

07-30-1998



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7-28-98*

PATENT RECORDATION FORM COVER SHEET

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

- 1. Name of conveying party: H.J. Langen & Sons Limited
- 2. Name and address of receiving party: H.J. Langen Inc.
6154 Kestrel Road
Mississauga, Ontario
L5T 1Z2
- 3. Nature of conveyance: Amalgamation
Execution date: November 1, 1994
- 4. Patent Nos.: 4,159,610 + 21 Others (see attached schedule)
- 5. Correspondence concerning this document should be mailed to:

Blake, Cassels & Graydon
Barristers and Solicitors
Box 25, Commerce Court West
Toronto, Canada
M5L 1A9

Attention: Mary G. Manocchio

- 6. Total number of patents and applications involved: 22
- 7. Total fee: (37 CFR § 3.41): \$880.00

The total fee is enclosed. Please charge any additional fees which may be required for this submission and for which no cheque is enclosed, or credit any overpayment to the deposit account listed in paragraph 8.

- 8. Deposit Account No. 02-2553.
- 9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Name of Person Signing: Mary G. Manocchio

Mary G. Manocchio
Signature

July 24, 1998
Date

07/29/1998 TTB 11 00000003 4159610

01 FC:581

880.00 OP

SCHEDULE

PATENT NO.	TITLE
4,159,610	Improvements in Closure Mechanism for Closing End of Loaded Cartons
4,184,413	Method and Apparatus for Manufacturing A Bag and Delivering A Bag in An Open Configuration to A Check-out Counter
4,189,089	Bag Having Sides Seamed by Complimentary Bands of Cohesive Material
4,221,107	Machine for Forming Wrap-around Shipper Packages
4,221,321	Paperbag Having Articulated Handle
4,230,204	Checkout Counter with Bag Delivery Means
4,274,245	Checkout Counter
4,306,633	Bag Transfer Mechanism
4,308,020	Mandrel of Wrap-around Carton Forming Machine to Provide Tight Fit About Enclosed Item
4,342,808	Roll Stock for Use in Manufacture of Bag
4,354,590	Spacer Escalator for Spacing Loads in Carton Loading Machine
4,440,294	Conveyor
4,509,309	Load Orienting Receptacle for Carton Loading Machine
4,537,587	Carton Opening Mechanism
4,759,167	Packaging Machine
4,835,947	Load Accumulator for Carton Loading Machine
4,872,301	Packaging Machines
4,893,707	Chain Conveyors
4,922,688	Load Settling Mechanism for Carton Loading Machines

4,924,654	Packaging Machinery and A Method of Making A Wrap-around Shipper Package
4,936,077	Carton Loading Machine
5,018,334	Carton Loading Machine Having Load Accumulator



Relations

Division
Companies Branch
200
393 University Ave
Toronto ON M5G 2M2

Ministère de
la Consommation
et du Commerce

Direction des affaires commerciales
Direction des compagnies
Bureau 200
393 ave University
Toronto ON M5G 2M2



Certified a true copy of... 18...
page(s) of document(s) from
the records of the Companies
Branch of the Province of
Ontario.

Copie certifiée conforme de... 18...
page(s) de document(s) provenant
des dossiers de la Direction des
Compagnies de la Province
d'Ontario.

ant D. [Signature]

Controller of Records
COMPANIES BRANCH
MINISTRY OF CONSUMER
AND COMMERCIAL RELATIONS
TORONTO, ONTARIO

Contrôleur des Dossiers
DIRECTION DES COMPAGNIES
MINISTÈRE DE LA CONSOMMATION
ET DU COMMERCE
TORONTO, ONTARIO



1102653

NOVEMBER 01 NOVEMBRE, 1994

Handwritten signature

Trans Code A 18	Line No 0 20	Stat 0 28	Comm Type A 29	Method Incorp 3 30	Share S 31
Notice Req'd N 32	Jurisdiction ONTARIO 33			A 37	

ARTICLES OF AMALGAMATION
 STATUTS DE FUSION

Form 4
 Business
 Corporations
 Act,
 1982
 Formule
 numéro 4
 Loi de 1982
 sur les
 compagnies

1 The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

H . J . L A N G E N I N C .

