



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

STELLAR PACIFIC VENTURES INC.

655767-8

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- ☐ a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

October 20, 2009 / le 20 octobre 2009

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION REPORT RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

ARTICLES OF AMENDMENT CLAUSES MODIFICATRICES
(SECTIONS 27 OR 177) (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société STELLAR PACIFIC VENTURES INC.	2. Corporation No. - N° de la société 655767-8
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The common shares presently issued and outstanding of the Corporation are consolidated on the basis of 1 common share for every 2.5 common shares.

Date	Name - Nom	Signature	Capacity of - en qualité
2009-10-20	RAYMOND CLOUTIER		AUTHORIZED OFFICER

Page 1 of 1

Canada



Industry Canada

Industrie Canada

**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

STELLAR PACIFIC VENTURES INC.

655767-8

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Richard G. Shaw
Director - Directeur

April 24, 2006 / le 24 avril 2006

Date of Continuance - Date de la prorogation

Canada



Industry Canada Industrie Canada

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION
REPORT ÉLECTRONIQUE

ARTICLES OF
CONTINUANCE
(SECTION 187)

CLAUSES DE
PROROGATION
(ARTICLE 187)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

Request Number: 2140882 Business No.:
Numéro de Demande: N° d'entreprise: Taxation year-end (MM-DD): 07-31
Fin de l'année d'imposition (MM-JJ):

1.	Name of the Corporation Dénomination sociale de la société STELLAR PACIFIC VENTURES INC.
2.	The province or territory in Canada where the registered office is to be situated La province ou le territoire Canada où se situera le siège social QC
3.	The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre The annexed Schedule A is incorporated in this form. L'annexe A ci-jointe fait partie intégrante de la présente formule.
4.	Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu The annexed Schedule B is incorporated in this form. L'annexe B ci-jointe fait partie intégrante de la présente formule.
5.	Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs Minimum: 3 Maximum: 10
6.	Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu The annexed Schedule C is incorporated in this form. L'annexe C ci-jointe fait partie intégrante de la présente formule.
7.	(1) If the corporation is changing its name on this continuance, what was the corporation's previous name? Si la société change sa dénomination sociale avec cette prorogation, quelle était sa dénomination social antérieure? (2) Details of incorporation - Détails de la constitution The annexed Schedule D is incorporated in this form. L'annexe D ci-jointe fait partie intégrante de la présente formule.
8.	Other provisions, if any - Autres dispositions, s'il y a lieu The annexed Schedule E is incorporated in this form. L'annexe E ci-jointe fait partie intégrante de la présente formule.

Date	Name - Nom	Signature	Capacity of - en qualité de
2006-04-24	MICHEL LEMAY		ADMINISTRATEUR

Canada

SCHEDULE / ANNEXE A

An unlimited number of Common shares.

SCHEDULE / ANNEXE B

None.

SCHEDULE / ANNEXE C

None.

SCHEDULE / ANNEXE D

- Incorporated on July 23, 1987.

SCHEDULE / ANNEXE E

Without restricting the application of the Canada Business Corporation Act, the directors may, when they deem it expedient and without the authorization of the shareholders :

- a) borrow money upon the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

Sans restreindre la portée de la Loi canadienne sur les sociétés par actions, les administrateurs pourront, lorsqu'ils le jugeront opportun et sans l'autorisation des actionnaires :

- a) contracter des emprunts, compte tenu du crédit de la société;
- b) émettre, réémettre, vendre ou donner en garantie les titres de créance de la société;
- c) garantir, au nom de la société, l'exécution d'une obligation à la charge d'une autre personne;
- d) grever d'une sûreté, notamment par hypothèque, tout ou partie des biens, présents ou futurs, de la société, afin de garantir ses obligations.

Les administrateurs peuvent nommer un ou plusieurs administrateurs supplémentaires dont le mandat expire au plus tard à la clôture de la prochaine assemblée annuelle, à condition que le nombre total des administrateurs ainsi nommés n'excède pas le tiers du nombre des administrateurs élus à la dernière assemblée

STELLAR PACIFIC VENTURES INC.
(the "Corporation")

BY-LAW NUMBER 2006-1

GENERAL BY-LAWS

DEFINITIONS

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
 - (a) "Act" means the *Canada Business Corporations Act*, R.S.C., (1985), c. C-44, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any reference in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefore;
 - (b) "articles" means the articles, as from time to time amended, of the Corporation;
 - (c) "by-law" means any by-law of the Corporation, from time to time in force and effect;
 - (d) "unanimous shareholders' agreement" means an agreement as described in subsection 146(1) of the Act;
 - (e) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders and vice-versa; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of individuals;
 - (f) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
 - (g) all terms contained in the by-laws and which are defined in the Act shall have the meanings given to such terms in the Act.

REGISTERED OFFICE

2. The Corporation may from time to time (i) by resolution of the board of directors change the location of the address of the registered office of the Corporation within the province or territory specified in the articles and (ii) by articles of amendment change the province or territory in which its registered office is situated to another province or territory within Canada.

CORPORATE SEAL

3. The Corporation may have one or more corporate seals which shall be such as the board of directors may by resolution from time to time adopt and change.

DIRECTORS

4. **Number and Powers**

Subject to section 102 of the Act and within the limits set out in the articles of the Corporation, the number of directors shall be determined by resolution of the board of directors, failing which, the number of directors shall correspond to the number of directors whose names appear in the list filed with the Director, Industry Canada in compliance with the Act.

5. **Vacancies**

Subject to the provisions of the Act, and in particular section 111(1) of the Act, should a vacancy occur in the board, the remaining directors, if constituting a quorum, may appoint a qualified person to fill the vacancy for the remainder of the term. In the absence of a quorum the remaining directors shall forthwith call a meeting of shareholders to fill the vacancy pursuant to section 111(2) of the Act. Where a vacancy or vacancies exist in the board, the remaining directors may exercise all of the powers of the board so long as a quorum remains in office.

6. **Term of Office**

A director's term of office shall be from the meeting at which he is elected or appointed until the annual meeting next following or until his successor is elected or appointed, or until, if earlier, he dies or resigns, or is removed or disqualified pursuant to the provisions of the Act.

7. **Election**

Directors shall be elected by the shareholders by ordinary resolution adopted at a general meeting by a show of hands unless a ballot is demanded and if demanded such election shall be by ballot.

A retiring director shall retain office until the adjournment or termination of the meeting at which his successor is elected unless such meeting was called for the purpose of removing him from office as a director, in which case the director so removed shall vacate office forthwith upon the passing of the resolution for his removal.

8. **Committee of Directors**

The directors may appoint from among their number a committee of directors and subject to section 1.15 of the Act may delegate to such committee any of the powers of the directors.

MEETINGS OF DIRECTORS

9. **Place of Meeting**

Subject to the articles, meetings of directors may be held at any place within or outside Canada as the directors may from time to time determine or the person convening the meeting may give notice. A meeting of the board of directors may be convened by the Chairman of the Board, if any, the President, if any, a Vice-President who is also a director, if any, or any two directors at any time. The Secretary, if any, shall upon direction of any of the foregoing convene a meeting of the board of directors.

10. **Notice**

Notice of the time and place for the holding of any such meeting shall be delivered, mailed, telecopied or communicated by any other means to each director at his latest address as shown on the records of the Corporation not less than two days, exclusive of the day on which the notice is delivered, mailed, telecopied or communicated by any other means, but inclusive of the day for which notice is given, before the date of the meeting; provided that meetings of the board of directors may be held at any time without notice if all the directors have waived notice.

For the first meeting of the board of directors to be held immediately following the election of directors at an annual or special meeting of the shareholders, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

11. **Waiver of Notice**

Notice of any meeting of the board of directors or any irregularity in any meeting or in the notice thereof may be waived by any director in writing or by telecopier addressed to the Corporation or in any other manner, and such waiver may be validly given either before or after the meeting to which such waiver relates. The attendance of a director at a meeting of directors is a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. **Telephone Participation**

A director may, if all the current directors of the Corporation consent thereto, either before, during or after the meeting, participate in a meeting of directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means shall be deemed to be present at that meeting.

