

FORM PTO-1594
(Rev 10/02)
OMB No 0651-0027 (exp. 6/30/2005)
M&G 7933 439-446-US-01/KLK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

OBUS FORME LTD.
550 Hopewell Avenue
Toronto, Ontario
CANADA M6E 2S6

Individuals
 General Partnership
 Corporation of Canada
 Other: _____

Association
 Limited Partnership

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

2. Name and address of receiving party(ies):

6287 HOLDINGS INC.
12 Robinwood Avenue
Toronto, Ontario
CANADA M5K 1X7

Individual(s) citizenship
 General Partnership
 Corporation of Canada
 Other: _____

Association
 Limited Partnership

3. Nature of conveyance:

Assignment
 Security Agreement
 Other: _____

Merger
 Change of Name

Execution Date: April 29, 2005

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No
(Designations must be separate document from Assignment)

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

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)/ Mark(s)
** SEE ATTACHED SCHEDULE

B. Trademark Reg No (s)/Mark(s)
** SEE ATTACHED SCHEDULE

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

Name: John A. Clifford
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 10


7. Total fee (37 CFR 3.41): \$265.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

DO NOT USE THIS SPACE

9. Signature:

John A. Clifford
Name of Person Signing


Signature

June 24, 2005
Date

Total number of pages including cover sheet, attachments, and document: 13

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Director of the United States Patent and Trademark Office
Washington, D.C. 20231

CH \$265.00 132725 2960483

ATTACHMENT to Recordal Cover Sheet:

Trademark Registrations No/Mark:

- 2,950,483 for COMFORT SUPPORT SYSTEM
- 2,884,871 for OBUS FORME
- 2,842,056 for THE BODYCARE EXPERTS
- 2,781,062 for OBUSFORME
- 2,749,157 for OBUSFORME
- 2,733,692 for ENGINEERED FOR THE HUMAN BODY
- 2,720,384 for OBUSFORME THE BODYCARE EXPERTS
- 2,443,619 for CUSTOMAIR
- 1,618,604 for OBUS FORME
- 1,221,531 for OBUS FORME

5. Check A or B
 Cocher A ou B

A) The amalgamation agreement has been duly accepted 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 accepté 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 reproduisent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in those articles.
 et sont énoncés plus en détail aux présentes 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'approubation Year / année Month / mois Day / jour
Bio-Support Industries Ltd.	465287	April 29, 2005
Obus Forme Ltd.	453106	April 29, 2005

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.

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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 shares of one class designated as common shares.

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FROM-MERCHANT & GOULD

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From-BERESKIN & PARR

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

None.

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

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

(a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or

(b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attached to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such shares.

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

None.

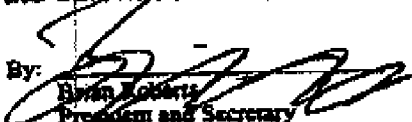
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (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) constituent 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.

BIO-SUPPORT INDUSTRIES LTD.

By:


Brian Roberts
President and Secretary

OBUS FORGE LTD.

By:


Brian Roberts
President and Secretary

**SCHEDULE "A" TO THE ARTICLES OF
AMALGAMATION OF 6287 HOLDINGS INC.**

**STATEMENT OF DIRECTOR PURSUANT TO
SUBSECTION (2) OF SECTION 178 OF
THE BUSINESS CORPORATIONS ACT**

I, **Brian Roberts**, of the City of Toronto, hereby certify and state that:

1. I am the President and Secretary of Bio-Support Industries Ltd. and the President and Secretary of Obus Forme Ltd., the amalgamating corporations, and as such have knowledge of their respective affairs;
2. I have conducted such examinations of the books and records of each of the amalgamating corporations and have made such enquiries and investigations as are necessary to enable me to make the statements hereinafter set forth;
3. I have satisfied myself that:
 - (a) each of the amalgamating corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

DATED the 29th day of April, 2005.


Brian Roberts

SCHEDULE "B" TO THE ARTICLES OF AMALGAMATION OF 6287 HOLDINGS INC.

THIS AMALGAMATION AGREEMENT made as of the 29th day of April, 2005.

AMONG:

BIO-SUPPORT INDUSTRIES LTD.

a corporation incorporated under the laws of the Province of Ontario (hereinafter called "Bio-Support")

OF THE FIRST PART

- and -

OBUS FORME LTD.

a corporation incorporated under the laws of the Province of Ontario (hereinafter called "Obus")

OF THE SECOND PART

WHEREAS each of Bio-Support and Obus were incorporated under the *Business Corporations Act* R.S.O. 1990, c.B. 16 (the "Act") or a predecessor and are governed by the Act;

AND WHEREAS Bio-Support and Obus acting under the authority contained in the Act, have agreed to amalgamate upon the terms and conditions hereinafter set out;

AND WHEREAS Bio-Support and Obus have each made full disclosure to one another of all their respective assets and liabilities;

AND WHEREAS the authorized capital of Bio-Support consists of 1,000 Class A preference shares, none of which are issued and outstanding, 37,000 Class B preference shares, none of which of issued and outstanding, 1,000 Class C preference shares, none of which are issued and outstanding and 1,000 common shares of which 100 are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Obus consists of an unlimited number of Class I Common shares of which 50 are issued and outstanding as fully paid and non-assessable and an unlimited number of Class II Common shares of which none are issued and outstanding;

AND WHEREAS it is desirable that the said amalgamation should be effected.

