



NUMBER: 333725

**CERTIFICATE
OF
CHANGE OF NAME**
COMPANY ACT

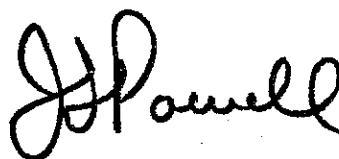
I Hereby Certify that

MINATERRA MINERALS LTD.

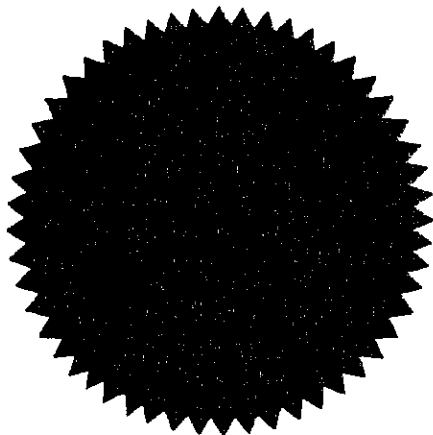
has this day changed its name to

GOLDEN CARIBOO RESOURCES LTD.

*Issued under my hand at Victoria, British Columbia
on September 07, 2000*

A handwritten signature in black ink, appearing to read "J. Powell".

JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



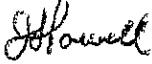
I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

FORM 19
(Section 348)

COMPANY ACT

SEP - 7 2000

20


JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

Certificate of
Incorporation No. 333725

SPECIAL RESOLUTION

The following special resolution was passed by the undermentioned company on the date stated:

Name of Company: MINATERRA MINERALS LTD.

Date Resolution Passed: March 7, 2000

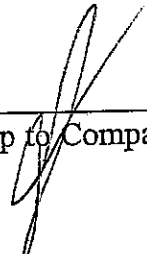
RESOLUTION:

"RESOLVED AS A SPECIAL RESOLUTION THAT:

- (a) the Company's memorandum be altered to consolidate all of the 100,000,000 common shares without par value in the capital of the Company, of which 7,245,527 common shares are issued and outstanding to 33,333,333.33 common shares without par value of which 2,415,175.66 common shares will be issued and outstanding, every 3 common shares being consolidated to 1 common shares, or to consolidate the Company's common shares to such other consolidation ratio as is acceptable to the regulatory authorities and approved by the directors of the Company;
- (b) the Company's memorandum be altered to increase the 33,333,333.33 authorized common shares without par value to 100,000,000 common shares without par value;
- (c) the Company's memorandum be altered to change the name of the Company to Golden Cariboo Resources Ltd., or to such other name as is acceptable to the regulatory authorities and approved by the directors of the Company."

A COPY OF THE ALTERED MEMORANDUM IS ATTACHED AS SCHEDULE A

Certified a true copy July 21, 2000

(Signature) 

(Relationship to Company) Solicitor

SCHEDULE "A"

COMPANY ACT

ALTERED MEMORANDUM

(as altered by Special Resolutions dated March 7, 2000)

1. The name of the Company is "GOLDEN CARIBOO RESOURCES LTD.".
2. The authorized capital of the Company consists of 100,000,000 common shares without par value.



NUMBER: 333725

**CERTIFICATE
OF
CHANGE OF NAME**
COMPANY ACT

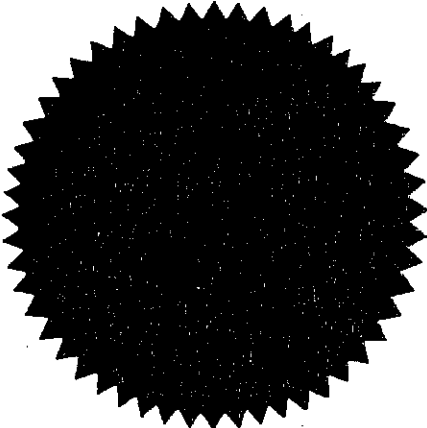
I Hereby Certify that

DOUBLE CREEK MINING CORPORATION

has this day changed its name to

MINATERRA MINERALS LTD.

*Issued under my hand at Victoria, British Columbia
on August 17, 1998*

A handwritten signature in cursive script, reading "J. Powell".

JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA

FORM 19

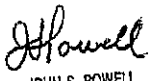
(Section 348)

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

Province of British Columbia

AUG 17 1998

Certificate of
Incorp. No. 333725

20

JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

COMPANY ACT

SPECIAL RESOLUTION

The following special resolutions were passed by the undermentioned Company on the date stated:

Name of the Company: **DOUBLE CREEK MINING CORPORATION**

Date resolution passed: **March 13, 1998**

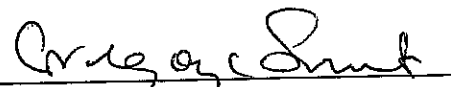
- (a) **THAT** the authorized capital of the Company be altered by consolidating, on a one (1) new for three (3) old basis, all of the 100,000,000 common shares without par value, of which 7,772,925 common shares are issued and outstanding, with the resulting effect that subsequent to the consolidation the authorized capital of the Company will consist of 33,333,333.33 common shares without par value, of which 2,590,975 common shares are issued and outstanding;
- (b) **THAT** the authorized share capital of the Company be increased to 100,000,000 common shares without par value;
- (c) **THAT** the name of the Company be changed to "Minaterra Minerals Ltd."
- (d) **THAT** paragraph 1 of the Memorandum of the Company be deleted and the following substituted therefor:

"1. The name of the Company is "MINATERRA MINERALS LTD"."

- (e) **THAT** the form of Altered Memorandum attached hereto as Schedule "A" be adopted.

Certified a true copy the 24 day of July, 1998.

(Signature)


GREGORY C. SMITH

(Relationship to Company) Solicitor

FORM 19
SCHEDULE "A"

FORM 1

(SECTION 5)

"COMPANY ACT"

ALTERED MEMORANDUM

(As altered by Special Resolution dated March 13, 1998)

1. The name of the Company is "MINATERRA MINERALS LTD."
2. The authorized capital of the Company consists of ONE HUNDRED MILLION (100,000,000) Common shares without par value.

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

FORM 19
(Section 348)

COMPANY ACT

SEP - 7 2000

20

Howell
JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

Certificate of
Incorporation No. 333725

SPECIAL RESOLUTION

The following special resolution was passed by the undermentioned company on the date stated:

Name of Company: MINATERRA MINERALS LTD.

Date Resolution Passed: March 7, 2000

RESOLUTION:

"RESOLVED AS A SPECIAL RESOLUTION THAT:

- (a) the Company's memorandum be altered to consolidate all of the 100,000,000 common shares without par value in the capital of the Company, of which 7,245,527 common shares are issued and outstanding to 33,333,333.33 common shares without par value of which 2,415,175.66 common shares will be issued and outstanding, every 3 common shares being consolidated to 1 common shares, or to consolidate the Company's common shares to such other consolidation ratio as is acceptable to the regulatory authorities and approved by the directors of the Company;
- (b) the Company's memorandum be altered to increase the 33,333,333.33 authorized common shares without par value to 100,000,000 common shares without par value;
- (c) the Company's memorandum be altered to change the name of the Company to Golden Cariboo Resources Ltd., or to such other name as is acceptable to the regulatory authorities and approved by the directors of the Company."

A COPY OF THE ALTERED MEMORANDUM IS ATTACHED AS SCHEDULE A

Certified a true copy July 21, 2000

(Signature) _____

(Relationship to Company) Solicitor

SCHEDULE "A"

COMPANY ACT

ALTERED MEMORANDUM

(as altered by Special Resolutions dated March 7, 2000)

1. The name of the Company is "GOLDEN CARIBOO RESOURCES LTD.".
2. The authorized capital of the Company consists of 100,000,000 common shares without par value.

FORM 19

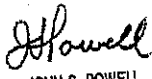
(Section 348)

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

Province of British Columbia

AUG 17 1998

Certificate of
Incorp. No. 333725

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JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

COMPANY ACT

SPECIAL RESOLUTION

The following special resolutions were passed by the undermentioned Company on the date stated:

Name of the Company: **DOUBLE CREEK MINING CORPORATION**

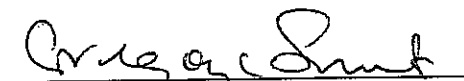
Date resolution passed: **March 13, 1998**

- (a) **THAT** the authorized capital of the Company be altered by consolidating, on a one (1) new for three (3) old basis, all of the 100,000,000 common shares without par value, of which 7,772,925 common shares are issued and outstanding, with the resulting effect that subsequent to the consolidation the authorized capital of the Company will consist of 33,333,333.33 common shares without par value, of which 2,590,975 common shares are issued and outstanding;
- (b) **THAT** the authorized share capital of the Company be increased to 100,000,000 common shares without par value;
- (c) **THAT** the name of the Company be changed to "Minaterra Minerals Ltd.".
- (d) **THAT** paragraph 1 of the Memorandum of the Company be deleted and the following substituted therefor:

"1. The name of the Company is "MINATERRA MINERALS LTD"."
- (e) **THAT** the form of Altered Memorandum attached hereto as Schedule "A" be adopted.

