

5-7-89

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Sport systems UNlimited corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)

Sport systems UNlimited corp
(Firm/Company)

685 Rupert Street
(Address)

Waterloo, Ontario, Canada N2V 1N7
(City/State and Zip code)

For further information concerning this matter, please call:

Heather JACKSON at (519) 747-1856
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Sport systems Unlimited Corp
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. CANADA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 28, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S. to determine penalty liability)

7. 685 Rupert Street, Waterloo, Ontario N2V 1N7
(Principal office address)

SAME AS ABOVE
(Current mailing address)

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

(i). Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Anthony LiCausi
(Registered agent's signature)

Anthony LiCausi
Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Trevor BrodieAddress: 685 Rupert Street
Waterloo, Ontario N2V 1D7Vice President: Adam PenderAddress: 685 Rupert Street
Waterloo, Ontario N2V 1D7

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Trevor Brodie

(Signature of Director or Officer listed in number 12 of the application)

14. Trevor Brodie, President

(Typed or printed name and capacity of person signing application)

PROVINCE OF
ONTARIO

To Wit:

) TO ALL WHOM THESE PRESENTS

) MAY COME, BE SEEN OR KNOWN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, JOHN J. GRIGGS,

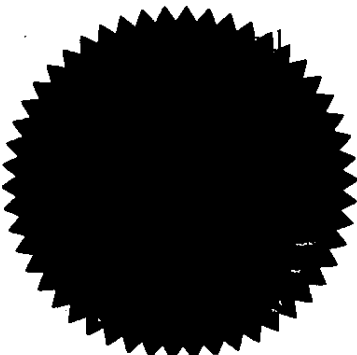
a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed,
residing at the City of Kitchener, in the Regional Municipality of Waterloo, in the said
Province,

DO CERTIFY AND ATTEST that the paper-writing hereto annexed is a true copy of a
document produced and shown to me and purporting to be **ARTICLES OF**
AMALGAMATION OF SPORT SYSTEMS UNLIMITED CORP., dated the 1st day
of January, 2002, the said copy having been compared by me with the said original
document, an act whereof being requested I have granted under my Notarial Form and
Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my
Notarial Seal of Office at Waterloo, Ontario, this 29th day of April, 2009.




A Notary Public in and for the Province of Ontario.



1500909



 Ministry of
Consumer and
Business Services

CERTIFICATE

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 status
entrent en vigueur le

JANUARY 1 JANVIER, 2002

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TALLAHASSEE, FLORIDA


Director / Directrice

11

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions
ARTICLES 65

ARTICLES OF AMALGAMATION STATUTS DE FUSION

Form 4
Business
Corporations
Act

**Formule
numéro 4
Loi sur les
sociétés par
actions**

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

[illegible]

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

#9 - 107 Manitou Drive

(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)

Kitchener, Ontario

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

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(Postal Code/Code postal)

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

Minimum of One (1) and Maximum of Five (5)

4. The director(s) is/are:

Administrateur(s):

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

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

Resident
Canadian
State
Yes or No
*Résident
Canadien
Oui/Non*

Trevor Brodie

**60 Williamsburg Road
Kitchener, Ontario N2E 1K7**

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 société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions 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 177 of the Business Corporations Act on the date set out below.



- B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions 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 sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Sport Systems Unlimited Corp.	1178846	December 31, 2001
Trev Brodie Glass Ltd.	918695	December 31, 2001

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

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

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

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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 société est autorisée à émettre:

1. **An unlimited number of Class A Special Shares;**
2. **An unlimited number of Class B Special Shares; and**
3. **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:*

1. RIGHTS, PRIVILEGES AND RESTRICTIONS ATTACHING TO EACH CLASS OF SHARES

The rights, privileges, restrictions, conditions and limitations affecting the classes of shares are:

Class A Special Shares

The Class A Special Shares shall, as a class, have attached thereto the following rights, privileges, restrictions, conditions, and limitations:

Dividends

- (i) The holders of the Class A Special Shares in each year shall, in the discretion of the Board of Directors for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends as determined from time to time by the Board of Directors.

