

05-02-2003



102437525

RECORDATION FORM COVER SHEET PATENTS ONLY

The Honorable Commissioner
of Patents and Trademarks

Dear Sir:

Please record the attached original documents or copy thereof.

4-77 03

1. Name of conveying party(ies): Royal Window Coverings (Canada) Inc. and Plastibec Ltd. Additional names(s) of conveying party(ies) attached [] yes [X] no		2. Name and address of receiving party(ies): Name: ROYAL WINDOW COVERINGS (CANADA) INC. Internal Address: Street Address: 8600 Boulevard Descarie, Local # 10 Montreal, Quebec Canada H4P 2N2 Additional names(s) and addresses attached [] [X] no	
Nature of Conveyance: Merger dated Sept. 27, 2002 Revocation and Appointment of Agent dated November 19 th , 2002			
4. A. Patent Application No.(s)		B. Patent No.(s) D452,403	
Additional numbers attached? [] yes [X] no			
5. Name and address of party to whom correspondence concerning documents should be mailed: Douglas S. Johnson Dennison Associates 133 Richmond Street West, Suite 301 Toronto, Ontario Canada M5H 2L7		6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41): \$40.00 [] Enclosed [X] Authorized to be charged to deposit account	
		8. Deposit account number: 040752. (Attach duplicate copy of this page if paying by deposit account)	

DO NOT USE THIS SPACE

I. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Name of Person Signing **Douglas S. Johnson**

Signature XX

DATE: May 1st, 2003



Industry Canada

Industrie Canada

Certificate
of Amalgamation

Canada Business
Corporations Act

Certificat
de fusion

Loi canadienne sur
les sociétés par actions

ROYAL WINDOW COVERINGS (CANADA) INC. -

ROYAL RECOUVREMENTS DE FENÊTRE (CANADA) INC.

381710-5

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

October 1, 2000 / le 1 octobre 2000

Date of Amalgamation - Date de fusion

Canada

PATENT

REEL: 014007 FRAME: 0095

1- Name of amalgamated corporation

Dénomination de la société issue de la fusion

ROYAL WINDOW COVERINGS (CANADA) INC. -
ROYAL RECOUVREMENTS DE FENÊTRE (CANADA) INC.

2- The place in Canada where the registered office is to be situated

Lieu au Canada où doit être situé le siège social

JUDICIAL DISTRICT OF TERREBONNE, PROVINCE OF QUÉBEC

3- The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

THE ANNEXED SCHEDULE 1 IS INCORPORATED IN THIS FORM

4- Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

No share in the share capital of the Corporation shall be transferred nor shall it be assigned without the approval of the directors certified by a resolution of the board of directors.

5- Number (or minimum and maximum number) of directors

Nombre (ou nombre minimal et maximal) d'administrateurs

MINIMUM 1 - MAXIMUM 10

6- Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

NOT APPLICABLE

7- Other provisions, if any

Autres dispositions, s'il y a lieu

The number of the shareholders of the Corporation is limited to fifty (50) exclusive of present or former employees of the Corporation or of a subsidiary of the Corporation, two or more persons holding one or more shares jointly being counted as a single shareholder.

Any distribution of securities to the public or invitation to the public to subscribe for the Corporation's securities is prohibited.

8- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après :



183



184(1)



184(2)

9- Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. No de la société	Signature	Date	Title Titre
ROYAL WINDOW COVERINGS (CANADA) INC. - ROYAL RECOUVREMENTS DE FENÊTRE (CANADA) INC.	368985-1	<i>[Signature]</i>	September 27, 2000	Director
PLASTIBEC LTÉE - PLASTIBEC LTD.	041797-1	<i>[Signature]</i>	September 27, 2000	Director

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
Corporation No. - No de la société

