

## PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/1992
CONVEYING PARTY DATA	
Name	Execution Date
UMACS of Canada Inc.	03/31/1992
RECEIVING PARTY DATA	
Name:	UMACS of Canada Inc.
Street Address:	4810 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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Ministry of  
Consumer and  
Commercial  
Relations

**CERTIFICATE**

This is to certify that these  
articles are effective on

Ministère de  
la Consommation  
et du Commerce

**CERTIFICAT**

Ceci certifie que les présents  
statuts entrent en vigueur le

MARCH 31 MARS 1992

*W. D. L.*

Director / Directeur  
Business Corporations Act / Loi de sur les compagnies

Ontario Corporation Number  
Numéro de la compagnie en Ontario

982444

Trans Code	Line No	Stat	Comp Type	Method Incorp	Share
A	0	0	A	3	S
18	20	28	29	30	31
Notice Req'd	Jurisdiction				Share
N	ONTARIO				A
32	33				34

**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:*

U M A C S O F C A N A D A I N C .

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

4810 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)

North York, Ontario

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

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

City of North York

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

in the Municipality of Metropolitan Toronto  
dans la

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

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

Minimum of one, maximum of fifteen

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

First name, initials and surname:  
Prénom, initiales et nom de famille

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

Resident  
Canadian  
State  
Yes or No  
Résident  
Canadien  
Oui/Non

L. Barry Thomson

200 Poplar Dr.  
Oakville, Ont. L6J 4C6

Yes

Frank Camisso

Gr. 9, Box 7, R.R. #3  
Portparry, Ont. L9L 1B4

Yes

Peter L. Martini

95 Chandos Ave.  
Toronto, Ont. M6H 2E7

Yes

Austin Page

5444 Yonge St., Suite 607  
Willowdale, Ont. M2N 6J4

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.

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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.	812087	March 31, 1992
Dufferin Forming and Scaffolding Inc.	687396	March 31, 1992
Aluma Fab Incorporated	405438	March 31, 1992
Aluma Systems Export Canada Ltd.	812234	March 31, 1992

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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.*

3

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.*

An unlimited number of one class of shares designated as common 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:*

- (1) The holders of the common shares shall be entitled to receive dividends, if, as and when declared by the directors of the Corporation.
- (2) The holders of the common shares shall be entitled to receive notice of and attend all meetings of the shareholders, each common share shall have attached to it one (1) vote at all such meetings.
- (3) The holders of the common shares shall be entitled to receive the remaining property of the Corporation upon the dissolution of the Corporation.

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:

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- (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".

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

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

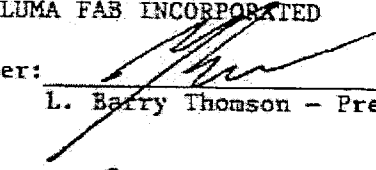
UMACS OF CANADA INC.

Per:   
L. Barry Thomson - President

ALUMA SYSTEMS EXPORT CANADA LTD.

Per:   
L. Barry Thomson - President

ALUMA FAB INCORPORATED

Per:   
L. Barry Thomson - President

DUFFERIN FORMING AND SCAFFOLDING INC.

Per:   
Martin I. Applebaum - President



SCHEDULE "A"

A - 1

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, Dufferin Forming and Scaffolding Inc., Aluma Fab Incorporated, and Aluma Systems Export Canada Ltd., 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.

DATED this 31st day of March, 1992.

  
\_\_\_\_\_  
L. BARRY THOMSON

PATENT

REEL: 016353 FRAME: 0231

SCHEDULE "A"

A - 2

DIRECTOR'S STATEMENT

I, Martin I. Applebaum, am a Director of Dufferin Forming and Scaffolding Inc. (the "Corporation") and hereby state the following in connection with the proposed amalgamation of the Corporation, Umacs of Canada Inc., Aluma Fab Incorporated, and Aluma Systems Export Canada Ltd., 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.

DATED this 31st day of March, 1992.



MARTIN I. APPLEBAUM

SCHEDULE "A"

A - 3

DIRECTOR'S STATEMENT

I, L. Barry Thomson, am a Director of Aluma Fab Incorporated (the "Corporation") and hereby state the following in connection with the proposed amalgamation of the Corporation, Umacs of Canada Inc., Dufferin Forming and Scaffolding Inc., and Aluma Systems Export Canada Ltd., 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.

DATED this 31st day of March, 1992.

  
L. BARRY THOMSON

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SCHEDULE "A"

A - 4

DIRECTOR'S STATEMENT

I, L. Barry Thomson, am a Director of Aluma Systems Export Canada Ltd. (the "Corporation") and hereby state the following in connection with the proposed amalgamation of the Corporation, Umacs of Canada Inc., Dufferin Forming and Scaffolding Inc., and Aluma Fab 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.