Certified a true copy the 24 day of July, 1998.

(Signature)


GREGORY C. SMITH

(Relationship to Company) Solicitor

FORM 19
SCHEDULE "A"

FORM 1

(SECTION 5)

"COMPANY ACT"

ALTERED MEMORANDUM

(As altered by Special Resolution dated March 13, 1998)

1. The name of the Company is "MINATERRA MINERALS LTD."
2. The authorized capital of the Company consists of ONE HUNDRED MILLION (100,000,000) Common shares without par value.

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

333725



Province of British Columbia
Ministry of Finance and Corporate Relations
REGISTRAR OF COMPANIES

COMPANY ACT

CERTIFICATE

I HEREBY CERTIFY THAT

PARAGON INVESTMENTS OF CANADA LTD.

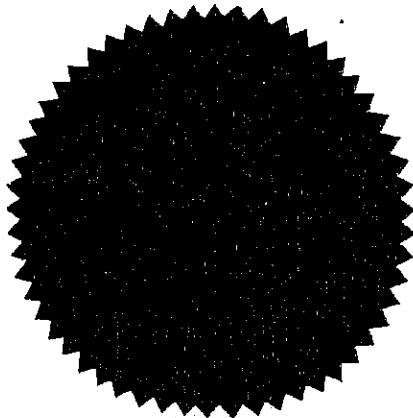
HAS THIS DAY CHANGED ITS NAME TO THE NAME

DOUBLE CREEK MINING CORPORATION

GIVEN, UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA

THIS 6TH DAY OF OCTOBER, 1988



A handwritten signature in cursive script, reading "B. Beckwith".

B. BECKWITH
ASST. DEPUTY REGISTRAR OF COMPANIES



I HEREBY CERTIFY THAT THIS IS A COPY
OF A DOCUMENT FILED WITH THE
REGISTRAR OF COMPANIES ON

OCT 6 1988

Province of British Columbia

B. Beckwith
ASSISTANT DEPUTY REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

FORM 21
(Section 371)

Certificate of Incorporation No. 333725

COMPANY ACT

SPECIAL RESOLUTION

The following special resolution* was passed by the undermentioned company on the date stated:

Name of company..... PARAGON INVESTMENTS OF CANADA LTD.

Date resolution passed..... OCTOBER 4, 1988

Resolution†

BE IT RESOLVED, as a special resolution, that:

- (a) the memorandum of the company be altered by changing the name of the company from PARAGON INVESTMENTS OF CANADA LTD. to DOUBLE CREEK MINING CORPORATION.
- (b) the memorandum of the company be altered to be in the form attached hereto as Schedule "A".

Certified a true copy the 4th day of October, 1988

(Signature).....

BRAD J. ORLOSKI

Solicitor

(Relationship to company)

* See section 1 (1) for definition of "special resolution".
† Insert text of special resolution.

SCHEDULE "A"

COMPANY ACT

ALTERED MEMORANDUM

(as altered by special resolution of the Company
dated October 4, 1988)

I wish to be formed into a Company with limited
liability under the Company Act in pursuance of this Memorandum.

1. The name of the Company is "DOUBLE CREEK MINING
CORPORATION."
2. The authorized capital of the Company consists of
100,000,000 Common shares without par value.



Province of British Columbia

FORM 21
(Section 371)

Certificate of Incorporation No. 333725

COMPANY ACT

SPECIAL RESOLUTION

The following special resolution* was passed by the undermentioned company on the date stated:

Name of company..... PARAGON INVESTMENTS OF CANADA LTD.

Date resolution passed..... OCTOBER 4, 1988

Resolution†

BE IT RESOLVED, as a special resolution, that:

- (a) the memorandum of the company be altered by changing the name of the company from PARAGON INVESTMENTS OF CANADA LTD. to DOUBLE CREEK MINING CORPORATION.
- (b) the memorandum of the company be altered to be in the form attached hereto as Schedule "A".

Certified a true copy the 4th day of October, 1988

(Signature)

BRAD J. ORLOSKI

Solicitor

(Relationship to company)

* See section 1 (1) for definition of "special resolution".

† Insert text of special resolution.

SCHEDULE "A"

COMPANY ACT

ALTERED MEMORANDUM

(as altered by special resolution of the Company
dated October 4, 1988)

I wish to be formed into a Company with limited
liability under the Company Act in pursuance of this Memorandum.

1. The name of the Company is "DOUBLE CREEK MINING
CORPORATION."
2. The authorized capital of the Company consists of
100,000,000 Common shares without par value.

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

333725



Province of British Columbia
Ministry of Finance and Corporate Relations
REGISTRAR OF COMPANIES

COMPANY ACT

Certificate of Incorporation

I HEREBY CERTIFY THAT

PARAGON INVESTMENTS OF CANADA LTD.

HAS THIS DAY BEEN INCORPORATED UNDER THE COMPANY ACT

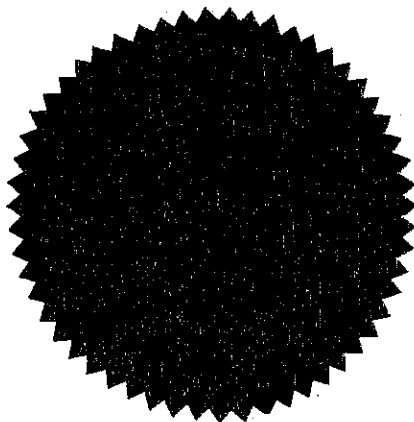
GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 23RD DAY OF SEPTEMBER, 1987

A handwritten signature in cursive script, reading "Roberta J. Lowdon".

ROBERTA J. LOWDON
DEPUTY REGISTRAR OF COMPANIES



ARTICLES

of

PARAGON INVESTMENTS OF CANADA LTD.

TABLE OF CONTENTS

<u>PART</u>	<u>ARTICLE</u>	<u>SUBJECT</u>
1	INTERPRETATION	
	1.1.	Definition
		Construction of Words
	1.2.	Definitions same as Company Act
2	SHARES AND SHARE CERTIFICATES	
	2.1.	Member entitled to Certificate
	2.2.	Replacement of Lost or Defaced Certificate
	2.3.	Execution of Certificates
	2.4.	Recognition of Trusts
3	ISSUE OF SHARES	
	3.1.	Directors Authorized
	3.2.	Conditions of Allotment
	3.3.	Commissions and Brokerage
	3.4.	Conditions of Issue
4	SHARE REGISTERS	
	4.1.	Registers of Members, Transfers and Allotments
	4.2.	Branch Registers of Members
	4.3.	No Closing of Register of Members
5	TRANSFER AND TRANSMISSION OF SHARES	
	5.1.	Transfer of Shares

II

<u>PART</u>	<u>ARTICLE</u>	<u>SUBJECT</u>
	5.2.	Execution of Instrument of Transfer
	5.3.	Enquiry as to Title not Required
	5.4.	Submission of Instruments of Transfer
	5.5.	Transfer Fee
	5.6.	Personal Representative Recognized on Death
	5.7.	Death or Bankruptcy
	5.8.	Persons in Representative Capacity

6 ALTERATION OF CAPITAL

6.1.	Increase of Authorized Capital
6.2.	Other Capital Alterations
6.3.	Creation, Variation and Abrogation of Special Rights and Restrictions
6.4.	Consent of Class or Series Required
6.5.	Special Rights of Conversion or Exchange
6.6.	Class Meetings and Series Meetings of Members

7 PURCHASE AND REDEMPTION OF SHARES

7.1.	Company Authorized to Purchase or Redeem its Shares
7.2.	Selection of Shares to be Redeemed
7.3.	Purchased or Redeemed Shares not Voted

8 BORROWING POWERS

8.1.	Powers of Directors
8.2.	Special Rights Attached to and Negotiability of Debt Obligations
8.3.	Register of Debentureholders
8.4.	Execution of Debt Obligations
8.5.	Register of Indebtedness

III

<u>PART</u>	<u>ARTICLE</u>	<u>SUBJECT</u>
9	GENERAL MEETINGS	
	9.1.	Annual General Meetings
	9.2.	Waiver of Annual General Meeting
	9.3.	Classification of General Meetings
	9.4.	Calling of Meetings
	9.5.	Advance Notice for Election of Directors
	9.6.	Notice for General Meeting
	9.7.	Waiver or Reduction of Notice
	9.8.	Notice of Special Business at General Meeting
10	PROCEEDINGS AT GENERAL MEETINGS	
	10.1.	Special Business
	10.2.	Requirement of Quorum
	10.3.	Quorum
	10.4.	Lack of Quorum
	10.5.	Chairman
	10.6.	Alternate Chairman
	10.7.	Adjournments
	10.8.	Resolutions Need Not Be Seconded
	10.9.	Decisions by Show of Hands or Poll
	10.10.	Casting Vote
	10.11.	Manner of Taking Poll
	10.12.	Retention of Ballots Cast on a Poll
	10.13.	Casting of Votes
	10.14.	Ordinary Resolution Sufficient
	10.15.	Resolutions in Counterpart
11	VOTES OF MEMBERS	
	11.1.	Number of Votes Per Share or Member
	11.2.	Votes of Persons in Representative Capacity
	11.3.	Representative of a Corporate Member

