

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/30/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
339229 ONTARIO INC.		03/30/2009	CORPORATION: CANADA

**RECEIVING PARTY DATA**

Name:	SHER-WOOD HOCKEY INC.
Street Address:	2745 SHERWOOD STREET
City:	SHERBROOKE, QUEBEC
State/Country:	CANADA
Postal Code:	J1K 1E1
Entity Type:	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	0949741	SHER-WOOD
Registration Number:	1804525	INGLASCO
Registration Number:	1775342	SHER-WOOD
Registration Number:	1867381	SHER-WOOD
Registration Number:	1248471	P.M.P. 5030

**CORRESPONDENCE DATA**

Fax Number: (703)739-9577  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 703-739-4900  
 Email: MPETRY@STITES.COM  
 Correspondent Name: MARVIN PETRY  
 Address Line 1: 1199 NORTH FAIRFAX STREET  
 Address Line 2: SUITE 900  
 Address Line 4: ALEXANDRIA, VIRGINIA 22314

**OP \$140.00 0949741**

ATTORNEY DOCKET NUMBER:	108LT-0000
DOMESTIC REPRESENTATIVE	
Name:	MARVIN PETRY
Address Line 1:	1199 NORTH FAIRFAX STREET
Address Line 2:	SUITE 900
Address Line 4:	ALEXANDRIA, VIRGINIA 22314
NAME OF SUBMITTER:	MARVIN PETRY
Signature:	/MP/
Date:	12/09/2009
<p>Total Attachments: 11</p> <p>source=3#page1.tif</p> <p>source=3#page2.tif</p> <p>source=3#page3.tif</p> <p>source=3#page4.tif</p> <p>source=3#page5.tif</p> <p>source=3#page6.tif</p> <p>source=3#page7.tif</p> <p>source=3#page8.tif</p> <p>source=3#page9.tif</p> <p>source=3#page10.tif</p> <p>source=3#page11.tif</p>	



Ministry of  
Government Services

Ministère des  
Services gouvernementaux

**CERTIFICATE**

**CERTIFICAT**

This is to certify that those articles  
are effective on

Ceci certifie que les présents statuts  
entrent en vigueur le

**1794342**

**MARCH 31 MARS, 2009**

*K. — Cay*  
Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

*BIC*

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

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):

S	H	E	R	-	W	O	O	D	H	O	C	K	E	Y	I	N	C	.
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

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

15 Stockdale Crescent

(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)

Richmond Hill

Ontario

L4C 3T1

(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

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

Dean Topolinski

15 Stockdale Crescent  
Richmond Hill, Ontario L4C 3T1

Yes

SCHEDULE "B"

CERTIFIED COPY OF

RESOLUTIONS OF THE DIRECTORS  
OF  
339229 ONTARIO INC.

AMALGAMATION

WHEREAS the Corporation, **339229 ONTARIO INC.** is a wholly-owned subsidiary of and has decided to amalgamate with **SHER-WOOD HOCKEY INC.**, pursuant to subsection 177(1) of the *Business Corporations Act*.

BE IT RESOLVED THAT:

1. The amalgamation of the Corporation with **SHER-WOOD HOCKEY INC.**, under the *Business Corporations Act* pursuant to subsection 177(1) thereof, as of **March 31, 2009**, be and the same is hereby approved;
2. Upon the endorsement of a certificate of amalgamation pursuant to subsection 178(4) of the *Business Corporations Act*, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, will be and the same shall be hereby cancelled without any repayment of capital in respect thereof;
3. The name of the amalgamated corporation shall be **SHER-WOOD HOCKEY INC.**
4. The Articles of Amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation of **SHER-WOOD HOCKEY INC.**;
5. The by-laws of the amalgamated corporation shall be the same as the by-laws of the amalgamating Corporation, **SHER-WOOD HOCKEY INC.**;
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. The proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act*, as evidenced by their signatures hereto.

DATE: March 30, 2009.

C E R T I F I C A T E

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution of **339229 ONTARIO INC.** which was duly consented to by all the directors of the Corporation on March 30, 2009, and that the said resolution remains in full force and effect, unamended, at the date hereof.

DATE: March 30, 2009.

  
Secretary - John Pagotto



# FEIGE NAWROCKI LLP

Barristers & Solicitors

Suite 3300  
130 Adelaide Street West  
Toronto, Ontario M5H 3P5

Tel: 416-366-8833  
Fax: 416-366-3992

R. Eric Feige, LL.B.  
Ext. 211  
feige@fnlawyers.com

Assistant - Ext. 214

**1794342**

Refer to File No: 5388

March 31, 2009

Companies and Personal Property Security Branch  
Ministry of Consumer and Business Services  
393 University Avenue, Suite 200  
TORONTO, Ontario  
M5G 2M2

111 5532-6

Dear Sirs:

**Re: Articles of Amalgamation – Sher-Wood Hockey Inc.**

We enclose herewith Articles of Amalgamation, in duplicate, in respect of the above-noted proposed corporation, along with our cheque in the sum of \$330.00 representing the filing fee. We would appreciate the document being dated today, MARCH 31, 2009.

Kindly issue your certificate of amalgamation and affix same to the duplicate Articles, and return them to the bearer.

Yours very truly,

**FEIGE NAWROCKI LLP**

R. Eric Feige

RE:fa  
Enclosure: Articles of Amalgamation, in duplicate  
Cheque - \$330.00

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

Sher-Wood Hockey Inc.