DATED this 31st day of March, 1992.

  
L. BARRY THOMSON

THIS AMALGAMATION AGREEMENT made as of the 31st day of March, 1992.

A M O N G:

UMACS OF CANADA INC., a corporation subsisting under the laws of the Province of Ontario,

(hereinafter called "Umacs")

OF THE FIRST PART

- and -

DUFFERIN FORMING AND SCAFFOLDING INC., a corporation subsisting under the laws of the Province of Ontario,

(hereinafter called "Dufferin")

OF THE SECOND PART

- and -

ALUMA FAB INCORPORATED, a corporation subsisting under the laws of the Province of Ontario,

(hereinafter called "Fab")

OF THE THIRD PART

- and -

ALUMA SYSTEMS EXPORT CANADA LTD., a corporation subsisting under the laws of the Province of Ontario,

(hereinafter called "Export")

OF THE FOURTH PART

WHEREAS Umacs, Dufferin, Fab and Export (hereinafter referred to as the "Amalgamating Corporations") are 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 Dufferin, Fab and Export are wholly-owned subsidiaries of Umacs;

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 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:

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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 Amalgamating Corporations 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 the Effective Date shall be the 31st day of March, 1992, 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 in the Province of Ontario.

5. The address of the registered office of the Corporation shall be 4810 Dufferin Street, Downsview, Ontario, M3H 5S8.

6. The classes and numbers of shares which the Corporation is authorized to issue shall be an unlimited number of shares designated as common shares.

7. The rights, privileges, restrictions and conditions (if any) attaching to the common shares in the capital of the Corporation and the directors' authority with respect to such shares are as follows:

- (a) The holders of the common shares shall be entitled to receive dividends, if, as and when declared by the directors of the Corporation.
- (b) The holders of the common shares shall be entitled to receive notice of and attend all meetings of the shareholders, each common share shall have attached to it one (1) vote at all such meetings.
- (c) The holders of the common shares shall be entitled to receive the remaining property of the Corporation upon the dissolution of the Corporation.

8. The issue, transfer or ownership of shares in the capital of the Corporation is restricted and the restrictions are as follows:

- (a) 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;

- (b) 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
- (c) 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 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:

Name	Residential Address	Resident Canadian
L. Barry Thomson	200 Poplar Drive Oakville, Ontario L6J 4C6	Yes
Austin Page	5444 Yonge Street, Suite 607 Willowdale, Ontario M2N 6J4	Yes
Peter L. Martini	95 Chandos Avenue Toronto, Ontario M6H 2E7	Yes
Frank Camisso	Gr. 9, Box 7, R.R. #3 Portparry, Ontario L9L 1B4	Yes

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

10. There are no restrictions on the business the Corporation may carry on or on powers the Corporation may exercise.

11. All the issued and outstanding shares in the capital of Umacs shall, on and from the Effective Date, be converted into 10,000 common shares in the capital of the Corporation. All the issued and outstanding shares in the capital of Dufferin, Fab and Export held by Umacs shall be cancelled without any repayment of capital.

12. All 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. Upon the amalgamation, the aggregate amount that shall be added to the stated capital account maintained by the Corporation for the common shares of the Corporation shall be equal to the aggregate "paid-up capital" (as defined in the Income Tax Act (Canada)) of the shares in the capital of Umacs which were converted into such shares upon the amalgamation.

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, 4580 Dufferin Street, Downsview, Ontario, M3H 5Z1, 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.

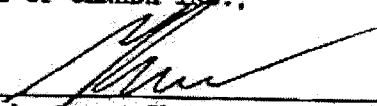


21. This Agreement shall not become effective until it is confirmed, without variation by the shareholders of each of the Amalgamating Corporations, in accordance with the Act.

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.

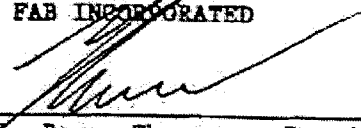
UMACS OF CANADA INC.,

Per:   
L. Barry Thomson - President

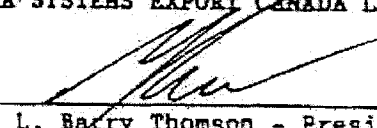
DUFFERIN FORMING AND SCAFFOLDING INC.

Per:   
Martin I. Applebaum - President

ALUMA FAB INCORPORATED

Per:   
L. Barry Thomson - President

ALUMA SYSTEMS EXPORT CANADA LTD.

Per:   
L. Barry Thomson - President

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