

11-30-2000

Docket No.: 6494-GEN

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FORM PTO-1595 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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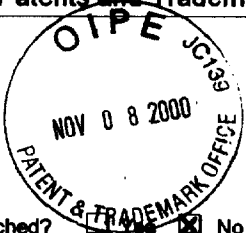
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Extrufix Inc.

MAD
11-8-00

Additional names(s) of conveying party(ies) attached? ☐ Yes ☒ No

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

Name: CPI Plastics Group Limited

Address: 979 Gana Court

3. Nature of conveyance:

☐ Assignment☐ Merger☐ Security Agreement☐ Change of Name☒ Other Articles of Amalgamation

Execution Date: January 01, 2000

City: Mississauga State/Prov.: ON

Country: CANADA ZIP: L5S 1N9

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

4. Application number(s) or registration numbers(s):

If this document is being filed together with a new application, the execution date of the application is: _____

Patent Application No.

Filing date

B. Patent No.(s)

4,760,983

5,551,654

Additional numbers attached? ☐ Yes ☒ No

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

Name: Adrian Zahl

Registration No. 35,774

Address: McFadden, Fincham

Suite 606, 225 Metcalfe Street

City: Ottawa State/Prov.: ON

Country: CANADA ZIP: K2P 1P9

6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 3.41):.....\$ 80.00

☒ Enclosed - Any excess or insufficiency should be credited or debited to deposit account☐ Authorized to be charged to deposit account

8. Deposit account number:

13-0398

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9. Statement and signature.

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.

Adrian Zahl

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 28

28

PATENT
REEL: 011260 FRAME: 0673



CANADA

PROVINCE OF ONTARIO

JUDICIAL DISTRICT

TO WIT:

I, **ROBERT A. DONALDSON**, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the City of Toronto in the said Province, **DO HEREBY CERTIFY** that the paper writing annexed hereto, which bears an impression of my seal is a true and correct copy of the **ARTICLES OF AMALGAMATION** dated January 1, 2000 for **CPI PLASTICS GROUP LIMITED** produced and shown to me, the said copy having been compared by me with the said original document, an act whereof being requested I have granted the same under my hand and notarial seal of office to serve and avail as occasion shall or may be required.

DATED at Mississauga, this 29th day of August, 2000.

ROBERT A. DONALDSON
a Notary Public in and for the
Province of Ontario

Ontario Consumer and
Commercial Relations

CERTIFICATE

This is to certify that these
articles are effective on

JANUARY 01

la Consommation
et du Commerce

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

JANVIER, 2000

Ontario Corporation Number
Numéro de la compagnie en Ontario

1393159

1.

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule
numero 4
Loi sur les
compagnies

ARTICLES OF AMALGAMATION STATUTS DE FUSION

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

C	P	I	P	L	A	S	T	I	C	S	G	R	O	U	P	L	I	M	I	T	E	D
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

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

979 GANA COURT

(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'édifice à bureaux, numéro du bureau)

MISSISSAUGA, ONTARIO

L 5 S 1 N 9

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

(Postal Code/Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
Such number not more than ten (10) nor less than one (1) as the board of directors may from time to time determine
4. The director(s) is/are: *Administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Peter L. Clark	125 Mildenhall Road Toronto, Ontario M4N 3H4	Yes
James D. Ellies	5 Sunnydene Crescent Toronto, Ontario M4N 3S5	Yes

Continued on attached page 1(a)

Ronald W. Mitchell	2-346 Park Lawn Road Toronto, Ontario M8Y 3K4	Yes
William G. Copland	41 Glengowan Road Toronto, Ontario M4N 1G1	Yes
Brian H. Pryce	354 Marble Point Road RR 2 Marmora, Ontario K0K 2M0	Yes
Patrick J. Lavelle	131 Bloor Street West Suite 815 Toronto, Ontario M5S 1S3	Yes
D. Campbell Deacon	9399 Warden Avenue Unionville, Ontario L6C 1M5	Yes
Susan M.T. McNerney	19 Blencartha Hill Markham, Ontario L6C 1G2	Yes

5. (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 compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (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 177 of the Business Corporations Act on the date set out below.

(B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of CPI Plastics Group Limited.

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

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>
CPI Plastics Group Limited	1311109 4311109 1161939	October 29th, 1999
Michael McNerney Inc.	709165	December 10th, 1999
562116 Ontario Limited	562116	December 10th, 1999
Extrufix Inc.	683881	December 10th, 1999
299522 Ontario Limited	299522	December 10th, 1999

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 compagnie.

3.

There shall be no restrictions on the business which the Corporation is authorized to carry on.

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 is authorized to issue an unlimited number of Multiple Voting Shares, an unlimited number of Subordinate Voting Shares, an unlimited number of First Preference Shares and an unlimited number of Second Preference Shares having attached thereto the rights, privileges, restrictions and conditions set for in Appendix A hereto.

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: are as set forth in Appendix A hereto

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:

4.

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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:* 5

Subject to the terms and conditions attaching to any such shares, there shall be no restrictions on the issue, transfer or ownership of shares of the Corporation.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

The board of directors of the Corporation without authorizaton of the shareholders of the Corporation may, from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired property and assets of the Corporation including without limiting the generality of the foregoing, real and personal property, movable and immovable property, tangible and intangible assets, book debts, rates, powers, franchises and undertakings, to secure any obligation of the Corporation.

