

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kord Products Inc.		10/25/2006	CORPORATION: CANADA
ITML Horticultural Products Incorporated		10/25/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	ITML Horticultural Products Inc.
Street Address:	75 Plant Farm Boulevard
Internal Address:	P.O. Box 265
City:	Brantford, Ontario
State/Country:	CANADA
Postal Code:	N3T 5M8
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	1221750	KORD
Registration Number:	1236366	KORD
Registration Number:	1723842	PLANTERS' PRIDE
Registration Number:	1789439	FIBER GROW ENVIRO-CONTAINERS
Registration Number:	2169871	KORDLOK
Registration Number:	3144575	GROWINGTOGETHER
Registration Number:	3193516	GROWINGTOGETHER
Registration Number:	2326668	PLANTERS' PRIDE
Registration Number:	2341083	PLANTERS' PRIDE
Registration Number:	2843028	KORD-VALMARK LABWARE PRODUCTS

OP \$465.00 1221750

Registration Number:	2877149	KORD-VALMARK
Registration Number:	1707632	ULTRA
Registration Number:	1918002	REGAL
Registration Number:	1919800	REGAL
Registration Number:	2033453	PRESTO POT
Registration Number:	2033455	EURO SYSTEM
Registration Number:	2203903	
Registration Number:	3117783	ITML

CORRESPONDENCE DATA

Fax Number: (216)363-4588
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (216) 363-4152
Email: trademark@beneschlaw.com
Correspondent Name: Susan E. Clady
Address Line 1: 200 Public Square
Address Line 2: Suite 2300
Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER: 29711-106

DOMESTIC REPRESENTATIVE

Name: Susan E. Clady
Address Line 1: 200 Public Square
Address Line 2: Suite 2300
Address Line 4: Cleveland, OHIO 44114

NAME OF SUBMITTER: Susan E. Clady

Signature: /Susan E. Clady/

Date: 11/26/2008

Total Attachments: 20

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Ministry of
Consumer and
Ontario Business Services

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 status
entrent en vigueur le

1703933

NOVEMBER 01 NOVEMBRE, 2008

[Signature]
Director / Directrice

8

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):

I	T	M	L		H	O	R	T	I	C	U	L	T	U	R	A	L		P	R	O	D	U	C	T	S		I	N
C	.																												

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

75 Plant Farm Boulevard, P.O. Box 265

(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)

Brantford, Ontario

Ontario **N 3 T 5 M 8**

(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

1	10
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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

Edward Hensen

R.R.#8, Brantford, Ontario N3T 5M1

Yes

Kleis Hensen

20 Echo Villa, Brantford, Ontario N3S 6X7

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

ITML PLASTIC TECHNOLOGY INCORPORATED

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
ITML Horticultural Products Incorporated	124595	2006/10/25
ITML Plastic Technology Incorporated	1536681	2006/10/25
Kord Products Inc.	1219754	2006/10/25
Dekka Resins Inc.	848551	2006/10/25

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:

<u>Class of Shares</u>	<u>Maximum Number</u>
Class A special non-voting shares	Unlimited
Common voting shares	Unlimited

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:

CLASS A SHARES

1. (a) Each Class A Share shall entitle the holder thereof to receive for each fiscal 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 preferential non-cumulative cash dividend at such rate per annum as may be determined, from time to time, by the directors, provided that such rate shall not exceed SIX DOLLARS (\$6.00) per share;
 - (b) If such preferential dividend for any fiscal year of the Corporation has not been declared payable prior to the expiration of four months from the end of such fiscal year, the rights of the holders of all Class A Shares to receive such undeclared dividend shall be forever extinguished at the expiration of such four months;
 - (c) Any dividend may be paid in one or more instalments at the discretion of the directors of the Corporation; and
 - (d) No dividend shall be paid on the Common Shares for a fiscal year of the Corporation unless the preferential dividend payable for such fiscal year on all the Class A Shares outstanding at any time in such fiscal year shall have been paid in full or waived, in writing, by all Class A shareholders.
2. 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 sum of ONE HUNDRED DOLLARS (\$100.00) per share together with any dividends declared thereon and unpaid 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.
3. The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A Shares upon payment for each share to be redeemed of the sum of ONE HUNDRED DOLLARS (\$100.00), together with all dividends declared thereon and unpaid. Not less than fourteen (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 of redemption. On or after the date so specified for redemption 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. 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 shares to be redeemed or of such of the said shares represented by certificate(s) 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 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.

