

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/01/1995

CONVEYING PARTY DATA

Name	Execution Date
Canstar Sports Group Inc.	05/30/1995

RECEIVING PARTY DATA

Name:	Canstar Sports Inc.
Street Address:	8000 Blvd Decarie
Internal Address:	Suite 600
City:	Montreal QC
State/Country:	CANADA
Postal Code:	H4P2S4

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	5652956

CORRESPONDENCE DATA

Fax Number: (514)954-1396
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 514-954-1500
 Email: jqbisson@smart-biggar.ca
 Correspondent Name: FETHERSTONHAUGH - SMART & BIGGAR
 Address Line 1: 1000 De La Gauchetiere Street West
 Address Line 2: Suite 3300
 Address Line 4: Montreal QC, CANADA H3B 4W5

ATTORNEY DOCKET NUMBER:	86421-M
NAME OF SUBMITTER:	Marc Gagnon, Reg. No. 51,273

Total Attachments: 6

500460958

**PATENT
 REEL: 020487 FRAME: 0430**

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Industry Canada Industrie Canada
Canada Business Loi canadienne sur
Corporations Act les sociétés par actions

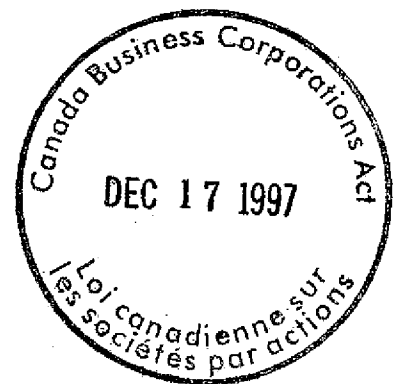
I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

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.

Glaise M. Collins

Deputy Director - Directeur adjoint

Date



Canada

PATENT
REEL: 020487 FRAME: 0432

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

CANSTAR SPORTS INC.

315219-7

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

June 1, 1995/le 1 juin 1995

Date of Amalgamation - Date de fusion

Name of amalgamated corporation

Dénomination de la société issue de la fusion

INSTAR SPORTS INC.

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

Lieu au Canada où doit être situé le siège social

Montreal Urban Community in the 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

One class of shares to be designated as common shares, in an unlimited number.

4 — Restrictions, if any, on share transfers

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

See Schedule A attached hereto.

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

Nombre (ou nombre minimal et maximal) d'administrateurs

A minimum of 1 director and a maximum of 25 directors.

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 Schedule B attached hereto.

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

8 — 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.
N° de la société

Signature

Date

Title
Titre

See Schedule C attached hereto.

This is Schedule A referred to in the foregoing articles of amalgamation.

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Corporation without either

- (a) the express sanction of the holders of more than 50% of the common shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares, or
- (b) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

This is Schedule B referred to in the foregoing articles of amalgamation.

1. 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, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. The number of directors of the Corporation shall be determined from time to time as follows:
 - (a) where directors are to be elected at a meeting of shareholders, the number shall be determined by resolution of the board of directors and set out in the notice calling the meeting of shareholders; and
 - (b) where directors are to be elected by way of a written resolution of shareholders, the number shall be set out in the resolution;

provided that the number of directors may not be less than the minimum number nor more than the maximum number of directors set out in the articles.

This is Schedule C referred to in the foregoing articles of amalgamation.

<u>Name of Amalgamating Corporations</u>	<u>Corporation No.</u>	<u>Signature</u>	<u>Date</u>	<u>Title</u>
Canstar Sports Group Inc. -Groupe de Sports Canstar Inc.	307453-6	<u>Jerry J. Fontana</u>	May 30, 1995	Vice-President, Legal Affairs and Secretary
Canstar Sports Inc.	212574-9	<u>Jerry J. Fontana</u>	May 30, 1995	Vice-President, Legal Affairs and Secretary
Helmtec Industries Inc./ Les Industries Helmtec Inc.	130646-4	<u>Jerry J. Fontana</u>	May 30, 1995	Secretary
101028 Canada Ltee	101772-1	<u>[Signature]</u>	May 30, 1995	Director
3098966 Canada Inc.	309896-6	<u>[Signature]</u>	May 30, 1995	Director
3098958 Canada Inc.	309895-8	<u>[Signature]</u>	May 30, 1995	Director
3123189 Canada Inc.	312318-9	<u>Jerry J. Fontana</u>	May 30, 1995	Secretary
101477 Canada Inc.	106388-0	<u>Jerry J. Fontana</u>	May 30, 1995	Secretary
3147738 Canada Limited	314773-8	<u>Jerry J. Fontana</u>	May 30, 1995	Secretary
S. Kolozsvary Sport Shoes Limited	314771-1	<u>Jerry J. Fontana</u>	May 30, 1995	Secretary

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