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 compagnies constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as ~~XXXXXX~~ Schedules B-1 to B-5

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

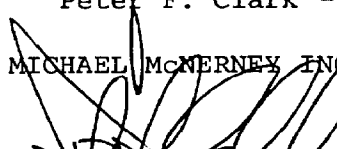
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

OPI PLASTICS GROUP LIMITED

by 
Peter F. Clark - Chairman


MICHAEL McNERNEY INC.

by 
Peter F. Clark - President

562116 ONTARIO LIMITED

by 
Peter F. Clark - President

EXTRUFIX INC.

by 
Peter F. Clark - Vice President

299522 ONTARIO LIMITED

by 
Peter F. Clark - President

APPENDIX A

SHARE PROVISIONS FOR THE MULTIPLE VOTING SHARES, SUBORDINATE VOTING SHARES, FIRST PREFERENCE SHARES AND SECOND PREFERENCE SHARES OF AMALCO

First Preference Shares

The rights, privileges, restrictions and conditions attaching to the First Preference Shares (the "First Preference Shares") shall be as follows:

1.1 Dividends. The holders of the First Preference Shares shall not be entitled as such to receive any dividends on such shares.

1.2 Voting and Notice Rights. The holders of the First Preference Shares shall be entitled to notice of all meetings of the shareholders of the Corporation. Subject to the provisions of the *Business Corporations Act* (Ontario) (the "Act"), the holders of the First Preference Shares shall not be entitled to vote at any meeting of the shareholders.

1.3 Retraction at the Option of the Holders of the First Preference Shares. Any holder of First Preference Shares shall be entitled to require the Corporation to redeem all or any part of the First Preference Shares registered in the name of the holder of such First Preference Shares, 30 days after giving written notice to the Corporation (the "Retraction Date").

1.4 Retraction Price. The price to be paid by the Corporation on any redemption of First Preference Shares under section 1.3 shall be \$4.22 per First Preference Share (the "Retraction Price").

1.5 Procedure on Retraction. On receipt of a written request by the holder of a First Preference Share, the Corporation shall, on the Retraction Date, redeem the shares by paying to the registered holder an amount equal to the Retraction Price for each First Preference Share redeemed. This payment shall be made by certified cheque payable at any branch in Canada at one of the Corporation's bankers for the time being. If a part only the First Preference Shares represented by any certificate is redeemed, a new certificate for the balance shall be issued by the Corporation at its expense.

1.6 Retraction Subject to Applicable Law. If the Corporation is not permitted, by insolvency provisions or other provisions of applicable law, or otherwise, to redeem all the First Preference Shares duly tendered by the holders of such First Preference Shares, the Corporation shall redeem only the maximum number of First Preference Shares which the directors of the Corporation determine the Corporation is then permitted to redeem. Such redemption will be made pro rata (disregarding fractions of shares) from each holder of tendered First Preference Shares according to the number of First Preference Shares tendered for redemption by each such holder and the Corporation shall issue and deliver to each such holder a new share certificate at the expense of the Corporation representing the First Preference Shares not redeemed by the Corporation.

1.7 Cessation of Rights The First Preference Shares shall be redeemed on the Retraction Date and from that date the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect of such shares, unless payment of the Retraction Price is not made on the Retraction Date, in which event the rights of the holders of such shares shall remain unaffected.

1.8 Conversion Rights. Upon and subject to the terms and conditions hereinafter set forth, the holders of First Preference Shares shall have the right, at any time, and from time to time, to convert all or any part of the First Preference Shares into fully paid and non-assessable Subordinate Voting Shares, upon the basis of one Subordinate Voting Share for each First Preference Share in respect of which the conversion right is exercised. The conversion right herein provided may be exercised by notice in writing given to the Corporation accompanied by a certificate or certificates representing First Preference Shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall, (A) be signed by the person registered on the books of the Corporation as the holder of the First Preference Shares in respect of which such right is being exercised or by his duly authorized attorney, and (B) specify the number of First Preference Shares which the holder desires to have converted. The holder shall also pay any governmental charges or tax imposed in respect of such transaction. Upon receipt of such notice, the Corporation shall issue certificates representing fully paid Subordinate Voting Shares upon the basis above prescribed and in accordance with the provisions hereof to the registered holder of the First Preference Shares represented by the certificate or certificates accompanying such notice. If less than all of the First Preference Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate for the First Preference Shares

representing the shares comprised in the original certificate which are not to be converted. All shares resulting from any conversion of fully paid First Preference Shares into Subordinate Voting Shares shall be deemed to be fully paid and non-assessable. No fractional interest in a Multiple Voting Share or a Subordinate Voting Share shall be issued as a result of any conversion of First Preference Shares nor shall any payment be made by the Corporation in cash or otherwise in lieu thereof

1.9 Effective Date of Conversion. Each holder of First Preference Shares whose shares are to be converted in whole or in part shall be deemed to have become the holder of record of the Subordinate Voting Shares into which such First Preference Shares are converted and shall, on the date of receipt by the Corporation of the certificate or certificates representing First Preference Shares to be converted as provided in section 1.8 above, be recorded in the Corporation's books and records as such. For all purposes, on the date of receipt by the Corporation of the certificate or certificates representing First Preference Shares to be converted as provided in section 1.8 above, such First Preference Shares shall be deemed to have been converted notwithstanding any delay in the delivery of the certificates representing the Subordinate Voting Shares into which such First Preference Shares have been converted and, effective as of and throughout such respective dates, the First Preference Share holder shall cease to be registered as the holder of record of First Preference Shares so converted.