3817105

Filed - Déposé

1 SEP 29 2000

SCHEDULE 1

to the articles of amalgamation

The Class A, Class B, Class C and common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) The holders of the Class A shares in priority to the Class B, Class C shares and the common shares and any other shares ranking junior to the Class A shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends, such amounts, if any, as the Board of Directors may determine in their sole discretion from time to time.
- (b) No dividends shall at any time be declared or paid upon or set apart for payment on the Class B, Class C shares or the common shares or any other shares of the Corporation ranking junior to the Class A shares in any fiscal year (i) unless and until the discretionary dividends, if any, on all the Class A shares outstanding in respect of such fiscal year have been declared and paid or set apart for payment; or (ii) if such dividends would result in the Corporation having insufficient net assets to redeem the Class A shares at their full redemption amount and to make payment of all declared and unpaid discretionary dividends thereon.
- (c) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class A shares shall be entitled to receive from the assets and property of the Corporation the sum equal to the redemption amount for each Class A share held by them together with all declared and unpaid discretionary dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any Class B, Class C shares or any common shares or shares of any other class ranking junior to the Class A shares; after payment to the holders of the Class A shares of the amounts so payable to the holders of the Class A shares of the amounts so payable as above provided they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
- (d) The Corporation may at any time or times purchase (if obtainable) for cancellation, all or any part of the Class A shares outstanding from time to time either by private contract (if the holders of all of the outstanding Class A shares consent to the purchase) or pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of record of the Class A shares outstanding at the lowest price at which in the opinion of the directors such shares are obtainable but not exceeding the redemption amount thereof plus reasonable costs of purchase and

all the declared and unpaid discretionary dividends thereon; if upon any request for tenders under the provisions of the clause the Corporation shall receive tenders at the same lowest price which the Corporation may be willing to pay for an aggregate number of Class A shares greater than the number which the Corporation is prepared to purchase, the Class A shares so tendered shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of Class A shares so tendered by each of the holders of Class A shares who submitted tenders at the same said lowest price.

- (e) The Corporation may, upon giving notice as hereinafter provided, redeem at any time or from time to time the whole or any part of the then outstanding Class A shares on payment for each share to be redeemed of all declared and unpaid discretionary dividends thereon together with a fixed amount (herein called the "redemption amount") equal to one dollar (\$1.00) for each Class A share to be redeemed. In the event that any Class A shares are issued for consideration other than cash, the number of any Class A shares issued shall be equal to the aggregate fair market value in dollars (less liabilities assumed) of the consideration received by the Corporation as a result of the issuance of Class A shares, as of the date of such issue. The aggregate fair market value of the consideration received by the Corporation as a result of the said issuance of Class A shares shall be that determined by valuation in writing by the board of directors of the Corporation and such fair market value as so determined shall be final and binding provided that, if Revenue Canada, Taxation, should determine that the aggregate fair market value of the consideration received be more or less than the aggregate fair market value established by the said directors then that value which Revenue Canada, Taxation should maintain to be the proper aggregate fair market value of the consideration shall be substituted for the purpose of determining the redemption amount or the number of shares issued, provided that where the board of directors by resolution determines that there is a valid objection to the said valuation of Revenue Canada, Taxation the substitution of such valuation for the value established by the directors of the Corporation shall not be made until all objections or appeals relating to the valuation of Revenue Canada, Taxation have been finally determined by reassessment, settlement, affluxion of time or otherwise, unless before such time the board of directors of the Corporation by resolution accepts the said valuation of Revenue Canada, Taxation or another valuation accepted by Revenue Canada, Taxation. Where the valuation of the consideration received has been so substituted, any and all requisite steps to settle any resulting increase or decrease in the redemption amount or number of shares issued shall be taken by the Corporation.