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

- (a) as nearly as may be in proportion to the number of Class A Shares registered in the name of each shareholder; or
- (b) in such other manner as the directors determine with the consent in writing of all of the holders of the Class A Shares at the time outstanding.

4. The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the Class A 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.

The shares shall be purchased either:

- (a) with the consent of all the holders of Class A or Common Shares outstanding, as the case may be; or
- (b) pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Class A 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.

5. Subject to the provisions of applicable law, a holder of Class A Shares shall be entitled to require the Corporation to redeem at any time the whole or from time to time any part of the Class A Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a certificate or certificates representing Class A Shares which the registered holder desires to have the Corporation

redeem together with the request in writing specifying:

- (a) The number of Class A Shares represented by such certificate or certificates which the registered holder desires to have redeemed by the Corporation; and
- (b) The business day (hereinafter referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class A Shares which shall be not less than 30 days after the date upon which the request in writing is given to the Corporation.

Upon receipt of a Certificate or Certificates representing Class A Shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the redemption date redeem such Class A Shares by paying to such registered holder for each share to be redeemed an amount equal to ONE HUNDRED DOLLARS (\$100.00) together with all dividends declared thereon and unpaid.

6. The holders of the Class A Shares shall not, as such, have any voting rights for the election of directors or for any other purposes nor shall they be entitled to attend shareholders' meetings, provided, however, that confirmation of a resolution authorizing an amendment of articles to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class A Shares or to create other shares ranking in priority to or on a parity with the Class A Shares, in addition to the authorization by a special resolution, may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A Shares duly called for that purpose.

7. Except as herein expressly provided, the Class A Shares shall not confer any right upon the holder thereof to participate in profits or assets of the Corporation.

COMMON SHARES

1. **Payment of Dividends:** Subject to the prior rights of the holders of the Class A Shares, the holders of the Common Shares shall have the right to receive such dividends (if any) as the directors in their discretion may declare.

2. **Participation upon Liquidation, Dissolution or Winding-Up:** 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 shall be distributed ratably to the holders of the Common Shares at the time outstanding without preference or distinction.

3. **Voting Rights:** The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held.

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 shall be transferred only in accordance with the provisions of a shareholders' agreement, if any, or if there is no shareholders' agreement, with the consent of the Board of Directors by resolution or in writing.

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

(1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly 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.

(2) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

(3) 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.

(4) 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.

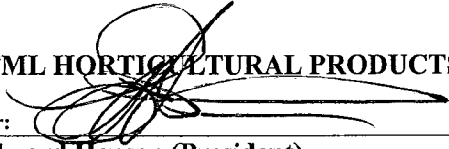
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

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.

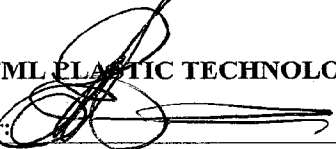
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

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.


ITML HORTICULTURAL PRODUCTS INCORPORATED

Per: 
Edward Hensen (President)


ITML ELASTIC TECHNOLOGY INCORPORATED

Per: 
Edward Hensen (President)

KORD PRODUCTS INC.

Per: 
Edward Hensen (President)

DEKKA RESINS INC.

Per: 
Edward Hensen (President)

SCHEDULE A

DIRECTOR'S STATEMENT


PROVINCE OF ONTARIO	)	IN THE MATTER OF the Business
	)	Corporations Act (Ontario) and the
CITY OF BRANTFORD	)	Articles of Amalgamation of
	)	ITML Plastic Technology Incorporated,
To Wit:	)	ITML Horticultural Products Incorporated,
		Kord Products Inc. and Dekka Resins Inc.