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

6154 Kestrel Road

(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)

Mississauga, Ontario

L 5 T 1 Z 2

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

(Postal Code)
 (Code Postal)

Regional Municipality of Peel

voir dans le/la

(Name of Municipality
 Geographical Township)
 (Nom de la municipalité
 du canton)

(County, District, Regional
 Municipality)
 (Comté, district, municipalité
 régionale)

3 Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

MINIMUM - ONE (1) MAXIMUM - FIFTEEN (15)

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

First name, initials and surname
Prenom, initiales et nom de famille

Residence address, giving Street & No. or R.R. No., Municipality and Postal Code
Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal

Resident Canadian State
 Yes or No
Résident Canadien
 Oui/Non

SEE PAGE 1 (a) ATTACHED

4. The directors are:

<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
Ronald Joseph Langen	20 Mobray Place Brampton, Ontario L6W 4M5	Yes
Herman John Paul Langen	47 Hartford Trail Brampton, Ontario L6W 4J9	Yes
Jacobus J. Langen, Jr.	7174 Bendigo Circle Mississauga, Ontario L5N 1Z5	Yes
Herman Joseph Langen	4 McArthur Heights Brampton, Ontario L6Z 3N3	Yes
Bernard Anthony Langen	34 Nottingham Crescent Brampton, Ontario L6S 4G4	Yes
Ronald Langen	21 Chilcot Avenue Rexdale, Ontario M2W 1T9	Yes
Jack Langen	10 Ringway Crescent Rexdale, Ontario M9W 1X3	Yes

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 175(4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 175(4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 176 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 176 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs.

and are more particularly set out in these articles

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
834955 ONTARIO LIMITED	834955	October 28, 1994
H. J. LANGEN & SONS LIMITED	643188	October 28, 1994
H. J. LANGEN & SONS INC.	436164	October 28, 1994
LANGENPAC-KYOTO INC.	887579	October 28, 1994
389768 ONTARIO LIMITED	389768	October 28, 1994

- 6 Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise *Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

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 compagnie est autorisée à émettre.*

The corporation shall be authorized to issue an unlimited number of one class of 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 is to 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:

NIL

9. The issue, transfer or ownership of shares is/ie not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'action est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

That, except in the case of a transfer of shares from a deceased shareholder to his personal representative, no transfer of any share shall be effective without either,

- (a) the previous consent of the directors of the Corporation expressed by a resolution passed by the board of directors, or by an instrument or instruments in writing signed by all the directors, or
- (b) the previous consent of the holders of the shares having voting rights for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by all the shareholders having voting rights.

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 the employment of the Corporation 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 hereby limited to fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.

(b) The Corporation is hereby prohibited from making an invitation to the public to subscribe for any securities of the Corporation.

- (c) The board of directors of the Corporation may from time to time:
- (i) borrow money upon the credit of the Corporation;
 - (ii) limit or increase the amount to be borrowed;
 - (iii) issue debentures or other securities of the Corporation;
 - (iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
 - (v) secure any debentures or other securities or any other present or future borrowing or liability of the Corporation by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable, property of the Corporation and the undertaking and rights of the Corporation; and
 - (vi) delegate any or all of the foregoing powers to such officers or directors of the Corporation to such extent and in such manner as the board of directors may from time to time determine.

11. The statements required by subsection 177(2) of the Business Corporations Act are attached as Schedule "A"

Les déclarations exigées aux termes du paragraphe 177 (2) de la Loi sur les compagnies 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 compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

834955 ONTARIO LIMITED

Per: _____

Director

H. J. LANGEN & SONS LIMITED

Per: _____

Director

H. J. LANGEN & SONS INC.

Per: _____

Director

LANGENPAC-KYOTO INC.

Per: _____

Director

389768 ONTARIO LIMITED

Per: _____

Vice-President

SCHEDULE "A"

IN THE MATTER OF THE AMALGAMATION OF
834955 ONTARIO LIMITED ("Ontario")
H. J. LANGEN & SONS LIMITED ("Langen")
H. J. LANGEN & SONS INC. ("HJL")
LANGENPAC-KYOTO INC. ("Langenpac")
389768 ONTARIO LIMITED ("389768")

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

I, Bernard A. Langen, of the City of Brampton, in the Regional Municipality of Peel, 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 a director of Ontario, Langen, HJL and Langenpac and Vice-President of 389768 and as such have knowledge of their affairs.
3. I have conducted such examination of the books and records of Ontario, Langen, HJL, Langenpac and 389768 as is necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) each of Ontario, Langen, HJL, Langenpac and 389768 and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and
 - (ii) the reasonable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of Ontario, Langen, HJL, Langenpac or 389768 will be prejudiced by the amalgamation.