1.10 Winding Up. In the event of the liquidation, dissolution or winding up of the Corporation, or other distributions of assets by the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary, the holders of the First Preference Shares shall be entitled to receive from the assets and property of the Corporation for each First Preference Share held by them respectively, a sum equivalent to the Retraction Price, being \$4.22 per First Preference Share, before any amount shall be paid or any assets or property of the Corporation are distributed to the holders of any Multiple Voting Shares, Subordinate Voting Shares or Second Preference Shares of the Corporation. After payment to the holders of the First Preference Shares of the amounts so payable to them as provided, they shall not be entitled to share in any further distribution of assets or property to the Corporation.

1.11 Subdivision or Consolidation. Neither the First Preference Shares, the Multiple Voting Shares nor the Subordinate Voting Shares shall be subdivided, consolidated or otherwise changed unless contemporaneously therewith the other of such classes of shares is subdivided, consolidated or otherwise changed in the same proportion and in the same manner.

1.12 No Further Issue of First Preference Shares Without Consent. The Corporation shall not issue any additional First Preference Shares unless a majority of the holders of First Preference Shares consent to the issue of such additional First Preference Shares.

Second Preference Shares

The rights, privileges, restrictions and conditions attaching to the Second Preference Shares ("Second Preference Shares"), as a class, are as follows:

1. Directors' Authority to Issue in One or More Series

1.1 The directors of the Corporation may issue the Second Preference Shares at any time and from time to time in one or more series. Before any share of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to any limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to attach to the shares of such series including, without limiting or restricting the generality of the foregoing, the rate or rates, amount or method or methods of calculation or preferential dividends, whether cumulative, non-cumulative or partially cumulative, and whether such rate(s), amount or method(s) of calculation shall be subject to change or adjustment in the future, the currency or currencies or payment, the date or dates and place or places of payment thereof and the date or dates from which such preferential dividends shall accrue, the redemption price and terms and conditions of redemption (if any), the rights of retraction (if any), and the prices and other terms and conditions of any rights of retraction and whether any additional rights of retraction may be provided to such holders in the future, voting rights and conversion or exchange right (if any) and any sinking fund, purchase fund or other provisions attaching thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Director (as defined in the *Business Corporations Act* (Ontario), as such statute may from time to time be amended, varied, replaced or re-enacted, such statute as it may be amended, varied, replaced or re-enacted being herein referred to as the "Act") articles of amendment containing a

description of such series including the designation, rights, privileges, restrictions and conditions determined by the directors.

2. Ranking of Second Preference Shares

2.1 No rights, privileges, restrictions or conditions attaching to a series of Second Preference Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Second Preference Shares. The Second Preference Shares of each series shall rank on a parity with the Second Preference Shares of every other series with respect to priority in the payment of dividends, return of capital and in the distribution of assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

2.2 Subject to the rights of the holders of the First Preference Shares, the Second Preference Shares shall be entitled to priority over the Multiple Voting Shares, the Subordinate Voting Shares and any other shares of any other class of the Corporation ranking junior to the Second Preference Shares with respect to priority in the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

2.3 If any cumulative dividends or amounts payable on a return of capital in respect of a series of Second Preference Shares are not paid in full, the Second Preference Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Second Preference Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

2.4 Subject to the rights of the holders of the First Preference Shares, the Second Preference Shares of any series may also be given such other preferences not inconsistent with the provisions hereof over the Multiple Voting Shares, Subordinate Voting Shares and any other shares ranking junior to the Second Preference Shares as may be determined in the case of such series of Second Preference Shares.

2.5 Subject to the rights of the holders of the First Preference Shares, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of each series of Second Preference Shares shall, before any amount shall be paid to or any property or assets of the Corporation distributed among the holders of the Multiple Voting Shares, Subordinate Voting Shares or any other shares of the Corporation ranking junior to the Second Preference Shares, be entitled to receive (i) an amount equal to the stated capital attributed to each series of Second Preference Shares, respectively, together with, in the case of a series of Second Preference Shares entitled to cumulative dividends thereon, all unpaid cumulative dividends (which for such purpose shall be calculated as if such cumulative dividends were accruing from day to day for the period from the expiration of the last period for which such cumulative dividends were paid up to but excluding the date of distribution) and, in the case of a series of Second Preference Shares entitled to non-cumulative dividends, all declared and unpaid non-cumulative dividends thereon, and (ii) if such liquidation, dissolution, winding-up or distribution shall be voluntary, an additional amount, if any, equal to any premium which would have been payable on the redemption of any series of Second Preference Shares, respectively, as if such series of Second Preference Shares had been called for redemption by the Corporation effective the date of distribution and, if any series of Second Preference Shares could not be redeemed on such date, then an additional amount equal to the greatest premium, if any, which would have been payable on the redemption of any other series of Second Preference Shares.