STATEMENT OF DIRECTOR

I, EDWARD HENSEN, of the City of Brantford, in the Province of Ontario, do hereby state as follows:

1. I am a Director and the President of ITML Plastic Technology Incorporated, one of the amalgamating corporations (hereinafter called the "Amalgamating Corporation") and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) The Amalgamating Corporation is and the corporation to be formed by the amalgamation will be able to pay its liabilities as they become due; and
 - (b) The realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities in the stated capital of all classes.
4. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.

THIS STATEMENT is made this 25th day of October, 2006.


EDWARD HENSEN

SCHEDULE A

DIRECTOR'S STATEMENT

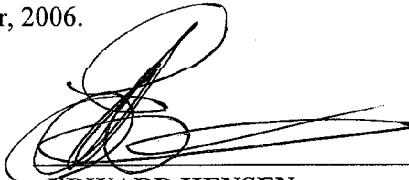
PROVINCE OF ONTARIO) **IN THE MATTER OF the Business**
) **Corporations Act (Ontario) and the**
CITY OF BRANTFORD) **Articles of Amalgamation of**
) **ITML Plastic Technology Incorporated,**
To Wit:) **ITML Horticultural Products Incorporated,**
) **Kord Products Inc. and Dekka Resins Inc.**

STATEMENT OF DIRECTOR

I, EDWARD HENSEN, of the City of Brantford, in the Province of Ontario, do hereby state as follows:

1. I am a Director and the President of ITML Horticultural Products Incorporated, one of the amalgamating corporations (hereinafter called the "Amalgamating Corporation") and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) The Amalgamating Corporation is and the corporation to be formed by the amalgamation will be able to pay its liabilities as they become due; and
 - (b) The realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities in the stated capital of all classes.
4. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.

THIS STATEMENT is made this 25th day of October, 2006.



EDWARD HENSEN

SCHEDULE A

DIRECTOR'S STATEMENT

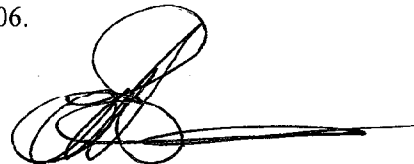
PROVINCE OF ONTARIO	)	IN THE MATTER OF the Business
	)	Corporations Act (Ontario) and the
CITY OF BRANTFORD	)	Articles of Amalgamation of
	)	ITML Plastic Technology Incorporated,
To Wit:	)	ITML Horticultural Products Incorporated,
		Kord Products Inc. and Dekka Resins Inc.

STATEMENT OF DIRECTOR

I, EDWARD HENSEN, of the City of Brantford, in the Province of Ontario, do hereby state as follows:

1. I am a Director and the President of Kord Products Inc., one of the amalgamating corporations (hereinafter called the "Amalgamating Corporation") and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) The Amalgamating Corporation is and the corporation to be formed by the amalgamation will be able to pay its liabilities as they become due; and
 - (b) The realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities in the stated capital of all classes.
4. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.

THIS STATEMENT is made this 25th day of October, 2006.



EDWARD HENSEN

SCHEDULE A

DIRECTOR'S STATEMENT

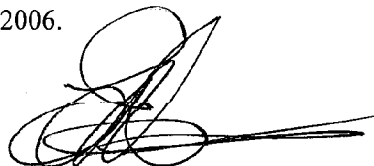
PROVINCE OF ONTARIO	)	IN THE MATTER OF the Business
	)	Corporations Act (Ontario) and the
CITY OF BRANTFORD	)	Articles of Amalgamation of
	)	ITML Plastic Technology Incorporated,
To Wit:	)	ITML Horticultural Products Incorporated,
	)	Kord Products Inc. and Dekka Resins Inc.

