

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2002

CONVEYING PARTY DATA

Name	Execution Date
DOMINION PLASTICS INC.	09/30/2002

RECEIVING PARTY DATA

Name:	ROYAL GROUP TECHNOLOGIES INC.
Street Address:	1 ROYAL GATE BOULEVARD
City:	WOODBRIDGE, ONTARIO
State/Country:	CANADA
Postal Code:	L4L 8Z7

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	D382654

CORRESPONDENCE DATA

Fax Number: (404)602-8862
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-955-1500
 Email: lkimsey@hunton.com
 Correspondent Name: HUNTON & WILLIAMS LLP
 Address Line 1: 1900 K STREET, N.W.
 Address Line 2: SUITE 1200
 Address Line 4: WASHINGTON, DISTRICT OF COLUMBIA 20006-1109

ATTORNEY DOCKET NUMBER:	64480.001186
NAME OF SUBMITTER:	Eric J. Hanson

Total Attachments: 18
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**PATENT
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Ontario Corporation Number
Numéro de la compagnie en Ontario

1543768



Ministry of
Consumer and
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

OCTOBER 01 OCTOBRE, 2002

[Signature]
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

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

R	O	Y	A	L	G	R	O	U	P	T	E	C	H	N	O	L	O	G	I	E	S	I	N	C	.
/	G	R	O	U	P	E	R	O	Y	A	L	T	E	C	H	N	O	L	O	G	I	E	S	I	N
C	.																								

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

1 ROYAL GATE BLVD.

(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'édifice à bureaux, numéro du bureau)

WOODBIDGE

L 4 L 8 Z 7

(Name of Municipality or Post Office)

(Postal Code)

(Nom de la municipalité ou du bureau de poste)
(Code postal)

Nombre (ou nombres minimal et maximal)
d'administrateurs:

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

MINIMUM 1 MAXIMUM 10

4. The director(s) is/are:

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

Administrateur(s):

Address for service, giving Street & No. or R.R. No.,
Municipality and Postal Code
*Domicile élu, y compris la rue et le numéro, le
numéro de la R.R. ou le nom de la municipalité et le code
postal*

Resident
Yes or No
Résident
Canadien
Oui/Non

**DE ZEN,
Vic**

300 Greenbrook Drive
Woodbridge, Ontario
L4L 1A6

YES

**DUNSMUIR,
Douglas**

78 Owen Blvd.
Willowdale, Ontario
M2P 1G3

YES

5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (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 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
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(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below

(B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

ROYAL PLASTICS INC.

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>
Candor Plastics Limited	834515	September 30, 2002
Crown Plastics Extrusions Corporation	1097766	September 30, 2002
Dominion Plastics Inc.	913251	September 30, 2002
Imperial Plastics Extrusions Limited	862089	September 30, 2002
Majestic Plastics Limited	715462	September 30, 2002
Pillar Plastics Limited	711094	September 30, 2002
Regal Plastics Limited	1200574	September 30, 2002
Royal Building Systems (CDN) Limited	1150408	September 30, 2002
Royal Capital Stamping & Tooling Ltd.	445283	September 30, 2002

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>	
Royal Extrusions Limited	759452	September	30 , 2002
Royal Machine Manufacturing Ltd.	504441	September	30 , 2002
Royal Outdoor Products, Inc.	1440954	September	30 , 2002
Royal Patio Doors Limited	912944	September	30 , 2002
Royal Pipe Systems Limited	1090052	September	30 , 2002
Royal Plastics Inc.	1494015	September	30 , 2002
Royal Tooling Limited	1244010	September	30 , 2002
Royplast Limited	940574	September	30 , 2002
Ultimate Plastics Limited	445898	September	30 , 2002
Yorkview Plastics Ltd.	401272	September	30 , 2002
1141120 Ontario Limited	1141120	September	30 , 2002
1150409 Ontario Inc.	1150409	September	30 , 2002
1191225 Ontario Limited	1191225	September	30 , 2002
Dynast Plastics Limited	1541489	September	30 , 2002
Boncor Building Products Inc.	853761	September	30 , 2002
Royal Building Systems (CDN.) Inc.	1097765	September	30 , 2002

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

NO RESTRICTIONS

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

3.