- (f) In any case of redemption of Class A shares under the provisions of clause (e) hereof, the Corporation shall at least seven (7) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class A shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A shares; such notice shall be mailed in a prepaid envelope addressed to each such shareholder at the last known address of such shareholder; such notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A shares to be redeemed the redemption price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class A shares called for redemption; if a part only of the shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified for redemption in any such notice the Class A shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of 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 of notice of its intention to redeem any Class A shares as aforesaid to deposit the redemption price of the share so called for redemption or of such of the said shares 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 in any chartered bank or trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such Class A shares called for redemption upon presentation and surrender to such bank or trust company of the certificate representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against the presentation and surrender of the said certificates held by them respectively.
- (g) A holder of any Class A shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any

of the Class A shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office share certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class A shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class A shares, which redemption date shall not be less than thirty (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class A shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the redemption date redeem such Class A shares by paying to such registered holder an amount equal to the redemption amount of the Class A shares (as defined in paragraph (e)) being redeemed together with all declared and unpaid discretionary dividends thereon. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class A shares shall be redeemed on the redemption date and from and after the redemption date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the holders of the Class A shares in respect thereof unless payment of the redemption price is not made on the redemption date, in which event the rights of the holders of the said shares shall remain unaffected.

- (h) A holder of any Class A shares shall not be entitled to any vote at any shareholders' meetings except as may be required by the *Canada Business Corporations Act*, but shall be entitled to notice of any such meeting.
- (i) Any amendment to the Articles of the Corporation to delete or vary any preference, privilege, right, condition, restriction, limitation or prohibition attaching to the Class A shares or to create shares ranking in priority to or on a parity with the Class A shares shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A shares, voting separately as a class, duly called for that purpose, and by at least two-thirds (2/3) of the votes cast at a meeting of the holders of common shares in the capital of the Corporation, voting separately as a class duly called for that purpose.
- (j) The holders of the Class B shares in priority to the Class C shares and the common shares and any other shares ranking junior to the Class B shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors

PATENT

REEL: 014007 FRAME: 0100

of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends, cash dividends payable quarterly at the rate per annum equal to the Prime Rate (as hereinafter defined) minus two percent (2%) calculated daily on the stated capital of each Class B share. For the purposes hereof, "Prime Rate" means the rate per annum equal to the per annum rate of interest quoted, published and commonly known as the "prime rate" of The Bank of Nova Scotia which such bank establishes at its head office in Toronto, Ontario as the reference rate of interest in order to determine interest rates for loans in Canadian funds to its Canadian borrowers, adjusted automatically with each quoted or published change in any such rate, all without necessity of any prior notice of such change. If within 3 months after the expiration of any fiscal year of the Corporation, the board of directors in its discretion, shall not have declared a dividend on the Class B shares for any quarter in such fiscal year, then the rights of the holders thereof to a dividend for such fiscal year shall be forever extinguished. The holders of the Class B shares shall not be entitled to any dividend other than or in excess of the cash dividends provided for herein.

- (k) No dividends shall at any time be declared or paid upon or set apart for payment on the Class C shares, the common shares or any other shares of the Corporation ranking junior to the Class B shares in any fiscal year (i) unless and until the discretionary dividends, if any, on all the Class B shares outstanding in respect of such fiscal year have been declared and paid or set apart for payment; or (ii) if such dividends would result in the Corporation having insufficient net assets to redeem the Class B shares at their full redemption amount and to make payment of all declared and unpaid discretionary dividends thereon.
- (l) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class B shares shall be entitled to receive from the assets and property of the Corporation the sum equal to the redemption amount for each Class B share held by them together with all declared and unpaid discretionary dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class B shares; after payment to the holders of the Class B shares of the amounts so payable to the holders of the Class B shares of the amounts so payable as above provided they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
- (m) The Corporation may at any time or times purchase (if obtainable) for cancellation, all or any part of the Class B shares outstanding

from time to time either by private contract (if the holders of all of the outstanding Class B shares consent to the purchase) or pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of record of the Class B shares outstanding at the lowest price at which in the opinion of the directors such shares are obtainable but not exceeding the redemption amount thereof plus reasonable costs of purchase and all the declared and unpaid discretionary dividends thereon; if upon any request for tenders under the provisions of this clause the Corporation shall receive tenders at the same lowest price which the Corporation may be willing to pay for an aggregate number of Class B shares greater than the number which the Corporation is prepared to purchase, the Class B shares so tendered shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of Class B shares so tendered by each of the holders of Class B shares who submitted tenders at the same said lowest price.

