Transferred", "Transferring" and similar words have corresponding meanings;

"**Winding-Up**" means a 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.

Rights, Privileges, Restrictions and Conditions attaching to Common Shares**1. Directors' Right to Issue in One of Two Series**

The Common Shares may be issued at any time or from time to time in one of two series: Series A Subordinate Voting Shares and Series B Multiple Voting Shares. The rights, privileges, restrictions and conditions attached to each series of Common Shares are set out herein.

2. Dividends

Subject to the preferential rights of any class of shares ranking in priority to the Series A Subordinate Voting Shares and Series B Multiple Voting Shares with respect to the payment of dividends, the Series A Subordinate Voting Shares and Series B Multiple Voting Shares will rank equally with one another as to such dividends as may be declared by the board of directors out of funds legally available therefor.

All dividends declared at any time after the date these articles become effective will be declared contemporaneously and paid at the same time in the same property on all the Series A Subordinate Voting Shares and Series B Multiple Voting Shares at the time outstanding, without preference or priority of one share over another and will be paid in equal amounts per share on all the Series A Subordinate Voting Shares and Series B Multiple Voting Shares.

3. Rights on Winding-Up

In the event of the Winding-Up of the Corporation the holders of Series A Subordinate Voting Shares and Series B Multiple Voting Shares will be entitled to receive, after payment of all liabilities of the Corporation and subject to the preferential rights of any class of shares ranking in priority to Series A Subordinate Voting Shares and Series B Multiple Voting Shares, the remaining assets and property of the Corporation, in equal amounts per share, without preference of one share over another.

4. Voting

The holders of Series A Subordinate Voting Shares and Series B Multiple Voting Shares are entitled to receive notice of any meeting of shareholders of the Corporation and to attend and vote thereat, except those meetings where only the holders of shares of a particular class or of a particular series are entitled to vote. Each Series A Subordinate Voting Share will entitle the holder thereof to have one vote for each share held and each Series B Multiple Voting Share will entitle the holder thereof to have twenty votes for each share held.

5. Conversion**(a) Series B Multiple Voting Shares**

A holder of Series B Multiple Voting Shares has the right, at the holder's option, at any time to convert all or a part of such Series B Multiple Voting Shares into fully paid and non-assessable Series A Subordinate Voting Shares on the basis of one Series A Subordinate Voting Share for each Series B Multiple Voting Share so converted.

(b) Series A Subordinate Voting Shares

At any time after the occurrence of a Conversion Event, a holder of Series A Subordinate Voting Shares has the right, at the holder's option, to convert all or a part of such Series A Subordinate Voting Shares into fully paid and non-assessable Series B Multiple Voting Shares on the basis of one Series B Multiple Voting Share for each Series A Subordinate Voting Share so converted.

(c) Conversion Procedure

The conversion right provided for in clauses 5(a) and 5(b) may be exercised by notice in writing given to the Corporation at its registered office, accompanied by the certificate or certificates representing the Common Shares in respect of which the holder thereof desires to exercise such right of conversion. Such notice must be signed by the holder or its duly authorized attorney and must specify the number of Common Shares which the holder desires to have converted. If less than all the Common Shares represented by any certificate or certificates accompanying any such notice are to be converted, the holder will be entitled to receive, at the expense of the Corporation, a new certificate representing the Common Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be converted.

On any conversion of Common Shares, the share certificates representing the Common Shares resulting therefrom will be issued in the name of the holder of the Common Shares converted or, subject to payment by the holder of any stock transfer or other applicable taxes, in the name of such Person as the holder may direct in writing. The right of a holder to convert Common Shares will be deemed to have been exercised, and the holder (or any Person in whose name the holder will have directed certificates representing Common Shares to be issued) will be deemed to have become a holder of record of Common Shares resulting from the conversion for all purposes on the date of surrender of the certificate representing the Common Shares to be converted accompanied by notice in writing as referred to above, notwithstanding any delay in the delivery of the certificate representing the Common Shares resulting from the conversion.

6. Evidence of a Conversion Event

The occurrence of any Conversion Event shall be evidenced by the deposit by the secretary of the Corporation with the corporate records of the Corporation of a statutory declaration concerning the matters giving rise to such Conversion Event and, in the absence of any evidence to the contrary, such statutory declaration shall be deemed to be conclusive evidence of the facts giving rise to, and the timing of, such Conversion Event. The failure of the secretary to deposit such statutory declaration shall not in any way affect the consequences resulting from the occurrence of such Conversion Event.