13. **Adjournment**

Any meeting of the board of directors may be adjourned, from time to time, by the chairman of the meeting, to a fixed time and place and no notice of the time and place for the continuance of the adjourned meeting need be given to any director. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

14. **Quorum and Voting**

Subject to the articles, a majority of the directors shall constitute a quorum for the transaction of business. Subject to subsection 117(1) of the Act, no business shall be transacted by the directors except at a meeting of directors at which a quorum of the board is present. Questions arising at any meeting of the board of directors shall be decided by a majority of votes cast at a meeting at which a quorum is present. In case of an equality of votes, the chairman of the meeting, in addition to his original vote shall not have a second or casting vote.

15. **Resolution in Lieu of Meeting**

A resolution in writing and signed on the same document or on several identical documents by all the directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

A copy of every such resolution shall be kept with the minutes of the proceedings of the directors or committee of directors.

REMUNERATION OF DIRECTORS

16. The remuneration to be paid to the directors shall be such as the board of directors shall from time to time determine and such remuneration shall be in addition to the salary paid to any officer of the Corporation who is also a member of the board of directors. The directors may also by resolution award special remuneration to any director undertaking any special services on the Corporation's behalf other than the routine work ordinarily required of a director by the Corporation. The confirmation of any such resolution or resolutions by the shareholders shall not be required. The directors shall also be entitled to be paid their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation.

17. **Conflict of Interest**

Subject to and in accordance with the provisions of the Act, a director or officer of the Corporation who is party to a material contract or proposed material contract with the Corporation, or is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors, the nature and extent of such director or officer's interest, and any such director shall refrain from voting in respect thereof unless otherwise permitted by the Act.

INDEMNITIES TO DIRECTORS AND OTHERS

18. **Protection of Directors and Officers**

Except in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour, the Corporation shall:

- (a) indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or at the Corporation's request on behalf of any such body corporate), and such director or officer's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such director or officer in respect of any civil, criminal or administrative action or proceeding to which such director or officer is made a party by reason of being or having

- been a director or officer of such Corporation or body corporate (or by reason of having undertaken such liability); and
- (b) the directors shall with the approval of a court indemnify a person in respect of an action by or on behalf of the Corporation or a body corporate to procure a judgment in its favour, to which such person is made a party by reason of being or having been a director or officer of the Corporation or body corporate, against all costs, charges and expenses reasonably incurred by such director or officer in connection with such actions.

If in each case such director or officer:

- a) acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

Notwithstanding the foregoing, the Corporation shall, without requiring the approval of a court, indemnify any person referred to above in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour who has been substantially successful on the merits in the defence of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or body corporate, against all costs, charges and expenses reasonably incurred by such person in respect of such action or proceeding, provided that such person has satisfied the conditions referred to in a) and b) above.

19. **Insurance**

Subject to the limitations contained in the Act the Corporation may purchase and maintain insurance for the benefit of any person referred to in section 18 as the Board may from time to time determine.

OFFICERS

20. **Appointment of Officers**

The board of directors, annually or as often as may be required, may elect from among themselves a Chairman of the Board and may appoint a President and a Secretary and, if deemed advisable, may also appoint one or more Vice-Presidents, a Treasurer and one or more Assistant-Secretaries and/or one or more Assistant-Treasurers. None of such officers, except the Chairman of the Board, need be a director of the Corporation. Any two or more of such offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer he may, but need not, be known as the Secretary-Treasurer.

The board of directors may from time to time designate such other offices and appoint such other officers, employees and agents as it shall deem necessary who shall have such authority and shall perform such functions and duties, as may from time to time be prescribed by resolution of the board of directors.

21. **Remuneration and Removal of Officers**

The remuneration of all officers, employees and agents elected or appointed by the board of directors may be determined from time to time by resolution of the board of directors. The fact that any officer, employee or agent is a director or shareholder of the Corporation shall not disqualify him from receiving such remuneration as may be so determined. The board of directors may by resolution remove any officer, employee or agent at any time, with or without cause.

22. **Duties of Officers may be Delegated**

In case of the absence or inability or refusal to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

23. **Chairman of the Board**

The Chairman of the Board, if any, shall, if present, preside at all meetings of the board of directors and of shareholders and shall be ex-officio, a member of all committees of directors. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the board of directors.

24. **President**

The President shall be the chief executive officer of the Corporation. In the absence of the Chairman of the Board, if any, the President, if any, shall, when present, preside at all meetings of the board of directors and shareholders. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to him by resolution of the board of directors or as are incident to his office.

25. **Vice-President**

Any Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. Any Vice-President shall sign such documents or instruments in writing as require his signature and shall also have such other powers and duties as may from time to time be assigned to him by resolution of the board of directors.

26. **Secretary**

The Secretary, if any, shall give or cause to be given notices for all meetings of the board of directors, of committees of directors, if any, and of shareholders when directed to do so and shall have charge of the records referred to in section 20 of the Act, except the accounting records, and of the corporate seal or seals, if any. He shall sign such documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the board of directors or as are incident to his office.

27. **Treasurer**

The Treasurer shall be the chief financial officer of the Corporation. Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such other depository or depositories as the board of directors may by resolution direct. He shall prepare, maintain and keep or cause to be kept adequate books of accounts and accounting records. He shall sign such documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the board of directors or as are incident to his office. He may be required to give such bond for the faithful performance of his duties as the board of directors in their uncontrolled discretion may require and no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

28. **Assistant-Secretary and Assistant-Treasurer**

Any Assistant-Secretary and any Assistant-Treasurer shall respectively perform all the duties of the Secretary and Treasurer, respectively, in the absence or inability to act of the Secretary or Treasurer as the case may be. The Assistant-Secretary or Assistant-Secretaries, if more than one, and the Assistant-Treasurer or Assistant-Treasurers, if more than one, shall sign such documents or instruments in writing as require his or their signatures respectively and shall have such other powers and duties as may from time to time be assigned to them by resolution of the board of directors.

29. **General Manager or Manager**

The board of directors may from time to time appoint one or more General Managers or Managers and may delegate to him/her or them full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board of directors and/or by the shareholders) and to employ and discharge agents and employees of the Corporation or may delegate to him/her or them any lesser authority. A General Manager or Manager shall conform to all lawful orders given to him/her by the board of directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by a General Manager or Manager shall be subject to discharge by the board of directors

SHAREHOLDERS' MEETINGS

30. Annual Meeting

Subject to compliance with section 133 of the Act, the annual meeting of the shareholders shall be convened on such day in each year and at such time as the directors may by resolution determine.

31. Special Meetings

Other meetings of the shareholders may be convened by order of the Chairman of the Board, the President or a Vice-President who is a director or by the board of directors, to be held at such time and place as may be specified in such order.

32. Place of Meetings

Meetings of shareholders of the Corporation shall be held at the registered office of the Corporation or at such other place in Canada as may be specified in the notice convening such meeting.

33. Notice

A printed, written or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each shareholder entitled to vote at such meeting, on each director and on the auditor of the Corporation not less than twenty-one days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the shareholder to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of the shareholders and all business transacted at an annual meeting of shareholders, except in consideration of the financial statements and auditors report, election of directors and reappointment of the incumbent auditor, is deemed to be special business.

34. Voting

Voting at a meeting of shareholders shall be by show of hands except where a ballot is demanded by a shareholder entitled to vote at the meeting.

35. Omission of Notice

The accidental omission to give notice of any meeting to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at any meeting of shareholders.

36. Votes

Every question submitted to any meeting of shareholders shall be decided in the first instance, unless a ballot is demanded, by a show of hands and in case of an equality of votes the chairman of the meeting shall, both on a show of hands and on a ballot, not have a second or casting vote in addition to the vote or votes to which he may be entitled as a shareholder.