IV

<u>PART</u>	<u>ARTICLE</u>	<u>SUBJECT</u>
	11.4.	Votes by Joint Holders
	11.5.	Votes by Committee for a Member
	11.6.	Appointment of Proxyholders
	11.7.	Execution of Form of Proxy
	11.8.	Deposit of Proxy
	11.9.	Form of Proxy
	11.10.	Validity of Proxy Vote
	11.11.	Revocation of Proxy
12	DIRECTORS	
	12.1.	Number of Directors
	12.2.	Remuneration and Expenses of Directors
	12.3.	Qualification of Directors
13	ELECTION AND REMOVAL OF DIRECTORS	
	13.1.	Election at Annual General Meetings
	13.2.	Eligibility of Retiring Director
	13.3.	Continuance of Directors
	13.4.	Election of Less than Required Number of Directors
	13.5.	Filling a Casual Vacancy
	13.6.	Additional Directors
	13.7.	Alternate Directors
	13.8.	Termination of Directorship
	13.9.	Removal of Directors
14	POWERS AND DUTIES OF DIRECTORS	
	14.1.	Management of Affairs and Business
	14.2.	Appointment of Attorney
15	DISCLOSURE OF INTEREST OF DIRECTORS	
	15.1.	Disclosure of Conflicting Interest

<u>PART</u>	<u>ARTICLE</u>	<u>SUBJECT</u>
	15.2.	Voting and Quorum re Proposed Contract
	15.3.	Director May Hold Office or Place of Profit with Company
	15.4.	Director Acting in Professional Capacity
	15.5.	Director Receiving Remuneration from Other Interests
16		PROCEEDINGS OF DIRECTORS
	16.1.	Chairman and Alternate Meetings - Procedure
	16.2.	Meetings by Conference Telephone
	16.3.	Notice of Meeting
	16.4.	Waiver of Notice of Meetings
	16.5.	Quorum
	16.6.	Continuing Directors may Act
	16.7.	During Vacancy
	16.8.	Validity of Acts of Directors
	16.9.	Resolution in Writing Effective
17		EXECUTIVE AND OTHER COMMITTEES
	17.1.	Appointment of Executive Committee
	17.2.	Appointment of Committees
	17.3.	Procedure at Meetings
18		OFFICERS
	18.1.	President and Secretary Required
	18.2.	Persons Holding More Than One Office and Remuneration
	18.3.	Disclosure of Conflicting Interest

VI

<u>PART</u>	<u>ARTICLE</u>	<u>SUBJECT</u>
19		INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES
	19.1.	Indemnification of Directors
	19.2.	Indemnification of Officers, Employees, Agents
	19.3.	Indemnification not invalidated by non-compliance
	19.4.	Company May Purchase Insurance
20		DIVIDENDS AND RESERVES
	20.1.	Declaration of Dividends
	20.2.	Declared Dividend Date
	20.3.	Proportionate to Number of Shares Held
	20.4.	Reserves
	20.5.	Receipts from Joint Holders
	20.6.	No Interest on Dividends
	20.7.	Payment of Dividends
	20.8.	Capitalization of Undistributed Surplus
21		DOCUMENTS, RECORDS AND REPORTS
	21.1.	Documents to be Kept
	21.2.	Accounts to be Kept
	21.3.	Inspection of Accounts
	21.4.	Financial Statements and Reports for General Meetings
	21.5.	Financial Statements and Reports for Members
22		NOTICES
	22.1.	Method of Giving Notice
	22.2.	Notice to Joint Holder
	22.3.	Notice to Persons in Representative Capacity
	22.4.	Persons to Receive Notice

VII

<u>PART</u>	<u>ARTICLE</u>	<u>SUBJECT</u>
23	RECORD DATES	
	23.1.	Record Date
	23.2.	Other Means of Determining Record Date
24	SEAL	
	24.1.	Affixation of Seal to Documents
	24.2.	Reproduction of Seal
	24.3.	Official Seal for Other Jurisdictions
25	MECHANICAL REPRODUCTIONS OF SIGNATURES	
	25.1.	Instruments May Be Mechanically Signed
	25.2.	Definition of Instruments
26	PROHIBITIONS	
	26.1.	Restrictions on Transfers of Shares

PROVINCE OF BRITISH COLUMBIA

COMPANY ACT

ARTICLES

OF

PARAGON INVESTMENTS OF CANADA LTD.

PART 1

INTERPRETATION

1.1. In these Articles, unless there is something in the subject or context inconsistent therewith:

- (i) "Board" and "the Directors" or "the directors" means the Directors or sole Director of the Company for the time being.
- (ii) "Company Act" means the Company Act of the Province of British Columbia as from time to time enacted and all amendments thereto and includes the regulations made pursuant thereto.
- (iii) "month" means calendar month.
- (iv) "register" means the register of members to be kept pursuant to the Company Act.
- (v) "registered address" means:
 - (a) of a member, his address as recorded in the register; and
 - (b) of a director, his address as recorded in the Company's register of directors to be kept pursuant to the Company Act.
- (vi) "registered owner" or "registered holder" when used with respect to a share in the authorized capital of the Company means the person registered in the register of members in respect of such share.
- (vii) "seal" means the common seal of the Company.

Expressions referring to writing shall be construed as including references to printing, lithography, typewriting, photography and other modes of representing or reproducing words in a visible form.

Words importing the singular include the plural and vice versa; and words importing male persons include female persons and words importing persons shall include corporations.

1.2. The meaning of any words or phrases defined in the Company Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

PART 2

SHARES AND SHARE CERTIFICATES

2.1. Every member is entitled, without charge, to one certificate representing the share or shares of each class held by him; provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint registered holders or to their duly authorized agent shall be sufficient delivery to all; and provided further that the Company shall not be bound to issue certificates representing redeemable shares if such shares are to be redeemed within one month of the date on which they were allotted. Any share certificate may be sent through the mail by registered prepaid mail to the member entitled thereto at his registered address, and neither the Company nor any transfer agent shall be liable for any loss occasioned to the member owing to any such share certificate so sent being lost in the mail or stolen.

2.2. If a share certificate:

- (i) is worn out or defaced, the Directors shall, upon production to them of the said certificate and upon such other terms, if any, as they may think fit, order the said certificate to be cancelled and shall issue a new certificate in lieu thereof;
- (ii) is lost, stolen or destroyed, then, upon proof thereof to the satisfaction of the Directors and upon such indemnity, if any, as the Directors deem adequate being given, a new share certificate in lieu thereof shall be issued to the person entitled to such lost, stolen or destroyed certificate; or
- (iii) represents more than one share and the registered owner thereof surrenders it to the Company with a written request that the Company issue in his name

two or more certificates each representing a specified number of shares and in the aggregate representing the same number of shares as the certificate so surrendered, the Company shall cancel the certificate so surrendered and issue in lieu thereof certificates in accordance with such request.

Such sum, not exceeding the amount specified in the Company Act, as the Directors may from time to time fix, shall be paid to the Company for each certificate to be issued under this Article.

2.3. Every share certificate shall be signed manually by at least one officer or Director of the Company, or by or on behalf of a registrar, branch registrar, transfer agent or branch transfer agent of the Company and any additional signatures may be printed or otherwise mechanically reproduced and, in such event, a certificate so signed is as valid as if signed manually, notwithstanding that any person whose signature is so printed or mechanically reproduced shall have ceased to hold the office that he is stated on such certificate to hold at the date of the issue of the share certificate.

2.4. Except as required by law, statute or these Articles, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or in any fractional part of a share or (except only as by law, statute or these Articles provided or as ordered by a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in its registered holder.

PART 3

ISSUE OF SHARES

3.1. Subject to Article 3.2 and to any direction to the contrary contained in a resolution passed at a general meeting authorizing any increase or alteration of capital, the shares shall be under the control of the Directors who may, subject to the rights of the holders of the shares of the Company for the time being outstanding, issue, allot, sell or otherwise dispose of, and/or grant options on or otherwise deal in, shares authorized but not outstanding, and outstand-

ing shares held by the Company, at such times, to such persons (including Directors), in such manner, upon such terms and conditions, and at such price or for such consideration, as the Directors, in their absolute discretion, may determine.

3.2. If the Company is, or becomes, a company which is not a reporting company and the Directors are required by the Company Act before allotting any shares to offer them pro rata to the members, the Directors shall, before allotting any shares, comply with the applicable provisions of the Company Act.

3.3. Subject to the provisions of the Company Act, the Company, or the Directors on behalf of the Company, may pay a commission or allow a discount to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any such shares; provided that, if the Company is not a specially limited company, the rate of the commission and discount shall not in the aggregate exceed 25 per centum of the amount of the subscription price of such shares. The Directors may also pay such brokerage as may be lawful.

3.4. Except as otherwise permitted by the Company Act, no share may be issued until it is fully paid and the Company shall have received the full consideration therefor in cash, property or past services actually performed for the Company. For the purpose of this Article:

- (i) the value of the property or past services shall be the value determined by the Directors by resolution to be, in all circumstances of the transaction, its fair market value; and
- (ii) the full consideration received for a share issued by way of dividend shall be the amount declared by the Directors to be the amount of the dividend.