3. Restrictions on Dividends and Redemptions, Etc.

3.1 Except with the approval of the holders of all of the Second Preference Shares then outstanding, no dividends shall at any time be declared or paid on or set apart for payment on the Multiple Voting Shares, Subordinate Voting Shares or any other shares of the Corporation ranking junior to the Second Preference Shares unless and until all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of Second Preference Shares then issued and outstanding shall have been declared and paid or

set apart for payment at the date of such declaration or payment or setting apart for payment on the Multiple Voting Shares, Subordinate Voting Shares or such other shares of the Corporation ranking junior to the Second Preference Shares, nor shall the Corporation call for redemption, redeem, purchase for cancellation, acquire for value or reduce or otherwise pay off any of the Second Preference Shares (less than the total amount then outstanding) or any Multiple Voting Shares, Subordinate Voting Shares or any other shares of the Corporation ranking junior to the Second Preference Shares, unless and until all dividends up to and including the dividends payable for the last completed period for which such dividends shall be payable on each series of Second Preference Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, acquisition, reduction or other payment.

4. Voting Rights

4.1 Except as hereinafter referred to or as otherwise provided by law or in accordance with any voting rights which may from time to time be attached to any series of Second Preference Shares, the holders of the Second Preference Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

5. Matters Requiring Second Preference Shareholder Approval

5.1 The provisions of sections 1.1 to 6.1, inclusive, attaching to the Second Preference Shares as a class may be deleted, amended, modified or varied in whole or in part but only with the prior approval of the holders of the Second Preference Shares given as hereinafter in addition to any other approval required by the Act.

6. Approval of the Holders of the Second Preference Shares

6.1 The approval of the holders Second Preference Shares with respect to any and all matters hereinbefore referred to any other matter requiring the consent or approval of the holders of the Second Preference Shares as a class may be given by at least two-thirds of the votes cast at a meeting of the holders of the Second Preference Shares duly called for that purpose and held upon at least 21 days' notice at which the holders of a majority of the outstanding Second Preference Shares are present or represented by proxy. If at any such meeting the holders of a majority of the outstanding Second Preference Shares are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date being not less than 30 days later and to such time and place as many be appointed by the chairman of the meeting and not less than 21 days' notice shall be given of such adjourned meeting. At such adjourned meeting the holders of the Second Preference Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by not less than two-thirds of the votes cast at such adjourned meeting shall constitute the approval of the holders of the Second Preference Shares referred to above. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed by the Act and the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting or adjourned meeting every holder of Second Preference Shares shall be entitled to one vote in respect of each \$1.00 of the issue price of each Second Preference Share held.

Multiple Voting Shares and Subordinate Voting Shares

The rights, privileges, restrictions and conditions attaching to the Multiple Voting Shares and the Subordinate Voting Shares shall be as follows:

1. Dividends.

1.1 Subject to the prior rights of the holders of the First Preference Shares, the Second Preference Shares and any other shares of the Corporation ranking prior to the Multiple Voting Shares and the Subordinate Voting Shares with respect to priority in payment of dividends, the holders of Multiple Voting Shares and Subordinate Voting Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation, out of assets properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and all dividends which the directors may declare on the Multiple Voting Shares and the Subordinate Voting Shares shall be declared and paid in equal amounts per share on all Multiple Voting Shares and Subordinate Voting Shares at the time outstanding without preference or distinction

as to the class of shares held. Cheques of the Corporation payable at par at any branch of the Corporation's bankers for the time being in Canada shall be issued in respect of any such dividends payable in cash (less any tax required to be withheld by the Corporation). The forwarding by prepaid mail or delivering of such a cheque to a holder of Multiple Voting Shares or Subordinate Voting Shares at his address as it appears on the books of the Corporation shall satisfy such dividends to the extent of the sum represented thereby (plus the amount of any tax deducted as aforesaid) unless such cheque is not paid on presentation. Dividends which are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of six years from the date on which they were declared to be payable shall be forfeited to the Corporation.

2. Dissolution.

2.1 In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the First Preference Shares, the Second Preference Shares and any other shares of Corporation ranking prior to the Multiple Voting Shares and Subordinate Voting Shares with respect to priority in the distribution of assets upon liquidation, dissolution or winding up, the holders of the Subordinate Voting Shares and the Multiple Voting Shares shall be entitled to receive the remaining property and assets of the Corporation and to participate rateably in the distribution thereof without preference or distinction as to the class of share held.

3. Voting Rights.

3.1 The holders of the Multiple Voting Shares and the holders of Subordinate Voting Shares shall be entitled to receive notice of, attend and vote all meetings of the shareholders of the Corporation, except any meetings at which only holders of a specified class or series of shares of the Corporation are entitled to vote separately as a class or series. Each Subordinate Voting Share shall entitle the holder thereof to one vote for each such share held and each Multiple Voting Share shall entitle the holder thereof to 20 votes for each such share held.

4. Voluntary Conversion of Multiple Voting Shares into Subordinate Voting Shares.

4.1 Each holder of Multiple Voting Shares may, at its option and in the manner hereinafter provided, at any time convert all or part of the Multiple Voting Shares held by such holder into fully paid and non-assessable Subordinate Voting Shares on the basis of one Subordinate Voting Share for each Multiple Voting Share converted.