At any meeting, unless a ballot is demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

In the absence of the Chairman of the Board, the President and every Vice-President who is a director, the shareholders present entitled to vote shall choose another director as chairman of the meeting and if no director is present or if all the directors present decline to take the chair then the shareholders present shall choose one from among themselves to be chairman.

If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment or termination it shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of directors it shall be taken in such manner and either at once or later at the meeting or after adjournment as the chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

Where a person holds shares as a personal representative, such person or his proxy is the person entitled to vote at all meetings of shareholders in respect of the shares so held by him.

Where two or more persons hold the same share or shares jointly, any one of such persons present at a meeting of shareholders has the right, in the absence of the other or others, to vote in respect of such share or shares, but if more than one of such persons are present or represented by proxy and vote, they shall vote together as one on the share or shares jointly held by them.

37. **Proxies**

A shareholder, including a shareholder that is a body corporate, entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxyholder or one or more alternate proxyholders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxyholder need not be shareholder.

An instrument appointing a proxyholder shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a body corporate, either under its seal or by an officer or attorney thereof, duly authorized.

The board of directors may from time to time pass regulations regarding the deposit of instruments appointing a proxyholder at some place or places other than the place at which a meeting or adjourned meeting of shareholders is to be held and for particulars of such instruments to be sent before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that instruments appointing a proxyholder so lodged may be voted upon as though the instruments themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted.

38. **Scrutineer(s)**

The Chairman at any meeting of the shareholders of the Corporation may appoint one or two persons, who may but need not be directors, officers, employees or shareholders of the Corporation, to act as scrutineer(s) at such meeting.

39. **Adjournment**

If a meeting of shareholders is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

40. **Quorum**

The presence of two (2) persons present in person, holding or representing by proxy ten percent (10%) of the voting shares constitute a quorum of any meeting of shareholders, unless a different number of shareholders and/or a different number of shares are required to be represented by the Act or by the articles or by any other by-law. If a quorum is present at the opening of a meeting of the shareholders, the shareholders present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

41. **Resolution in Lieu of Meeting**

Notwithstanding any of the foregoing provisions of this by-law and except where a written statement is submitted by a director or by an auditor in accordance with the provisions of the Act, a resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of shareholders, and signed by all the shareholders entitled to vote at such meeting, satisfies all the requirements of the act relating to meetings of shareholders.

SHARES

42. Allotment and Issuance

Subject to the provisions of the Act and the articles, shares in the capital of the Corporation may be allotted and issued by resolution of the board of directors at such times and on such terms and conditions and to such persons or class of persons as the board of directors determined, provided that no share shall be issued until it is fully paid.

43. Registrar and Transfer Agent

The board of directors may from time to time by resolution appoint or remove one or more registrars and/or branch registrars, which may but need not be the same person, to keep the register of security holders and/or one or more transfer agents and/or branch transfer agents, which may but need not be the same person, to keep the register of transfers, and, subject to section 50 of the Act, may provide for the registration of issues and the registration of transfers of the securities of the Corporation in one or more places and such registrars and/or branch registrars and/or transfer agents and/or branch transfer agents shall keep all necessary books and registers of the Corporation for the registration of the issuance and the registration of transfers of the securities of the Corporation for which they are so appointed. All certificates issued after any such appointment representing securities issued by the Corporation shall be countersigned by or on behalf of one of the said registrars and/or branch registrars and/or transfer agents and/or branch transfer agents, as the case may be.

44. Defaced, Destroyed, Stolen or Lost Certificates

If the defacement, destruction or apparent destruction, theft, or other wrongful taking or loss of a share certificate is reported by the owner to the Corporation or to a registrar, branch registrar, transfer agent or branch transfer agent of the Corporation (hereinafter, in this paragraph, called the "Corporation's transfer agent") and such owner gives to the Corporation or the Corporation's transfer agent a written statement verified by oath or statutory declaration as to the defacement, destruction or apparent destruction, theft, or other wrongful taking or loss and the circumstances concerning the same, a request for the issuance of a new certificate to replace the one so defaced, destroyed, wrongfully taken or lost and a bond of a surety company, or other security approved by the board of directors, in such form as is approved by the board of directors or by the Chairman of the Board, the President, a Vice-President, the Secretary or the Treasurer of the Corporation, indemnifying the Corporation, and the Corporation's transfer agent, if any, against all loss, damage or expense, which the Corporation and/or the Corporation's transfer agent may suffer or be liable for by reason of the issuance of a new certificate to such shareholder, a new certificate may be issued in replacement of the one defaced, destroyed or apparently destroyed, stolen or otherwise wrongfully taken or lost, if such issuance is ordered and authorized by any one of the Chairman of the Board, the President, a Vice-President, the Secretary or the Treasurer of the Corporation or by resolution of the board of directors.

45. Joint Shareholders

If two or more persons are registered as joint holders of any share, the corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for this certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issue of all in respect of such share.

DIVIDENDS

46. Subject to the relevant provisions of the Act, the board of directors may from time to time by resolution declare and the Corporation may pay dividends on its issued shares, subject to the relevant provisions, if any, of the articles.

Subject to the Act, transfers of shares shall not, insofar as the Corporation is concerned, convey to the transferee the right to any dividends which may become payable on such shares before the registration of the transfer of such shares. In case two or more persons are registered as the joint holders of any share, any one of such persons may give effective receipts for all dividends in respect of such share.

The board of directors may, before declaring any dividends or making any distribution to the shareholders or any class of shareholders, set aside out of its funds derived from the operation of the Corporation such sums as the board of directors may think proper as a reserve or reserves which, subject to any relevant provisions of the Act and the relevant provisions of the articles, if any, shall, at the discretion of the board of directors, be applicable for any purpose to which the funds derived from the operations of the Corporation may be applied.

NOTICE

47. Shares Registered in more Than one Name

All notices or other documents required to be sent to a shareholder by the Act, the regulations under the Act, the articles or the by-laws of the Corporation shall, with respect to any shares in the capital of the Corporation registered in more than one name, be given to whichever of such persons is named first in the records of the Corporation and any notice or other document so given shall be sufficient notice or delivery of such document to all the holders of such shares.

48. Persons Becoming Entitled by Operation of Law

Every person who by operation of law, transfer or by any other means whatsoever shall become entitled to any shares in the capital of the Corporation shall be bound by every notice or other document in respect of such shares which prior to his name and address being entered on the records of the Corporation shall have been duly given to the person or persons from whom he derives his title to such shares.

49. Deceased Shareholder

Any notice or other document delivered or sent by post or left at the address of any shareholder as the same appears in the records of the Corporation shall, notwithstanding that such shareholder be then deceased and whether or not the Corporation has notice of his decease, be deemed to have been duly served in respect of the shares held by such shareholder, whether held solely or with other persons, until some other person be entered in his stead in the records of the Corporation as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or other document on his heirs, executors or administrators and all persons, if any, interested with him in such shares.

50. Signatures to Notices

The signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

51. Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given under any provisions of the articles or by-laws of the Corporation, the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period and such notice shall be deemed to have been given or sent on the day of service or posting.

52. Proof of Service

A certificate of any officer of the Corporation in office at the time of the making of the certificate or of a transfer officer of any transfer agent or branch transfer agent of shares of any class of the Corporation as to facts in relation to the mailing or delivery or service of any notice or other documents to any shareholder, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation, as the case may be.

CHEQUES, DRAFTS, NOTES, ETC.

53. All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

CUSTODY OF SECURITIES

54. All securities, including warrants, owned by the Corporation shall be lodged, in the name of the Corporation, with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositaries or in such other manner as may be determined from time to time by the board of directors.

All securities, including warrants, belonging to the Corporation may be issued and held in the name of a nominee or nominees of the Corporation, and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with right of survivorship, and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected.

EXECUTION OF CONTRACTS, ETC.

55. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by two persons, one of whom holds the office of Chairman of the Board, President, Managing Director, Vice-President or Director and the other of whom holds one of the said offices or the office of Secretary, Treasurer, Assistant-Secretary or Assistant-Treasurer or any other office created by by-law or by resolution of the board. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors is authorized from time to time by resolution to appoint one or several persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The corporate seal, if any, may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by an officer or officers, person or persons appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immoveable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, warrants, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, two persons, one of whom holds the office of Chairman of the Board, President, Managing Director, Vice-President or Director and the other of whom holds one of the said offices or the office of Secretary, Treasurer, Assistant-Secretary or Assistant-Treasurer or any other office created by by-law or by resolution of the board are hereby authorized to sell, assign, transfer, exchange, convert or convey all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute, under the seal of the Corporation or otherwise, all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying or enforcing or exercising any voting rights in respect of any such shares, bonds, debentures, rights, warrants or other securities.

The signature or signatures of any officer or director of the Corporation and/or of any other officer or officers, person or persons appointed as aforesaid by resolution of the board of directors may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation on which the signatures of any of the foregoing officers, directors or persons shall be so reproduced, by authorization by resolution of the board of directors, shall be deemed to have been duly signed by such officers, shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation.

DECLARATIONS

56. The Chairman of the Board, if elected, the President, the Vice-Presidents, Secretary and/or Treasurer, the Assistant-Secretaries and/or Assistant-Treasurers, or any one of them, is authorized and empowered to appear and make answer for the Corporation to all writs, orders and interrogatories upon articulated facts issued out of any court and to declare for and on behalf of the Corporation any answer to writs of attachment by way of garnishment in which the Corporation is garnishee, and to make all affidavits and sworn declarations in connection therewith or in connection with any or all judicial proceedings to which the Corporation is a party and to make demands of abandonment or petitions for winding up or bankruptcy orders upon any debtor of the Corporation and to attend and vote at all meetings of creditors of any of the Corporation's debtors and grant proxies in connection therewith.

REPRESENTATION AT MEETINGS

57. The Chairman of the Board, if elected, the President, the Vice-Presidents, Secretary and/or Treasurer, the Assistant-Secretaries and/or Assistant-Treasurers, Comptroller or any one of them or any other officer or person thereunto authorized by the directors shall represent the Corporation and attend and vote at any and all meetings of shareholders or members of any firm, syndicate, company or corporation in which this Corporation has shares or is otherwise interested and any action taken and/or vote cast by them or him at any such meetings shall be deemed to be the act and/or vote of the Corporation.

The Chairman of the Board, if elected, the President, any Vice-Presidents, Secretary and/or Treasurer, the Assistant-Secretaries and/or Assistant-Treasurers or any two of them shall moreover be empowered to authorize any person, whether an officer of the Corporation or not, to attend, vote and otherwise act at any and all meetings of shareholders or members of any firm, syndicate, company or corporation in which this Corporation has shares or is otherwise interested, and for such purpose shall be empowered to execute and deliver from time to time for and on behalf and in the name of the Corporation, an instrument or instruments of proxy in such form and terms as such officers so executing and delivering the same may see fit, including therein but without in any way limiting or restricting the generality of the foregoing, provision for the appointment of a substitute proxy and the revocation of all instruments of proxy given by the Corporation prior thereto with respect to any such meeting.

FINANCIAL YEAR

58. The financial period of the Corporation shall end on such day as the board of directors may from time to time by resolution determine.

Adopted by the directors on February 16, 2006.

Approved, ratified and confirmed by the shareholders on March 15, 2006

(s) Michel Lemay

Michel Lemay

(s) Jacques Trottier

Jacques Trottier



NUMBER: 330716

**CERTIFICATE
OF
CHANGE OF NAME**
COMPANY ACT

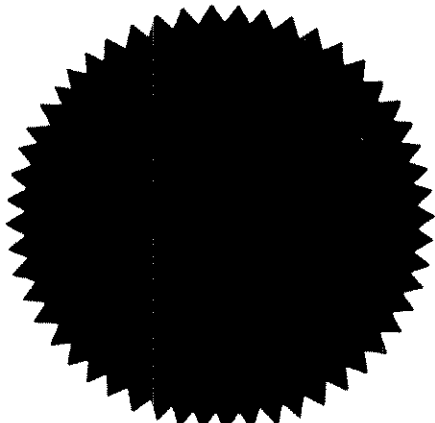
I Hereby Certify that

GLOBAL PETROLEUM INC.

has this day changed its name to

STELLAR PACIFIC VENTURES INC.

*Issued under my hand at Victoria, British Columbia
on June 15, 2000*



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

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

JUN 15 2000

FORM 19


JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

(Section 348)

COMPANY ACT

SPECIAL RESOLUTION

Certificate of
Incorporation No. 330716

The following special resolution was passed by the company referred to below on the date stated:

Name of company: **GLOBAL PETROLEUM INC.**

Date resolution passed: **March 30, 2000**

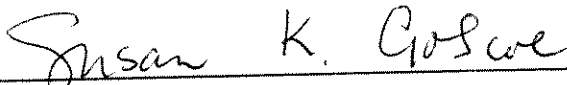
Resolution:

"Resolved as special resolutions that:

- (a) the authorized capital of the Company being 100,000,000 common shares without par value, of which 8,050,594 are issued and outstanding as at March 30, 2000, be altered by consolidating every two of such common shares without par value into one common share without par value, into, at the discretion of the directors, an authorized capital of 50,000,000 common shares without par value, of which 4,025,297 will be issued and outstanding;
- (b) the consolidated authorized capital of the Company be then increased to 100,000,000 common shares without par value;
- (c) the name of the Company be changed from "Global Petroleum Inc." to "Stellar Pacific Ventures Inc."; and
- (d) The Memorandum of the Company be altered so as to be in the form set out as Schedule "A" to these resolutions.

Certified a true copy June 2, 2000.

(Signature)


Susan K. Goscoe
for **LANG MICHENER LAWRENCE & SHAW**
(Relationship to Company) Solicitor

[Note:

- (a) Insert text of special resolution.
- (b) See Section 1(1) for definition of "special resolution"].

SCHEDULE "A"

**As altered by Special Resolution
dated March 30, 2000**

BRITISH COLUMBIA

COMPANY ACT

**ALTERED
MEMORANDUM**

OF

STELLAR PACIFIC VENTURES INC.

1. The name of the Company is **STELLAR PACIFIC VENTURES INC.**
2. The authorized capital of the Company consists of 100,000,000 Common shares without par value.

NUMBER: 330716



**CERTIFICATE
OF
CHANGE OF NAME**
COMPANY ACT

CANADA
PROVINCE OF BRITISH COLUMBIA

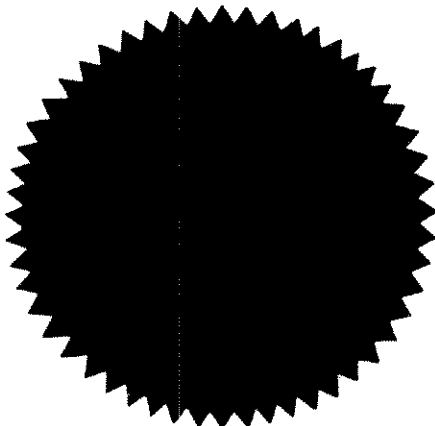
I Hereby Certify that
GLOBAL METALS LTD.

has this day changed its name to
GLOBAL PETROLEUM INC.