PART 4

SHARE REGISTERS

4.1. The Company shall keep or cause to be kept a register of members, a register of transfers and a register of allotments within British Columbia, all as required by the Company Act, and may combine one or more of such registers.

If the Company's capital shall consist of more than one class or series of shares, a separate register of members, register of transfers and register of allotments may be kept in respect of each class or series of shares. The Directors on behalf of the Company may appoint a trust company to keep the register of members, register of transfers and register of allotments or, if there is more than one class or series of shares, the Directors may appoint a trust company, which need not be the same trust company, to keep the register of members, the register of transfers and the register of allotments for each class or series of shares. The Directors on behalf of the Company may also appoint one or more trust companies, including the trust company which keeps the said registers of its shares or such class or series thereof, as transfer agent for its shares or such class or series thereof, as the case may be, and the same or another trust company or companies as registrar for its shares or such class or series thereof, as the case may be. The Directors may terminate the appointment of any such trust company at any time and may appoint another trust company in its place.

4.2. Unless prohibited by the Company Act, the Company may keep or cause to be kept one or more branch registers of members at such place or places as the Directors may from time to time determine.

4.3. The Company shall not at any time close its register of members.

PART 5

TRANSFER AND TRANSMISSION OF SHARES

5.1. Subject to the provisions of the Memorandum and of these Articles that may be applicable, any member may transfer any of his shares by instrument in writing executed by or on behalf of such member and delivered to the Company or its transfer agent. The instrument of transfer of any share of the Company shall be in the form, if any, on the back of the Company's share certificates or in such other form as the Directors may from time to time approve. Except to the extent that the Company Act may otherwise provide, the transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the register of members or a branch register of members in respect thereof.

5.2. The signature of the registered owner of any shares, or of his duly authorized attorney, upon an authorized instrument of transfer shall constitute a complete and sufficient

authority to the Company, its directors, officers and agents to register, in the name of the transferee as named in the instrument of transfer, the number of shares specified therein or, if no number is specified, all the shares of the registered owner represented by share certificates deposited with the instrument of transfer. If no transferee is named in the instrument of transfer, the instrument of transfer shall constitute a complete and sufficient authority to the Company, its directors, officers and agents to register, in the name of the person on whose behalf any certificate for the shares to be transferred is deposited with the Company for the purpose of having the transfer registered, the number of shares specified in the instrument of transfer or, if no number is specified, all the shares represented by all share certificates deposited with the instrument of transfer.

5.3. Neither the Company nor any Director, officer or agent thereof shall be bound to inquire into the title of the person named in the form of transfer as transferee, or, if no person is named therein as transferee, of the person on whose behalf the certificate is deposited with the Company for the purpose of having the transfer registered, or be liable to any claim by such registered owner or by any intermediate owner or holder of the certificate or of any of the shares represented thereby or any interest therein for registering the transfer, and the transfer, when registered, shall confer upon the person in whose name the shares have been registered a valid title to such shares.

5.4. Every instrument of transfer shall be executed by the transferor and left at the registered office of the Company or at the office of its transfer agent or registrar for registration together with the share certificate for the shares to be transferred and such other evidence, if any, as the Directors or the transfer agent or registrar may require to prove the title of the transferor or his right to transfer the shares and the right of the transferee to have the transfer registered. All instruments of transfer where the transfer is registered shall be retained by the Company or its transfer agent or registrar and any instrument of transfer, where the transfer is not registered, shall be returned to the person depositing the same together with the share certificate which accompanied the same when tendered for registration.

5.5. There shall be paid to the Company in respect of the registration of any transfer such sum, if any, as the Directors may from time to time determine.

5.6. In the case of the death of a member, the survivor or survivors in respect of shares registered in the name of

the deceased and the name of another person or other persons in joint tenancy, and the legal personal representative of the deceased in any other case, shall be the only persons recognized by the Company as having any title to his interest in the shares. Before recognizing any legal personal representative the Directors may require him to deliver to the Company the original or a Court or notarially certified copy of a grant of probate or letters of administration in British Columbia or other evidence and documents as the Directors consider appropriate in order to establish the right of the legal personal representative to title to the interest of the deceased in the shares.

5.7. The guardian, committee, trustee, curator, tutor, legal personal representative or trustee in bankruptcy of a member, although not a member, shall have the same rights, privileges and obligations that attach to the shares held by the member provided the documents required by the Company Act shall have been deposited with the Company. This Article shall not apply on the death of a member with respect to shares registered in the name of the deceased and the name of another person or other persons in joint tenancy.

5.8. Any person becoming entitled to a share as a guardian, committee, trustee, curator, tutor, legal personal representative or trustee in bankruptcy of a member, upon such documents and evidence being deposited with the Company as the Company Act requires, or who becomes entitled to a share as a result of an order of a Court of competent jurisdiction or a statute, has the right either to be registered as a member in his representative capacity in respect of such share, or, instead of being registered himself, to make such transfer of the share as the member could have made; but the Directors shall, as regards such transfer, have the same rights, if any, to decline or suspend registration of a transferee as they would have in the case of a transfer of a share by the member, and such transfer shall be subject to any restrictions and provisions as to the transfer of shares as are contained in these Articles or in the Memorandum.

PART 6

ALTERATION OF CAPITAL

6.1. The Company may by ordinary resolution filed with the Registrar amend its Memorandum to increase the authorized capital of the Company by:

- (i) creating shares with par value or shares without par value, or both;
- (ii) increasing the number of shares with par value or shares without par value, or both; or
- (iii) increasing the par value of a class of shares with par value, if no shares of that class are issued.

6.2. The Company may by special resolution filed with the Registrar alter its Memorandum to subdivide, consolidate, change from shares with par value to shares without par value, or change the designation of all or any of its shares but only to such extent, in such manner and with such consents of members holding a class or series of shares which is the subject of or affected by such alteration, as the Company Act provides.

6.3. The Company may alter its Memorandum or these Articles:

- (i) by special resolution, to create, define and attach special rights or restrictions to any shares; and
- (ii) by special resolution and by otherwise complying with any applicable provision of its Memorandum or these Articles, to vary or abrogate any special rights and restrictions attached to any shares

and in each case by filing a certified copy of such resolution with the Registrar, but no right or special right attached to any issued shares shall be prejudiced or interfered with unless all members holding shares of a class or series whose right or special right is so prejudiced or interfered with consent by a separate resolution of the members of that class or series, as the case may be, passed by a majority of three-fourths of the votes cast, or by such greater majority as may be specified by the special rights and restrictions attached to the class or series of shares, as the case may be.

6.4. Notwithstanding the foregoing provisions of this Part, no such alteration shall be valid as to any part of the issued shares of any class, or in the case of a class with more than one series, any series, unless the holders of the issued shares of such class or series not being changed either all consent thereto in writing or, at a separate class meeting or series meeting, as the case may be, consent thereto by a resolution passed by the votes of members holding in the

aggregate not less than three-fourths of the shares not being changed of that class or series, as the case may be.

6.5. If the Company is or becomes a reporting company, no resolution to create, vary or abrogate any special right of conversion or exchange attaching to any shares shall be submitted to any meeting of members unless any consent thereto required to be obtained under the Company Act shall have been first obtained.

6.6. Subject to the provisions of the Company Act, unless specified otherwise in these Articles or in the special rights and restrictions attached to any class or series of shares, the provisions of these Articles relating to general meetings shall apply, with the necessary changes and so far as they are applicable, to a meeting of members holding a particular class or series of shares but the quorum at such meetings shall be one person holding or representing by proxy one-third of the shares affected.

PART 7

PURCHASE AND REDEMPTION OF SHARES

7.1. Subject to the special rights and restrictions attached to any class or series of shares, the Company may, by a resolution of the Directors and in compliance with the Company Act, purchase any of its shares at the price and upon the terms specified in such resolution or redeem any of its shares in accordance with the special rights and restrictions attaching thereto. No such purchase or redemption shall be made if the Company is insolvent at the time of the proposed purchase or redemption or if the proposed purchase or redemption would render the Company insolvent. Unless the shares are to be purchased through a stock exchange or the Company is purchasing the shares from dissenting members pursuant to the requirements of the Company Act or from members pursuant to an order of a Court of competent jurisdiction, or the shares are to be purchased by the Company from a bona fide employee or a bona fide former employee of the Company or of an affiliate of the Company, or his personal representative, in respect of shares beneficially owned by the employee or former employee, the Company shall make its offer to purchase pro rata to every member who hold shares of the class or series, as the case may be, to be purchased.

7.2. If the Company proposes at its option to redeem some but not all of the shares of any class or series, the Direc-

I HEREBY CERTIFY THAT THESE ARE
COPIES OF DOCUMENTS FILED WITH THE
REGISTRAR OF COMPANIES ON

SEP 23 1987

COMPANY ACT

MEMORANDUM

OF

B. Perry
REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

PARAGON INVESTMENTS OF CANADA LTD.

I wish to be formed into a Company with limited liability under the Company Act in pursuance of this Memorandum.