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Month / mois Day / jour
SHER-WOOD HOCKEY INC.	1770600	2009-Mar-30
339229 ONTARIO INC.	339229	2009-Mar-30

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 shares of one class designated as 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 :*

## COMMON SHARES

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

(a) **Payment of Dividends:** The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or ratably with the common shares, the board of directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

(b) **Participation upon Liquidation, Dissolution or Winding-Up:** In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or ratably with the common shares, be entitled to participate ratably in any distribution of the assets of the Corporation.

(c) **Voting Rights:** The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation, other than meetings of the holders of another class or series of shares, and to one vote in respect of each common share held at all such meetings.



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 :*

No shares shall be transferred without either:

- (a) the previous consent of the directors of the Corporation expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the previous consent of the holders of at least 51% of the shares for the time being outstanding and entitled to vote expressed by resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by such shareholders.

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

#### NUMBER OF SHAREHOLDERS

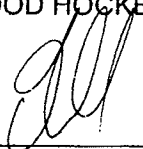
The number of shareholders of the Corporation, exclusive of accredited investors, current or former directors, officers or employees of the Corporation or an affiliated entity, or current or former consultants of the Corporation, who in each case beneficially own only securities issued as compensation or under an incentive plan, is limited to not more than thirty-five (35), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.

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.*

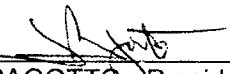
These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

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.*

SHER-WOOD HOCKEY INC.

Per:   
DEAN TOPOLINSKI - Chairman

339229 ONTARIO INC.

Per:   
JOHN PAGOTTO - President

**SCHEDULE "A"**

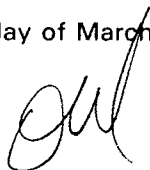
**STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF THE  
BUSINESS CORPORATIONS ACT**

**IN THE MATTER OF** the Amalgamation of  
Sher-Wood Hockey Inc. and 339229 Ontario Inc.  
pursuant to the *Business Corporations Act*, Section 177(1)

I, **DEAN TOPOLINSKI**, of the Town of Richmond Hill, Province of Ontario,  
hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am the Chairman and a Director of **SHER-WOOD HOCKEY INC.**, one of the amalgamating corporations (hereinafter called the "Corporation") and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements hereinafter set forth;
5. There are reasonable grounds for believing that:
  - (i) the Corporation is, and the corporation to be formed by the amalgamation will be, able to pay its liabilities as they become due; and
  - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
6. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the amalgamation; and
7. Based on the statements made above, the Corporation is not obligated to give notice to any creditor.

This Statement is made this 30<sup>th</sup> day of March, 2009.



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**Dean Topolinski** – Chairman and Director  
of Sher-Wood Hockey Inc.

**SCHEDULE "A"**

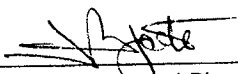
**STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF THE  
BUSINESS CORPORATIONS ACT**

**IN THE MATTER OF** the Amalgamation of  
Sher-Wood Hockey Inc. and 339229 Ontario Inc.  
pursuant to the *Business Corporations Act*, Section 177(1)

I, **JOHN PAGOTTO**, of the City of Montreal, Province of Quebec, hereby  
certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am the President and a Director of **339229 ONTARIO INC.**, one of the amalgamating corporations (hereinafter called the "**Corporation**") and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements hereinafter set forth;
5. There are reasonable grounds for believing that:
  - (i) the Corporation is, and the corporation to be formed by the amalgamation will be, able to pay its liabilities as they become due; and
  - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
6. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the amalgamation; and
7. Based on the statements made above, the Corporation is not obligated to give notice to any creditor.

This Statement is made this 30<sup>th</sup> day of March, 2009.

  
\_\_\_\_\_  
**John Pagotto** - President and Director  
of 339229 Ontario Inc.

SCHEDULE "B"

CERTIFIED COPY OF

RESOLUTIONS OF THE DIRECTORS  
OF  
SHER-WOOD HOCKEY INC.

AMALGAMATION

WHEREAS 339229 ONTARIO INC. (the "Subsidiary") is a wholly-owned subsidiary of the Corporation and have decided to amalgamate with the Corporation pursuant to subsection 177(1) of the *Business Corporations Act*.

BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and the Subsidiary under the *Business Corporations Act* pursuant to subsection 177(1) thereof, as of **March 31, 2009**, be and the same is hereby approved;
2. Upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act*, all shares in the capital of the Subsidiary, including all shares which have been issued and are outstanding at the date hereof, will be and the same shall be hereby cancelled without any repayment of capital in respect thereof;
3. The name of the amalgamated corporation shall be **SHER-WOOD HOCKEY INC.**
4. The Articles of Amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation of **SHER-WOOD HOCKEY INC.**;
5. The by-laws of the amalgamated corporation shall be the same as the by-laws of the amalgamating Corporation, **SHER-WOOD HOCKEY INC.**;
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. The proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act*, as evidenced by their signatures hereto.

DATE: March 30, 2009

CERTIFICATE

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution of **SHER-WOOD HOCKEY INC.** which was duly consented to by all the directors of the Corporation on March 30, 2009, and that the said resolution remains in full force and effect, unamended, at the date hereof.

DATE: March 30, 2009.



Secretary - Dean Topolinski