*Issued under my hand at Victoria, British Columbia
on January 09, 1998*

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

JOHN S. POWELL
Registrar of Companies



FORM 19
(Section 348)

CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

PROVINCE OF BRITISH COLUMBIA

JAN - 9 1998

Certificate of 330 716
Incorporation No. ~~520293~~

20

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

COMPANY ACT

SPECIAL RESOLUTION

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

NAME OF COMPANY: **GLOBAL METALS LTD.**

DATE RESOLUTION PASSED: **December 9, 1997**

Resolution:

"BE IT RESOLVED as a Special Resolution that:

1. the Company's name be changed to "GLOBAL PETROLEUM INC." and that the Company's Memorandum be altered accordingly; and
2. the Memorandum be in the form attached hereto and marked Schedule "A", so that the Memorandum, as altered, shall at the time of filing comply with the Company Act."

THE MEMORANDUM AS ALTERED IS ATTACHED AS SCHEDULE "A".

CERTIFIED A TRUE COPY THE 9TH DAY OF DECEMBER, 1997.

(Signature)

Richard J. Walter

President

(Relationship to Company)

SCHEDULE "A"

Attached to the Resolutions of "GLOBAL PETROLEUM INC." passed by the Members on the 9th day of December, 1997.

MEMORANDUM

(ALTERED)

of

GLOBAL PETROLEUM INC.

1. The name of the Company is "GLOBAL PETROLEUM INC."
2. The authorized capital of the Company consists of 100,000,000 common shares without par value.

NUMBER: 330716



**CERTIFICATE
OF
CHANGE OF NAME**
COMPANY ACT

CANADA
PROVINCE OF BRITISH COLUMBIA

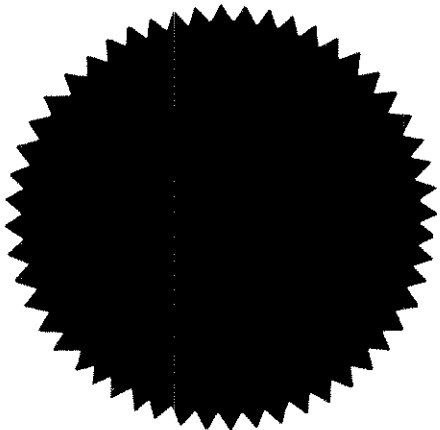
I Hereby Certify that
MOONDUST VENTURES INC.

has this day changed its name to
GLOBAL METALS LTD.

*Issued under my hand at Victoria, British Columbia
on January 26, 1993*

A handwritten signature in black ink, reading 'J. Powell'.

JOHN S. POWELL
A/Registrar of Companies



I HEREBY CERTIFY THAT THIS IS A COPY
OF A DOCUMENT FILED WITH THE
REGISTRAR OF COMPANIES
JAN 26 1993

Province of British Columbia

Form 21
(Section 371)

Certificate of
Incorporation No. 330716

W. A. Branta
FOR REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

COMPANY ACT

SPECIAL RESOLUTION

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

Name of Company: MOONDUST VENTURES INC.

Date resolution passed: December 8, 1992

Resolution:

"UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED, BY SPECIAL RESOLUTION, that:

1. the authorized capital of the Company be consolidated on a five old for one new basis so that the existing 100,000,000 common shares without par value be consolidated into 20,000,000 common shares without par value;
2. effective upon the foregoing consolidation, the name of the Company be changed to Global Metals Ltd.;
3. the Memorandum of the Company be altered by deleting paragraph 1 thereof and substituting therefor the following:
"1. The name of the Company is "GLOBAL METALS LTD.""
4. the authorized capital of the Company be increased from 20,000,000 common shares without par value to 100,000,000 common shares without par value;
5. the Memorandum of the Company be altered by deleting paragraph 2 thereof and substituting therefor the following:
"2. The authorized capital of the Company consists of 100,000,000 common shares without par value."
6. the Memorandum of the Company, as altered, be in the form presented to the meeting."

The form of Altered Memorandum presented to the Meeting of Members of the Company is attached as Schedule "A" hereto.

Certified a true copy the 14th day of December, 1992.

DE WITT SEDUN

David E. De Witt, Solicitor

SCHEDULE "A"
ALTERED MEMORANDUM
OF
GLOBAL METALS LTD.

(as altered by special resolution passed: December 8, 1992)

1. The full name of the Company is "GLOBAL METALS LTD."
2. The authorized capital of the Company consists of 100,000,000 common shares without par value.

Province of British Columbia

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

SEP 18 1990

FORM 21
(Sections 371)

Certificate of Incorporation No.: 330716

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

COMPANY ACT

SPECIAL RESOLUTION

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

Name of Company: MOONDUST VENTURES INC.

Date resolution passed: August 15, 1990

Resolution:

RESOLVED, BY SPECIAL RESOLUTION, THAT:

1. the authorized capital of the Company be increased from 10,000,000 common shares without par value to 100,000,000 common shares without par value; and
2. the memorandum of the Company be altered by deleting paragraph 2 thereof and substituting therefor the following:
"2. The authorized capital of the Company consists of 100,000,000 common shares without par value."

(THE MEMORANDUM AS ALTERED IS ATTACHED TO THIS SPECIAL RESOLUTION)

Certified a true copy the 5th day of September, 1990.

RECEIVED

SEP - 6 1990

REGISTRAR OF COMPANIES

David E. De Witt
DAVID E. DE WITT

Solicitor

(Relationship to Company)

PROVINCE OF BRITISH COLUMBIA

"COMPANY ACT"

ALTERED MEMORANDUM

OF

MOONDUST VENTURES INC.

(as altered by Special Resolution on August 15, 1990)

1. The name of the Company is "MOONDUST VENTURES INC.";
2. The authorized capital of the Company consists of 100,000,000 common shares without par value.

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER
330716



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

COMPANY ACT

Certificate

I HEREBY CERTIFY THAT
FARGIO RESOURCES & EXPLORATIONS INC.

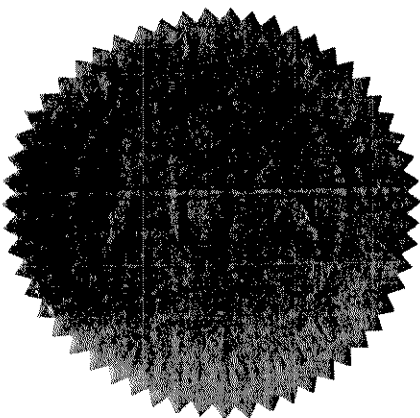
HAS THIS DAY CHANGED ITS NAME TO THE NAME
MOONDUST VENTURES INC.

GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 25TH DAY OF MARCH, 1988

CURTIS J. BELANGER
ASST. DEPUTY REGISTRAR OF COMPANIES



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

FORM 21
(Section 371)

MAR 25 1988

PROVINCE OF BRITISH COLUMBIA

ASSISTANT REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA
Incorporation
No. 330716

COMPANY ACT

SPECIAL RESOLUTION

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

Name of Company: FARGIO RESOURCES & EXPLORATIONS INC.

Date Resolution Passed: March 17, 1988

Resolution:

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Memorandum of the Company be altered by changing the name of the Company from Fargio Resources & Explorations Inc., to MOONDUST VENTURES INC.
2. The authorized capital of the Company be altered by changing all of the 10,000 common shares with a par value of \$1.00 each, of which one share is issued into 10,000 common shares without par value of which one share is issued;
3. The authorized capital of the Company be increased from 10,000 common shares without par value, of which one share is issued, to 10,000,000 common shares without par value, of which one share is issued, all shares issued and unissued ranking pari passu;
4. Paragraph 2 of the Memorandum of the Company be altered to read as follows:

"2. The authorized capital of the Company consists of 10,000,000 common shares without par value."
5. The Memorandum of the Company be altered in the form attached hereto as Schedule "A".

Certified a true copy this 18th day of March, 1988.

(Signature)

(Relationship to the Company) Solicitor

RECEIVED

MAR 23 1988

REGISTRAR OF COMPANIES

SCHEDULE "A"

COMPANY ACT

FORM 1

ALTERED MEMORANDUM

(As altered by Special Resolution dated March 17, 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 "MOONDUST VENTURES INC.";
2. The authorized capital of the Company consists of 10,000,000 common shares without par value.