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 CLASS "A" SHARES,
AN UNLIMITED NUMBER OF CLASS "B" SHARES,
AN UNLIMITED NUMBER OF CLASS "C" SHARES, AND
AN UNLIMITED NUMBER OF 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 may 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:*
- (a) The holders of the Class A shares in priority to the Class B, Class C shares and the common shares and any other shares ranking junior to the Class A shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends, such amounts, if any, as the Board of Directors may determine in their sole discretion from time to time.
- (b) No dividends shall at any time be declared or paid upon or set apart for payment on the Class B, Class C shares or the common shares or any other shares of the Corporation ranking junior to the Class A shares in any fiscal year (i) unless and until the discretionary dividends, if any, on all the Class A shares outstanding in respect of such fiscal year have been declared and paid or set apart for payment; or (ii) if such dividends would result in the Corporation having insufficient net assets to redeem the Class A shares at their full redemption amount and to make payment of all declared and unpaid discretionary dividends thereon.
- (c) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class A shares shall be entitled to receive from the assets and property of the Corporation the sum equal to the redemption amount for each Class A share held by them together with all declared and unpaid discretionary dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any Class B, Class C shares or any common shares or shares of any other class ranking junior to the Class A shares; after payment to the holders of the Class A shares of the amounts so payable to the holders of the Class A shares of the amounts so payable as above provided they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
- (d) The Corporation may at any time or times purchase (if obtainable) for cancellation, all or any part of the Class A shares outstanding from time to time either by private contract (if the holders of all of the outstanding Class A shares consent to the purchase) or pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of record of the Class A shares outstanding at the lowest price at which in the opinion of the directors such shares are obtainable but not exceeding the redemption amount thereof plus reasonable costs of purchase and all the declared and unpaid discretionary dividends thereon; if upon any request for tenders under the provisions of the clause the Corporation shall receive tenders at the same lowest price which the Corporation may be willing to pay for an aggregate number of Class A shares greater than the number which the Corporation is prepared to purchase, the Class A shares so tendered shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of Class A shares so tendered by each of the holders of Class A shares who submitted tenders at the same said lowest price.
- (e) The Corporation may, upon giving notice as hereinafter provided, redeem at any time or from time to time the whole or any part of the then outstanding Class A shares on payment for each share to be redeemed of all declared and unpaid discretionary dividends thereon together with a fixed amount (herein called the "redemption amount") equal to one dollar (\$1.00) for each Class A share to be redeemed. In the event that any Class A shares are issued for consideration other than cash, the number of any Class A shares issued shall be equal to the aggregate fair market value in dollars (less liabilities assumed) of the consideration received by the Corporation as a result of the issuance of Class A

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 may 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:

shares, as of the date of such issue. The aggregate fair market value of the consideration received by the Corporation as a result of the said issuance of Class A shares shall be that determined by valuation in writing by the board of directors of the Corporation and such fair market value as so determined shall be final and binding provided that, if Canada Customs and Revenue Agency, should determine that the aggregate fair market value of the consideration received be more or less than the aggregate fair market value established by the said directors then that value which Canada Customs and Revenue Agency should maintain to be the proper aggregate fair market value of the consideration shall be substituted for the purpose of determining the redemption amount or the number of shares issued, provided that where the board of directors by resolution determines that there is a valid objection to the said valuation of Canada Customs and Revenue Agency the substitution of such valuation for the value established by the directors of the Corporation shall not be made until all objections or appeals relating to the valuation of Canada Customs and Revenue Agency have been finally determined by reassessment, settlement, affluxion of time or otherwise, unless before such time the board of directors of the Corporation by resolution accepts the said valuation of Canada Customs and Revenue Agency or another valuation accepted by Canada Customs and Revenue Agency. Where the valuation of the consideration received has been so substituted, any and all requisite steps to settle any resulting increase or decrease in the redemption amount or number of shares issued shall be taken by the Corporation.