The Corporation shall notify all shareholders promptly upon becoming aware of the occurrence of a Conversion Event. The holder or holders of Series B Multiple Voting Shares may be required by notice in writing from time to time from the secretary of the Corporation to furnish, within 15 days of the receipt of such notice, a statutory declaration to the effect that no Conversion Event has occurred.

7. Subdivision or Consolidation

In addition to any approvals required by law or pursuant to these articles, none of the Series A Subordinate Voting Shares or Series B Multiple Voting Shares will be subdivided, consolidated, reclassified or otherwise changed unless contemporaneously therewith the shares of such other series are subdivided, consolidated, reclassified or otherwise changed in the same proportion or the same manner.

8. Restrictions on Additional Issuances

If the Corporation proposes to grant options, rights or warrants to holders of Common Shares of any series, as a series, to acquire additional participating securities (whether voting or non-voting), securities convertible into the foregoing, or to make any other distribution of property or assets, then the holders of Series A Subordinate Voting Shares and Series B Multiple Voting Shares will, for such purpose, be deemed to be holders of shares of the same series.

9. Modification

The provisions attaching to the Series A Subordinate Voting Shares as a series or to the Series B Multiple Voting Shares as a series, will not be added to, removed or changed unless the addition, removal or change is first approved (i) by the affirmative vote of two-thirds of the votes cast at a meeting of the holders of shares entitled to vote thereat, and (ii) if such addition, removal or change affects a series of Common Shares in a manner different from other series of Common Shares, by the affirmative vote of two-thirds of the votes cast at a meeting of the holders of Common Shares of such series.

10. Equality

Subject to the foregoing provisions, the Series A Subordinate Voting Shares and Series B Multiple Voting Shares rank equally in all respects and no rights may be conferred upon the holders of the shares of any such series without conferring the same rights on the holders of the other such series.

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 is restricted in that no shares shall be Transferred except with the consent of either (i) the Board of Directors of the Corporation, to be expressed either by a resolution passed by a majority of votes cast at a meeting of the Board of Directors or by instrument or instruments in writing signed by all of the directors, or (ii) the holders of Common Shares, to be expressed either by a resolution passed by a majority of votes cast at a meeting of the holders of Common Shares or by instrument or instruments in writing signed by the Persons holding shares representing all of the votes attached to the Common Shares. The capitalized terms where applicable shall have the meaning ascribed to such terms in Schedule I to section 7 of these articles.

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

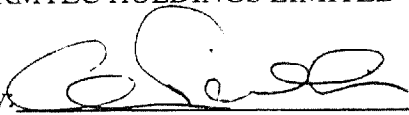
- (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty (50), 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.

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.


ARMTEC HOLDINGS LIMITED

By: 
Name: Charles Phillips
Title: President and Chief Executive Officer

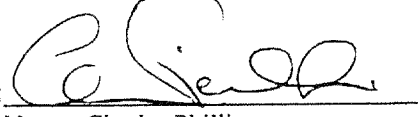
ARMTEC LIMITED

By: 
Name: Charles Phillips
Title: President and Chief Executive Officer

1521211 ONTARIO INC.

By: 
Name: Charles Phillips
Title: President and Secretary

1486209 ONTARIO INC.

By: 
Name: Charles Phillips
Title: President and Secretary

SCHEDULE "A"

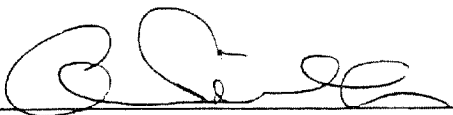
IN THE MATTER OF THE BUSINESS CORPORATIONS ACT

AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF
ARMTEC HOLDINGS LIMITED, ARMTEC LIMITED, 1521211 ONTARIO INC.
AND 1486209 ONTARIO INC.