Redemption Amount

- (ii) Where Class A Special Shares are issued as consideration for the exchange of property (hereinafter called the "Property"), from a person, trust, corporation, or the Corporation (hereinafter called the "Vendor"), the fair market value of the Property shall be determined by the Board of Directors of the Corporation. The Board of Directors shall fix a redemption amount (hereinafter called the "Redemption Amount"), for each Class A Special Share equal to the quotient obtained when the fair market value of the Property, less the amount of any non-share consideration, if any, paid, assumed, or delivered by the Corporation for the purchase, acquisition or exchange of such property, is divided by the number of Class A Special Shares issued as consideration for the Property.

Price Adjustment

- (iii) In the event that new information becomes available indicating a revised Redemption Amount is appropriate, or Canada Customs and Revenue Agency claims that the fair market value of the Property is an amount other than that initially determined by the Board of Directors, and a different value is subsequently established either by a court of competent jurisdiction, by lapse of time, or by agreement with Canada Customs and Revenue Agency, then the Redemption Amount shall be adjusted to reflect the value so determined or appropriate as a result of the new information becoming available.

Redemption

- (iv) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A Special Shares on payment for each share to be redeemed of the "Redemption Amount" specified in paragraph (ii) above per share, together with all dividends declared thereon and unpaid; not less than ten (10) days written notice of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of such 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

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8. continued

any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class A Special Shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment thereof out of the money so deposited.

Retractable

- (v) The holders of a Class A Special Share may, upon giving notice as hereinafter provided, require the Corporation to redeem the whole or any part of the Class A Special Shares then held by him on payment for each share to be redeemed of the Redemption Amount, together with all dividends declared thereon and unpaid, not less than thirty (30) days written notice of such requirement to redeem shall be given by mailing such notice to the Secretary of the Corporation at the Corporation's head office. Upon receipt of such notice, the Corporation shall, on or before the expiration of the time allowed for redemption, pay to the registered shareholder an amount sufficient to redeem the shares and upon such payment, the Corporation shall require the surrender of such share certificate.

Non-Voting

- (vi) The holders of the Class A Special Shares shall not have the right to vote on any matter pertaining to the affairs of the Corporation except for a proposed amendment to the articles to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class A Special Shares.

Change in Preferences

- (vii) Confirmation of a resolution authorizing an amendment of articles to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class A Special Shares ranking in priority to or on a parity with the Class A Special Shares, in addition to the authorization by a special resolution, may be given by at least two-thirds (2/3) of the votes cast at a meeting of the shareholders of the Class A Special Shares duly called for the purpose.

Class B Special Shares

The Class B Special Shares shall, as a class, have attached thereto the following rights, privileges, restrictions, conditions, and limitations:

Dividends

- (i) The holders of the Class B Special Shares in each year shall, in the discretion of the Board of Directors for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends as determined from time to time by the Board of Directors.

Redemption Amount

- (ii) Where Class B Special Shares are issued as consideration for the exchange of property (hereinafter called the "Property"), from a person, trust, corporation, or the Corporation (hereinafter called the "Vendor"), the fair market value of the Property shall be determined by the Board of Directors of the Corporation. The Board of Directors shall fix a redemption amount (hereinafter called the "Redemption Amount"), for each Class B Special Share equal to the quotient obtained when the fair

8. continued

market value of the Property, less the amount of any non-share consideration, if any, paid, assumed, or delivered by the Corporation for the purchase, acquisition or exchange of such property, is divided by the number of Class B Special Shares issued as consideration for the Property.

Price Adjustment

- (iii) In the event that new information becomes available indicating a revised Redemption Amount is appropriate, or Canada Customs and Revenue Agency claims that the fair market value of the Property is an amount other than that initially determined by the Board of Directors, and a different value is subsequently established either by a court of competent jurisdiction, by lapse of time, or by agreement with Canada Customs and Revenue Agency, then the Redemption Amount shall be adjusted to reflect the value so determined or appropriate as a result of the new information becoming available.

Redemption

- (iv) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class B Special Shares on payment for each share to be redeemed of the "Redemption Amount" specified in paragraph (ii) above per share, together with all dividends declared thereon and unpaid; not less than ten (10) days written notice of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of such 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 Class B Special Shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment thereof out of the money so deposited.