STATEMENT OF DIRECTOR

I, EDWARD HENSEN, of the City of Brantford, in the Province of Ontario, do hereby state as follows:

1. I am a Director and the President of Dekka Resins Inc., one of the amalgamating corporations (hereinafter called the "Amalgamating Corporation") and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) The Amalgamating Corporation is and the corporation to be formed by the amalgamation will be able to pay its liabilities as they become due; and
 - (b) The realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities in the stated capital of all classes.
4. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.

THIS STATEMENT is made this 25th day of October, 2006.



EDWARD HENSEN

SCHEDULE B

Certified Copy of a Resolution of the Directors

OF

ITML PLASTIC TECHNOLOGY INCORPORATED

(the "Corporation")

AMALGAMATION

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation do amalgamate with its Subsidiaries as at the close of business on the 31st day of October, 2006 under the provisions of Section 177 (1) of the *Business Corporations Act* (Ontario) and to continue as one corporation under the terms and conditions hereinafter set out.
2. The name of the Amalgamated Corporation shall be ITML Horticultural Products Inc.
3. The registered office of the Amalgamated Corporation shall be 75 Plant Farm Boulevard, P.O. Box 265, Brantford, Ontario N3T 5M8.
4. The minimum number of directors shall be one (1) and the maximum number shall be ten (10).
5. There shall be no restriction on the business of the corporation or on the powers of the corporation.
6. The Articles and By-laws of ITML Plastic Technology Incorporated shall, so far as applicable, be the Articles and By-laws of the Amalgamated Corporation, until repealed, amended, altered or added to.
7. The Amalgamated Corporation shall possess all the property, rights, privileges, franchises and other assets and shall be subject to all liabilities, contracts, disabilities and debts of each of the amalgamating corporations.

8. All rights of creditors against the property, rights and assets of the amalgamating corporations and all liens upon their property, rights and assets shall be unimpaired by such amalgamation and all debts, contracts, liabilities and duties of the amalgamating corporations shall thenceforth attach to the Amalgamated Corporation and may be enforced against it.
9. No action or proceeding by or against any of the amalgamating corporations shall abate or be affected by such amalgamation.
10. Upon the directors of the Subsidiaries passing a resolution approving the amalgamation in, *mutatis mutandis*, the same terms and conditions as contained in these resolutions, any officer or director of the Corporation is authorized to execute together with the authorized officers of the Subsidiaries, Articles of Amalgamation, in duplicate, and to file same with the Minister for the purpose of bringing such amalgamation into effect.
11. The issued and outstanding Common shares of the Corporation shall be converted into the issued and outstanding Common shares of the Amalgamated Corporation.
12. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
13. Effective upon the issuance of a certificate of amalgamation pursuant to subsection 178(4) of the Act, all shares of the authorized capital of the Subsidiaries, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution passed by the Directors of ITML PLASTIC TECHNOLOGY INCORPORATED on the 25th day of October, 2006.



EDWARD HENSEN, President

SCHEDULE B

CERTIFIED COPY OF A RESOLUTION OF THE DIRECTORS

OF

ITML HORTICULTURAL PRODUCTS INCORPORATED

(the "Corporation")

