

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/29/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Generations F.G. Inc.		09/29/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Clairvest FGI Inc.
Street Address:	22 St. Clair Avenue East
Internal Address:	Suite 1700
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M4T 2S3
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2175994	FGI
Registration Number:	3366653	FGI WORLD REDEFINING WORKPLACE HEALTH
Serial Number:	78574611	FGI WORLD

CORRESPONDENCE DATA

Fax Number: (202)842-8465
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-842-8800
 Email: DCTrademarks@dbr.com, andrea.engel@dbr.com
 Correspondent Name: Mary Pat A. Weyback
 Address Line 1: Drinker Biddle & Reath LLP
 Address Line 2: 1500 K Street, N.W., Ste. 1100
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-1209

ATTORNEY DOCKET NUMBER:	031810.310/120169
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OP \$90.00 2175994

DOMESTIC REPRESENTATIVE

Name: Mary Pat A. Weyback
Address Line 1: Drinker Biddle & Reath LLP
Address Line 2: 1500 K Street, N.W., Ste. 1100
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-1209

NAME OF SUBMITTER:	Andrea L. Engel
Signature:	/Andrea L. Engel/
Date:	07/03/2008

Total Attachments: 9
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For Ministry Use Only / À l'usage exclusif du Ministère
 Ministry of Consumer and Business Services / Ministère des Services aux consommateurs et aux entreprises
CERTIFICATE / **CERTIFICAT**
 This is to certify that these articles / Ceci certifie que les présents statuts
 are effective on / entrent en vigueur le

Ontario Corporation Number / Numéro de la société en Ontario
1711899

SEPTEMBER 29 / SEPTEMBRE 2006

[Signature]
 Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

Form 4
 Business
 Corporations
 Act

Formule 4
 Loi sur les
 sociétés par
 actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)

Dénomination sociale de la société issue de la fusion (écrire en LETTRES MAJUSCULES SEULEMENT):

C	L	A	I	R	V	E	S	T		F	G	I		I	N	C	.																																		

2. The address of the registered office is:
Adresse du siège social:

22 St. Clair Avenue East, Suite 1700

(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)

Toronto

Ontario

M4T 2S3

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

(Postal Code / Code postal)

3. Number of directors is/are: *or* minimum and maximum number of directors is/are:
Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:
 Number *or* minimum and maximum
 Nombre *ou* minimum et maximum

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4. The director(s) is/are:
Administrateur(s):

First name, middle names and surname
Prénom, autres prénoms et nom de famille

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

Resident Canadian State 'Yes' or 'No'
Résident canadien Oui/Non

Ken Rotman

29 Dunvegan Road
 Toronto, Ontario M4V 2P5

Yes

Mitch Green

117 Chaplin Crescent, Apt. B
 Toronto, Ontario M5P 1A6

Yes

Rodney A. Phillips

17 Chicora Avenue
 Toronto, Ontario M5R 1T7

Yes

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

Confed Acquireco Inc. (except name shall be Clairvest FGI Inc.)

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
Confed Acquireco Inc.	002113515	2006	Sep	29
Generations F.G. Inc.	001711960	2006	Sep	29

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 :

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 :

N/A

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 :

Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation contained in section 10 of these Articles (entitled "Other provisions, if any") are complied with.

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

Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless:

(a) (i) the consent of the directors of the Corporation is obtained; or (ii) the consent of shareholders holding not less than 51% of the shares entitled to vote at such time is obtained.

(b) in the case of securities, other than shares, which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions on transfer are complied with.

The consent of the directors or the shareholders in paragraph (a) shall be evidenced by a resolution of the directors or shareholders, as the case may be, or by an instrument or instruments in writing signed by all of the directors, or shareholders holding not less than 51% of the shares entitled to vote at such time, as the case may be.

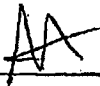
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions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

Confed Acquireco Inc.

Generations F.G. Inc.

Per:  _____

Per:  _____

Mitch Green, Vice President

Mitch Green, Vice President

SCHEDULE "A"

**Statement of Director or Officer
Under Subsection 178(2) of
the Business Corporations Act (Ontario)**

I am the Vice President of each of Confed Acquireco Inc. ("Acquireco") and Generations F.G. Inc. ("Generations"). I have conducted such examinations of the books and records of Acquireco and Generations (the "Amalgamating Corporations") as are necessary to enable me to make this statement. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"). In my capacity as Vice President of Acquireco and Generations, I state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "Corporation") will be, able to pay its liabilities as they become due, and
 - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation.
3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED September 29, 2006.



Mitch Green
Vice President

SCHEDULE B-1

CERTIFIED RESOLUTION OF THE DIRECTORS

CONFED ACQUIRECO INC.
(the "Corporation")

In my capacity as Vice President of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on September 29, 2006. The resolution is still in full force and effect, unamended as of today's date:

"RECITAL

The Corporation has agreed to amalgamate with its wholly-owned subsidiary Generations F.G. Inc. ("Generations") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT

1. The Corporation is authorized to amalgamate with Generations under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of Generations shall be cancelled without any repayment of capital in respect of the shares. None of the shares of the Corporation shall be cancelled.
3. The articles of amalgamation shall be the same as the articles of the Corporation except that the name shall be Clairvest FGI Inc.
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.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution."

DATED September 29, 2006.



Mitch Green
Vice President

SCHEDULE B-2

CERTIFIED RESOLUTION OF THE DIRECTORS

GENERATIONS F.G. INC.

(the "Corporation")

In my capacity as Vice President of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on September 29, 2006. The resolution is still in full force and effect, unamended as of today's date:

"RECITALS

- (a) The Corporation is a wholly-owned subsidiary of Confed Acquireco Inc. ("Acquireco").
- (b) The Corporation has agreed to amalgamate with Acquireco under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT

- 1. The Corporation is authorized to amalgamate with Acquireco under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of Acquireco except that the name shall be Clairvest FGI Inc.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Acquireco.
- 5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution."

DATED September 29, 2006.



Mitch Green
Vice President

TRADEMARK