Retractable

- (v) The holders of a Class B Special Share may, upon giving notice as hereinafter provided, require the Corporation to redeem the whole or any part of the Class B Special Shares then held by him on payment for each share to be redeemed of the Redemption Amount, together with all dividends declared thereon and unpaid, not less than thirty (30) days written notice of such requirement to redeem shall be given by mailing such notice to the Secretary of the Corporation at the Corporation's head office. Upon receipt of such notice, the Corporation shall, on or before the expiration of the time allowed for redemption, pay to the registered shareholder an amount sufficient to redeem the shares and upon such payment, the Corporation shall require the surrender of such share certificate.

Non-Voting

- (vi) The holders of the Class B Special Shares shall not have the right to vote on any matter pertaining to the affairs of the Corporation except for a proposed amendment to the articles to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class B Special Shares.

Change in Preferences

- (vii) Confirmation of a resolution authorizing an amendment of articles to delete or vary

8. continued

any preference, right, condition, restriction, limitation or prohibition attaching to the Class B Special Shares ranking in priority to or on a parity with the Class B Special Shares, in addition to the authorization by a special resolution, may be given by at least two-thirds (2/3) of the votes cast at a meeting of the shareholders of the Class B Special Shares duly called for the purpose.

COMMON SHARES

The Common Shares shall, as a class, have attached thereto the following rights, privileges, restrictions, conditions, and limitations:

Voting

- (i) The holders of the Common Shares shall have the right to vote on any matter pertaining to the affairs of the Corporation with one vote per share.

Dividends

- (ii) The holders of the Common Shares in each year shall, in the discretion of the Board of Directors for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends as determined from time to time by the Board of Directors.

Distribution on Dissolution

- (iii) The holders of the Common Shares shall have the right to receive the remaining property of the Corporation upon dissolution.

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9. The issue, transfer or ownership of shares is ~~not~~ *L'émission, le transfert ou la propriété d'actions est /n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:* restricted and the restrictions (if any) are as follows:

No shares shall be issued, allotted, transferred, transmitted, pledged, hypothecated or assigned without the prior unanimous consent of the Board of Directors expressed by a resolution of the Board of Directors or by an instrument or instruments in writing.

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10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

- (a) **The number of shareholders of the Corporation, exclusive of persons who are in its employ, and exclusive of persons who, having been formerly in the employ of the Corporation, were, while in the employ and have continued after the termination of that employ to be shareholders of the Corporation, is limited to FIFTY (50), provided that two (2) or more persons who are the registered owners of one share shall be deemed to be one shareholder.**
- (b) **Any invitation to the public to subscribe for 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 sociétés par actions 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.

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

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

SPORT SYSTEMS UNLIMITED CORP.

Per: Trevor Brodie

Trevor Brodie (President)

TREV BRODIE GLASS LTD.

Per: Trevor Brodie

Trevor Brodie (President)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178 OF
THE BUSINESS CORPORATIONS ACT

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TALLAHASSEE, FLORIDA

I, TREVOR BRODIE, of the City of Kitchener, in the Regional Municipality of Waterloo, certify and state as follows:

1. This statement is made pursuant to a subsection 178 of the *Business Corporations Act*, 1982 (the "Act").
2. That I am the President and sole Director of SPORT SYSTEMS UNLIMITED CORP. and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of SPORT SYSTEMS UNLIMITED CORP. and TREV BRODIE GLASS LTD. (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.

There are reasonable grounds for believing that:

- (a) each of the Amalgamating Corporations is and the Corporation to be formed by their amalgamation will be able to pay its liabilities as they become due;
- (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
- (c) no creditor of either the Amalgamating Corporations will be prejudiced by the amalgamation;
- (d) No creditor of either of the Amalgamating Corporations has notified such corporation that he objects to the amalgamation.

4. Based on the statements made above, neither of the Amalgamating Corporations is obligated to give notice to any creditor.

This statement is made the 31st day of December, 2001.

SWORN before me at the City of Kitchener
in the Regional Municipality of Waterloo
this 31st day of December, 2001.