*Changed
to 100,000,000
effective
16/10/88*

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

330716



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

COMPANY ACT

Certificate of Incorporation

I HEREBY CERTIFY THAT

FARGIO RESOURCES & EXPLORATIONS INC.

HAS THIS DAY BEEN INCORPORATED UNDER THE COMPANY ACT

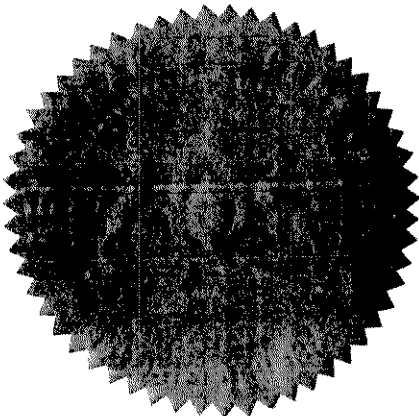
GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 23RD DAY OF JULY, 1987

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

ROBERTA J. LOWDON
DEPUTY REGISTRAR OF COMPANIES



JUL 23 1987

19

8/24/87
COMPANIES ACT

Asst.

DEPUTY

REGISTRAR OF COMPANIES

FOR THE PROVINCE OF BRITISH COLUMBIA

MEMORANDUM OF FARGIO RESOURCES & EXPLORATIONS INC.

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

1. The name of the Company is " FARGIO RESOURCES & EXPLORATIONS INC.".
2. The authorized capital of the Company consists of Ten Thousand (10,000) Common Shares with a par value of One (\$1.00) Dollar each.
3. I agree to take the number and class of share in the Company set opposite my name.

FULL NAME, RESIDENT ADDRESS,
CITIZENSHIP and OCCUPATION
OF SUBSCRIBER.

NUMBER AND KIND AND CLASS
OF SHARE TAKEN BY THE
SUBSCRIBER.


RAJNIKANT PANDYA
Barristor & Solicitor
34 West 23rd Ave.
Vancouver, B.C.
V5Y 2G7
Canadian Citizen

ONE COMMON SHARE

TOTAL NUMBER OF SHARES TAKEN

ONE COMMON SHARE

Dated at the City of Vancouver, in the Province of British Columbia, this 20th day of July, 1987.

WITNESS TO THE ABOVE SIGNATURE:



Mary Miklovich
#602 - 1450 W. Georgia St.
Vancouver, B.C.
V6G 2K8

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FARGIO RESOURCES & EXPLORATIONS INC.

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"COMPANIES ACT"

ARTICLES

- of -

FARGIO RESOURCES & EXPLORATIONS INC.

PART 1 - INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

- (a) "Board of Directors" or "Board" means the directors of the Company for the time being;
- (b) "Companies Act" means the Companies Act of the Province of British Columbia from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (c) "directors" means the directors of the Company for the time being;
- (d) "month" means calendar month;
- (e) "ordinary resolution" has the meaning assigned thereto by the Companies Act;
- (f) "register" means the register of members to be kept pursuant to the Companies Act;
- (g) "registered address" of a member shall be his address as recorded in the register;
- (h) "registered address" of a director means his address as recorded in the Company's register of directors to be kept pursuant to the Companies Act;
- (i) "seal" means the common seal of the Company, if the Company has one;
- (j) "special resolution" has the meaning assigned thereto by the Companies Act.

1.2 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.

1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

1.4 The definitions in the Companies Act shall with the necessary changes and so far as applicable apply to these Articles.

1.5 The regulations contained in Table A in the First Schedule to the Companies Act shall not apply to the Company.

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 or upon paying a sum not exceeding the amount permitted by the Companies Act, as the directors may from time to time determine, several certificates each for one or more of those shares; 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 holders or to his 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 post by registered prepaid mail to the member entitled thereto at his registered address, and the Company shall not be liable for any loss occasioned to the member owing to any such share certificate so sent being lost in the post or stolen.

2.2 If a share certificate:

- (a) is worn out or defaced, the directors may, upon production to them of that certificate and upon such other terms if any, as they may think fit, order the certificate to be cancelled and may issue a new certificate in lieu thereof;
- (b) 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 place thereof shall be issued to the person entitled to the lost, stolen or destroyed certificate, or
- (c) represents more than one share and the registered owner thereof surrenders it to the Company with a written request that the Company issue registered 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 place thereof certificates in accordance with the request.

A sum, not exceeding that permitted by the Companies Act, as the directors may from time to time fix, shall be paid to the Company for each certificate issued under this article.

2.3 Except as required by law or 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 any interest in any fractional part of a share or (except only as by law or 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 the registered holder.

2.4 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 a certificate signed in either of those fashions shall be as valid as if signed manually, notwithstanding that any person whose signature is so printed or mechanically reproduced on a share certificate has ceased to hold the office that he is stated on such certificate to hold at the date of the issue of a share certificate.

2.5 Save as provided by the Companies Act, the Company shall not give financial assistance by means of a loan, guarantee, the provision of security or otherwise for the purpose of or in connection with the purchase of or subscription by any person for shares or debt obligations issued by the Company or an affiliate of the Company or upon the security, in whole or in part, of a pledge or other charge upon the shares or debt obligations issued by the Company or an affiliate of the Company.

2.6 Every share certificate issued by the Company shall be in such form as the directors approve and shall comply with the Companies Act.

2.7 The certificates of shares registered in the name of two or more persons shall be delivered to the person first named on the register.

PART 3 - ISSUE OF SHARES

3.1 Subject to the Companies Act and to any direction to the contrary contained in a resolution passed at a general meeting authorizing any increase of capital, the issue of shares, whether in the original or any increased capital of the Company, 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 issued, allot or otherwise dispose of, and/or grant options on, shares authorized but not yet issued at such times and to such persons, including directors, and in such manner and upon such terms and conditions, and at such price or for such consideration, as the directors, in their absolute discretion, may determine.

3.2 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 with a par value in the Company, or procuring or agreeing to procure subscriptions, whether absolutely or conditionally for any such shares provided that the rate of the commission or discount shall not in the aggregate exceed 25 per cent of the subscription price of such shares, or an amount equivalent to such percentage. The Company may also pay such brokerage as may be lawful.

3.3 No share may be issued until it is fully paid by the receipt by the Company of the full consideration therefore in cash, property or past services actually performed for the Company. A document evidencing indebtedness of the person to whom the shares are allotted is not property for the purpose of this article. The value of property and services for the purpose of this article shall be the value determined by the directors by resolution to be, in all circumstances of the transaction, the fair market value thereof.

PART 4 - SHARE TRANSFERS

4.1 Subject to the restrictions, if any, set forth in these articles, any member may transfer 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 form of share certificates, and in any form which the directors may approve. If the directors so require, each instrument of transfer shall be in respect of only one class of share.

4.2 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. 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. The transferor shall remain the holder of the share until the name of the transferee is entered on the register in respect of that share.

4.3 The signature of the registered owner of any shares, or of his duly authorized attorney, upon the instrument of transfer constitutes an authority to the Company to register the shares specified in the instrument of transfer in the name of the person named in that instrument of transfer as transferee or, if no person is so named, then in any name designated in writing by the person depositing the share certificate and the instrument of transfer with the Company or its agents.

4.4 The Company, and its directors, officers and agents are not bound to enquire into any title of the transferee of any shares to be transferred, and are not liable to the registered or any intermediate owner of those shares, for registering the transfer.

4.5 There shall be paid to the Company in respect of the registration of any transfer a sum, not exceeding that permitted by the Companies Act, as the directors deem fit.

PART 5 - TRANSMISSION OF SHARES

5.1 In the case of the death of a member the legal personal representative of the deceased shall be the only person recognized by the Company as having any title to or interest in the shares registered in the name of the deceased. Before recognizing any legal personal representative the directors may require him to obtain a grant of probate or letters of administration in British Columbia.

