

01-21-2003

Form PTO-1595

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102342436

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

1. Name of conveying party(ies): Pacifica Papers Inc. Pacifica Industries Ltd. Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: Pacifica Papers Inc. 700 West Georgia Street Vancouver, BC V7Y 1J7 Canada Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: 03/12/1999		4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) _____ B. Patent No.(s) 5,902,401; 4,995,983; 5,505,819; 5,376,177; 5,223,091 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning documents should be mailed: Name: Michael G. Johnston Internal Address: Moore & Van Allen PLLC _____ _____ Street Address: 2200 West Main Street, Suite 800 _____ City: Durham State: NC Zip: 27705		6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41).....\$ 200.00 <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to charge deposit account any shortage or credit overpayment 8. Deposit account number: 13-4365	
DO NOT USE THIS SPACE			
39. Signature. Michael G. Johnston Name of Person Signing		Signature _____ Date January 15, 2003	
Total number of pages including cover sheet, attachments, and documents: 3			

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

01/17/2003 ECDPER 00000109 5902401

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Industry Canada Industrie Canada
Canada Business Loi canadienne sur
Corporations Act les sociétés par actions

CERTIFIED A TRUE COPY

THIS 21st DAY OF

NOVEMBER 2001

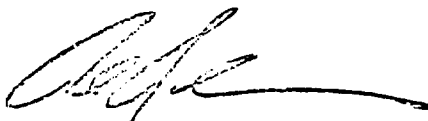
DAVIS & COMPANY

Per 
Solicitor

CHRISTOPHER L. BENNETT
BARRISTER & SOLICITOR
DAVIS & COMPANY
2800 - 666 Burrard Street
Vancouver, B.C. V6C 2Z7
687-9444

I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.



Deputy Director - Directeur adjoint

Date



Canada

PATENT

F-0100



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

Pacifica Papers Inc.

359601-0

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

March 12, 1999/ le 12 mars 1999

Date of Amalgamation - Date de fusion

Canada

PATENT

REF: 010000 FRAMET 0110

CANADA BUSINESS CORPORATIONS ACT
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)

1. Name of amalgamated corporation:

Pacifica Papers Inc.
2. The place in Canada where the registered office is to be situated:

City of Vancouver, Province of British Columbia
3. The classes and any maximum number of shares that the corporation is authorized to issue:

The attached Schedule "A" is incorporated into and forms part of these Articles of Amalgamation.
4. Restrictions, if any, on share transfers:

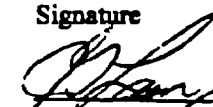
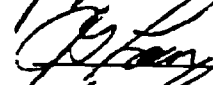
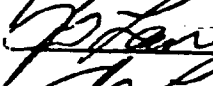
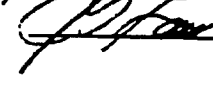
None.
5. Number (or minimum and maximum number) of directors:

A minimum of one (1) and a maximum of twenty (20) directors, the number of directors within that range to be fixed by resolution of the directors from time to time.
6. Restrictions, if any, on business the corporation may carry on:

None
7. Other provisions, if any:

The directors may appoint one (1) or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of shareholders.
8. The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

☐ 183
☒ 184(1)
☐ 184(2)

9.	Name of the amalgamating corporations	Corporation No.	Signature	Date	Title
	Pacifica Industries Ltd.	353673-4		03/05/99	Secretary
	<u>3595994</u> Canada Ltd.	<u>359599-4</u>		03/04/99	Secretary
	<u>3596001</u> Canada Ltd.	<u>359600-1</u>		03/05/99	Secretary
	Pacifica Papers Inc.	350725-4		03/05/99	Secretary

FOR DEPARTMENTAL USE ONLY
Corporation No.