A Commissioner, etc.

TREVOR BRODIE

BARBARA GERMAINE MARIE SAFRI,
A Commissioner, etc., Regional Municipality
of Waterloo, for Volsin, Lubczuk Law Firm,
Barristers and Solicitors.
Expires September 30, 2002.

**STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178 OF
THE BUSINESS CORPORATIONS ACT**

I, TREVOR BRODIE, of the City of Kitchener, in the Regional Municipality of Waterloo, certify and state as follows:

1. This statement is made pursuant to a subsection 178 of the *Business Corporations Act*, 1982 (the "Act").
2. That I am the President and sole Director of TREV BRODIE GLASS LTD. and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of SPORT SYSTEMS UNLIMITED CORP. and TREV BRODIE GLASS LTD. (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.

There are reasonable grounds for believing that:

- (a) each of the Amalgamating Corporations is and the Corporation to be formed by their amalgamation will be able to pay its liabilities as they become due;
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
 - (c) no creditor of either the Amalgamating Corporations will be prejudiced by the amalgamation;
 - (d) no creditor of either of the Amalgamating Corporations has notified such corporation that he objects to the amalgamation.
4. Based on the statements made above, neither of the Amalgamating Corporations is obligated to give notice to any creditor.

This statement is made the 31st day of December, 2001.

SWORN before me at the City of Kitchener
in the Regional Municipality of Waterloo
this 31st day of December, 2001.

A Commissioner, etc.

BARBARA GERMAINE MARIE SAFRI,
A Commissioner, etc., Regional Municipality
of Waterloo, for Voisin, Lubczuk Law Firm,
Barristers and Solicitors.
Expires September 30, 2002.

TREVOR BRODIE

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TALLAHASSEE, FLORIDA

THIS Amalgamation Agreement entered into this 31st day of December 2001, to be effective on the 1st day of January, 2002.

BETWEEN:

SPORT SYSTEMS UNLIMITED CORP.

hereinafter called "Systems"
OF THE FIRST PART;

AND:

TREV BRODIE GLASS LTD.

hereinafter called "TBGL"
OF THE SECOND PART;

WHEREAS Systems was incorporated under the *Business Corporations Act*, (Ontario) (the "Act") by Certificate of Incorporation dated May 28th, 1996;

AND WHEREAS TBGL was incorporated under the Act by Certificate of Incorporation dated December 14th, 1990;

AND WHEREAS Systems and TBGL, acting under authority contained in the Act have agreed to amalgamate upon the terms and conditions hereinafter set out;

AND WHEREAS Systems and TBGL have each made full disclosure to the other of all their respective assets and liabilities;

AND WHEREAS it is desirable that the said amalgamation should be effected.

NOW THEREFORE the parties hereto have agreed as follows:

1. In this Agreement the expression "Amalgamated Corporation" means the corporation continuing from the amalgamation of Systems and TBGL, the parties hereto.
2. Systems and TBGL agreed to amalgamate under the provisions of Section 176(4) of the Act and to continue as one corporation upon and subject to the terms and conditions hereinafter set out.
3. The name of the Amalgamated Corporation shall be:
SPORT SYSTEMS UNLIMITED CORP.
4. The registered office of the Amalgamated Corporation shall be at the City of Kitchener, in the Province of Ontario. The address of the registered office shall be:
Unit 9 – 107 Manitou Drive, Kitchener, Ontario N2C 1L4
5. The Amalgamated Corporation is authorized to issue:
(a) an unlimited number of voting Common shares;

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- (b) an unlimited number of non-voting Class A Special shares; and
- (c) an unlimited number of non-voting Class B Special shares.

6. The restrictions on the issue, transfer or ownership of shares of the Amalgamated Corporation shall be as follows:

"No shares shall be issued, allotted, transferred, transmitted, pledged, hypothecated or assigned without the prior unanimous consent of the Board of Directors expressed by a resolution of the Board of Directors or by an instrument or instruments in writing."

7. The minimum number of directors of the Amalgamated Corporation shall be one (1) and the maximum number of directors shall be five (5).