5.2 Any person, who becomes entitled to a share as a result of the death or bankruptcy of any member, upon producing the evidence required by the Companies Act, or who becomes entitled to a share as a result of an order of a court of competent jurisdiction or a statute, upon producing such evidence as the directors think sufficient that he is so entitled, may be registered as holder of the share or may transfer the share.

PART 6 - ALTERATION OF CAPITAL

6.1 The Company may by ordinary resolution filed with the Registrar amend its memorandum to increase the share capital of the Company by:

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

6.2 Except as otherwise provided by conditions imposed at the time of creation of any new shares or by these articles, any addition to the authorized capital resulting from the creation of new shares shall be subject to the provisions of these articles.

6.3 Unless these articles elsewhere specifically otherwise provide, the provisions of these articles relating to general meetings shall apply, with the necessary changes and so far as they are applicable, to a class meeting of members holding a particular class of shares.

PART 7 - PURCHASE OF SHARES

7.1 Subject to the special rights and restrictions attached to any class of shares, the Company may, by a resolution of the directors and in compliance with the Companies Act, purchase any of its shares at the price and upon the terms specified in such resolution, but no such purchase shall be made if the Company is insolvent at the time of the proposed purchase or the proposed purchase would render the Company insolvent. Unless the Company is purchasing the shares from a dissenting member pursuant to the Companies Act, the Company shall make its offer to purchase pro rata to every member who holds shares of the class proposed to be purchased. The shares so purchased by the Company may be sold by it but the Company shall not exercise any vote in respect of these shares while they are held by the Company.

PART 8 - BORROWING POWERS

8.1 The directors may from time to time at their discretion authorize the Company to borrow any sum of money for the purposes of the Company and may raise or secure the repayment of that sum in such manner and upon such terms and conditions, in all respects, as they think fit, and in particular, and without limiting the generality of the foregoing, by the issue of bonds or debentures, or any mortgage or charge, whether specific or floating, or other security on the undertaking or the whole or any part of the property of the Company, both present and future.

8.2 The directors may make any debentures, bonds or other debt obligations issued by the Company by their terms, assignable free from any equities between the Company and the person to whom they may be issued, or any other person who lawfully acquires the same by assignment, purchase, or otherwise, howsoever.

8.3 The directors may authorize the issue of any debentures, bonds or other debt obligations of the Company at a discount, premium or otherwise, and with special or other rights or privileges as to redemption, surrender, drawings, allotment of or conversion into or exchange for shares, attending at general meetings of the Company and otherwise as the directors may determine at or before the time of issue.

8.4 The Company shall keep or cause to be kept in accordance with the Companies Act:

- (a) a register of its debentures and debt obligations, and
- (b) a register of the holders of its bonds, debentures and other debt obligations,

and subject to the provisions of the Companies Act may keep or cause to be kept one or more branch registers of the holders of its bonds, debentures, or other debt obligations within or without the Province of British Columbia as the directors may from time to time determine and the directors may by resolution, regulations or otherwise make such provisions as they think fit respecting the keeping of such branch registers.

8.5 If the directors so authorize, or if any instrument under which any bonds, debentures or other debt obligations of the Company are issued so provides, any bonds, debentures and other debt obligations of the Company, instead of being manually signed by the directors or officers authorized in that behalf, may have the facsimile signatures of such directors or officers printed or otherwise mechanically reproduced thereon and in either case, shall be as valid as if signed manually, but no such bond, debenture or other debt obligation shall be issued unless it is manually signed, countersigned or certified by or on behalf of a trust company or other transfer agent or registrar duly authorized by the directors or the instrument under which such bonds, debentures or other debt obligations are issued so to do. Notwithstanding that any persons whose facsimile signature is so used 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 actual issue thereof, the bond, debenture or other debt obligation shall be valid and binding on the Company.

PART 9 - GENERAL MEETINGS

9.1 Subject to Article 9.2 and to the Companies Act the first annual general meeting shall be held within 15 months from the date of incorporation and thereafter an annual general meeting shall be held once in every calendar year at such time, not being more than 13 months after the holding of the last preceding annual general meeting, and place as the directors shall appoint. In default of the meeting being so held, the meeting shall be held in the month next following and may be called by any two members in the same manner as nearly as possible as that in which meetings are to be called by the directors.

9.2 If the Company is not a reporting company and if all members entitled to attend and vote at the annual general meeting of the Company consent in writing each year to the business required to be transacted at the annual general meeting, that business shall be as valid as if transacted at an annual general meeting duly convened and held, and it is not necessary for the Company to hold an annual general meeting that year.

9.3 Every general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

9.4 Any such requisition, and the meeting to be called pursuant thereto, shall comply with the provisions of the Companies Act.

9.5 Not less than 21 days' notice of any general meeting specifying the time and place of meeting and in case of special business, the general nature of that business shall be given in the manner mentioned in Article 21, or in such other manner, if any, as may be prescribed by ordinary resolution whether previous notice thereof has been given or not, to any person as may by law or under these articles or other regulations of the Company be entitled to receive such notice from the Company. But the accidental omission to give notice of any meeting to, or the non-receipt of any such notice by, any of such persons shall not invalidate any proceedings at that meeting.

9.6 Persons entitled to notice of a general meeting may waive or reduce the period of notice convening the meeting by unanimous consent in writing, and may give such waiver before, during or after the meeting.

9.7 Where any special business includes the presenting, considering, approving, ratifying or authorizing of the execution of any document, then the portion of any notice relating to such document shall be sufficient if the same states that a copy of the document or proposed document is or will be available for inspection by members at a place in the Province of British Columbia specified in such notice during business hours in any specified working day or days prior to the date of the meeting.

PART 10 - PROCEEDINGS AT GENERAL MEETINGS

10.1 The following business at a general meeting shall be deemed to be special business:

- (a) all business at an extraordinary general meeting, and
- (b) all business that is transacted at an annual general meeting, with the exception of the consideration of the financial statement and the report of the directors and auditors, the election of directors, the appointment of the auditors and such other business as, under these articles, ought to be transacted at an annual general meeting, or any business which is brought under consideration by the report of the directors.

10.2 Save as otherwise herein provided a quorum for a general meeting shall be: two members or proxyholders representing two members, or one member and a proxyholder representing another member, personally present at the commencement of the meeting and holding or representing by proxy not less than one-twentieth of the issued shares of a class of shares the holders of which are entitled to attend and to vote at such meeting.

10.3 No business, other than the election of a chairman and the adjournment of the meeting, shall be transacted at any general meeting unless the quorum requisite was present at the commencement of the meeting.

10.4 If within one-half hour from the time appointed for a meeting a quorum is not present, the meeting if convened by requisition of the members, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present within one-half hour from the time appointed, the members present shall be a quorum.

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

10.6 If at any meeting neither the Chairman of the Board, if any, nor the 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 some one of their number to be chairman. If no director be present or if all the directors present decline to take the chair or shall fail to so choose, the members present shall choose one of their number to be chairman.

10.7 The chairman of the meeting may, with the consent of any meeting at which a quorum is present 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 as any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of a general meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.8 Subject to the provisions of the Companies Act every question submitted to a general meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, directed by the chairman or demanded by a member

10.9 No resolution proposed at a meeting need be seconded and the chairman of any meeting shall be entitled to move or second a resolution.

10.10 In case of an equality of votes upon a resolution, the chairman will have, either on a show of hands or on a poll, a casting or second vote in addition to the vote or votes to which he may be entitled as a member.

10.11 Subject to the provisions of Article 10.12 if a poll is duly demanded as aforesaid, it shall be taken in such manner and at such time within seven days from the date of the meeting and place as the chairman of the meeting directs, and either at once or after an interval or adjournment not exceeding seven days, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded. A demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the chairman shall determine the same and such determination made in good faith shall be final and conclusive.