I, Charles Phillips, 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 President and Chief Executive Officer of each of Armtec Holdings Limited ("Armtec Holdings") and Armtec Limited ("Armtec") and the President and Secretary of each of 1521211 Ontario Inc. ("1521211") and 1486209 Ontario Inc. ("1486209") and as such have personal knowledge of the following matters;
2. There are reasonable grounds for believing that each of Armtec Holdings, Armtec, 1521211 and 1486209 is and the amalgamated corporation resulting from the amalgamation of Armtec Holdings, Armtec, 1521211 and 1486209 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 any of Armtec Holdings, Armtec, 1521211 or 1486209 that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
5. Since none of Armtec Holdings, Armtec, 1521211 or 1486209 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 22nd day of July, 2004.



Charles Phillips

SCHEDULE "B"

ARMTEC HOLDINGS LIMITED
(the "Corporation")

CERTIFIED COPY OF A
RESOLUTION OF THE BOARD OF DIRECTORS

AMALGAMATION

"WHEREAS all of the issued and outstanding shares of Armtec Limited ("Armtec") are held by the Corporation, and all of the issued and outstanding shares of each of 1521211 Ontario Inc. ("1521211") and 1486209 Ontario Inc. ("1486209") are held by Armtec;

AND WHEREAS the Corporation and its subsidiaries, Armtec, 1521211 and 1486209, 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 each of Armtec, 1521211 and 1486209;

AND WHEREAS Messrs. Mark Gordon and Michael Lay, being directors of the Corporation, hereby disclose their interest in the proposed amalgamation in that they are directors of Armtec;

AND WHEREAS Messrs. Phillips, Gordon and Lay are permitted to vote on a resolution to approve the proposed amalgamation as the Corporation is affiliated with each of Armtec, 1521211 and 1486209;

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation and its subsidiaries, Armtec, 1521211 and 1486209, pursuant to subsection 177(1) of the Act is hereby approved;
2. all the shares of each of Armtec, 1521211 and 1486209 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;
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, Armtec, 1521211 and 1486209."

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 2nd day of July, 2004.



Charles Phillips,
President and Chief Executive Officer

SCHEDULE "B"

ARMTEC 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 Armtec Holdings Limited ("Armtec Holdings"), and all of the issued and outstanding shares of each of 1521211 Ontario Inc. ("1521211") and 1486209 Ontario Inc. ("1486209") are held by the Corporation;

AND WHEREAS the Corporation, its sole shareholder, Armtec Holdings, and its subsidiaries, 1521211 and 1486209, 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 each of Armtec Holdings, 1521211 and 1486209;

AND WHEREAS Messrs. Mark Gordon and Michael Lay, being directors of the Corporation, hereby disclose their interest in the proposed amalgamation in that they are directors of Armtec Holdings;

AND WHEREAS Messrs. Phillips, Gordon and Lay are permitted to vote on a resolution to approve the proposed amalgamation as the Corporation is affiliated with each of Armtec Holdings, 1521211 and 1486209;

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation, its sole shareholder, Armtec Holdings, and its subsidiaries, 1521211 and 1486209, pursuant to subsection 177(1) of the Act is hereby approved;
2. all the shares of each of the Corporation, 1521211 and 1486209 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 Armtec Holdings;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Armtec Holdings;

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, Armtec Holdings, 1521211 and 1486209."

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

DATED this 22nd day of July, 2004.



Charles Phillips,
President and Chief Executive Officer

SCHEDULE "B"

1521211 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 each of the Corporation and 1486209 Ontario Inc. ("1486209") are held by Armtec Limited ("Armtec"), and all of the issued and outstanding shares of Armtec are held by Armtec Holdings Limited ("Armtec Holdings");

AND WHEREAS the Corporation, Armtec Holdings, Armtec and 1486209 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 each of Armtec Holdings, Armtec and 1486209;

AND WHEREAS Mr. Phillips is permitted to vote on a resolution to approve the proposed amalgamation as the Corporation is affiliated with each of Armtec Holdings, Armtec and 1486209;

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation, Armtec Holdings, Armtec and 1486209, pursuant to subsection 177(1) of the Act is hereby approved;
2. all the shares of each of the Corporation, Armtec and 1486209 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 Armtec Holdings;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Armtec Holdings;
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, Armtec Holdings, Armtec and 1486209."

Certified to be a true copy of a resolution passed by the director of 1521211 ONTARIO INC., which resolution is in full force and effect and unamended as of the date hereof.

DATED this 22nd day of July, 2004.