8. There shall be no restrictions on the business which the Amalgamated Corporation is authorized to carry on or on the powers that the Amalgamated Corporation may exercise.

9. The board of directors of the Amalgamated Corporation may, with the authorization of the shareholders,

- (a) borrow money on the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debts obligations of the Corporation;
- (c) subject to the provisions in that behalf in the *Business Corporations Act* (Ontario) (or in any other statute by which the said Act may be amended, re-enacted or replaced), give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned and subsequently acquired to secure any obligation of the Corporation.

The Board of Directors may from time to time delegate to such one or more of the directors and officers of the Amalgamated Corporation as may be designated by the Board all or any of the powers conferred on the Board above to such extent and in such manner as the Board shall determine at the time of each such delegation.

10. The first directors of the Amalgamated Corporation shall be the persons whose names and addresses are set out below, who shall hold office until the first annual meeting of the Amalgamated Corporation, or until their successors are elected and appointed:

Trevor Brodie
60 Williamsburg Road
Kitchener, Ontario N2E1K7

The subsequent directors shall be elected each year thereafter at either a general meeting or the annual meeting of the shareholders by a majority of the votes

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the Amalgamated Corporation shall be under the control of the Board of Directors from time to time, subject to the provisions of the Act.

11. The authorized and issued shares of Systems shall be converted into authorized and issued shares of the Amalgamated Corporation. The authorized and issued share of TBGL shall be cancelled.

After the endorsement of a Certificate of Amalgamation giving effect to the amalgamation contemplated by this agreement, the shareholder of Systems and TBGL shall, at the request of the Amalgamated Corporation surrender the certificates representing shares held by him in Systems and TBGL and, in return, shall be entitled to receive certificates representing shares of the Amalgamated Corporation on the basis aforesaid.

12. The by-laws of Systems shall, to the extent not inconsistent with this agreement be the by-laws of the Amalgamated Corporation, until repealed, amended, altered or added to. A copy of the proposed by-laws may be examined at the registered office of Systems.

13. Systems shall contribute to the Amalgamated Corporation all its property and assets, subject to all its liabilities, as more particularly set out in the balance sheet of Systems as of December 31st, 2001, subject to changes since that date occurring in the ordinary course of business.

14. TBGL shall contribute to the Amalgamated Corporation all its property and assets, subject to all its liabilities, as more particularly set out in the balance sheet of TBGL as of December 31st, 2001, subject to changes since that date occurring in the ordinary course of business.

15. The Amalgamated Corporation shall possess all the property, assets, rights, privileges and franchises and shall be subject to all liabilities including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of Systems and TBGL.

16. All rights of creditors against the property, assets, rights, privileges and franchises of Systems and TBGL and all liens upon their property, rights and assets shall be unimpaired by such amalgamation and all debts, contracts, liabilities and duties of Systems and TBGL shall thenceforth attach to and may be enforced against the Amalgamated Corporation.

17. No action or proceeding by or against Systems or TBGL shall abate or be effected by such amalgamation but, for all purposes of such action or proceedings, the name of the Amalgamated Corporation shall be substituted in such action or proceeding in the place of Systems or TBGL as the case may be.

18. Upon the shareholders of Systems and TBGL respectively approving this agreement in accordance with the provisions of the Act, the parties hereto shall complete and send articles of amalgamation in the prescribed form to the Director, Companies Branch, Ministry of Consumer and Commercial Relations, Suite 3908,


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University Avenue, Toronto, Ontario, M5G 2M2, providing for the amalgamation of Systems and TBGL upon and subject to the terms and conditions of this agreement.

19. This agreement may be terminated without cause or reason by the Board of Directors of either Systems or TBGL, notwithstanding the approval of this agreement by the shareholder of Systems or TBGL at any time prior to the endorsement of a Certificate of Amalgamation under the Act.

IN WITNESS WHEREOF this agreement has been duly executed by the parties hereto under their respective corporate seals.

SPORT SYSTEMS UNLIMITED CORP.:



Name: Trevor Brodie

Position: President

I have authority to bind the corporation.

TREV BRODIE GLASS LTD.



Name: Trevor Brodie

Position: President

I have authority to bind the corporation.

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