1. The name of the Company is "PARAGON INVESTMENTS OF CANADA LTD."
2. The authorized capital of the Company consists of 100,000,000 Common shares without par value.
3. I agree to take the number and kind of shares in the Company set opposite my name.

Full Name, Resident Address
and Occupation of Subscriber

Number and Kind of Shares
Taken by Subscriber

Joan Stevenson

Joan Stevenson
547 Amess Street
New Westminster, B.C.
V3L 4A8
Legal Assistant

One (1) Common share

TOTAL SHARES TAKEN:

One (1) Common share

DATED the 22nd day of September, 1987.

tors may, subject to the special rights and restrictions attached to such class or series of shares, decide the manner in which the shares to be redeemed shall be selected.

7.3. Subject to the provisions of the Company Act, any shares purchased or redeemed by the Company but not cancelled may be sold, or, if cancelled, reissued by it, but, while any such shares which have not been cancelled are held by the Company, it shall not exercise any vote in respect of these shares and no dividend or other distribution shall be paid or made thereon.

PART 8

BORROWING POWERS

8.1. The Directors may from time to time at their discretion authorize the Company to:

- (i) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
- (ii) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person; and
- (iii) mortgage, charge, whether by way of specific or floating charge, or give other security on the undertaking or on the whole or any part of the property and assets of the Company (both present and future).

8.2. Any bonds, debentures or other debt obligations of the Company may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawing, allotment of or conversion into or exchange for shares or other securities, attending and voting at general meetings of the Company, appointment of Directors or otherwise and may by their terms be assignable free from any equities between the Company and the person to whom they were issued or any subsequent holder thereof, all as the Directors may determine.

8.3. The Company shall keep or cause to be kept within the Province of British Columbia in accordance with the Company Act a register of its debentures and a register of

debentureholders, which registers may be combined, and, subject to the provisions of the Company Act, may keep or cause to be kept one or more branch registers of its debentureholders at such place or places as the Directors may from time to time determine and the Directors may by resolution, regulation or otherwise make such provisions as they think fit respecting the keeping of such branch registers.

8.4. Every bond, debenture or other debt obligation of the Company shall be signed manually by at least one Director or officer of the Company or by or on behalf of a trustee, registrar, branch registrar, transfer agent or branch transfer agent for the bond, debenture or other debt obligation appointed by the Company or under any instrument under which the bond, debenture or other debt obligation is issued and any additional signatures may be printed or otherwise mechanically reproduced thereon and, in such event, a bond, debenture or other debt obligation so signed is as valid as if signed manually notwithstanding that any person whose signature is so printed or mechanically reproduced shall have ceased to hold the office that he is stated on such bond, debenture or other debt obligation to hold at the date of the issue thereof.

8.5. If the Company is or becomes a reporting company, the Company shall keep or cause to be kept a register of its indebtedness to every Director or officer of the Company or an associate of any of them, in accordance with the provisions of the Company Act.

PART 9

GENERAL MEETINGS

9.1. Subject to any extensions of time permitted pursuant to the Company Act, the first annual general meeting of the Company shall be held within fifteen months from the date of incorporation and thereafter an annual general meeting shall be held once in every calendar year at such time (being not more than thirteen months after the date on which the last preceding annual general meeting was held or the date on which it was deemed to have been held in accordance with Article 9.2, whichever is later) and place as may be determined by the Directors.

9.2. If the Company is, or becomes, a company which is not a reporting company and all the members entitled to attend and vote at an annual general meeting consent in writing to all the business which is required or desired to be transacted

at the meeting, the meeting shall be deemed to have been held on the date specified in the consent and it is not necessary that the meeting be held.

9.3. All general meetings other than annual general meetings are herein referred to as and may be called extraordinary general meetings.

9.4. The Directors may, whenever they think fit, convene an extraordinary general meeting.

9.5. If the Company is or becomes a reporting company, advance notice of any general meeting at which Directors are to be elected shall be published in the manner required by the Company Act.

9.6. A notice convening a general meeting specifying the place, the day, and the hour of the meeting, and, in case of special business, the general nature of that business, shall be given as provided in the Company Act and in the manner hereinafter in these Articles mentioned, or in such other manner (if any) as may be prescribed by ordinary resolution, whether previous notice thereof has been given or not, to such persons as are entitled by law or under these Articles to receive such notice from the Company. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at that meeting.

9.7. All the members of the Company entitled to attend and vote at a general meeting may, by unanimous consent in writing given before, during or after the meeting, or if they are present at the meeting by a unanimous vote, waive or reduce the period of notice of such meeting and an entry in the minute book of such waiver or reduction shall be sufficient evidence of the due convening of the meeting.

9.8. Except as otherwise provided by the Company Act, where any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution thereof or the giving of effect thereto, the notice convening the meeting shall, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by members at the registered office or records office of the Company or at some other place in British Columbia designated in the notice during usual business hours up to the date of such general meeting.

PART 10

PROCEEDINGS AT GENERAL MEETINGS

10.1. All business shall be deemed special business which is transacted at:

- (i) an extraordinary general meeting other than the conduct of and voting at such meeting; and
- (ii) an annual general meeting, with the exception of the conduct of, and voting at, such meeting, the consideration of the financial statements and of the respective reports of the Directors and Auditor, fixing or changing the number of directors, the appointment of the Auditor, the fixing of the remuneration of the Auditor and such other business as by these Articles or the Company Act may be transacted at a general meeting without prior notice thereof being given to the members or any business which is brought under consideration by the report of the Directors.

10.2. No business other than election of the chairman or the adjournment of the meeting shall be transacted at any general meeting unless a quorum of members entitled to attend and vote is present at the commencement of the meeting, but the quorum need not be present throughout the meeting.

10.3. Save as herein otherwise provided, a quorum shall be two persons present and being, or representing by proxy, members holding not less than five percent of the issued shares entitled to be voted at the meeting. If there is only one member the quorum is one person present and being, or representing by proxy, such member. The Directors, the Secretary, or, in his absence, an Assistant Secretary, and the solicitor of the Company shall be entitled to attend at any general meeting but no such person shall be counted in the quorum or be entitled to vote at any general meeting unless he shall be a member or proxyholder entitled to vote thereat.

10.4. If within half an hour from the time appointed for a general meeting a quorum is not present; the meeting:

- (i) if convened upon the requisition of members, shall be dissolved; and
- (ii) in any other case it shall stand adjourned to the same day in the next week, at the same time and

place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the person or persons present and being, or representing by proxy, a member or members entitled to attend and vote at the meeting shall be a quorum.

10.5. The Chairman of the Board, if any, or in his absence the President of the Company or in his absence a Vice-President of the Company, if any, shall be entitled to preside as chairman at every general meeting of the Company.

10.6. If at any general meeting neither the Chairman of the Board nor President nor a Vice-President is present within fifteen minutes after the time appointed for holding the meeting or is willing to act as chairman, the Directors present shall choose one of their number to be chairman or if all the Directors present decline to take the chair or shall fail to so choose or if no Director be present, the members present shall choose one of their number to be chairman.

10.7. The chairman may, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice, but not "advance notice", of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

10.8. No motion proposed at a general meeting need be seconded and the chairman may propose or second a motion.

10.9. Subject to the provisions of the Company Act, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is directed by the chairman or demanded by at least one member entitled to vote who is present in person or by proxy. The chairman shall declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, and such decision shall be entered in the book of proceedings of the Company. A declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of

the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

10.10. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

10.11. No poll may be demanded on the election of a chairman. A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken as soon as, in the opinion of the chairman, is reasonably convenient, but in any event within seven days and at such time and place and in such manner as the chairman of the meeting directs. The result of the poll shall be deemed to be the resolution of and passed at the meeting at which the poll has been demanded. Any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. A demand for a poll may be withdrawn. In any dispute as to the admission or rejection of a vote the decision of the chairman made in good faith shall be final and conclusive.

10.12. Every ballot cast upon a poll and every proxy appointing a proxyholder who casts a ballot upon a poll shall be retained by the Secretary for such period and be subject to such inspection as the Company Act may provide.

10.13. On a poll a person entitled to cast more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

10.14. Unless the Company Act, the Memorandum or these Articles otherwise provide, any action to be taken by a resolution of the members may be taken by an ordinary resolution.

10.15. A resolution consented to in writing, whether by document, telegram, telex or any method of transmitting legibly recorded messages or other means, by all of the members shall be as valid and effectual as if it had been passed at a meeting of the members duly called and held. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the members and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

PART 11

VOTES OF MEMBERS

11.1. Subject to any special voting rights or restrictions attached to any class of shares and the restrictions on joint registered holders of shares, on a show of hands every member or his proxyholder who is present and entitled to vote at the meeting shall have one vote and on a poll every member shall have one vote for each share of which he is the registered holder and may exercise such vote either in person or by proxyholder.

11.2. Any person who is not registered as a member but is entitled to vote at any general meeting in respect of a share, may vote the share in the same manner as if he were a member; however, unless the Directors have previously admitted his right to vote at that meeting in respect of the share, he shall satisfy the Directors of his right to vote the share before the time for holding the meeting, or adjourned meeting, as the case may be, at which he proposes to vote.