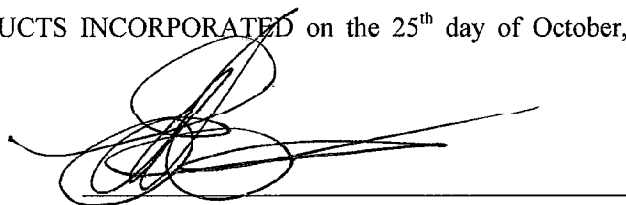
AMALGAMATION

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation do amalgamate with ITML PLASTIC TECHNOLOGY INCORPORATED, KORD PRODUCTS INC. and DEKKA RESINS INC. as at the close of business on the 31st day of October, 2006 under the provisions of Section 177 (1) of the *Business Corporations Act* (Ontario) and to continue as one corporation under the terms and conditions hereinafter set out.
2. The name of the Amalgamated Corporation shall be ITML HORTICULTURAL PRODUCTS INC..
3. The registered office of the Amalgamated Corporation shall be 75 Plant Farm Boulevard, P.O. Box 265, Brantford, Ontario N3T 5M8.
4. The minimum number of directors shall be one (1) and the maximum number shall be ten (10).
5. There shall be no restriction on the business of the corporation or on the powers of the corporation.
6. The Articles and By-laws of ITML PLASTIC TECHNOLOGY INCORPORATED shall, so far as applicable, be the Articles and By-laws of the Amalgamated Corporation, until repealed, amended, altered or added to.
7. The Amalgamated Corporation shall possess all the property, rights, privileges, franchises and other assets and shall be subject to all liabilities, contracts, disabilities and debts of each of the amalgamating corporations.

8. All rights of creditors against the property, rights and assets of the amalgamating corporations and all liens upon their property, rights and assets shall be unimpaired by such amalgamation and all debts, contracts, liabilities and duties of the amalgamating corporations shall thenceforth attach to the Amalgamated Corporation and may be enforced against it.
9. No action or proceeding by or against any of the amalgamating corporations shall abate or be affected by such amalgamation.
10. Upon the directors of ITML PLASTIC TECHNOLOGY INCORPORATED, KORD PRODUCTS INC. and DEKKA RESINS INC. passing a resolution approving the amalgamation in, *mutatis mutandis*, the same terms and conditions as contained in these resolutions, any director or officer of the Corporation is authorized to execute together with the authorized officers of ITML PLASTIC TECHNOLOGY INCORPORATED, KORD PRODUCTS INC. and DEKKA RESINS INC., Articles of Amalgamation, in duplicate, and to file same with the Minister for the purpose of bringing such amalgamation into effect.
11. The shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
12. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
13. Effective upon the issuance of a certificate of amalgamation pursuant to subsection 178(4) of the Act, all shares of the authorized capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution passed by the Directors of ITML HORTICULTURAL PRODUCTS INCORPORATED on the 25th day of October, 2006.



EDWARD HENSEN, President

SCHEDULE B

CERTIFIED COPY OF A RESOLUTION OF THE DIRECTORS

OF

KORD PRODUCTS INC.

(the "Corporation")

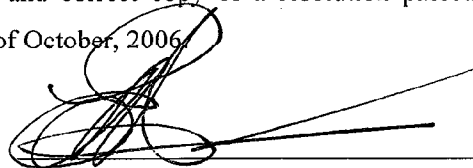
AMALGAMATION

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation do amalgamate with ITML PLASTIC TECHNOLOGY INCORPORATED, ITML HORTICULTURAL PRODUCTS INCORPORATED and DEKKA RESINS INC. as at the close of business on the 31st day of October, 2006 under the provisions of Section 177 (1) of the *Business Corporations Act* (Ontario) and to continue as one corporation under the terms and conditions hereinafter set out.
2. The name of the Amalgamated Corporation shall be ITML HORTICULTURAL PRODUCTS INC..
3. The registered office of the Amalgamated Corporation shall be 75 Plant Farm Boulevard, P.O. Box 265, Brantford, Ontario N3T 5M8.
4. The minimum number of directors shall be one (1) and the maximum number shall be ten (10).
5. There shall be no restriction on the business of the corporation or on the powers of the corporation.
6. The Articles and By-laws of ITML PLASTIC TECHNOLOGY INCORPORATED shall, so far as applicable, be the Articles and By-laws of the Amalgamated Corporation, until repealed, amended, altered or added to.
7. The Amalgamated Corporation shall possess all the property, rights, privileges, franchises and other assets and shall be subject to all liabilities, contracts, disabilities and debts of each of the amalgamating corporations.