- (n) The Corporation may, upon giving notice as hereinafter provided, redeem at any time or from time to time the whole or any part of the then outstanding Class B shares on payment for each share to be redeemed of all declared and unpaid discretionary dividends thereon together with a fixed amount (herein called the "redemption amount") equal to one dollar (\$1.00) for each Class B share to be redeemed. In the event that any Class B shares are issued for consideration other than cash, the number of Class B shares issued shall be equal to the aggregate fair market value in dollars (less liabilities assumed) of the consideration received by the Corporation as a result of the issuance of Class B shares, as of the date of such issue. The aggregate fair market value of the consideration received by the Corporation as a result of the said issuance of Class B shares shall be that determined by valuation in writing by the board of directors of the Corporation and such fair market value as so determined shall be final and binding provided that, if Revenue Canada, Taxation should determine that the aggregate fair market value of the consideration received be more or less than the aggregate fair market value established by the said directors then that value which Revenue Canada, Taxation, should maintain to be the proper aggregate fair market value of the consideration shall be substituted for the purpose of determining the redemption amount provided that where the board of directors by resolution determines that there is a valid objection to the said valuation of Revenue Canada, Taxation the substitution of such valuation for the value established by the directors of the Corporation shall not be made until all objections or appeals relating to the valuation of Revenue Canada, Taxation have been finally determined by reassessment, settlement, affluxion of time or otherwise, unless before such time the board of directors of the Corporation by resolution accepts the said valuation of Revenue

Canada, Taxation or another valuation accepted by Revenue Canada, Taxation. Where the valuation of the consideration received has been so substituted, any and all requisite steps to settle any resulting increase or decrease in the redemption amount or the number of shares issued, shall be taken by the Corporation.

- (o) In any case of redemption of Class B shares under the provisions of clause (n) hereof, the Corporation shall at least seven (7) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class B shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class B shares; such notice shall be mailed in a prepaid envelope addressed to each such shareholder at the last known address of such shareholder; such notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class B shares to be redeemed the redemption price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class B shares called for redemption; if a part only of the shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified for redemption in any such notice the Class B shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of 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 of notice of its intention to redeem any Class B shares as aforesaid to deposit the redemption price of the share so called for redemption or of such of the said shares 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 in any chartered bank or trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such Class B shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is that later, the Class B shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their

proportionate part of the total redemption price so deposited against the presentation and surrender of the said certificates held by them respectively.

- (p) A holder of any Class B shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any of the Class B shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office share certificates representing the Class B shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class B shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class B shares, which redemption date shall not be less than thirty (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class B shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the redemption date redeem such Class B shares by paying to such registered holder an amount equal to the redemption amount of the Class B shares being redeemed together with all declared and unpaid discretionary dividends thereon. Such payment shall be made by cheque at par at any branch of the Corporation's bankers for the time being in Canada. The said Class B shares shall be redeemed on the redemption date and from and after the redemption date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the holders of the Class B shares in respect thereof unless payment of the redemption price is not made on the redemption date, in which event the rights of the holders of the said shares shall remain unaffected.
- (q) A holder of any Class B shares shall not be entitled to any vote at any meetings of the shareholders of the Corporation, except as may be required by the *Canada Business Corporations Act*, but shall be entitled to receive notice of meetings of shareholders.
- (r) The Class B shares shall rank junior to the Class A shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Class A shares.
- (s) Any amendment to the Articles of the Corporation to delete or vary any preference, privilege, right, condition, restriction, limitation or prohibition attaching to the Class B shares or to create shares ranking in priority to or on a parity with the Class B shares shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class B shares, voting

separately as a class, duly called for that purpose, and by at least two-thirds (2/3) of the votes cast at a meeting of the holders of common shares in the capital of the Corporation, voting separately as a class, duly called for that purpose.

