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Bermuda
The Companies Act 1981

MEMORANDUM OF CONTINUANCE OF A COMPANY LIMITED BY SHARES

MEMORANDUM OF CONTINUANCE OF GALA RESOURCES LTD.

(hereinafter referred to as the "Company")

1. The liability of the Members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.

2. The Company is to be an exempted company as defined by the Companies Act, 1981.

3. The authorised share capital of the Company is US$1,000,000 divided into 100,000,000 Common Shares of US$0.01 each. The minimum subscribed share capital of the Company is US$12,000.

4. Details of incorporation:-

   The Company incorporated under the laws of the Province of British Columbia on June 8, 1987.

5. The objects of the Company from the date of continuance are:-

   (i) to act and to perform all the functions of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled directly or indirectly by the Company;

   (ii) to carry on the business of an investment company and for that purpose to acquire and hold whether in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company however incorporated or carrying on business;

   (iii) to engage in and carry on business as advisors and consultants to and as agents for subsidiaries and related companies which are resident outside these Islands and to such enterprises resident in these Islands as the Minister of Finance may from time to time permit;

   (iv) as set out in paragraphs (b) to (n) and (p) to (u) inclusive of the Second Schedule to the Companies Act 1981.

6. The powers of the Company from the date of continuance include:-

   (i) pursuant to Section 42 of the Companies Act 1981, the power to issue preference shares which are, at the option of the holder, liable to be redeemed.

Signed by duly authorised persons in the presence of at least one witness attesting the signature thereof:

Ned DeMare
Director

Witness

Dated this 16th day of April 1997.