- (f) In any case of redemption of Class A shares under the provisions of clause (e) hereof, the Corporation shall at least seven (7) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class A shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A shares; such notice shall be mailed in a prepaid envelope addressed to each such shareholder at the last known address of such shareholder; such notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A shares to be redeemed the redemption price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class A shares called for redemption; if a part only of the shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified for redemption in any such notice the Class A shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case, the rights of the holders shall remain unaffected; the Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A shares as aforesaid to deposit the redemption price of the share so called for redemption or of such of the said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such Class A shares called for redemption upon presentation and surrender to such bank or trust company of the certificate representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A shares in respect whereof such deposit shall have been made shall be redeemed and the rights of

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 may 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:

4B

the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against the presentation and surrender of the said certificates held by them respectively.

- (g) A holder of any Class A shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any of the Class A shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office share certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class A shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class A shares, which redemption date shall not be less than thirty (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class A shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the redemption date redeem such Class A shares by paying to such registered holder an amount equal to the redemption amount of the Class A shares (as defined in paragraph (e)) being redeemed together with all declared and unpaid discretionary dividends thereon. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class A shares shall be redeemed on the redemption date and from and after the redemption date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the holders of the Class A shares in respect thereof unless payment of the redemption price is not made on the redemption date, in which event the rights of the holders of the said shares shall remain unaffected.
- (h) A holder of any Class A shares shall not be entitled to any vote at any shareholders' meetings except as may be required by the *Business Corporations Act*, Ontario, but shall be entitled to notice of any such meeting.
- (i) Any amendment to the Articles of the Corporation to delete or vary any preference, privilege, right, condition, restriction, limitation or prohibition attaching to the Class A shares or to create shares ranking in priority to or on a parity with the Class A shares shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A shares, voting separately as a class, duly called for that purpose, and by at least two-thirds (2/3) of the votes cast at a meeting of the holders of common shares in the capital of the Corporation, voting separately as a class duly called for that purpose.
- (j) The holders of the Class B shares in priority to the Class C shares and the common shares and any other shares ranking junior to the Class B shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends, such amounts, if any, as the Board of Directors may determine in their sole discretion from time to time.

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 may 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:

4C.

- (k) No dividends shall at any time be declared or paid upon or set apart for payment on the Class C shares, the common shares or any other shares of the Corporation ranking junior to the Class B shares in any fiscal year (i) unless and until the discretionary dividends, if any, on all the Class B shares outstanding in respect of such fiscal year have been declared and paid or set apart for payment; or (ii) if such dividends would result in the Corporation having insufficient net assets to redeem the Class B shares at their full redemption amount and to make payment of all declared and unpaid discretionary dividends thereon.
- (l) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class B shares shall be entitled to receive from the assets and property of the Corporation the sum equal to the redemption amount for each Class B share held by them together with all declared and unpaid discretionary dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class B shares; after payment to the holders of the Class B shares of the amounts so payable to the holders of the Class B shares of the amounts so payable as above provided they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
- (m) The Corporation may at any time or times purchase (if obtainable) for cancellation, all or any part of the Class B shares outstanding from time to time either by private contract (if the holders of all of the outstanding Class B shares consent to the purchase) or pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of record of the Class B shares outstanding at the lowest price at which in the opinion of the directors such shares are obtainable but not exceeding the redemption amount thereof plus reasonable costs of purchase and all the declared and unpaid discretionary dividends thereon; if upon any request for tenders under the provisions of this clause the Corporation shall receive tenders at the same lowest price which the Corporation may be willing to pay for an aggregate number of Class B shares greater than the number which the Corporation is prepared to purchase, the Class B shares so tendered shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of Class B shares so tendered by each of the holders of Class B shares who submitted tenders at the same said lower price.
- (n) The Corporation may, upon giving notice as hereinafter provided, redeem at any time or from time to time the whole or any part of the then outstanding Class B shares on payment for each share to be redeemed of all declared and unpaid discretionary dividends thereon together with a fixed amount (herein called the "redemption amount") equal to one dollar (\$1.00) for each Class B share to be redeemed. In the event that any Class B shares are issued for consideration other than cash, the number of Class B shares issued shall be equal to the aggregate fair market value in dollars (less liabilities assumed) of the consideration received by the Corporation as a result of the issuance of Class B shares, as of the date of such issue. The aggregate fair market value of the consideration received by the Corporation as a result of the said issuance of Class B shares shall be that determined by valuation in writing by the board of directors of the Corporation and such fair market value as so determined shall be final and binding provided that, if Canada Customs and Revenue Agency