4.2 A holder of Multiple Voting Shares who wishes to exercise the conversion right provided in section 4.1 hereof shall deliver to the Corporation, or any registrar or transfer agent for the Multiple Voting Shares or the Subordinate Voting Shares, a notice (a "Conversion Notice") in writing specifying the number of Multiple Voting Shares to be converted, accompanied by the certificate or certificates representing such shares. The Conversion Notice shall be signed by such holder or its duly authorized attorney. The conversion of the Multiple Voting Shares specified in the notice shall take effect upon the delivery of such notice and certificates and the holder exercising such conversion right shall be entitled, at the expense of the Corporation, to receive a certificate representing the Subordinate Voting Shares into which such Multiple Voting Shares were converted, such certificate to be registered in the name of the registered holder of the Multiple Voting Shares converted or, subject to the payment by the registered holder of any stock transfer or other applicable taxes, in such name or names as such registered holder may direct in writing. If less than all the Multiple Voting Shares represented by any certificate accompanying the Conversion Notice are converted, a new certificate for the balance of such Multiple Voting Shares shall be issued at the expense of the Corporation.

5. Conversion of Subordinate Voting Shares into Multiple Voting Shares.

5.1 For the purposes of sections 5.1 to 5.9 hereof:

- (a) "affiliate" has the meaning ascribed therein by the *Securities Act* (Ontario) as amended from time to time;
- (b) "associate" has the meaning ascribed therein by the *Securities Act* (Ontario) as amended from time to time;
- (c) "Conversion Period" means the period of time commencing on the eighth day after the Offer Date and terminating on the Expiry Date;
- (d) "Converted Shares" means Multiple Voting Shares resulting from the conversion of Subordinate Voting Shares into Multiple Voting Shares pursuant to section 5.2.

(e) "Exclusionary Offer" means an offer to purchase Multiple Voting Shares that:

- (i) must, by reason of applicable securities legislation or the requirements of a stock exchange on which the Multiple Voting Shares are listed, be made to all or substantially all holders of Multiple Voting Shares who are in a province of Canada to which the requirement applies; and
- (ii) is not made concurrently with an offer to purchase Subordinate Voting Shares that is identical to the offer to purchase Multiple Voting Shares in terms of price per share and percentage of outstanding shares to be taken up exclusive of shares owned immediately prior to the offer by the Offeror and in all other material respects (except with respect to the conditions that may be attached to the offer for Multiple Voting Shares), and that has no condition attached other than the right not to take up and pay for shares tendered if no shares are purchased pursuant to the offer for Multiple Voting Shares,

and, for the purposes of this definition, if an offer to purchase Multiple Voting Shares is not an Exclusionary Offer as defined above, but would be an Exclusionary Offer if it were not for paragraph (ii) of this subsection 5.1, the varying of any term of such offer shall be deemed to constitute the making of a new offer unless an identical variation concurrently is made to the corresponding offer to purchase Subordinate Voting Shares;

- (f) "Expiry Date" means the last date upon which holders of Multiple Voting Shares may accept an Exclusionary Offer;
- (g) "Offer Date" means the date on which an Exclusionary Offer is made;
- (h) "Offeror" means a person or corporation that makes an offer to purchase Multiple Voting Shares, and includes any associate or affiliate of such person or corporation and any person or corporation that is disclosed in the offering document to be acting jointly or in concert with such person or corporation; and
- (i) "transfer agent" means the transfer agent for the time being of the Multiple Voting Shares.

5.2 Subject to section 5.5, if an Exclusionary Offer is made, each outstanding Subordinate Voting Share shall be convertible into one Multiple Voting Share at the option of the holder during the Conversion Period. The conversion right may be exercised by notice in writing given to the transfer agent accompanied by the share certificate or certificates representing the Subordinate Voting Shares which the holder desires to convert, and such notice shall be executed by such holder, or by his attorney duly authorized in writing, and shall specify the number of Subordinate Voting Shares which the holder desires to have converted. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. Upon receipt by the transfer agent of such notice and share certificate or certificates, the Corporation shall issue a share certificate representing fully paid Multiple Voting Shares as above prescribed and in accordance with section 5.4. If less than all of the Subordinate Voting Shares represented by any share certificate are to be converted, the holder shall be entitled to receive a new share certificate representing in the aggregate the number of Subordinate Voting Shares represented by the original share certificate which are not to be converted.

5.3 An election by a holder of Subordinate Voting Shares to exercise the conversion right provided for in section 5.2 shall be deemed to also constitute irrevocable elections by such holder to deposit the Converted Shares pursuant to the Exclusionary Offer (subject to such holder's right to subsequently withdraw the shares from the offer) and to exercise the right to convert into Subordinate Voting Shares all Converted Shares in respect of which such holder exercises his right of withdrawal from the Exclusionary Offer or which are not otherwise ultimately taken up under the Exclusionary Offer. Any conversion into Subordinate Voting Shares, pursuant to such deemed election, of Converted Shares in respect of which the holder exercises his right or withdrawal from the Exclusionary Offer shall become effective at the time such right of withdrawal is exercised. If the right of withdrawal is not exercised, any conversion into Subordinate Voting Shares pursuant to such deemed election shall become effective:

- (a) in respect of an Exclusionary Offer which is completed, immediately following the time by which the Offeror is required by applicable securities legislation to take up and pay for all shares to be acquired by the Offeror under the Exclusionary Offer; and
- (b) in respect of an Exclusionary Offer which is abandoned or withdrawn, at the time at which the Exclusionary Offer is abandoned or withdrawn.