Charles Phillips,
President and Secretary

SCHEDULE "B"

1486209 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 each of the Corporation and 1521211 Ontario Inc. ("1521211") are held by Armtec Limited ("Armtec"), and all of the issued and outstanding shares of Armtec are held by Armtec Holdings Limited ("Armtec Holdings");

AND WHEREAS the Corporation, Armtec Holdings, Armtec and 1521211, 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 each of Armtec Holdings, Armtec and 1521211;

AND WHEREAS Mr. Phillips is permitted to vote on a resolution to approve the proposed amalgamation as the Corporation is affiliated with each of Armtec Holdings, Armtec and 1521211;

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation, Armtec Holdings, Armtec and 1521211, pursuant to subsection 177(1) of the Act is hereby approved;
2. all the shares of each of the Corporation, Armtec and 1521211 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 Armtec Holdings;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Armtec Holdings;
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, Armtec Holdings, Armtec and 1521211."

Certified to be a true copy of a resolution passed by the director of 1486209 ONTARIO INC., which resolution is in full force and effect and unamended as of the date hereof.






DATED this 2nd day of July, 2004.





Charles Phillips,
President and Secretary

SCHEDULE B


CANADA

Trade-mark	Serial No. (Reg. No.)	Status
ARMTEC	1,163,779	Advertised
	634,342 (TMA389,416)	Registered
	587,024 (TMA396,825)	Registered
	1,163,778	Approved
BIG "O"	322,952 (TMA169,453)	Registered
	574,037 (TMA344,740)	Registered
BOSS	612,487 (TMA372,302)	Registered
BOSS 1000	692,585 (TMA409,185)	Registered
BOSS 2000	692,384 (TMA409,180)	Registered
BOSS N-12	612,907 (TMA358,509)	Registered
BRIDGE-PLATE	1,004,599 (TMA596,818)	Registered
DURAWALL	413,562 (TMA236,754)	Registered
ENVIRO-WALL	443,724 (TMA253,286)	Registered
FLEX-BEAM	199,151 (UCA30194)	Registered
	632,784 (TMA383,473)	Registered
FUSOLENE	652,875 (TMA385,243)	Registered
HEL-COR	0198077 (UCA29410)	Registered
INNOVATIVE TECHNOLOGY WORKING FOR YOU	666,768 (TMA399,852)	Registered
LARGE ENOUGH TO SERVE YOU, SMALL ENOUGH TO KNOW YOU	784,619 (TMA466,797)	Registered

MULTI-PLATE	161,127 (UCA261)	Registered
PAVED INVERT	198,074 (UCA29409)	Registered
PLASTI-DRAIN	503,017 (TMA311,005)	Registered
	503,018 (TMA311,006)	Registered
POLY-TITE	692,385 (TMA413,964)	Registered
	436,065 (TMA246,344)	Registered
RED LINE	627,183 (TMA383,785)	Registered
SANIPIPE	711,879 (TMA428,565)	Registered
SMOOTH-FLO	511,362 (TMA292,936)	Registered
SMOOTHWALL	612,489 (TMA381,466)	Registered
SUPERSPAN	511,363 (TMA305,159)	Registered
THE STRIPE	602,877 (TMA357,204)	Registered
TPO	652,878 (TMA385,244)	Registered
ULTRA STAB	753,595 (TMA451,847)	Registered

SCHEDULE C

UNITED STATES OF AMERICA

Trade-mark	Serial No. (Reg. No.)	Status
	78/270,078	Pending
ARMTEC LIMITED & Design	78/270,056	Pending

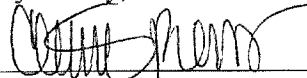
AFFIDAVIT OF EXECUTION

CANADA)
)
PROVINCE OF ONTARIO)
)

On this 27th day of July, 2004, before me, a Notary Public in and for the Province of Ontario, duly commissioned and sworn, personally appeared R. John Slattery of **ARMTEC HOLDINGS LIMITED**, the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he/she was duly elected, qualified and acting as said officer of the corporation, that he/she was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation. GIVEN UNDER my hand and official seal the day and year in this certificate above written.

Catherine Lan Pham Ngoc
NAME:

SUBSCRIBED AND SWORN to before me this 27th day of July, 2004.


(Signature of Notary)

(Print or Stamp Name of Notary)

NOTARY PUBLIC in and for the Province of
Ontario residing at:

Toronto, Ontario

My Commission Expires: