

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/22/1986
CONVEYING PARTY DATA	
Name	Execution Date
Aluma Systems Incorporated	09/22/1986
RECEIVING PARTY DATA	
Name:	UMACS of Canada Inc.
Street Address:	4800 Dufferin Street
City:	Toronto
State/Country:	CANADA
Postal Code:	M3H 5S9
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	4841708
CORRESPONDENCE DATA	
Fax Number:	(314)345-4704
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	dtb@greensfelder.com
Correspondent Name:	Greensfelder, Hemker & Gale, P.C.
Address Line 1:	10 S. Broadway
Address Line 2:	2000 Equitable Building
Address Line 4:	St. Louis, MISSOURI 63102
NAME OF SUBMITTER:	Harvey L. Yusman
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CERTIFICATE

This is to certify that these
articles are effective on

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

SEPTEMBER 22 SEPTEMBRE, 1986

Controller of Records
Companies Branch

Contrôleur des Dossiers
Direction des Compagnies

Trans Code A	Line No. 0	Stat 0	Comp Type A	Method Incorp 3	Share S
Notice Reg'd. N	Jurisdiction ONTARIO				A

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act,
1982

Formule
numéro 4
Loi de 1982
sur les
compagnies

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

UMACS OF CANADA INC.

2. The address of the registered office is:

Adresse du siège social:

4800 DUFFERIN STREET

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

DOWNSVIEW, ONTARIO

M 3 H 5 S 9
(Postal Code)
(Code Postal)

**MUNICIPALITY OF
METROPOLITAN TORONTO**

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

in the
dans le/la

JUDICIAL DISTRICT OF YORK

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

3. Number (or minimum and maximum number) of
directors is:

*Nombre (ou nombres minimal et maximal) d'admini-
strateurs:*

**MINIMUM OF ONE (1)
MAXIMUM OF FIFTEEN (15)**

4. The director(s) is/are:

Administrateur(s):

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving Street & No. or R.R. No., Municipality and Postal Code <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
L. BARRY THOMSON	2481 ST. WYNTEN'S COURT, MISSISSAUGA, ONTARIO L5K 2J5	YES
FRANK CAMISSO	333 BERING AVENUE, TORONTO, ONTARIO M82 3A8	YES
AUSTIN PAGE	5444 YONGE STREET, TORONTO, ONTARIO M3N 6J4	YES
PETER L. MARTINI	2173 SHAWANAGA TRAIL, MISSISSAUGA, ONTARIO L5H 3X6	YES

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

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

Check
A or B

Cocher
A ou B

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

☐ B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 176 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs 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>
UMACS OF CANADA INC.	440499	SEPTEMBER, 1986
ALUMA SYSTEMS INCORPORATED	418406	SEPTEMBER, 1986

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

NONE

7. The classes and any maximum number of shares that the corporation is authorized to issue.

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

- (a) an unlimited number of shares designated as common shares;
- (b) an unlimited number of shares designated as Class "A" special shares; and
- (c) an unlimited number of shares designated as Class "B" special shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série.

DEFINITIONS

(a) In these articles, and any articles of amendment hereto, the following terms shall have the following meanings:

- i) "Act" - Business Corporations Act, 1982 (Ontario) as amended from time to time;
- ii) "Preferential Dividend" - a fixed, non-cumulative, preferential dividend, equal to,
 - (a) in respect of the Class "A" special shares, the sum of Seventy-Five Dollars (\$75.00) per share, which dividend is payable annually on the first day of January in each year; and
 - (b) in respect of the Class "B" special shares, the sum of Eighty Cents (\$0.80) per share, which dividend is payable annually on the first day of January in each year.
- iii) "payment" - the sending by the Corporation of a cheque which is subsequently honoured, to the address of a shareholder appearing on the books of the Corporation, or the delivery of same to such shareholder personally, which cheque is drawn on the Corporation's bankers and is payable at par at any branch thereof in Canada, or, in the event that the shareholder to whom the monies are to be paid has been sent written notice of the name and address of the bankers of the Corporation, by the deposit of unclaimed monies to a special account at the bankers of the Corporation, from which account monies owing to a shareholder will be subsequently paid upon demand, provided that such demand is subsequently honoured;
- iv) "Redemption Amount" - an amount equal to,
 - (a) in respect of a particular Class "A" special share, the sum of One Thousand Dollars (\$1,000.00) per share; and
 - (b) in respect of a particular Class "B" special share, the sum of Ten Dollars (\$10.00) per share.

- v) "Redeemable Share" - any Class "A" special share or any Class "B" special share;
- vi) "Voting Share" - any common share;

DIVIDENDS

(b) The holders of the Class "A" special shares shall be entitled to receive payment of their respective Preferential Dividend if and when it is declared by the directors, but always in priority to any payment of dividends on any other class of shares of the Corporation. The directors may from time to time declare and make payment of part of the Preferential Dividend on the Class "A" special shares, notwithstanding that the Preferential Dividend is not declared in full.

Any part of the Preferential Dividend in respect of the Class "A" special shares which is not declared by the directors within two (2) months of the date upon which it is otherwise payable shall be extinguished.

No dividends shall be declared on the Class "A" special shares other than or in excess of their respective Preferential Dividend.

(c) The holders of the Class "B" special shares shall be entitled to receive payment of their respective Preferential Dividend if and when it is declared by the directors, but always subsequent to the payment of any dividends on the Class "A" special shares and in priority to any payment of dividends on the common shares. The directors may from time to time declare and make payment of part of the Preferential Dividend on the Class "B" special shares, notwithstanding that the Preferential Dividend on such shares is not declared in full.

Any part of the Preferential Dividend in respect of the Class "B" special shares which is not declared by the directors within two (2) months of the date upon which it is otherwise payable shall be extinguished.

No dividends shall be declared on the Class "B" special shares other than or in excess of their respective Preferential Dividend.

(d) In any financial year of the Corporation, after payment of the Preferential Dividend on the Class "A" special shares and the Class "B" special shares have been made, the directors may, subject to the provisions hereof, declare and effect dividends on the common shares of the Corporation.

(e) In respect of a share that has been issued and outstanding for less than the full period for which a particular dividend is payable, then the dividend payable in respect thereof shall be adjusted pro rata.

DISTRIBUTION OF ASSETS ON LIQUIDATION

(f) In the event of the liquidation, winding-up, dissolution or other distribution of the capital assets of the Corporation, whether voluntary or involuntary, and after the payment of the debts of the Corporation, the holders of the Class "A" special shares shall be entitled to receive the respective Redemption Amount of their shares plus all declared and unpaid dividends on their shares in priority to any distribution of the capital assets of the Corporation to the holders of the other classes of shares of the Corporation, but shall not be entitled to share further in the distribution of the capital assets of the Corporation. If the capital assets of the Corporation, including surplus, are not sufficient to pay the Redemption Amount of each Class "A" special share, then all the capital assets or the proceeds thereof shall be distributed rateably among the holders of the Class "A" special shares.

(g) In the event of the liquidation, winding-up, dissolution or other distribution of the property of the Corporation, whether voluntary or involuntary, and after the payment of the debts of the Corporation, the holders of the Class "B" special shares shall be entitled to receive the Redemption Amount of their shares plus all declared and unpaid dividends on their shares subsequent in priority to the holders of the Class "A" special shares, but in priority to any distribution of the property of the Corporation to the holders of any other class of shares in the Corporation, but shall not be entitled to share further in the distribution of the capital assets of the Corporation. If the capital assets of the Corporation, including surplus, are not sufficient to pay the Redemption Amount of each Class "B" special share, then all the capital assets or their proceeds shall be distributed rateably among the holders of the Class "B" special shares.

(h) The holders of the common shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, winding-up, dissolution or other distribution of the capital assets of the Corporation.

REDEMPTION

(i) The Corporation shall be entitled at any time to redeem any Redeemable Share upon payment of its Redemption

Amount in accordance with this provision. Unless notice is waived in writing by the holder of the Redeemable Share which is to be redeemed, the Corporation shall give seven (7) days' notice (the "Redemption Notice") by letter directed to the holder of the Redeemable Share which is to be redeemed at his address appearing on the books of the Corporation. The Redemption Notice shall set out:

- i) The number and class or series of shares to be redeemed;
- ii) The aggregate of the Redemption Amounts of the Redeemable Shares which are to be redeemed; and
- iii) The date upon which the redemption is to take place (the "Redemption Date") which shall be no later than ninety (90) days after the delivery of the Redemption Notice.

On or after the Redemption Date, the Corporation shall make payment of the Redemption Amount for each Redeemable Share which is to be redeemed upon presentation and surrender of the certificate representing such Redeemable Share, duly endorsed, at the registered office of the Corporation or at such other place in Ontario specified in the Redemption Notice. Upon the later of the Redemption Date and the date upon which payment of the Redemption Amount for the Redeemable Share being redeemed is made, the redemption shall be deemed to have been completed, and the holder of the Redeemable Share which has been redeemed shall cease to be entitled to exercise any of the rights of a holder of a Redeemable Share in respect of such share.

VOTING

(j) The holders of every Voting Share shall be entitled to receive notice of and attend all meetings of shareholders, and every Voting Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation.

(k) The holders of every share other than a Voting Share:

- (i) Subject to these Articles and the Act, shall not be entitled to receive notice of, attend at or vote at any meeting of the shareholders of the Corporation; and
- (ii) Notwithstanding clause (i) above, shall be entitled to notice of meetings of shareholders for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof in accordance with the provisions of the Act.

PURCHASE FOR CANCELLATION

(l) The Corporation may, at any time and from time to time, purchase for cancellation, the whole or any part of the Class "A" special shares or Class "B" special shares, which are from time to time outstanding, at the lowest price at which, in the opinion of the directors, such shares are obtainable, provided that in no event shall the price paid for each Class "A" special share or Class "B" special share, as the case may be, exceed the respective Redemption Amount of such shares.

(m) The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the common shares which are from time to time outstanding.

RIGHTS TO RECEIVE DIVIDENDS ON REDEMPTION OR PURCHASE FOR CANCELLATION

(n) A redemption or purchase for cancellation by the Corporation shall not affect the rights of the holder(s) of such shares with respect to any dividends which such holder(s) are entitled to receive but as of the date of redemption or purchase for cancellation remain unpaid.

EFFECTS OF UNANIMOUS SHAREHOLDERS' AGREEMENT

(o) Any action or proceedings contemplated by these articles to be taken by the directors shall be deemed to refer to the corresponding action or proceedings of the shareholders to the extent that the directors are relieved of their responsibilities to the Corporation pursuant to the provisions of a unanimous shareholder's agreement as defined in the Act.

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:

(1) No share in the capital stock of the Corporation shall be allotted, issued or transferred, without the express sanction of the Board of Directors of the Corporation to be signified by a resolution duly passed at a meeting of the Board of Directors or by an instrument or instruments in writing signed by all of the Directors of the Corporation;

(2) No allotment or issue of the Corporation's securities shall be made pursuant to any invitation to the public to subscribe for such securities and any invitation to the public to subscribe for such shares of the Corporation is prohibited; and

(3) The number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment, to be shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu.

In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, by authentic deed, in particular but without limitation, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, hypothecate, mortgage, pledge, cede or transfer any property, moveable or immoveable, present or future, which it may own.

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

Les déclarations exigées aux termes du paragraphe 177 (2) de la Loi sur les compagnies constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

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

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and
signatures and descriptions of office of their pro-
per officers.

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

UMACS OF CANADA INC.

Per: 

L. Barry Thomson -
President

ALUMA SYSTEMS INCORPORATED

Per: 

L. Barry Thomson -
President

PATENT

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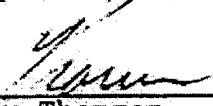
SCHEDULE "A"

DIRECTOR'S STATEMENT

I, L. Barry Thomson, am a director of Umacs of Canada Inc. (the "Corporation") and hereby state the following in connection with the proposed amalgamation of the Corporation and Aluma Systems Incorporated, and their continuance as Umacs of Canada Inc.:

- (a) There are reasonable grounds for believing that:
 - (i) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
- (b) There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation; and
- (c) No creditor has notified the Corporation of any objection to the proposed amalgamation.

DATES this 22nd day of September, 1986



L. Barry Thomson

DIRECTOR'S STATEMENT

I, L. Barry Thomson, am a director of Aluma Systems Incorporated (the "Corporation") and hereby state the following in connection with the proposed amalgamation of the Corporation and Umacs of Canada Inc., and their continuance as Umacs of Canada Inc.:

- (a) There are reasonable grounds for believing that:
 - (i) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
- (b) There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation; and
- (c) No creditor has notified the Corporation of any objection to the proposed amalgamation.

DATES this 22nd day of September, 1986.



L. Barry Thomson

SCHEDULE "B"

THIS AMALGAMATION AGREEMENT made as of the 22nd day of
September, 1986.

B E T W E E N :

UMACS OF CANADA INC.,
a corporation incorporated pursuant to the laws of
the Province of Ontario,

(hereinafter called "Umacs")

OF THE FIRST PART

- and -

ALUMA SYSTEMS INCORPORATED
a corporation amalgamated pursuant to the laws of
the Province of Ontario,

(hereinafter called "Aluma")

OF THE SECOND PART

WHEREAS Umacs and Aluma (hereinafter referred to as the
"Amalgamating Corporations") are all corporations subject to the
laws of the Province of Ontario, and governed by the Business
Corporations Act, 1982, as amended from time to time (the "Act");

AND WHEREAS the Amalgamating Corporations acting under
the authority contained in the Act have agreed to amalgamate upon
the terms and conditions hereinafter set forth;

AND WHEREAS the authorized and issued share capital and
the stated capital of the Amalgamating Corporations is as
follows:

<u>Name</u>	<u>Authorized Share Capital</u>	<u>Issued Share Capital</u>	<u>Stated Capital</u>
Unacs	(a) an unlimited number of shares designated as common shares;	10,000 common shares	\$10,000.00,
	(b) an unlimited number of shares designated as Class "A" shares.	7,153 Class "A" shares	\$ 71.53
			<u>\$10,071.53</u>
Aluma	(a) 10,000 shares designated as common shares;	1,000 common shares	\$ 1,000.00
			<u>\$ 1,000.00</u>
	(b) 100 shares designated as Class "A" special shares;		
	(c) 300,000 shares designated as Class "B" special shares;		
	(d) 210,000 shares designated as Class "C" special shares;		
	(e) 100,000 shares designated as Class "D" special shares.		

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

NOW THEREFORE in consideration of the mutual covenants hereinafter contained the Amalgamating Corporations covenant and agree each with the other as follows:

1. In this agreement:

- (a) "Corporation" means the corporation resulting from the amalgamation of the Amalgamating Corporations;
- (b) "Effective Date" means the date upon which the Articles of Amalgamation issued to the Amalgamated Corporation under the Act become effective.

2. The Amalgamating Corporations hereby agree to amalgamate at the close of business on the Effective Date, and to continue as one corporation under the terms and conditions set out herein. The parties agree that it is intended that the Effective Date be on the 22nd day of September, 1986, and that all requisite documentation will be executed and filed as required in this regard.

3. The name of the Corporation shall be Umacs of Canada Inc..

4. The registered office of the Corporation shall be in the Municipality of Metropolitan Toronto.

5. The address of the registered office shall be 4800 Dufferin Street, Downsview, Ontario, M3H 5S9.

6. The classes and numbers of shares which the Corporation is authorized to issue shall be:

- (a) an unlimited number of shares designated as common shares;

- (b) an unlimited number of shares designated as Class "A" special shares; and,
- (c) an unlimited number of shares designated as Class "B" special shares.

7. The rights, privileges, restrictions and conditions (if any) attaching to each class of shares in the capital of the Corporation and the directors' authority with respect to any class of shares which is to be issued in series are set forth in Schedule "A" attached hereto.

8. Subject to the provisions of the Act, the following provisions shall apply to the Corporation:

- (a) The issue, transfer or ownership of shares is restricted and the restrictions are as follows:

- (i) No share in the capital stock of the Corporation shall be allotted, issued or transferred, without the express sanction of the Board of Directors of the Corporation to be signified by a resolution duly passed at a meeting of the Board of Directors or by an instrument or instruments in writing signed by all of the Directors of the Corporation;
- (ii) No allotment or issue of the Corporation's securities shall be made pursuant to any invitation to the public to subscribe for such

securities and any invitation to the public to subscribe for such shares of the Corporation is prohibited; and

- (iii) The number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment, to be shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

9. The number of directors of the Corporation shall be a minimum of one director and a maximum of fifteen directors and the board of directors of the Corporation shall consist of four (4) directors until otherwise determined by special resolution of the shareholders of the Corporation, and the first directors of the Corporation, with their full names and addresses and status as a resident Canadian, shall be as follows:

<u>Name</u>	<u>Residential Address</u>	<u>Resident Canadian</u>
L. Barry Thomson	2481 St. Wynton's Court Mississauga, Ontario L4Y 1X2	Yes
Frank Camisso	333 Bering Avenue Toronto, Ontario M8Z 3A8	Yes
Austin Page	607 - 5444 Yonge Street Toronto, Ontario M2N 6J4	Yes

Peter L. Martini 2173 Shawanaga Trail Yes
Mississauga, Ontario L5H 3X6

The said directors shall hold office until the first annual meeting of the Corporation, or until their successors are elected or appointed.

10. The restrictions, if any, on the business the Corporation may carry on or on powers the Corporation may exercise are: NONE.

11.(a) The holders of the issued and outstanding shares of each of the Amalgamating Corporations shall, on and from the Effective Date, be entitled on the amalgamation to receive money and/or shares of the Corporation on the following basis:

- (i) each issued and outstanding common share in the capital of Umacs, shall be converted into one (1) common share in the capital of the Corporation;
- (ii) each issued and outstanding Class "A" share in the capital of Umacs shall be converted into one (1) Class "A" special share in the capital of the Corporation; and
- (iii) the 1,000 common shares in the capital of Aluma shall be converted into 100 Class "B" special shares in the capital of the Corporation.

11.(b) If (i) there shall be issued to any of the Corporation or the shareholders of the Amalgamating Corporations a notice of assessment or reassessment pursuant to any taxing statute, which assessment or reassessment is based upon an assumption of fact or a finding by any taxing authority that the fair market value of the 1,000 common shares in the capital of Aluma at the Effective Date is greater than \$1,000.00, or (ii) any taxing authority notifies the Corporation or any shareholder of the Amalgamating Corporations that it intends to issue such notice of assessment or reassessment, then such number of additional Class "B" special shares in the capital of the Corporation shall be issued by the Corporation to the holder of the 1,000 common shares in the capital of Aluma as is obtained when the fair market value of the 1,000 common shares in the capital of Aluma on the Effective Date (as finally agreed to by the Corporation and the shareholders of the Amalgamating Corporations after considering the taxing authority's valuation) minus \$1,000.00 is divided by 10. If any dividends have been paid by the Corporation in respect of the Class "B" special shares in the Corporation, then, as may be required, the Corporation shall pay such additional dividends to the holder of such shares such that the amount of such dividends paid, or adjusted, shall be the amount of dividends which ought to have been paid upon giving effect to the adjustment in the number of Class "B" special shares in the capital of the Corporation into which the 1,000 common shares in the capital of Aluma are being converted as contemplated herein.

12. All of the shares of the Corporation to be issued in accordance with paragraph 11 hereof shall be deemed to have been issued as fully paid and non-assessable and the Corporation shall be deemed to have received the full consideration for the issue thereof.

13. The stated capital for each class of shares of the Corporation shall be equal to the stated capital account of the corresponding class of shares of the Amalgamating Corporation from which they were converted.

14. On and after the Effective Date, the shareholders of the Amalgamating Corporations shall surrender all share certificates held by them representing shares of the Amalgamating Corporations, and shall be entitled to receive share certificates representing shares of the Corporation, according to their respective rights and interests determined as aforesaid.

15. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, by authentic deed, in particular but without limitation, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, hypothecate, mortgage, pledge, cede or transfer any property, moveable or immoveable, present or future, which it may own.

16. The by-laws of the Corporation shall not be the by-laws of any of the Amalgamating Corporations, but shall be enacted by the Corporation on or after the Effective Date. Such proposed by-laws are available for inspection at the offices of DelZotto, Zorzi, 951 Wilson Avenue, North York, Ontario, M3K 1Z7, during normal business hours.

17. The Corporation shall possess all the property, rights, privileges and franchises and is subject to liabilities including civil, criminal and quasi criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations as such exist immediately prior to or upon the amalgamation becoming effective.

18. All rights of creditors against the property, rights and assets of the Amalgamating Corporations and all liens upon their property, rights and assets shall be unimpaired by such amalgamation and all debts, contracts, liabilities and duties of the Amalgamating Corporations thenceforth attach to the Corporation and may be enforced against it.

19. No action or proceedings by or against any of the Amalgamating Corporations shall abate or be affected by such amalgamation.

20. Upon each of the Amalgamating Corporations approving this agreement in the manner provided in the Act, the parties hereto for the purpose of bringing this amalgamation into effect

shall forthwith comply with the provisions of the Act and do all things and cause all things to be done including executing all documents, which may be necessary to effect this amalgamation in compliance with the provisions of the Act.

21. This Agreement shall not become effective until it is confirmed, without variation by the shareholders of each of the Amalgamating Corporations, in accordance with the Act.

22. This agreement may be terminated by the directors of any of the Amalgamating Corporations, notwithstanding approval of this Agreement by the shareholders of all or any of the Amalgamating Corporations at any time prior to the endorsement of a Certificate of Amalgamation.

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

UMACS OF CANADA INC.

Per: *L. Barry Thomson*
L. Barry Thomson - President

ALUMA SYSTEMS INCORPORATED

Per: *L. Barry Thomson*
L. Barry Thomson - President

SCHEDULE "A" TO AMALGAMATION AGREEMENTDEFINITIONS

(a) In these articles, and any articles of amendment hereto, the following terms shall have the following meanings:

- i) "Act" - Business Corporations Act, 1982 (Ontario) as amended from time to time;
- ii) "Preferential Dividend" - a fixed, non-cumulative, preferential dividend, equal to,
 - (a) in respect of the Class "A" special shares, the sum of Seventy-Five Dollars (\$75.00) per share, which dividend is payable annually on the first day of January in each year; and
 - (b) in respect of the Class "B" special shares, the sum of Eighty Cents (\$0.80) per share, which dividend is payable annually on the first day of January in each year.
- iii) "payment" - the sending by the Corporation of a cheque which is subsequently honoured, to the address of a shareholder appearing on the books of the Corporation, or the delivery of same to such shareholder personally, which cheque is drawn on the Corporation's bankers and is payable at par at any branch thereof in Canada, or, in the event that the shareholder to whom the monies are to be paid has been sent written notice of the name and address of the bankers of the Corporation, by the deposit of unclaimed monies to a special account at the bankers of the Corporation, from which account monies owing to a shareholder will be subsequently paid upon demand, provided that such demand is subsequently honoured;
- iv) "Redemption Amount" - an amount equal to,
 - (a) in respect of a particular Class "A" special share, the sum of One Thousand Dollars (\$1,000.00) per share; and
 - (b) in respect of a particular Class "B" special share, the sum of Ten Dollars (\$10.00) per share.
- v) "Redeemable Share" - any Class "A" special share or any Class "B" special share;
- vi) "Voting Share" - any common share;

DIVIDENDS

(b) The holders of the Class "A" special shares shall be entitled to receive payment of their respective Preferential Dividend if and when it is declared by the directors, but always in priority to any payment of dividends on any other class of shares of the Corporation. The directors may from time to time declare and make payment of part of the Preferential Dividend on the Class "A" special shares, notwithstanding that the Preferential Dividend is not declared in full.

Any part of the Preferential Dividend in respect of the Class "A" special shares which is not declared by the directors within two (2) months of the date upon which it is otherwise payable shall be extinguished.

No dividends shall be declared on the Class "A" special shares other than or in excess of their respective Preferential Dividend.

(c) The holders of the Class "B" special shares shall be entitled to receive payment of their respective Preferential Dividend if and when it is declared by the directors, but always subsequent to the payment of any dividends on the Class "A" special shares and in priority to any payment of dividends on the common shares. The directors may from time to time declare and make payment of part of the Preferential Dividend on the Class "B" special shares, notwithstanding that the Preferential Dividend on such shares is not declared in full.

Any part of the Preferential Dividend in respect of the Class "B" special shares which is not declared by the directors within two (2) months of the date upon which it is otherwise payable shall be extinguished.

No dividends shall be declared on the Class "B" special shares other than or in excess of their respective Preferential Dividend.

(d) In any financial year of the Corporation, after payment of the Preferential Dividend on the Class "A" special shares and the Class "B" special shares have been made, the directors may, subject to the provisions hereof, declare and effect dividends on the common shares of the Corporation.

(e) In respect of a share that has been issued and outstanding for less than the full period for which a particular dividend is payable, then the dividend payable in respect thereof shall be adjusted pro rata.

DISTRIBUTION OF ASSETS ON LIQUIDATION

(f) In the event of the liquidation, winding-up, dissolution or other distribution of the capital assets of the Corporation, whether voluntary or involuntary, and after the payment of the debts of the Corporation, the holders of the

Class "A" special shares shall be entitled to receive the respective Redemption Amount of their shares plus all declared and unpaid dividends on their shares in priority to any distribution of the capital assets of the Corporation to the holders of the other classes of shares of the Corporation, but shall not be entitled to share further in the distribution of the capital assets of the Corporation. If the capital assets of the Corporation, including surplus, are not sufficient to pay the Redemption Amount of each Class "A" special share, then all the capital assets or the proceeds thereof shall be distributed rateably among the holders of the Class "A" special shares.

(g) In the event of the liquidation, winding-up, dissolution or other distribution of the property of the Corporation, whether voluntary or involuntary, and after the payment of the debts of the Corporation, the holders of the Class "B" special shares shall be entitled to receive the Redemption Amount of their shares plus all declared and unpaid dividends on their shares subsequent in priority to the holders of the Class "A" special shares, but in priority to any distribution of the property of the Corporation to the holders of any other class of shares in the Corporation, but shall not be entitled to share further in the distribution of the capital assets of the Corporation. If the capital assets of the Corporation, including surplus, are not sufficient to pay the Redemption Amount of each Class "B" special share, then all the capital assets or their proceeds shall be distributed rateably among the holders of the Class "B" special shares.

(h) The holders of the common shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, winding-up, dissolution or other distribution of the capital assets of the Corporation.

REDEMPTION

(i) The Corporation shall be entitled at any time to redeem any Redeemable Share upon payment of its Redemption Amount in accordance with this provision. Unless notice is waived in writing by the holder of the Redeemable Share which is to be redeemed, the Corporation shall give seven (7) days' notice (the "Redemption Notice") by letter directed to the holder of the Redeemable Share which is to be redeemed at his address appearing on the books of the Corporation. The Redemption Notice shall set out:

- i) The number and class or series of shares to be redeemed;
- ii) The aggregate of the Redemption Amounts of the Redeemable Shares which are to be redeemed; and
- iii) The date upon which the redemption is to take place (the "Redemption Date") which shall be no later than

ninety (90) days after the delivery of the Redemption Notice.

On or after the Redemption Date, the Corporation shall make payment of the Redemption Amount for each Redeemable Share which is to be redeemed upon presentation and surrender of the certificate representing such Redeemable Share, duly endorsed, at the registered office of the Corporation or at such other place in Ontario specified in the Redemption Notice. Upon the later of the Redemption Date and the date upon which payment of the Redemption Amount for the Redeemable Share being redeemed is made, the redemption shall be deemed to have been completed, and the holder of the Redeemable Share which has been redeemed shall cease to be entitled to exercise any of the rights of a holder of a Redeemable Share in respect of such share.

VOTING

(j) The holders of every Voting Share shall be entitled to receive notice of and attend all meetings of shareholders, and every Voting Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation.

(k) The holders of every share other than a Voting Share:

(i) Subject to these Articles and the Act, shall not be entitled to receive notice of, attend at or vote at any meeting of the shareholders of the Corporation; and

(ii) Notwithstanding clause (i) above, shall be entitled to notice of meetings of shareholders for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof in accordance with the provisions of the Act.

PURCHASE FOR CANCELLATION

(l) The Corporation may, at any time and from time to time, purchase for cancellation, the whole or any part of the Class "A" special shares or Class "B" special shares, which are from time to time outstanding, at the lowest price at which, in the opinion of the directors, such shares are obtainable, provided that in no event shall the price paid for each Class "A" special share or Class "B" special share, as the case may be, exceed the respective Redemption Amount of such shares.

(m) The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the common shares which are from time to time outstanding.

RIGHTS TO RECEIVE DIVIDENDS ON REDEMPTION OR PURCHASE FOR
CANCELLATION

(n) A redemption or purchase for cancellation by the Corporation shall not affect the rights of the holder(s) of such shares with respect to any dividends which such holder(s) are entitled to receive but as of the date of redemption or purchase for cancellation remain unpaid.

EFFECTS OF UNANIMOUS SHAREHOLDERS' AGREEMENT

(o) Any action or proceedings contemplated by these articles to be taken by the directors shall be deemed to refer to the corresponding action or proceedings of the shareholders to the extent that the directors are relieved of their responsibilities to the Corporation pursuant to the provisions of a unanimous shareholder's agreement as defined in the Act.