Our Ref: FF GEN 229A

RECORDATION FORM COVER SHEET
PATENTS ONLY

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

1. Name of conveying party(ies):	2. Name and address of receiving party(ies):
GSW Inc. 2020 Winston Park Drive, Ste 100 Oakville, Ontario L6H 6X7 Canada Additional names(s) of conveying party(ies) attached [ ]yes [X] no	Name: A.O. Smith Enterprises Ltd. Internal Address:
3. Nature of Conveyance: [ ] Assignment [X] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: April 7, 2006	Street Address: 2020 Winston Park Drive, Ste 100 Oakville, Ontario L6H 6X7 Canada Additional names(s) and addresses attached [ ] yes [X] no

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s):	B. Patent No.(s): D463,036

Additional numbers attached? [ ] yes [X] no

5. Name and address of party to whom correspondence concerning documents should be mailed:	6. Total number of applications and patents involved: 1
Frank Farfan MacBeth & Johnson 133 Richmond Street West, Suite 301 Toronto, Ontario M5H 2L7 Canada	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

9. 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.

Frank Farfan		Nov 3, 2006
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and documents:

Fax (1 571 273 0140)/or mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services, Director- US Patent and Trade-mark Office, P.O. Box 1450, Alexandria, VA 22313-1450

Industry Canada Industrie Canada

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

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

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

Canada Business Corporations Act
APR 27 2006
Loi canadienne sur les sociétés par actions

A Soucu

Deputy Director - Directeur adjoint

Date

Canada

Industry Canada Industrie Canada

Certificate of Amalgamation

Certificat de fusion

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

A.O. SMITH ENTERPRISES LTD. 436005-2

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.

Canada Business Corporations Act
APR 24 2006
Loi canadienne sur les sociétés par actions

Richard G. Shaw
Director - Directeur

April 7, 2006 / le 7 avril 2006

Date of Amalgamation - Date de fusion

Canada

Industry Canada Industrie Canada

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 185)

1 – Name of the Amalgamated Corporation — Dénomination sociale de la société issue de la fusion

A.O. SMITH ENTERPRISES LTD.

2 – The province or territory in Canada where the registered office is to be situated — La province ou le territoire au Canada où se situera le siège social

ONTARIO

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

(a) an unlimited number of common shares; and
(b) an unlimited number of special shares.

4 – Restrictions, if any, on share transfers — Restrictions sur le transfert des actions, s'il y a lieu

(a) No shares shall be transferred without the approval of the directors of the Corporation; (b) The number of shareholders is limited to fifty (50); and Any invitation to the public to subscribe for any shares of the Corporation shall be prohibited.

5 – Number (or minimum and maximum number) of directors — Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum of one (1); Maximum ten (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

None

7 – Other provisions, if any — Autres dispositions, s'il y a lieu

See attached Schedule "A".

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 sociale des sociétés fusionnantes	Corporation No. / Nº de la société	Signature	Date	Title / Titre	Tel. No. / Nº de tél.
A.O. SMITH ENTERPRISES LTD.	399104-1	[illegible]	Apr. 7/06	DIRECTOR	(414)359-4056
GSW INC.	116025	[illegible]	Apr. 7/06	DIRECTOR	(416)865-7910

APR 07 2006

APR 07 2006

IC 3190 (2004/12)

Canada

SCHEDULE "A"

The said special shares and common shares shall attached thereto the rights, privileges, restrictions and conditions hereinafter set forth:

1. The holders of the special shares shall, in each year, in the discretion of the directors, be entitled out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of ten percent (10%) per annum on the amount paid up on the said special shares payable yearly before payment is made on the common shares.

2. Subject to the provisions of the Canada Business Corporations Act, the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the special shares on payment for each share to be redeemed of the amount paid up thereon, together with all dividends declared thereon and unpaid; not less than thirty (30) day's notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the special shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no right against the Corporation in respect thereof, except, upon the surrender of certificates for such shares, to receive payment therefore out of the moneys so deposited.

3. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the special shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, the amount paid up thereon and any dividends declared thereon and unpaid but shall not confer any further right to participate in profits or assets.

4. The holders of the special shares shall not be entitled to vote at any meetings of the shareholders unless and until the Corporation fails to pay the dividends thereon for three (3) consecutive years, whereupon the holders of the special shares shall be entitled to one (1) vote for each special share so held at all meetings of shareholders until dividends aggregating ten per cent (10%) per annum have been paid on the special shares for three (3) consecutive years; the holders of special shares for three (3) consecutive years; the holders of special shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.