- (t) The holders of the Class C shares in priority to the common shares and any other shares ranking junior to the Class A shares and Class B shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends, such amounts, if any, as the Board of Directors, may determine in their sole discretion from time to time.
- (u) No dividends shall at any time be declared or paid upon or set apart for payment on the common shares or any other shares of the Corporation ranking junior to the Class C shares in any fiscal year (i) unless and until the discretionary dividends, if any, on all the Class C shares outstanding in respect of such fiscal year have been declared and paid or set apart for payment; or (ii) if such dividends would result in the Corporation having insufficient net assets to redeem the Class C shares at their full redemption amount and to make payment of all declared and unpaid discretionary dividends thereon.
- (v) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class C shares shall be entitled to receive from the assets and property of the Corporation the sum equal to the redemption amount for each Class C share held by them together with all declared and unpaid discretionary dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class C shares; after payment to the holders of the Class C shares of the amounts so payable to the holders of the Class C shares of the amounts so payable as above provided they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
- (w) The Corporation may at any time or times purchase (if obtainable) for cancellation, all or any part of the Class C shares outstanding from time to time either by private contract (if the holders of all of the outstanding Class C shares consent to the purchase) or pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of record of the Class C shares outstanding at the lowest price at which in the opinion of the directors such shares are obtainable but not exceeding the redemption amount thereof plus reasonable costs of purchase and

all the declared and unpaid discretionary dividends thereon; if upon any request for tenders under the provisions of this clause the Corporation shall receive tenders at the same lowest price which the Corporation may be willing to pay for an aggregate number of Class C shares greater than the number which the Corporation is prepared to purchase, the Class C shares so tendered shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of Class C shares to be rendered by each of the holders of Class C shares who submitted tenders at the same said lowest price.

- (x) The Corporation may, upon giving notice as hereinafter provided, redeem at any time or from time to time the whole or any part of the then outstanding Class C shares on payment for each share to be redeemed of all declared and unpaid discretionary dividends thereon together with a fixed amount (herein called the "redemption amount") equal to one dollar (\$1.00) for each Class C share to be redeemed. In the event that the Class C shares are issued for consideration other than cash, the number of Class C shares issued shall be equal to the aggregate fair market value in dollars (less liabilities assumed) of the consideration received by the Corporation as a result of the issuance of Class C shares, as of the date of such issue. The aggregate fair market value of the consideration received by the Corporation as a result of the said issuance of Class C shares shall be that determined by valuation in writing by the board of directors of the Corporation and such fair market value as so determined shall be final and binding provided that, if Revenue Canada, Taxation should determine that the aggregate fair market value of the consideration received be more or less than the aggregate fair market value established by the said directors than that value which Revenue Canada, Taxation, should maintain to be the proper aggregate fair market value of the consideration shall be substituted for the purpose of determining the redemption amount provided that where the board of directors by resolution determines that there is a valid objection to the said valuation of Revenue Canada, Taxation, the substitution of such valuation for the value established by the directors of the Corporation shall not be made until all objections or appeals relating to the valuation of Revenue Canada, Taxation have been finally determined by reassessment, settlement, effluxion of time or otherwise, unless before such time the board of directors of the Corporation by resolution accepts the said valuation of Revenue Canada, Taxation or another valuation accepted by Revenue Canada, Taxation. Where the valuation of the consideration received has been so substituted, any and all requisite steps to settle any resulting increase or decrease in the redemption amount or the number of shares issued, shall be taken by the Corporation.

(y) In any case of redemption of Class C shares under the provisions of clause (x) hereof, the Corporation shall at least seven (7) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class C shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class C shares; such notice shall be mailed in a prepaid envelope addressed to each such shareholder at the last known address of such shareholder, such notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class C shares to be redeemed the redemption price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class C shares called for redemption; if a part only of the shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified for redemption in any such notice the Class C shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of 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 of notice of its intention to redeem any Class C shares as aforesaid to deposit the redemption price of the share so called for redemption or of such of the said shares 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 in any chartered bank or trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such Class C shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class C shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against the presentation and surrender of the said certificates held by them respectively.