Filed: _____

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MAR 12 1999

SCHEDULE "A"

The authorized capital of the Corporation shall consist of an unlimited number of common shares without par value (the "Common Shares") and an unlimited number of Class A Redeemable common shares (the "Class A Common Shares"), having the following preferences, rights, conditions, restrictions, limitations and prohibitions:

1. The holders of Common Shares shall be entitled:
 - (i) to receive notice of, attend at and vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (ii) to receive any dividend declared by the directors of the Corporation on the Common Shares; and
 - (iii) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.
2. The holders of Class A Common Shares shall be entitled:
 - (i) to receive notice of, attend at and vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (ii) to receive any dividend declared by the directors of the Corporation on the Class A Common Shares; and
 - (iii) subject to the rights, privileges restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.
3. Subject to applicable law, the Corporation may upon giving notice as hereinafter provided redeem the whole or any part of the then outstanding Class A Common Shares on payment for each share to be redeemed of an amount of \$1.00 (the "Redemption Price") together with an amount equal to all declared and unpaid dividends thereon (the whole amount constituting and hereinafter being referred to as the "Redemption Price").

If less than all the Class A Common Shares are at any time to be redeemed, the shares shall be redeemed on a *pro rata* basis, disregarding fractions, according to the number of Class A Common Shares held by each of the holders of Class A Common Shares. If a part only of the Class A Common Shares represented by

any certificate are to be redeemed, a new certificate representing the balance of such shares shall be issued to the holder thereof at the expense of the Corporation upon presentation and surrender of the first mentioned certificate.

In any case of redemption of the Class A Common Shares, the Corporation shall, not more than thirty days and not less than ten days before the date specified for redemption, send by prepaid first class mail or deliver to each person who at a date not more than seven days prior to the date of mailing or delivery is a holder of the Class A Common Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem the Class A Common Shares registered in the name of such holder. Accidental failure or omission to give such notice to one or more holders shall not affect the validity of such redemption, but upon such failure or omission being discovered notice shall be given forthwith to such holder or holders and such notice shall have the same force and effect as if given in due time. Such notice shall set out the number of Class A Common Shares which are to be redeemed, the number of Class A Common Shares held by the person to whom it is addressed, the Redemption Price, the date specified for redemption and the office or offices of the Corporation and any other place or places within Canada at which holders of the Class A Common Shares may present and surrender certificates representing such shares for redemption. On and after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the Class A Common Shares to be redeemed, the Redemption Price of such shares on presentation and surrender at the office of the Corporation designated in the aforesaid notice of redemption and at any other place or places within Canada specified in such notice of redemption, of the certificate or certificates representing the Class A Common Shares called for redemption.

Such notice may be waived when and if the registered holders of Class A Common Shares to be redeemed signify their consent to such waiver and execute a waiver in favour of the Corporation relieving the Corporation from the obligation of giving notice to such registered holders.

Payment in respect of the Class A Common Shares being redeemed shall be made by cheque in the amount of the Redemption Price payable to the holder thereof at par at any branch in Canada of any Canadian chartered bank in an amount equal to the Redemption Price. Such cheque shall satisfy and discharge all liability of the Corporation for the Redemption Price, to the extent of the amount represented thereby, unless such cheque is not paid on due presentation. From and after the date specified for redemption in any such notice of redemption, the Class A Common Shares called for redemption shall cease to be entitled to dividends or any other participation in the assets of the Corporation and the holders thereof shall not be entitled to exercise any of their other rights as shareholders in respect thereof unless payment of the Redemption Price shall not be made upon presentation and surrender of the certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected. The

Corporation shall have the right, at any time after the mailing or delivery of notice of its intention to redeem Class A Common Shares, to deposit the Redemption Price of the Class A Common Shares so called for redemption, or of such of the Class A Common Shares which are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, to a special account maintained by the Corporation with a branch of a Canadian chartered bank designated by the Corporation in the notice of redemption (the "Depository") to be paid without interest to or to the order of the respective holders of Class A Common Shares whose shares have been called for redemption, upon presentation and surrender to the Depository of the certificates representing such shares. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is later, the Class A Common Shares in respect of which such deposit shall have been made shall be deemed to have been redeemed and the rights of the holders thereof shall be limited to receiving their proportion of the amount so deposited without interest, upon presentation and surrender to the Depository of the certificate or certificates representing the Class A Common Shares being redeemed. Any interest allowed on any such deposit shall belong to the Corporation. Notwithstanding the foregoing, the Redemption Price, to the extent that it is represented by a cheque which has not been presented for payment or moneys on deposit with the Depository which have not been claimed by the sixth anniversary of the relevant redemption date, shall, subject to applicable legislation, be forfeited to the Corporation.