NOW THEREFORE THIS AGREEMENT WITNESSES as follows:

1. In this agreement:

- 1.1 "Amalgamating Corporations" means Bio-Support and Obus, the parties hereto;
- 1.2 "Amalgamated Corporation" means the corporation continuing from the amalgamation of the Amalgamating Corporations;
- 1.3 "Amalgamating Agreement" or "Agreement" means this Amalgamation Agreement; and
- 1.4 "Act" means the *Business Corporations Act* R.S.O. 1990, c.B.16, as hereinbefore recited.

2. The Amalgamating Corporations and each of them do hereby agree to amalgamate on the 29th day of April, 2005, under the provisions of section 174 of the Act and to continue as one corporation under the terms and conditions hereinafter set out.

3. The name of the Amalgamated Corporation will be 6287 Holdings Inc.

4. The registered office of the Amalgamated Corporation shall be in the City of Toronto and located at 66 Wellington Street West, Suite 3600, Toronto, Ontario, M5K 1N6 until changed in accordance with the Act.

5. There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.

6. The by-laws of the Amalgamated Corporation will not be any of the by-laws of any of the Amalgamating Corporations. A copy of the proposed by-laws of the Amalgamated Corporation may be examined at 66 Wellington Street West, Suite 3600, Toronto, Ontario, M5K 1N6.

7. The Amalgamated Corporation is authorized to issue an unlimited number of a class of shares designated as common shares.

8. The issued and outstanding shares in the capital of the Amalgamating Corporations shall be respectively converted into issued shares in the capital of the Amalgamated Corporation as follows:

8.1 the 100 issued and outstanding common shares of Bio-Support shall be converted into one issued and outstanding common share of the Amalgamated Corporation;

8.2 the 50 issued and outstanding Class I Common shares of Obus shall be converted into 199 common shares of the Amalgamated Corporation;

After the endorsement of a certificate of amalgamation giving effect to the amalgamation contemplated in this Agreement, the shareholders of the Amalgamating Corporations shall, at the request of the Amalgamated Corporation, surrender the certificates

representing shares held by them in the Amalgamating Corporations and, in return, shall be entitled to receive certificates for shares of the Amalgamated Corporation on the basis aforesaid.

9. The right to transfer shares of the Amalgamated Corporation shall be restricted in that no shares shall be transferred without either:

9.1 the consent of the directors of the Amalgamated Corporation expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or

9.2 the consent of the holders of shares of the Amalgamated Corporation to which is attached at least a majority of the votes attaching to all shares of the Amalgamated Corporation for the time being outstanding, carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by resolution passed by such shareholders, or by an instrument or instruments in writing by such shareholders, which consent may be given either prior or subsequent to the time of transfer of such shares.

10. The number of directors of the Amalgamated Corporation shall consist of a minimum of 1 director and a maximum of 11 directors until changed in accordance with the Act. The first director of the Amalgamated Corporation shall be:

<u>Name</u>	<u>Address for Service</u>	<u>Resident Canadian</u>
Brian Roberts	12 Robinwood Avenue Toronto, Ontario M5P 1X7	Yes

The first director shall hold office until the first annual meeting of the Amalgamated Corporation. The subsequent director or directors shall be elected thereafter at either an annual meeting or a special meeting of the shareholders. The directors shall manage or supervise the management of the business and affairs of the Amalgamated Corporation, subject to the provisions of any unanimous shareholder agreement and the Act.

11. Upon the endorsement of the certificate of amalgamation under the Act:

11.1 the Amalgamating Corporations are amalgamated and continue as one corporation under the terms and conditions prescribed in this Amalgamation Agreement;

11.2 the Amalgamated Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;

11.3 a conviction against, or ruling, order or judgment in favour of or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;

11.4 the Articles of Amalgamation shall be the articles of incorporation of the Amalgamated Corporation and the certificate of amalgamation, except for purposes of subsection 117(1) of the Act, shall be deemed to be the certificate of incorporation of the Amalgamated Corporation; and

11.5 the Amalgamated Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the amalgamation has become effective.

IN WITNESS WHEREOF this agreement has been duly executed by the parties hereto as witnessed by the signature of their proper officer in that behalf.

BIO-SUPPORT INDUSTRIES LTD.

OBUS FORME LTD.

By: 
Brian Roberts
President and Secretary

By: 
Brian Roberts
President and Secretary