11.3. Any corporation not being a subsidiary which is a member of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any general meeting or class or series meeting. The person so authorized shall be entitled to exercise in respect of and at such meeting the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company personally present, including, without limitation, the right, unless restricted by such resolution, to appoint a proxyholder to represent such corporation, and shall be counted for the purpose of forming a quorum if present at the meeting. Evidence of the appointment of any such representative may be sent to the Company by written instrument, telegram, telex or any method of transmitting legibly recorded messages. Notwithstanding the foregoing, a corporation being a member may appoint a proxyholder.

11.4. In the case of joint registered holders of a share the vote of the senior who exercises a vote, whether in person or by proxyholder, shall be accepted to the exclusion of the votes of the other joint registered holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members. Several legal personal representatives of a member whose shares are registered in his sole name shall for the purpose of this Article be deemed joint registered holders.

11.5. A member of unsound mind entitled to attend and vote, in respect of whom an order has been made by any court having jurisdiction, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis, or other person may appoint a proxyholder.

11.6. A member holding more than one share in respect of which he is entitled to vote shall be entitled to appoint one or more (but not more than five) proxyholders to attend, act and vote for him on the same occasion. If such a member should appoint more than one proxyholder for the same occasion he shall specify the number of shares each proxyholder shall be entitled to vote. A member may also appoint one or more alternate proxyholders to act in the place and stead of an absent proxyholder.

11.7. A form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under the seal of the corporation or under the hand of a duly authorized officer or attorney. A proxyholder need not be a member of the Company.

11.8. Unless the directors fix some other time by which proxies must be deposited, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) or such lesser period as the Directors may from time to time determine before the time for holding the meeting in respect of which the person named in the instrument is appointed. In addition to any other method of depositing proxies provided for in these Articles, the Directors may from time to time by resolution make regulations:

- (i) relating to the depositing of proxies at any place or places and fixing the time or times for depositing the proxies, which time or times, if the Company is or becomes a reporting company, shall not exceed 48 hours (excluding Saturdays, Sundays and holidays) preceding the meeting or adjourned meeting specified in the notice calling a meeting of members;
- (ii) providing for particulars of such proxies to be sent to the Company or any agent of the Company in

writing or by letter, telegram, telex or any method of transmitting legibly recorded messages so as to arrive before the commencement of the meeting or adjourned meeting at the office of the Company or of any agent of the Company appointed for the purpose of receiving such particulars; and

- (iii) providing that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this Part.

Votes given in accordance with such regulations shall be valid and shall be counted.

11.9. Unless the Company Act or any other statute or law which is applicable to the Company or to any class of its shares requires any other form of proxy, a proxy, whether for a specified meeting or otherwise, shall be in the form following, but may also be in any other form that the Directors or the chairman of the meeting shall approve:

(Name of Company)

The undersigned, being a member of the above named Company, hereby appoints _____

or failing him _____
as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Company to be held on the _____ day of _____, 19__ and at any adjournment thereof.

Signed this _____ day of _____, 19__.

(Signature of Member)

11.10. A vote given in accordance with the terms of a proxy is valid notwithstanding the previous death or incapacity of the member giving the proxy or the revocation of the proxy or of the authority under which the form of proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no notification in writing of such death, incapacity, revocation or transfer shall have been received at the registered office of the Company or by the chairman of the

meeting or adjourned meeting for which the proxy was given before the vote is taken.

11.11. Every proxy may be revoked by an instrument in writing:

- (i) executed by the member giving the same or by his attorney authorized in writing or, where the member is a corporation, by a duly authorized officer or attorney of the corporation; and
- (ii) delivered either at the registered office of the Company at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used, or to the chairman of the meeting on the day of the meeting or any adjournment thereof, before any vote in respect of which the proxy is to be used shall have been taken

or in any other manner provided by law.

PART 12

DIRECTORS

12.1. The subscribers to the Memorandum of the Company are the first Directors. The Directors to succeed the first Directors may be appointed in writing by a majority of the subscribers to the Memorandum or at a meeting of the subscribers, or if not so appointed, they shall be elected by the members entitled to vote on the election of Directors. The number of Directors shall be the same as the number of Directors so appointed or elected or the number in effect upon these Articles becoming effective. The number of Directors, excluding additional Directors, may be fixed or changed from time to time by ordinary resolution, whether previous notice thereof has been given or not, but notwithstanding anything contained in these Articles the number of Directors shall never be less than one or, if the Company is or becomes a reporting company, less than three.

12.2. The remuneration of the Directors as such may from time to time be determined by the Directors or, if the Directors shall so decide, by the members. Such remuneration may be in addition to any salary or other remuneration paid to any officer or employee of the Company as such who is also a Director. The Directors shall be repaid such reasonable

travelling, hotel and other expenses as they incur in and about the business of the Company and if any Director shall perform any professional or other services for the Company that in the opinion of the Directors are outside the ordinary duties of a Director or shall otherwise be specially occupied in or about the Company's business, he may be paid a remuneration to be fixed by the Board, or, at the option of such Director, by the Company in general meeting, and such remuneration may be either in addition to, or in substitution for any other remuneration that he may be entitled to receive. The Directors on behalf of the Company, unless otherwise determined by ordinary resolution, may pay a gratuity or pension or allowance on retirement to any Director who had held any salaried office or place of profit with the Company or to his spouse or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

12.3. A Director shall not be required to hold a share in the capital of the Company as qualification for his office but shall be qualified as required by the Company Act, to become or act as a Director.

PART 13

ELECTION AND REMOVAL OF DIRECTORS

13.1. At each annual general meeting of the Company all the Directors shall retire and the members entitled to vote thereat shall elect a Board of Directors consisting of the number of Directors for the time being fixed pursuant to these Articles. If the Company is, or becomes, a company that is not a reporting company and the business to be transacted at any annual general meeting is consented to in writing by all the members who are entitled to attend and vote thereat such annual general meeting shall be deemed for the purpose of this Part to have been held on such written consent becoming effective.

13.2. A retiring Director shall be eligible for re-election.

13.3. Where the Company fails to hold an annual general meeting in accordance with the Company Act, the Directors then in office shall be deemed to have been elected or appointed as Directors on the last day on which the annual general meeting could have been held pursuant to these Articles and they may hold office until other Directors are appointed or elected or

until the day on which the next annual general meeting is held.

13.4. If at any general meeting at which there should be an election of Directors, the offices of any of the retiring Directors are not filled by such election, such of the retiring Directors who are not re-elected as may be requested by the newly-elected Directors shall, if willing to do so, continue in office to complete the number of Directors for the time being fixed pursuant to these Articles until further new Directors are elected at a general meeting convened for the purpose. If any such election or continuance of Directors results in the election or continuance of less than the number of Directors for the time being fixed pursuant to these Articles such number shall be fixed at the number of Directors actually elected or continued in the office.

13.5. Any casual vacancy occurring in the Board of Directors may be filled by the remaining Directors or Director.

13.6. Between annual general meetings, the Directors shall have power to appoint one or more additional Directors, but the number of additional Directors so appointed shall not at any time exceed one-third of the number of Directors elected or appointed at the last annual general meeting at which Directors were elected or appointed. Any Director so appointed shall hold office only until the next following annual general meeting of the Company, but shall be eligible for election at such meeting and so long as he is an additional Director the number of Directors shall be increased accordingly.

13.7. Any Director may by instrument in writing delivered to the Company appoint any person to be his alternate to act in his place at meetings of the Directors at which he is not present unless, if such person is not a Director, the Directors shall have reasonably disapproved his appointment as an alternate Director and shall have given notice to that effect to the Director making such appointment within a reasonable time after delivery of such instrument to the Company. Every such alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote as a Director at a meeting at which the person appointing him is not personally present, and, if he is a Director, to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time by instrument, telegram, telex or any method of transmitting legibly recorded messages delivered to the Company revoke the appointment of an alternate Director appointed by him. An

alternate Director as such shall not be entitled to any remuneration from the Company.

13.8. The office of Director shall be vacated if the Director:

- (i) resigns his office by notice in writing delivered to the registered office of the Company, such resignation to become effective on the date of delivery to the registered office of the Company or at the time specified therein, whichever is later; or
- (ii) is convicted of an indictable offence and the other Directors shall have resolved to remove him; or
- (iii) ceases to be qualified to act as a Director pursuant to the Company Act.

13.9. The Company may by special resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

PART 14

POWERS AND DUTIES OF DIRECTORS

14.1. The Directors shall manage, or supervise the management of, the affairs and business of the Company and shall have the authority to exercise all such powers of the Company as are not, by the Company Act or by the Memorandum or these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to these Articles and all laws affecting the Company and to any regulations, not inconsistent with these Articles, made from time to time by ordinary resolution, but no such regulation shall invalidate any prior valid act of the Directors.

14.2. The Directors may from time to time by power of attorney or other instrument under the seal, appoint any person to be the attorney of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles and excepting the powers of the Directors relating to the constitution of the Board and of any of its committees and the appointment or removal of officers and the

power to declare dividends) and for such period, with such remuneration and subject to such conditions as the Directors may think fit, and any such appointment may be made in favour of any of the Directors, officers or members of the Company or in favour of any corporation, or of any of the shareholders, directors, officers, nominees or managers of any corporation, firm or joint venture and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Directors think fit. Any such attorney may be authorized by the Directors to subdelegate all or any of the powers, authorities, and discretions for the time being vested in him.