DATED this 28th day of October, 1994.



Bernard A. Langen

Schedule "B"

THIS AGREEMENT made this 21st day of October, 1994.

B E T W E E N:

834955 ONTARIO LIMITED, a corporation amalgamated pursuant to the laws of the Province of Ontario,

(hereinafter called "Ontario")

OF THE FIRST PART

-and-

H. J. LANGEN & SONS LIMITED, a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "Langen")

OF THE SECOND PART

- and -

H. J. LANGEN & SONS INC., a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "HJL")

OF THE THIRD PART

- and -

LANGENPAC-KYOTO INC., a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "Langenpac")

OF THE FOURTH PART

- and -

389768 ONTARIO LIMITED, a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "389768")

OF THE FIFTH PART

PATENT

REEL: 9342 FRAME: 0174

WHEREAS Ontario, Langen, HJL, Langenpac and 389768 were incorporated under predecessor legislation of the Act and are governed by the Act;

AND WHEREAS Ontario, Langen, HJL, Langenpac and 389768, acting under the authority contained in the Act, have agreed to amalgamate upon the terms and conditions hereinafter set out;

AND WHEREAS the parties have each made full disclosure to one another of all their respective assets and liabilities;

AND WHEREAS the authorized capital of Ontario consists of an unlimited number of shares of one class of which 605 shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Langen consists of an unlimited number of shares of one class of which 10,000 shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of HJL consists of an unlimited number of common shares of which 620,756 common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Langenpac consists of an unlimited number of shares of one class of which 50,000 shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of 389768 consists of 320 Class A preference shares, 2000 Class B preference shares, 2000 Class C preference shares and 4000 common shares of which 1 common share is issued and outstanding as fully paid and non-assessable;

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

NOW THEREFORE THIS AGREEMENT WITNESSETH as follows:

1. In this Agreement:
 - (a) "Amalgamating Corporations" means Ontario, Langen, HJL, Langenpac and 389768, the parties hereto;
 - (b) "Amalgamated Corporation" means the corporation continuing from the amalgamation of the Amalgamating Corporations;
 - (c) "Amalgamation Agreement" or "Agreement" means this Amalgamation Agreement; and
 - (d) "Act" means the Business Corporations Act, R.S.O. 1990, c.B.16, as amended.
2. The Amalgamating Corporations and each of them do hereby agree to amalgamate, as of the close of business on the 31st day of October, 1994, 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 shall be H. J. LANGEN INC.
4. The registered office of the Amalgamated Corporation shall be at the Regional Municipality of Peel, in the Province of Ontario.
5. The address of the registered office shall be:
6154 Kestrel Road, Mississauga, Ontario L5T 1Z2

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

7. The by-laws of the Amalgamated Corporation shall be the by-laws of Ontario. The proposed by-laws of the Amalgamated Corporation may be examined at the following address:

135 Queens Plate Drive, Suite 600, Etobicoke, Ontario M9W 6V7

8. The Amalgamated Corporation is authorized to issue an unlimited number of one class of shares.

9. The authorized but unissued shares and the issued and outstanding shares in the capital of the Amalgamating Corporations shall be respectively cancelled and/or converted into issued shares in the capital of the Amalgamated Corporation as follows:

- (a) The 605 issued and outstanding shares in the capital of Ontario shall be converted into 605 shares of the Amalgamated Corporation;
- (b) The 10,000 issued and outstanding shares in the capital of Langen shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (c) The 620,756 issued and outstanding common shares in the capital of HJL shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (d) The 50,000 issued and outstanding shares in the capital of Langenpac shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;

- (e) The 1 issued and outstanding common share in the capital of 389768 shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation; and
- (f) The remaining authorized but unissued shares of each of the Amalgamating Corporations shall be cancelled.

After the filing of Articles of Amalgamation in respect of this Agreement and the endorsement of a Certificate of Amalgamation in respect thereof, the shareholders of the Amalgamating Corporations shall, when requested by the Amalgamated Corporation, surrender the certificates representing the 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.