5.4 No share certificates representing Converted Shares shall be delivered to the holders of the shares before such shares are deposited pursuant to the Exclusionary Offer; the transfer agent, on behalf of the holders of the Converted

Shares, shall deposit pursuant to the Exclusionary Offer a certificate or certificates representing the Converted Shares. Upon completion of the offer, the transfer agent shall deliver to the holders entitled thereto all consideration paid by the Offeror for their Converted Shares pursuant to the offer. If Converted Shares are converted into Subordinate Voting Shares pursuant to section 5.3, the transfer agent shall deliver to the holders entitled thereto share certificates representing the Subordinate Voting Shares resulting from the conversion. The Corporation shall make all arrangements with the transfer agent necessary or desirable to give effect to this section 5.4.

5.5 Subject to section 5.6, the conversion right provided for in section 5.2 shall not come into effect if:

- (a) prior to the time at which the offer is made there is delivered to the transfer agent and to the Secretary of the Corporation a certificate or certificates signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate, as at the time the Exclusionary Offer is made, more than 50% of the then outstanding Multiple Voting Shares, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror, which certificate or certificates shall confirm, in the case of each such shareholder, that such shareholder shall not:
 - (i) tender any Shares in acceptance of any Exclusionary Offer without giving the transfer agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date;
 - (ii) make any Exclusionary Offer;
 - (iii) act jointly or in concert with any person or corporation that makes any Exclusionary Offer; or
 - (iv) transfer any Multiple Voting Shares, directly or indirectly, during the time at which any Exclusionary Offer is outstanding without giving the transfer agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Multiple Voting Shares transferred or to be transferred to each transferee;
- (b) as of the end of the seventh day after the Offer Date there has been delivered to the transfer agent and to the Secretary of the Corporation a certificate or certificates signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate more than 50% of the then outstanding Multiple Voting Shares, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror, which certificate or certificates shall confirm, in the case of each such shareholder:
 - (i) the number of Multiple Voting Shares owned by the shareholder;
 - (ii) that such shareholder is not making the offer and is not an associate or affiliate of, or acting jointly or in concert with, the person or corporation making the offer;
 - (iii) that such shareholder shall not tender any shares in acceptance of the offer, including any varied form of the offer, without giving the transfer agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date; and
 - (iv) that such shareholder shall not transfer any Multiple Voting Shares, directly or indirectly, prior to the Expiry Date without giving the transfer agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Multiple Voting Shares transferred or to be transferred to each transferee; or
- (c) as of the end of the seventh day after the Offer Date a combination of certificates that comply with either clause (a) or (b) from shareholders of the Corporation owning in the aggregate more than 50% of the then outstanding Multiple Voting Shares, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror, has been delivered to the transfer agent and to the Secretary of the Corporation.

5.6 If a notice referred to in subparagraph 5.5(a)(i), 5.5(a)(iv), 5.5(b)(iii) or 5.5(b)(iv) is given and the conversion right provided for in section 5.2 has not come into effect, the transfer agent shall either forthwith upon receipt of the notice or forthwith after the seventh day following the Offer Date, whichever is later, determine the number of Multiple Voting Shares in respect of which there are subsisting certificates that comply with either paragraph 5.5(a) or 5.5(b). For the purpose of this determination, certificates in respect of which such a notice has been filed shall not be regarded as subsisting insofar as the Multiple Voting Shares to which the notice relates are concerned; the transfer that is the

subject of any notice referred to in subparagraph 5.5(a)(iv) or 5.5(b)(iv) shall be deemed to have already taken place at the time of the determination; and the transferee in the case of any notice referred to in subparagraph 5.5(a)(iv) or 5.5(b)(iv) shall be deemed to be a person or corporation from whom the transfer agent does not have a subsisting certificate unless the transfer agent is advised of the identity of the transferee, either by such notice or by the transferee in writing, and such transferee is a person or company from whom the transfer agent has a subsisting certificate. If the number of Multiple Voting Shares so determined does not exceed 50% of the number of then outstanding Multiple Voting Shares, exclusive of shares owned immediately prior to the offer by the Offeror, section 5.5 shall cease to apply and the conversion right provided for in section 5.2 shall be in effect for the remainder of the Conversion Period.

5.7 As soon as reasonably possible after the seventh day after the Offer Date, the Corporation shall send to each holder of Subordinate Voting Shares a notice advising the holders as to whether they are entitled to convert their Subordinate Voting Shares into Multiple Voting Share and the reasons therefor. If such notice discloses that they are not so entitled, but it is subsequently determined that they are so entitled by virtue of section 5.6 or otherwise, the Corporation shall forthwith send another notice to them advising them of that fact and the reasons therefor.

5.8 If a notice referred to in section 5.7 discloses that the conversion right has come into effect the notice shall:

- (a) include a description of the procedure to be followed to effect the conversion and to have the Converted Shares tendered under the offer;
- (b) include the information set out in section 5.3; and
- (c) be accompanied by a copy of the offer and all other material sent to holders of Multiple Voting Shares in respect of the offer, and as soon as reasonably possible after any additional material, including a notice of variation, is sent to the holders of Multiple Voting Shares in respect of the offer, the Corporation shall send a copy of such additional material to each holder of Subordinate Voting Shares.

5.9 Prior to or forthwith after sending any notice referred to in section 5.7, the Corporation shall cause a press release to be issued to a Canadian national news wire service, describing the contents of the notice.

6. Subdivision or Consolidation.

6.1 Neither the First Preference Shares, the Multiple Voting Shares nor the Subordinate Voting Shares shall be subdivided, consolidated or otherwise changed unless contemporaneously therewith the other of such classes of shares is subdivided, consolidated or otherwise changed in the same proportion and in the same manner.