PART 15

DISCLOSURE OF INTEREST OF DIRECTORS

15.1. A Director who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with the Company or who holds any office or possesses any property whereby, directly or indirectly, a duty or interest might be created in conflict with his duty or interest as a Director, shall disclose the nature and extent of his interest in such contract or transaction or of the conflict or potential conflict, as the case may be, in accordance with the provisions of the Company Act.

15.2. A Director shall not vote in respect of any such contract or transaction with the Company in which he is interested and if he shall do so his vote shall not be counted, but he shall be counted in the quorum present at the meeting at which such vote is taken. This Article and Article 15.1 shall not apply in those circumstances where a Director is, under the provisions of the Company Act, deemed not to be interested in a proposed contract or transaction. The Company, by special resolution, may from time to time suspend the application of this Article and Article 15.1 to any extent permitted by the Company Act.

15.3. A Director may hold any office or place of profit with the Company (other than the office of Auditor of the Company) in conjunction with his office of Director for such period and on such terms (as to remuneration or otherwise) as the Directors may determine and no Director or intended Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, and, subject to compliance with the provisions of

the Company Act, no contract or transaction entered into by or on behalf of the Company in which a Director is in any way interested shall be liable to be voided by reason thereof.

15.4. Subject to compliance with the provisions of the Company Act, a Director or any corporation or firm in which he has an interest may act in a professional capacity for the Company (except as Auditor of the Company) and he or such corporation or firm shall be entitled to remuneration for professional services as if he were not a Director.

15.5. A Director may be or become a director or other officer or employee of, or otherwise interested in, any corporation or firm in which the Company may be interested as a shareholder or otherwise, and, subject to compliance with the provisions of the Company Act, such Director shall not be accountable to the Company for any remuneration or other benefits received by him as director, officer or employee of, or from his interest in, such other corporation or firm, unless the Company in general meeting otherwise directs.

PART 16

PROCEEDINGS OF DIRECTORS

16.1. The Chairman of the Board, if any, or in his absence, the President shall preside as chairman at every meeting of the Directors, or if there is no Chairman of the Board or neither the Chairman of the Board nor the President is present within fifteen minutes of the time appointed for holding the meeting or is willing to act as chairman, or, if the Chairman of the Board, if any, and the President have advised the Secretary that they will not be present at the meeting, the Directors present shall choose one of their number to be chairman of the meeting.

16.2. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. Meetings of the Board held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Board may by resolution from time to time determine.

16.3. A Director may participate in a meeting of the Board or of any committee of the Directors by means of conference telephones or other communications facilities by means of

which all Directors participating in the meeting can hear and speak to each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Article shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefor and be entitled to speak and vote thereat.

16.4. A Director may, and the Secretary or an Assistant Secretary upon request of a Director shall, call a meeting of the Board at any time. Reasonable notice of such meeting specifying the place, day and hour of such meeting shall be given by mail, postage prepaid, addressed to each of the Directors and alternate Directors at his registered address or by leaving it at his usual business or residential address or by telephone, telegram, telex, or any other method of transmitting legibly recorded messages. It shall not be necessary to give notice of a meeting of Directors to any Director or alternate Director if such meeting is to be held immediately following a general meeting at which such Director shall have been elected or is the meeting of Directors at which such Director is appointed. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Director or alternate Director shall not invalidate the proceedings at that meeting.

16.5. Any Director of the Company may file with the Secretary a document executed by him waiving notice of any past, present or future meeting or meetings of the Directors being, or required to have been, sent to him and may at any time withdraw such waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until such waiver is withdrawn no notice need be given to such Director nor, unless the Director otherwise requires in writing to the Secretary, to his alternate Director of any meeting of Directors and all meetings of the Directors so held shall be deemed not to be improperly called or constituted by reason of notice not having been given to such Director or alternate Director.

16.6. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and if not so fixed shall be a majority of the Directors or, if the number of Directors is fixed at one, shall be one Director.

16.7. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors

to that number, or of summoning a general meeting of the Company, but for no other purpose.

16.8. Subject to the provisions of the Company Act, all acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

16.9. A resolution consented to in writing, whether by document, telegram, telex or any other method of transmitting legibly recorded messages, by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

PART 17

EXECUTIVE AND OTHER COMMITTEES

17.1. The Directors may by resolution appoint an Executive Committee to consist of such member or members of their body as they think fit, which Committee shall have, and may exercise during the intervals between the meetings of the Board, all the powers vested in the Board except the power to fill vacancies in the Board, the power to change the membership of, or fill vacancies in, said Committee or any other committee of the Board and such other powers, if any, as may be specified in the resolution. The said Committee shall keep regular minutes of its transactions and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board of Directors at such times as the Board of Directors may from time to time require. The Board shall have the power at any time to revoke or override the authority given to or acts done by the Executive Committee except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of such Committee and to fill vacancies in it. The Executive Committee may make rules for the conduct of its business and may appoint such assistants as it may deem necessary. A

majority of the members of the said Committee shall constitute a quorum thereof.

17.2. The Directors may by resolution appoint one or more committees consisting of such member or members of their body as they think fit and may delegate to any such committee between meetings of the Board such powers of the Board (except the power to fill vacancies in the Board and the power to change the membership of or fill vacancies in any committee of the Board and the power to appoint or remove officers appointed by the Board) subject to such conditions as may be prescribed in such resolution, and all committees so appointed shall keep regular minutes of their transactions and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board of Directors at such times as the Board of Directors may from time to time require. The Directors shall also have power at any time to revoke or override any authority given to or acts to be done by any such committees except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of a committee and to fill vacancies in it. Committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. A majority of the members of a committee shall constitute a quorum thereof.

17.3. All committees may meet and adjourn as each thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee present, and in case of an equality of votes the chairman shall not have a second or casting vote. A resolution consented to in writing, whether by document, telegram, telex or any method of transmitting legibly recorded messages, by all the members of the Executive Committee or any other committee shall be as valid and effective as if it had been passed at a meeting of such Committee duly called and constituted. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.

PART 18

OFFICERS

18.1. The Directors shall, from time to time, appoint a President and a Secretary and such other officers, if any, as the Directors shall determine and the Directors may, at any time, terminate any such appointment. No officer shall be appointed unless he is qualified in accordance with the provisions of the Company Act.

18.2. One person may hold more than one of such offices except that the offices of President and Secretary must be held by different persons unless the Company has only one member. Any person appointed as the Chairman of the Board, the President or the Managing Director shall be a Director. The other officers need not be Directors. The remuneration of the officers of the Company as such and the terms and conditions of their tenure of office or employment shall from time to time be determined by the Directors; such remuneration may be by way of salary, fees, wages, commission or participation in profits or any other means or all of these modes and an officer may in addition to such remuneration be entitled to receive after he ceases to hold such office or leaves the employment of the Company a pension or gratuity. The Directors may decide what functions and duties each officer shall perform and may entrust to and confer upon him any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit and may from time to time revoke, withdraw, alter or vary all or any of such functions, duties and powers. The Secretary shall, inter alia, perform the functions of the Secretary specified in the Company Act.

18.3. Every officer of the Company who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as an officer of the Company shall, in writing, disclose to the President the fact and the nature and extent of the conflict.

PART 19

INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES

19.1. Subject to the provisions of the Company Act, the Directors shall cause the Company to indemnify a Director or

former Director of the Company and the Directors may cause the Company to indemnify a director or former director of a corporation of which the Company is or was a shareholder and the heirs and personal representatives of any such persons to settle an action or satisfy a judgment, actually and reasonably incurred by him or them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he is or they are made a party by reason of his or their being or having been a Director of the Company or a director of such corporation, including any action brought by the Company or any such corporation. Each Director of the Company on being elected or appointed shall be deemed to have contracted with the Company on the terms of the foregoing indemnity.

19.2. Subject to the provisions of the Company Act, the Directors may cause the Company to indemnify any officer, employee or agent of the Company or of a corporation of which the Company is or was a shareholder (notwithstanding that he is also a Director) and his heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or them and resulting from his or their acting as an officer, employee or agent of the Company or such corporation. In addition the Company shall indemnify the Secretary or an Assistant Secretary of the Company (if he shall not be a full time employee of the Company and notwithstanding that he is also a Director) and his respective heirs and legal representatives against all costs, charges and expenses whatsoever incurred by him or them and arising out of the functions assigned to the Secretary by the Company Act or these Articles and each such Secretary and Assistant Secretary shall on being appointed be deemed to have contracted with the Company on the terms of the foregoing indemnity.

19.3. The failure of a Director or officer of the Company to comply with the provisions of the Company Act or of the Memorandum or these Articles shall not invalidate any indemnity to which he is entitled under this Part.

19.4. The Directors may cause the Company to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee or agent of the Company or as a director, officer, employee or agent of any corporation of which the Company is or was a shareholder and his heirs or personal representatives against any liability incurred by him as such Director, director, officer, employee or agent.