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 may 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:

4D.

should determine that the aggregate fair market value of the consideration received be more or less than the aggregate fair market value established by the said directors then that value which Canada Customs and Revenue Agency should maintain to be the proper aggregate fair market value of the consideration shall be substituted for the purpose of determining the redemption amount provided that where the board of directors by resolution determines that there is a valid objection to the said valuation of Canada Customs and Revenue Agency the substitution of such valuation for the value established by the directors of the Corporation shall not be made until all objections or appeals relating to the valuation of Canada Customs and Revenue Agency have been finally determined by reassessment, settlement, affluxion of time or otherwise, unless before such time the board of directors of the Corporation by resolution accepts the said valuation of Canada Customs and Revenue Agency or another valuation accepted by Canada Customs and Revenue Agency. Where the valuation of the consideration received has been so substituted, any and all requisite steps to settle any resulting increase or decrease in the redemption amount or the number of shares issued, shall be taken by the Corporation.

- (o) In any case of redemption of Class B shares under the provisions of clause (n) hereof, the Corporation shall at least seven (7) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class B shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class B shares; such notice shall be mailed in a prepaid envelope addressed to each such shareholder at the last known address of such shareholder; such notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class B shares to be redeemed the redemption price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class B shares called for redemption; if a part only of the shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified for redemption in any such notice the Class B shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case, the rights of the holders shall remain unaffected; the Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B shares as aforesaid to deposit the redemption price of the share so called for redemption or of such of the said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such Class B shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is that later, the Class B shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against the presentation and surrender of the said certificate held by them respectively.

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 may 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:

4E.

- (p) A holder of any Class B shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any of the Class B shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office share certificates representing the Class B shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class B shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class B shares, which redemption date shall not be less than thirty (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class B shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the redemption date redeem such Class B shares by paying to such registered holder an amount equal to the redemption amount of the Class B shares being redeemed together with all declared and unpaid discretionary dividends thereon. Such payment shall be made by cheque at par at any branch of the Corporation's bankers for the time being in Canada. The said Class B shares shall be redeemed on the redemption date and from and after the redemption date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the holders of the Class B shares in respect thereof unless payment of the redemption price is not made on the redemption date, in which event the rights of the holders of the said shares shall remain unaffected.
- (q) A holder of any Class B shares shall not be entitled to any vote at any meetings of the shareholders of the Corporation, except as may be required by the *Business Corporations Act*, Ontario but shall be entitled to receive notice of meetings of shareholders.
- (r) The Class B shares shall rank junior to the Class A shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Class A shares.
- (s) Any amendment to the Articles of the Corporation to delete or vary any preference, privilege, right, condition, restriction, limitation or prohibition attaching to the Class B shares or to create shares ranking in priority to or on a parity with the Class B shares shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class B shares, voting separately as a class, duly called for that purpose, and by at least two-thirds (2/3) of the votes cast at a meeting of the holders of common shares in the capital of the Corporation, voting separately as a class, duly called for that purpose.
- (t) The holders of the Class C shares in priority to the common shares and any other shares ranking junior to the Class A shares and Class B shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends, such amounts, if any, as the Board of Directors, may determine in their sole discretion from time to time.
- (u) No dividends shall at any time be declared or paid upon or set apart for payment on the common shares or any other shares of the Corporation ranking junior to the Class C shares in any fiscal year (i) unless and until the discretionary dividends, if any, on all the Class C shares outstanding in respect of such fiscal year have been declared and paid or set apart for payment; or (ii) if such dividends would result in the Corporation having insufficient net assets to redeem the Class C shares at their full redemption amount and to make payment of all declared and unpaid discretionary dividends thereon.

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 may 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:

- (v) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class C shares shall be entitled to receive from the assets and property of the Corporation the sum equal to the redemption amount for each Class C share held by them together with all declared and unpaid discretionary dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class C shares; after payment to the holders of the Class C shares of the amounts so payable to the holders of the Class C shares of the amounts so payable as above provided they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
- (w) The Corporation may at any time or times purchase (if obtainable) for cancellation, all or any part of the Class C shares outstanding from time to time either by private contract (if the holders of all of the outstanding Class C shares consent to the purchase) or pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of record of the Class C shares outstanding at the lowest price at which in the opinion of the directors such shares are obtainable but not exceeding the redemption amount thereof plus reasonable costs of purchase and all the declared and unpaid discretionary dividends thereon; if upon any request for tenders under the provisions of this clause the Corporation shall receive tenders at the same lowest price which the Corporation may be willing to pay for an aggregate number of Class C shares greater than the number which the Corporation is prepared to purchase, the Class C shares so tendered shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of Class C shares to be tendered by each of the holders of Class C shares who submitted tenders at the same said lowest price.
- (x) The Corporation may, upon giving notice as hereinafter provided, redeem at any time or from time to time the whole or any part of the then outstanding Class C shares on payment for each share to be redeemed of all declared and unpaid discretionary dividends thereon together with a fixed amount (herein called the "redemption amount") equal to one dollar (\$1.00) for each Class C share to be redeemed. In the event that the Class C shares are issued for consideration other than cash, the number of Class C shares issued shall be equal to the aggregate fair market value in dollars (less liabilities assumed) of the consideration received by the Corporation as a result of the issuance of Class C shares, as of the date of such issue. The aggregate fair market value of the consideration received by the Corporation as a result of the said issuance of Class C shares shall be that determined by valuation in writing by the board of directors of the Corporation and such fair market value as so determined shall be final and binding provided that, if Canada Customs and Revenue Agency should determine that the aggregate fair market value of the consideration received be more or less than the aggregate fair market value established by the said directors than that value which Canada Customs and Revenue Agency, should maintain to be the proper aggregate fair market value of the consideration shall be substituted for the purpose of determining the redemption amount provided that where the board of directors by resolution determines that there is a valid objection to the said valuation of Canada Customs and Revenue Agency, the substitution of such valuation for the value established by the directors of the Corporation shall not be made until all objections or appeals relating to the valuation of Canada Customs and Revenue Agency have been finally determined by reassessment, settlement, affluxion of time or otherwise, unless before such time the board of directors of the Corporation by resolution accepts the said valuation of Canada Customs and Revenue Agency or another valuation accepted by Canada Customs and Revenue Agency. Where the valuation of the consideration received has been so substituted, any and all requisite steps to settle any resulting increase or decrease in the redemption amount or the number of shares issued, shall be taken by the Corporation.

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 may 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:

4G.

(y) In any case of redemption of Class C shares under the provisions of clause (x) hereof, the Corporation shall at least seven (7) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class C shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class C shares; such notice shall be mailed in a prepaid envelope addressed to each such shareholder at the last known address of such shareholder, such notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class C shares to be redeemed the redemption price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class C shares called for redemption; if a part only of the shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified for redemption in any such notice the Class C shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case, the rights of the holders shall remain unaffected; the Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class C shares as aforesaid to deposit the redemption price of the share so called for redemption or of such of the said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such Class C shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class C shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against the presentation and surrender of the said certificates held by them respectively.