7. Modification.

7.1 The provisions attaching to the Multiple Voting Shares as a class and to the Subordinate Voting Shares as a class shall not be amended or varied in any manner without the affirmative votes of two-thirds of the votes cast by the holders of the shares of each class, voting separately as a class.

8. Equality.

8.1 Except as otherwise expressly provided above, the rights, privileges, restrictions and conditions attaching to the Multiple Voting Shares and the Subordinate Voting Shares shall be identical in all respects and, without limiting the generality of the foregoing, no rights of any kind shall be conferred by the Corporation on the holders of either of such classes of shares unless the same rights are conferred on the holders of the other class of shares, without distinction as to the class of share held.

SCHEDULE "A"
to the Articles of Amalgamation of CPI Plastics Group Limited,
562116 Ontario Limited, 299522 Ontario Limited, Extrufix Inc.
and Michael McNerney Inc.

**DIRECTOR'S STATEMENT PURSUANT
TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT (ONTARIO)**

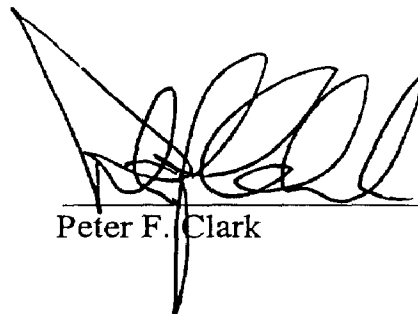
I, PETER F. CLARK, of the City of Toronto, in the Municipality of Metropolitan Toronto, in the Province of Ontario, state that:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario);
2. I am a director of each of CPI Plastics Group Limited, 562116 Ontario Limited, 299522 Ontario Limited, Extrufix Inc. and Michael McNerney Inc. the amalgamating corporations (hereinafter called the "Corporations");
3. I have conducted such examinations of the books and records of the Corporations and have made such enquiries and investigations as are necessary to enable me to make this statement:

there are reasonable grounds for believing that:

- (a) the Corporations are and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor of the Corporations will be prejudiced by the amalgamation.

DATED this 23rd day of December, 1999



Peter F. Clark

SCHEDULE B-1
RESOLUTION OF CPI PLASTICS GROUP LIMITED

"AMALGAMATION OF CPI WITH 299522 ONTARIO LIMITED, 562166 ONTARIO LIMITED, EXTRUFIX INC. AND MICHAEL McNERNEY INC.

The Chairman advised the meeting a decision had been made to amalgamate Extrufix Inc., 299522 Ontario Limited, 562116 Ontario Limited and Michael McNerney Inc. (the "Subsidiaries") with CPI Plastics Group Limited (the "Corporation") to be effective January 1, 2000 pursuant to the Ontario Business Corporations Act. Extrufix Inc., the Florida subsidiary will not be amalgamated.

As the Corporation owns directly or indirectly 100% of the shares of the Subsidiaries the Chairman indicated that the amalgamation could be accomplished without shareholder approval. This will result in a 3 month short year for each of the Subsidiaries. A discussion ensued.

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS the Subsidiaries are each, directly or indirectly wholly-owned subsidiary corporations the Corporation;

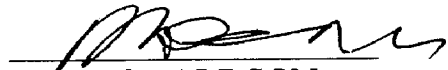
AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and the Subsidiaries amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE BE IT RESOLVED THAT

1. the amalgamation (the "Amalgamation") of the Corporation and the Subsidiaries effective January 1, 2000 pursuant to the provisions of subsection 177(1) of the Act, be and the same is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of each of the Subsidiaries shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the Regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the Articles of Incorporation of the Corporation;

4. upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

CERTIFIED TO BE A TRUE COPY OF A RESOLUTION OF CPI PLASTICS GROUP LIMITED PASSED BY THE DIRECTORS ON OCTOBER 29TH, 1999.


R.A. DONALDSON
Corporate Secretary

SCHEDULE B - 2

RESOLUTION OF THE SOLE DIRECTOR

OF

**Michael McNerney Inc.
(the "Corporation")**

AMALGAMATION WITH CPI PLASTICS GROUP LIMITED ("Parentco") et al.

WHEREAS subsection 177(1) of the Act permits a holding corporation and one or more of its wholly-owned subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS the Corporation is directly or indirectly a wholly-owned subsidiary of Parentco;

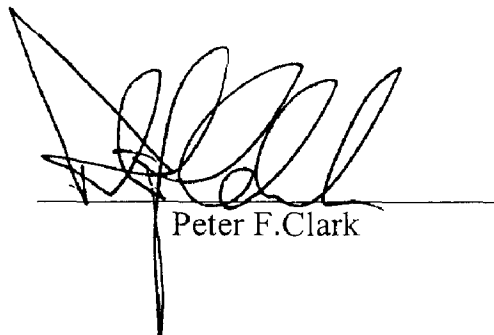
AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation, 299522 Ontario Limited, Extrufix Inc. and 562116 Ontario Limited. (collectively the "Subsidiaries") and Parentco amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE BE IT RESOLVED AS A RESOLUTION IN WRITING OF THE SOLE DIRECTOR OF THE CORPORATION THAT:

1. the amalgamation (the "Amalgamation") of the Subsidiaries and Parentco effective January 1, 2000 pursuant to the provisions of subsection 177(1) of the Act, be and the same is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the Regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of incorporation of Parentco;
4. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

The undersigned, being the sole director of Michael McNerney Inc. (the "Corporation"), pursuant to subsection 129(1) of the *Business Corporations Act* (the "Act"), by his signature hereby passes the foregoing resolution as of December 10, 1999.



