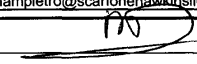


03-29-2005

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

3-25-05 RI 102968854	
To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.	
1. Name of conveying party(ies)/Execution Date(s): TWIN OAKS ENVIRONMENTAL LTD. Execution Date(s) April 21, 2004 Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: TERRA PRIMA INC. Internal Address: _____ Street Address: 464 RENNIE STREET City: HAMILTON State: ONTARIO Country: CANADA Zip: L8H 3P9 Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424, Confirmatory License <input type="checkbox"/> Other _____	4. Application or patent number(s): <input type="checkbox"/> This document is being filed together with a new application. A. Patent Application No. (s) _____ B. Patent No. (s) 5932472 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5. Name and address to whom correspondence concerning document should be mailed: Name: SCARFONE HAWKINS LLP Internal Address: 14TH FLOOR Street Address: 1 JAMES ST. SOUTH, P.O. BOX 926, DEPOT 1 City: HAMILTON State: ONTARIO Zip: L8N 3P9 Phone Number: (905) 523-1333 Fax Number: (905) 532-5878 Email Address: iampietro@scarfonehawkinsllp.com	
6. Total number of applications and patents involved: 1	
7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00 <input type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> None required (government interest not affecting title)	
8. Payment Information a. Credit Card Last 4 Numbers 4057 Expiration Date _____ b. Deposit Account Number _____ Authorized User Name _____	
9. Signature:  MARCH 8, 2005 Signature Date DANIELLE IAMPIETRO Name of Person Signing Total number of pages including cover sheet, attachments, and documents: 3	

03/28/2005 ECDOPER 00000100 5932472

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REEL: 016386 FRAME: 0523

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À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la société en Ontario

1.

1340622



Ministry of
Consumer and
Ontario Business Services

CERTIFICATE
This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

APRIL 21 AVRIL, 2004


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

8

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT):

T	W	I	N		O	A	K	S		E	N	V	I	R	O	N	M	E	N	T	A	L		R	E	M	E	D	I
A	T	I	O	N		L	T	D	.																				

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT):

T	E	R	R	A		P	R	I	M	A		I	N	C	.													

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion:

1999 March 11

(Year, Month, Day)
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.

Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: or minimum and maximum number of directors is/are:
Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:

Number or minimum and maximum
Nombre ou minimum et maximum

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante:

The name of the Corporation be amended to TERRA PRIMA INC.

Paragraphs 8 and 9 of the Articles of the Corporation are deleted and replaced with the following.

No shares shall be allotted, issued or transferred without the express consent of the Board of Directors to be signified by a resolution passed by the Board of Directors.

DYE & DURHAM
Corporation
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Form 3
Business
Corporations
Act

Formule 3
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sociétés par
actions

The number of persons or companies who beneficially own, directly or indirectly, outstanding securities of the Corporation is limited to not more than 35, exclusive of (i) persons or companies that are, or at the time they last acquired securities of the Corporation were, accredited investors (as defined in Ontario Securities Commission Rule 45-501); and (ii) current or former directors, officers or employees of the Corporation or an affiliated entity of the Corporation, or current or former consultants (as defined in Ontario Securities Commission Rule 45-503), who in each case beneficially own only securities of the Corporation that were issued as compensation by, or under an incentive plan of, the Corporation or an affiliated entity of the Corporation, provided that:

(a) two or more persons who are the joint registered holders of one or more securities shall be counted as one beneficial owner of those securities; and

(b) a corporation, partnership, trust or other entity shall be counted as one beneficial owner of securities unless the entity has been created or is being used primarily for the purpose of acquiring or holding securities in which event each beneficial owner of an equity interest in the entity or each beneficiary of the entity, as the case may be, shall be counted as a separate beneficial owner.

That any invitation to the public to subscribe for securities of the Corporation is prohibited.

6. The amendment has been duly authorized as required by Sections 168 and 170 (as applicable) of the *Business Corporations Act*.

La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2004, April, 19

(Year, Month, Day)
(année, mois, jour)

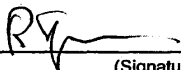
These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

TWIN OAKS ENVIRONMENTAL REMEDIATION LTD.

(Name of Corporation) If the name is to be changed by these articles set out current name)
(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By:
Par:



(Signature)
(Signature)

Rudi Spallacci, President

(Description of Office)
(Fonction)

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Corporation
Forms-On-Disk

RECORDED: 03/25/2005

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REEL: 016386 FRAME: 0525