(z) A holder of any Class C shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any of the Class C shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office share certificates representing the Class C shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class C shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class C shares, which redemption date shall not be less than thirty (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class C shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the redemption date redeem such Class C shares by paying to such registered holder an amount equal to the redemption amount of the Class C shares being redeemed together with all declared and unpaid discretionary dividends thereon. Such payment shall be made by cheque payable at par at any branch of the Corporation's

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 may 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:

4H.

bankers for the time being in Canada. The said Class C shares shall be redeemed on the redemption date and from and after the redemption date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the holders of the Class C shares in respect thereof unless payment of the redemption price is not made on the redemption date, in which event the rights of the holders of the said shares shall remain unaffected.

- (aa) A holder of any Class C shares shall not be entitled to any vote at any meetings of the shareholders of the Corporation, except as may be required by the Business Corporations Act, Ontario but shall be entitled to receive notice of meetings of shareholders.
- (bb) The Class C shares shall rank junior to the Class A shares and the Class B shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Class A shares and Class B shares.
- (cc) Any amendment to the Articles of the Corporation to delete or vary any preference, privilege, right, condition, restriction, limitation or prohibition attaching to the Class C shares or to create shares ranking in priority to or on a parity with the Class C shares shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class C shares, voting separately as a class, duly called for that purpose, and by at least two-thirds (2/3) of the votes cast at a meeting of the holders of common shares in the capital of the Corporation, voting separately as a class, duly called for that purpose.
- (dd) The holders of common shares shall, subject to the rights of the holders of the Class A shares and Class B shares and Class C shares, be entitled to receive any dividends declared by the Corporation.
- (ee) In the event of liquidation, dissolution or winding-up of the Corporation or the distribution of assets or property of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of common shares shall, subject to the rights of the holders of the Class A shares and Class B shares and Class C shares, be entitled to receive the remaining assets and property of the Corporation.
- (ff) The holders of the common shares shall be entitled to receive notice of and shall be entitled to attend any meeting of the shareholders of the Corporation and at any such meeting shall be entitled to one (1) vote in respect of each common share held.
- (gg) The common shares shall rank junior to the Class A shares, Class B shares and Class C shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Class A shares, Class B shares and Class C shares.

9. The issue, transfer or ownership of shares is/ls not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:

5.

The transfer of shares is restricted in that no share shall be transferred without either (a) the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of such directors, or (b) the consent of the holders of shares to which are attached more than 50% of the voting rights attaching to all shares for the time being outstanding entitled to vote at such time expressed by a resolution passed by such shareholders at a meeting duly called and constituted for that purpose or by an instrument or instruments in writing signed by all of such shareholders.

10. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

10.1 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, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

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

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A".



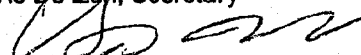
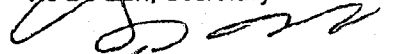
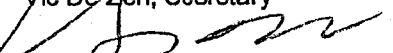

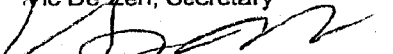
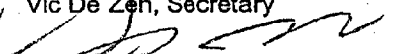


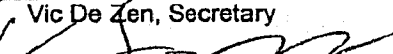
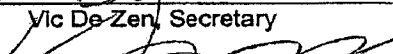
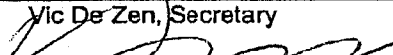

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

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

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

6.

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.
Candor Plastics Limited	 Vic De Zen, Secretary
Crown Plastics Extrusions Corporation	 Vic De Zen, Secretary
Dominion Plastics Inc.	 Vic De Zen, Secretary
Imperial Plastics Extrusions Limited	 Vic De Zen, Secretary
Majestic Plastics Limited	 Vic De Zen, Secretary
Pillar Plastics Limited	 Vic De Zen, Secretary
Regal Plastics Limited	 Vic De Zen, Secretary
Royal Extrusions Limited	 Vic De Zen, Secretary
Ultimate Plastics Limited	 Vic De Zen, Secretary
Dynast Plastics Limited	 Vic De Zen, Secretary
Royplast Limited	 Vic De Zen, Secretary
Royal Pipe Systems Limited	 Vic De Zen, Secretary
Royal Patio Doors Limited	 Vic De Zen, Secretary
Royal Building Systems (CDN) Limited	 Vic De Zen, President - Secretary