Peter F. Clark

SCHEDULE B - 3

RESOLUTION OF THE SOLE DIRECTOR

OF

**562116 Ontario Limited
(the "Corporation")**

AMALGAMATION WITH CPI PLASTICS GROUP LIMITED ("Parentco") et al.

WHEREAS subsection 177(1) of the Act permits a holding corporation and one or more of its wholly-owned subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS the Corporation is directly or indirectly, a wholly-owned subsidiary of Parentco;

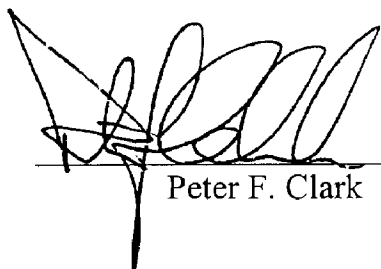
AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation, 299522 Ontario Limited, Extrufix Inc. and Michael McNerney Inc. (collectively the "Subsidiaries") and Parentco amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE BE IT RESOLVED AS A RESOLUTION IN WRITING OF THE SOLE DIRECTOR OF THE CORPORATION THAT:

1. the amalgamation (the "Amalgamation") of the Subsidiaries and Parentco effective January 1, 2000 pursuant to the provisions of subsection 177(1) of the Act, be and the same is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the Regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of incorporation of Parentco;
4. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

The undersigned, being the sole director of 562116 (the "Corporation"), pursuant to subsection 129(1) of the *Business Corporations Act* (the "Act"), by his signature hereby passes the foregoing resolution as of December 10, 1999.



Peter F. Clark

SCHEDULE B - 4

**RESOLUTION IN WRITING OF THE
SOLE DIRECTOR**

OF

**299522 Ontario Limited
(the "Corporation")**

AMALGAMATION WITH CPI PLASTICS GROUP LIMITED ("Parentco") et al.

WHEREAS subsection 177(1) of the Act permits a holding corporation and one or more of its wholly-owned subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS the Corporation is, directly or indirectly, a wholly-owned subsidiary of Parentco;

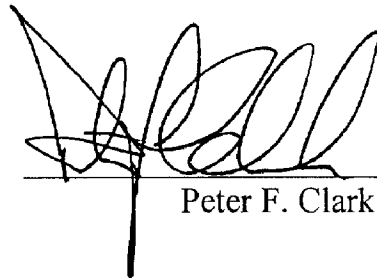
AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation, Extrufix Inc., 562166 Ontario Limited and Michael McNerney Inc. (collectively the "Subsidiaries") and Parentco amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE BE IT RESOLVED AS A RESOLUTION IN WRITING OF THE SOLE DIRECTOR OF THE CORPORATION THAT:

1. the amalgamation (the "Amalgamation") of the Subsidiaries and Parentco effective January 1, 2000 pursuant to the provisions of subsection 177(1) of the Act, be and the same is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the Regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of incorporation of Parentco;
4. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

The undersigned, being all the directors of Extrufix Inc. (the "Corporation"), pursuant to subsection 129(1) of the *Business Corporations Act* (the "Act"), by their signatures hereby pass the foregoing resolution as of December 10, 1999.



Peter F. Clark

SCHEDULE B - 5

**RESOLUTION IN WRITING
OF THE SOLE DIRECTOR**

OF

**Extrufix Inc.
(the "Corporation")**

AMALGAMATION WITH CPI PLASTICS GROUP LIMITED ("Parentco") et al.

WHEREAS subsection 177(1) of the Act permits a holding corporation and one or more of its wholly-owned subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS the Corporation is, directly or indirectly, a wholly-owned subsidiary of Parentco;

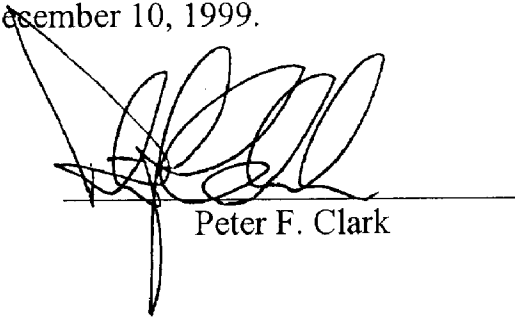
AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation, 299522 Ontario Limited, 562166 Ontario Limited and Michael McNerney Inc. (collectively the "Subsidiaries") and Parentco amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE BE IT RESOLVED AS A RESOLUTION IN WRITING OF THE SOLE DIRECTOR OF THE CORPORATION THAT:

1. the amalgamation (the "Amalgamation") of the Subsidiaries and Parentco effective January 1, 2000 pursuant to the provisions of subsection 177(1) of the Act, be and the same is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the Regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of incorporation of Parentco;
4. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

The undersigned, being all the directors of Extrufix Inc. (the "Corporation"), pursuant to subsection 129(1) of the *Business Corporations Act* (the "Act"), by their signatures hereby pass the foregoing resolution as of December 10, 1999.

A handwritten signature in black ink, appearing to be "Peter F. Clark", is written over a horizontal line. The signature is stylized with large, overlapping loops and a long vertical stroke extending downwards from the center.

Peter F. Clark