PART 20

DIVIDENDS AND RESERVES

20.1. The Directors may from time to time declare and authorize payment of such dividends, if any, as they may deem advisable and need not give notice of such declaration to any member. No dividend shall be paid otherwise than out of funds and/or assets properly available for the payment of dividends and a declaration by the Directors as to the amount of such funds or assets available for dividends shall be conclusive. The Company may pay any such dividend wholly or in part by the distribution of specific assets and in particular by paid up shares, bonds, debentures or other securities of the Company or any other corporation or in any one or more such ways as may be authorized by the Company or the Directors and where any difficulty arises with regard to such a distribution the Directors may settle the same as they think expedient, and in particular may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments in substitution for all or any part of the specific assets to which any members are entitled shall be made to any members on the basis of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees for the persons entitled to the dividend as may seem expedient to the Directors.

20.2. Any dividend declared on shares of any class or series by the Directors may be made payable on such date as is fixed by the Directors.

20.3. Subject to the rights of members (if any) holding shares with special rights as to dividends, all dividends on shares of any class or series shall be declared and paid according to the number of such shares held.

20.4. The Directors may, before declaring any dividend, set aside out of the funds properly available for the payment of dividends such sums as they think proper as a reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which such funds of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit. The Directors may also, without placing the same in reserve, carry forward such funds, which they think prudent not to divide.

20.5. If several persons are registered as joint holders of any share, any one of them may give an effective receipt for any dividend, bonuses or other moneys payable in respect of the shares.

20.6. No dividend shall bear interest against the Company. Where the dividend to which a member is entitled includes a fraction of a cent, such fraction shall be disregarded in making payment thereof and such payment shall be deemed to be payment in full.

20.7. Any dividend, bonuses or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder, or in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register, or to such person and to such address as the holder or joint holders may direct in writing. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The mailing of such cheque or warrant shall, to the extent of the sum represented thereby (plus the amount of any tax required by law to be deducted) discharge all liability for the dividend, unless such cheque or warrant shall not be paid on presentation or the amount of tax so deducted shall not be paid to the appropriate taxing authority.

20.8. Notwithstanding anything contained in these Articles the Directors may from time to time capitalize any undistributed surplus on hand of the Company and may from time to time issue as fully paid and non-assessable any unissued shares, or any bonds, debentures or debt obligations of the Company as a dividend representing such undistributed surplus on hand or any part thereof.

PART 21

DOCUMENTS, RECORDS AND REPORTS

21.1. The Company shall keep at its records office or at such other place as the Company Act may permit, the documents, copies, registers, minutes, and records which the Company is required by the Company Act to keep at its records office or such other place, as the case may be.

21.2. The Company shall cause to be kept proper books of account and accounting records in respect of all financial and other transactions of the Company in order properly to record

the financial affairs and conditions of the Company and to comply with the Company Act.

21.3. Unless the Directors determine otherwise, or unless otherwise determined by an ordinary resolution, no member of the Company shall be entitled to inspect the accounting records of the Company.

21.4. The Directors shall from time to time at the expense of the Company cause to be prepared and laid before the Company in general meeting such financial statements and reports as are required by the Company Act.

21.5. Every member shall be entitled to be furnished once gratis on demand with a copy of the latest annual financial statement of the Company and, if so required by the Company Act, a copy of each such annual financial statement and interim financial statement shall be mailed to each member.

PART 22

NOTICES

22.1. A notice, statement or report may be given or delivered by the Company to any member either by delivery to him personally or by sending it by mail to him to his registered address. Where a notice, statement or report is sent by mail, service or delivery of the notice, statement or report shall be deemed to be effected by properly addressing, prepaying and mailing the notice, statement or report and to have been given on the day, Saturdays, Sundays and holidays excepted, following the date of mailing. A certificate signed by the Secretary or other officer of the Company or of any other corporation acting in that behalf for the Company that the letter, envelope or wrapper containing the notice, statement or report was so addressed, prepaid and mailed shall be conclusive evidence thereof.

22.2. A notice, statement or report may be given or delivered by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

22.3. A notice, statement or report may be given or delivered by the Company to any person entitled to a share as a guardian, committee, trustee, curator, tutor, legal personal representative or trustee in bankruptcy of a member by sending it through the mail prepaid addressed to such person by name

or by the title of representative of the member or by any like description, at the address (if any) supplied to the Company for the purpose by the person claiming to be so entitled, or (until such address has been so supplied) by giving the notice in a manner in which the same might have been given to the member.

22.4. Notice of every general meeting or meeting of members holding a class or series of shares shall be given in a manner hereinbefore authorized to every member holding at the time of the issue of the notice or the date fixed for determining the members entitled to such notice, whichever is the earlier, shares which confer the right to notice of and to attend and vote at any such meeting. No other person except the Auditor of the Company and the Directors of the Company shall be entitled to receive notices of any such meeting.

PART 23

RECORD DATES

23.1. The Directors may fix in advance a date, which shall not be more than the maximum number of days permitted by the Company Act preceding the date of any meeting of members or any class or series thereof or of the payment of any dividend or of the proposed taking of any other proper action requiring the determination of members, as the record date for the determination of the members entitled to notice of, or to attend and vote at, any such meeting and any adjournment thereof, or entitled to receive payment of any such dividend or for any other proper purpose and, in such case, notwithstanding anything elsewhere contained in these Articles, only members of record on the date so fixed shall be deemed to be members for the purposes aforesaid.

23.2. Where no record date is so fixed for the determination of members as provided in the preceding Article the date on which the notice is mailed or on which the resolution declaring the dividend is adopted, as the case may be, shall be the record date for such determination.

PART 24

SEAL

24.1. The Directors may provide a seal for the Company and, if they do so, shall provide for the safe custody of the seal which shall not be affixed to any instrument except in the presence of the following persons, namely:

- (i) any two Directors; or
- (ii) one of the Chairman of the Board, the President, the Managing Director, a Director and a Vice-President together with one of the Secretary, the Treasurer, the Secretary-Treasurer, an Assistant Secretary, an Assistant Treasurer and an Assistant Secretary-Treasurer; or
- (iii) if the Company shall have only one member, the President or the Secretary; or
- (iv) such person or persons as the Directors may from time to time by resolution appoint

and the said Directors, officers, person or persons in whose presence the seal is so affixed to an instrument shall sign such instrument. For the purpose of certifying under seal true copies of any document or resolution the seal may be affixed in the presence of any one of the foregoing persons.

24.2. To enable the seal of the Company to be affixed to any bonds, debentures, share certificates, or other securities of the Company, whether in definitive or interim form, on which facsimiles of any of the signatures of the Directors or officers of the Company are, in accordance with the Company Act and/or these Articles, printed or otherwise mechanically reproduced there may be delivered to the firm or company employed to engrave, lithograph or print such definitive or interim bonds, debentures, share certificates or other securities one or more unmounted dies reproducing the Company's seal and the Chairman of the Board, the President, the Managing Director or a Vice-President and the Secretary, Treasurer, Secretary-Treasurer, an Assistant Secretary, an Assistant Treasurer or an Assistant Secretary-Treasurer may by a document authorize such firm or company to cause the Company's seal to be affixed to such definitive or interim bonds, debentures, share certificates or other securities by the use of such dies. Bonds, debentures, share certificates or other securities to which the Company's seal has been so

affixed shall for all purposes be deemed to be under and to bear the Company's seal lawfully affixed thereto.

24.3. The Company may have for use in any other province, state, territory or country an official seal which shall have on its face the name of the province, state, territory or country where it is to be used and all of the powers conferred by the Company Act with respect thereto may be exercised by the Directors or by a duly authorized agent of the Company.

PART 25

MECHANICAL REPRODUCTIONS OF SIGNATURES

25.1. The signature of any officer, Director, registrar, branch registrar, transfer agent or branch agent of the Company, unless otherwise required by the Company Act or by these Articles, may, if authorized, by the Directors, be printed, lithographed, engraved or otherwise mechanically reproduced upon all instruments executed or issued by the Company or any officer thereof; and any instrument on which the signature of any such person is so reproduced shall be deemed to have been manually signed by such person whose signature is so reproduced and shall be as valid to all intents and purposes as if such instrument had been signed manually, and notwithstanding that the person whose signature is so reproduced may have ceased to hold the office that he is stated on such instrument to hold at the date of the delivery or issue of such instrument.

25.2. The term "instrument", as used in Article 25.1, shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, agreements, releases, receipts and discharges for the payment of money or other obligations, shares and share warrants of the Company, bonds, debentures and other debt obligations of the Company, and all paper writings.

PART 26

PROHIBITIONS

26.1. If the Company is, or becomes, a company which is not a reporting company, or a reporting company but does not have any of its securities listed for trading on any stock exchange wheresoever situate, or a reporting company and has not with respect to any of its securities filed a prospectus with the Superintendent of Brokers or any similar securities

regulatory body and obtained a receipt therefor, then no shares shall be transferred without the previous consent of the Directors expressed by a resolution of the Board and the Directors shall not be required to give any reason to any such proposed transfer.

Dated this 22nd day of September, 1987

Joan Stevenson
Joan Stevenson
Subscriber