8. All rights of creditors against the property, rights and assets of the amalgamating corporations and all liens upon their property, rights and assets shall be unimpaired by such amalgamation and all debts, contracts, liabilities and duties of the amalgamating corporations shall thenceforth attach to the Amalgamated Corporation and may be enforced against it.
9. No action or proceeding by or against any of the amalgamating corporations shall abate or be affected by such amalgamation.
10. Upon the directors of ITML PLASTIC TECHNOLOGY INCORPORATED, ITML HORTICULTURAL PRODUCTS INCORPORATED and DEKKA RESINS INC. passing a resolution approving the amalgamation in, *mutatis mutandis*, the same terms and conditions as contained in these resolutions, any director or officer of the Corporation is authorized to execute together with the authorized officers of ITML PLASTIC TECHNOLOGY INCORPORATED, ITML HORTICULTURAL PRODUCTS INCORPORATED and DEKKA RESINS INC., Articles of Amalgamation, in duplicate, and to file same with the Minister for the purpose of bringing such amalgamation into effect.
11. The shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
12. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
13. Effective upon the issuance of a certificate of amalgamation pursuant to subsection 178(4) of the Act, all shares of the authorized capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution passed by the Directors of KORD PRODUCTS INC. on the 25th day of October, 2006.



EDWARD HENSEN, President

SCHEDULE B

Certified Copy of a Resolution of the Directors

OF

DEKKA RESINS INC.

(the "Corporation")

AMALGAMATION

NOW THEREFORE BE IT RESOLVED THAT:


1. The Corporation do amalgamate with ITML PLASTIC TECHNOLOGY INCORPORATED, ITML HORTICULTURAL PRODUCTS INCORPORATED and KORD PRODUCTS INC. as at the close of business on the 31st day of October, 2006 under the provisions of Section 177 (1) of the *Business Corporations Act* (Ontario) and to continue as one corporation under the terms and conditions hereinafter set out.
2. The name of the Amalgamated Corporation shall be ITML HORTICULTURAL PRODUCTS INC..
3. The registered office of the Amalgamated Corporation shall be 75 Plant Farm Boulevard, P.O. Box 265, Brantford, Ontario N3T 5M8.
4. The minimum number of directors shall be one (1) and the maximum number shall be ten (10).
5. There shall be no restriction on the business of the corporation or on the powers of the corporation.
6. The Articles and By-laws of ITML PLASTIC TECHNOLOGY INCORPORATED shall, so far as applicable, be the Articles and By-laws of the Amalgamated Corporation, until repealed, amended, altered or added to.
7. The Amalgamated Corporation shall possess all the property, rights, privileges, franchises and other assets and shall be subject to all liabilities, contracts, disabilities and debts of each of the amalgamating corporations.

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8. All rights of creditors against the property, rights and assets of the amalgamating corporations and all liens upon their property, rights and assets shall be unimpaired by such amalgamation and all debts, contracts, liabilities and duties of the amalgamating corporations shall thenceforth attach to the Amalgamated Corporation and may be enforced against it.
9. No action or proceeding by or against any of the amalgamating corporations shall abate or be affected by such amalgamation.
10. Upon the directors of ITML PLASTIC TECHNOLOGY INCORPORATED, ITML HORTICULTURAL PRODUCTS INCORPORATED and KORD PRODUCTS INC. passing a resolution approving the amalgamation in, *mutatis mutandis*, the same terms and conditions as contained in these resolutions, any director or officer of the Corporation is authorized to execute together with the authorized officers of ITML PLASTIC TECHNOLOGY INCORPORATED, ITML HORTICULTURAL PRODUCTS INCORPORATED and KORD PRODUCTS INC., Articles of Amalgamation, in duplicate, and to file same with the Minister for the purpose of bringing such amalgamation into effect.
11. The shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
12. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
13. Effective upon the issuance of a certificate of amalgamation pursuant to subsection 178(4) of the Act, all shares of the authorized capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution passed by the Directors of DEKKA RESINS INC. on the 25th day of October, 2006.



EDWARD HENSEN, President

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