10. The stated capital of the shares of the Amalgamated Corporation issued on conversion of the shares of the Amalgamating Corporations pursuant to paragraph 9 hereof shall be as follows:

<u>Shares of Amalgamated Corporation</u>	<u>Stated Capital</u>
605 shares issued on conversion of 605 shares of Ontario	\$605.00

11. (a) The right to transfer shares of the Amalgamated Corporation shall be restricted in that, except in the case of a transfer of shares from a deceased shareholder to his personal representative, no transfer of any share shall be effective without either,
- (i) the previous consent of the directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all the directors, or

- (ii) the previous consent of the holders of the shares having voting rights for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by all the shareholders having voting rights.

(b) The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in the employment of the Amalgamated Corporation and exclusive of persons who having been formerly in the employment of the Amalgamated Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is hereby limited to fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.

(c) The Amalgamated Corporation is hereby prohibited from making an invitation to the public to subscribe for any securities of the Amalgamated Corporation.

(d) The board of directors of the Amalgamated Corporation may from time to time:

- (i) borrow money upon the credit of the Amalgamated Corporation;
- (ii) limit or increase the amount to be borrowed;
- (iii) issue debentures or other securities of the Amalgamated Corporation;
- (iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (v) secure any debentures or other securities or any other present or future borrowing or liability of the Amalgamated Corporation by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently

acquired real and personal, moveable and immoveable, property of the Amalgamated Corporation and the undertaking and rights of the Amalgamated Corporation; and,

- (vi) delegate any or all of the foregoing powers to such officers or directors of the Amalgamated Corporation to such extent and in such manner as the board of directors may from time to time determine.

12. The board of directors of the Amalgamated Corporation shall consist of a minimum of one (1) director and a maximum of fifteen (15) directors, until changed in accordance with the Act. Until changed by special resolution of the shareholders of the Amalgamated Corporation or if the directors of the Amalgamated Corporation are so authorized by special resolution of the shareholders of the Amalgamated Corporation, by resolution of the said directors, the board of directors of the Amalgamated Corporation shall consist of seven (7) directors, and the first directors of the Amalgamated Corporation shall be the following:

<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
Ronald Joseph Langen	20 Mobray Place Brampton, Ontario L6W 4M5	Yes
Herman John Paul Langen	47 Hariford Trail Brampton, Ontario L6W 4J9	Yes
Jacobus J. Langen, Jr.	7174 Bendigo Circle Mississauga, Ontario L5N 1Z5	Yes
Herman Joseph Langen	4 McArthur Heights Brampton, Ontario L6Z 3N3	Yes
Bernard Anthony Langen	34 Nottingham Crescent Brampton, Ontario L6S 4G4	Yes

Ronald Langen	21 Chilcot Avenue Rexdale, Ontario M2W 1T9	Yes
Jack Langen	10 Ringwav Crescent Rexdale, Ontario M9W 1X3	Yes

The said first directors shall hold office until the first annual meeting of the Amalgamated Corporation or until their successors are elected or appointed. The subsequent directors shall be elected each year thereafter by ordinary resolution 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 the Act.

13. Upon the shareholders of the Amalgamating Corporations respectively adopting this Amalgamation Agreement in accordance with the requirements of the Act, and subject to paragraph 15 hereof, Articles of Amalgamation in the prescribed form shall be sent to the Director under the Act.

14. Upon the endorsement of the Certificate of Amalgamation under the Act:

(a) the Amalgamating Corporations are amalgamated and shall continue as one corporation effective on that date under the terms and conditions prescribed in this Amalgamation Agreement;

(b) the Amalgamated Corporation shall possess all the property, rights, privileges and franchises and will be subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts disabilities and debts of each of the Amalgamating Corporations;

(c) a conviction against, or ruling, order or judgement in favour of or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;

(d) 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;

(e) 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.

15. This Amalgamation Agreement may be terminated by the board of directors of either of the Amalgamating Corporations, notwithstanding the approval of this Agreement by the shareholders of such Amalgamating Corporation, at any time prior to the endorsement of a Certificate of Amalgamation in respect of this Amalgamation Agreement.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties hereto under their respective corporate seals as witnessed by the signatures of their proper officers in that behalf.

834955 ONTARIO LIMITED

Per: " B. LANGEN "

Authorized signing officer

H. J. LANGEN & SONS LIMITED

Per: " B. LANGEN "

Authorized signing officer

H. J. LANGEN & SONS INC.

Per: " B. LANGEN "
Authorized signing officer

LANGENPAC-KYOTO INC.

Per: " B. LANGEN "
Authorized signing officer

389768 ONTARIO LIMITED

Per: " B. LANGEN "
Authorized signing officer

CORPLAKY001VAMAL K