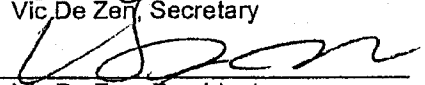
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

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

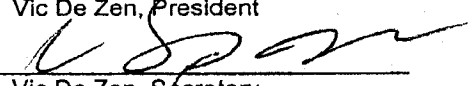
Royal Outdoor Products, Inc.


Vic De Zen, Secretary

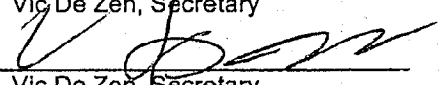
Royal Plastics Inc.


Vic De Zen, President

Royal Machine Manufacturing Ltd.


Vic De Zen, Secretary


Royal Tooling Limited


Vic De Zen, Secretary

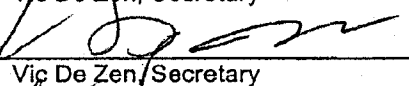
Royal Capital Stamping & Tooling Ltd.


Vic De Zen, Secretary

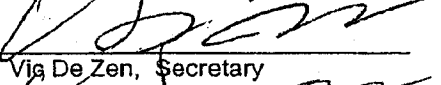
1141120 Ontario Limited


Vic De Zen, Secretary


1150409 Ontario Inc.


Vic De Zen, Secretary

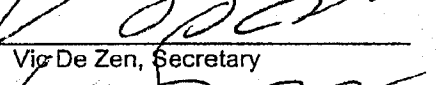
1191225 Ontario Limited


Vic De Zen, Secretary

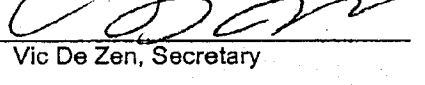
Royal Building Systems (CDN.) Inc.


Vic De Zen, Secretary

Yorkview Plastics Ltd.


Vic De Zen, Secretary

Boncor Building Products Inc.


Vic De Zen, Secretary

SCHEDULE "A"

STATEMENT

*pursuant to Section 178(2)
Business Corporations Act (Ontario)*

I, Vic De Zen, of Woodbridge, in the Province of Ontario, hereby certify and state as follows:-


1. This Statement is made pursuant to subsection 178(2) of the Business Corporations Act (Ontario) and is intended to be attached to the Articles of Amalgamation of Royal Group Technologies Inc./Groupe Royal Technologies Inc.
2. I am an officer of each of the amalgamating corporations, the name of each of which is hereinafter set out, and as such have knowledge of the affairs of each of the amalgamating corporations:-

Candor Plastics Limited	Crown Plastics Extrusions Corporation
Dominion Plastics Inc.	Imperial Plastics Extrusions Limited
Majestic Plastics Limited	Pillar Plastics Limited
Regal Plastics Limited	Royal Building Systems (CDN) Limited
Royal Capital Stamping & Tooling Ltd.	Royal Extrusions Limited
Royal Machine Manufacturing Ltd.	Royal Outdoor Products, Inc.
Royal Patio Doors Limited	Royal Pipe Systems Limited
Royal Plastics Inc.	Royal Tooling Limited
Royplast Limited	Ultimate Plastics Limited
Yorkview Plastics Ltd.	1141120 Ontario Limited
1150409 Ontario Inc.	1191225 Ontario Limited
Boncor Building Products Inc.	Dynaplast Plastics Limited
Royal Building Systems (CDN.) Inc.	

3. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements set forth in this Statement.
4. 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

- (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.
5. There are reasonable grounds for believing that no creditor of any of the amalgamating corporations will be prejudiced by the amalgamation.

This Statement is made dated the 30th day of September, 2002.



Vic De Zen