(z) A holder of any Class C shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any

of the Class C shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office share certificates representing the Class C shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class C shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class C shares, which redemption date shall not be less than thirty (30) days after the day on which the request in writing is given to the Corporation: Upon receipt of a share certificate representing the Class C shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the redemption date redeem such Class C shares by paying to such registered holder an amount equal to the redemption amount of the Class C shares being redeemed together with all declared and unpaid discretionary dividends thereon. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class C shares shall be redeemed on the redemption date and from and after the redemption date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the holders of the Class C shares in respect thereof unless payment of the redemption price is not made on the redemption date, in which event the rights of the holders of the said shares shall remain unaffected.

- (aa) A holder of any Class C shares shall not be entitled to any vote at any meetings of the shareholders of the Corporation, except as may be required by the *Canada Business Corporations Act*, but shall be entitled to receive notice of meetings of shareholders.
- (ab) The Class C shares shall rank junior to the Class A shares and the Class B shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Class A shares and Class B shares.
- (ac) Any amendment to the Articles of the Corporation to delete or vary any preference, privilege, right, condition, restriction, limitation or prohibition attaching to the Class C shares or to create shares ranking in priority to or on a parity with the Class C shares shall be authorized by at least two-thirds $\frac{2}{3}$ of the votes cast at a meeting of the holders of the Class C shares, voting separately as a class, duly called for that purpose, and by at least two-thirds ($\frac{2}{3}$) of the votes cast at a meeting of the holders of common shares in the capital of the Corporation, voting separately as a class, duly called for that purpose.

- (ad) The holders of common shares shall, subject to the rights of the holders of the Class A shares and Class B shares and Class C shares; be entitled to receive any dividends declared by the Corporation.
- (ae) In the event of liquidation, dissolution or winding-up of the Corporation or the distribution of assets or property of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of common shares shall, subject to the rights of the holders of the Class A shares and Class B shares and Class C shares, be entitled to receive the remaining assets and property of the Corporation.
- (af) The holders of the common shares shall be entitled to receive notice of and shall be entitled to attend any meeting of the shareholders of the Corporation and at any such meeting shall be entitled to one (1) vote in respect of each common share held.
- (ag) The common shares shall rank junior to the Class A shares, Class B shares and Class C shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Class A shares, Class B shares and Class C shares.



**REVOCATION OF APPOINTMENT OF AGENT AND APPOINTMENT
OF ANOTHER AGENT and POWER OF ATTORNEY**

The undersigned, ROYAL WINDOW COVERINGS (CANADA) INC., whose full post office address is 8600
Boulevard Descarie, Local #10, Montreal, Quebec, Canada H4P 2N2, as owner of an invention entitled

HORIZONTAL BOTTOM BAR FOR A HORIZONTAL BLIND

filed under Serial No. 29,107,111, and issued as U.S. Industrial Design D452,403 S, December 25, 2001, hereby
revokes all previous appointments of agents and appoints Douglas S. Johnson, Registration No. 15,945, S. Warren
Hall, Registration No. 30,350, John C. Jeffrey, Registration No. 35,764 and Frank P. Farfan, Registration No. 35,773
all of whose full post office addresses are 133 Richmond Street West, Suite 301, Toronto, Ontario, Canada, M5H 2L7
as its agent in respect of the said application, to make alterations and amendments therein, to receive the patent and all
correspondence relating to this application, and to transact all business in the U.S. Patent and Trademarks Office
connected therewith, .

SIGNED AT: Montreal, Quebec, Canada

this 19 day of November, ~~1994~~ 2002

[Signature]
Douglas S. Johnson
President Director
ROYAL WINDOW COVERINGS
(CANADA) INC.

By: Mario De Santis

[type in name under signature]