10.12 A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

10.13 No poll may be demanded on the election of a chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

10.14 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

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

PART 11 - VOTES OF MEMBERS

11.1 Subject to any special rights or restrictions for the time being attached to any shares, on a show of hands every member present in person shall have one vote, and on a poll every member, present in person or by proxy, shall have one vote for each share of which he is the holder.

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; but, 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 Where there are joint members registered in respect of any share, any one of the joint members may vote at any meeting, either personally or by proxy, in respect of the share as if he were solely entitled to it. If more than one of the joint members is present at any meeting, personally or by proxy, the joint member present whose name stands first on the register in respect of the share shall alone be entitled to vote in respect of that share. Several executors or administrators of a deceased member in whose sole name any share stands shall, for the purpose of this article, be deemed joint members.

11.4 A corporation, not being a subsidiary, that is a member may vote by its proxyholder or by its duly authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and any authorized representative shall be deemed to be a member for all purposes in connection with any general meeting of the Company.

11.5 A member for whom a committee has been duly appointed may vote, whether on a show of hands or on a poll, by his committee and his committee 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 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.

11.7 A proxy or an instrument appointing a duly authorized representative of a corporation shall be in writing, under the hand of the appointor or of his attorney duly authorized in writing, or, if such appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized.

11.8 Any person may act a proxyholder whether or not he is entitled on his own behalf to be present and to vote at the meeting at which he acts a proxyholder. The proxy may authorize the person so appointed to act as proxyholder for the appointor for the period, at such meeting or meetings and to the extent permitted by the Companies Act.

11.9 A 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 calling the meeting, not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote, or shall be deposited with the chairman of the meeting prior to the commencement thereof. In addition to any other method of depositing proxies provided for in these articles, the directors may from time to time make regulations permitting the lodging of proxies appointing proxyholders at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent in writing before the meeting such particulars and providing that proxies appointing a proxyholder so lodged may be voted upon as though the proxies themselves were produced to the chairman of the meeting or adjourned meeting as required by this Part and votes given in accordance with such regulations shall be valid and shall be counted.

11.10 A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death or insanity of the member or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided no prior notice in writing of the death, insanity, revocation or transfer is aforesaid shall have been received at the registered office of the Company or by the chairman of the meeting or adjourned meeting before the vote was given.

11.11 Unless, in the circumstances, the Companies Act requires any other form of proxy, a proxy appointing a proxyholder, whether for a specified meeting or otherwise, shall be in the form following, or in any other form that the directors shall approve:

(Name of Company)

The undersigned hereby appoints _____
(or failing him _____ of _____
as proxyholder for the undersigned to attend at and vote for and
on behalf of the undersigned at the general meeting of the
Company to be held on the _____ day of _____, 197__, and
at any adjournment of that meeting.

Signed this _____ day of _____, 197__.

(Signature of Member)

PART 12 - DIRECTORS

12.1 The management of the business of the Company shall be vested in the directors and directors may exercise all such powers and do all such acts and things as the Company is, by these articles or otherwise, authorized to exercise and do, and which are not by these articles or by statute or otherwise lawfully directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of all laws affecting the Company and of these articles and to any regulations not being inconsistent with these articles which shall from time to time be made by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors that would have been valid if that regulation had not been made.

12.2 The subscribers to the Memorandum are the first directors. The directors to succeed the first directors and the number of directors may be determined in writing by a majority of the subscribers to the Memorandum. The number of directors may be changed from time to time by directors' resolution, whether previous notice thereof has been given or not, but shall never be less than one while the Company is not a reporting company and three while the Company is a reporting company.

12.3 A director shall not be required to have any share qualification but any person not being a member of the Company who becomes a director shall be deemed to have agreed to be bound by the provisions of the articles to the same extent as if he were a member of the Company.

12.4 The remuneration of the directors as such may from time to time be determined by the members, unless by ordinary resolution the directors are authorized to determine their remuneration, such remuneration to 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 expenses as they may 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 specifically 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, and the same shall be charged as part of the ordinary working expenses. Unless otherwise determined by ordinary resolution the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has 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.

12.5 The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys 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 for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

12.6 A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or transaction with the Company shall declare the nature or extent of his interest at a meeting of the directors in accordance with the provisions of the Companies Act. 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 may be counted in the quorum present at the meeting at which such vote is taken. Subject to the Companies Act, the foregoing shall not apply to:

- (a) any contract or transaction relating to a loan to the Company, which a director or a specified corporation or a specified firm in which he has an interest has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan, or
- (b) any contract or transaction made or to be made with, or for the benefit of a holding corporation or a subsidiary corporation of which a director is a director, or
- (c) if authorized by ordinary resolution pursuant to Article 12.4, the remuneration of the directors.

Subject to the Companies Act the foregoing prohibitions and exceptions thereto may from time to time be suspended or amended to any extent by ordinary resolution, either generally or in respect to any particular contract, arrangement or transaction or for any particular period.

12.7 A director may hold any office or place of profit under the Company, other than auditor, in conjunction with his office or director for such period and on such terms, as to remuneration or otherwise, as the directors may determine. Subject to compliance with the Companies Act, 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 office or place of profit or as vendor, purchaser or otherwise.

12.8 Any director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director.

12.9 Any director may, from time to time, appoint any person who is approved by resolution of the directors to be his alternate director. The appointee, while he holds office as an alternate director, shall be entitled to notice of meetings of the directors and, in the absence of the director for whom he is an alternate, to attend and vote thereat as a director or sign any resolution of directors to be consented to in writing, and shall not be entitled to be remunerated otherwise than out of the remuneration of the director appointing him. Any director may make or revoke an appointment of his alternate director by notice in writing or by telegram or cable to be delivered or addressed, postage or other charges prepaid, to the registered office of the Company. The directors may by resolution revoke any appointment of an alternate director, any such revocation to become effective upon notice thereof having been given to the director who made the appointment. No person shall act as an alternate for more than one director at any given time and no director may act as an alternate for any other director.

PART 13 - TERMINATION OF DIRECTORSHIP OF DIRECTORS

- 13.1 The directorship of a director shall be immediately terminated:
- (a) if he is found to be incapable of managing his own affairs by reason of mental infirmity;
 - (b) if by notice in writing to the Company at its registered office he resigns;
 - (c) if he is removed pursuant to Article 14.2;
 - (d) if convicted within or without the Province of an offence and the other directors resolve to remove him; or
 - (e) if he ceases to be qualified to act as a director under the Companies Act.

PART 14 - RETIREMENT AND ELECTION OF DIRECTORS

14.1 At each annual general meeting of the Company all the directors shall retire and the Company shall elect a Board of Directors consisting of the number of directors for the time being fixed pursuant to these articles. If in any calendar year the Company does not hold an annual general meeting, the directors appointed at the last annual general meeting of the Company shall be deemed to have been elected or appointed as directors on the last day on which the meeting could have been held pursuant to the Companies Act and the directors so appointed or elected may hold office until other directors are appointed or elected or until the day on which the next annual general meeting is held.

14.2 The Company may by special resolution remove any director and, by ordinary resolution, appoint another person in his stead. Any director so appointed shall hold office only until the next following annual general meeting of the Company, but shall be eligible for re-election at such meeting.

14.3 The directors shall have power at any time and from time to time to appoint any person as a director, to fill a casual vacancy on the Board or a vacancy resulting from and increase of the number of directors necessitated by the Companies Act upon the Company becoming a reporting company. Any director so appointed shall hold office only until the next following Annual General Meeting of the Company, but shall be eligible for re-election at such meeting.

PART 15 - PROCEEDINGS OF DIRECTORS

15.1 The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed such quorum shall be a majority of the Board. The Chairman of the Board, if any, or in his absence the President of the Company, shall be chairman of all meetings of the Board, but if at any meeting neither the Chairman of the Board, if any, nor the President shall be present within 30 minutes after the time appointed for holding the same or if both the Chairman of the Board and the President, being present decline to act, the directors present may choose some one of their number to be chairman at such meeting. A director interested is to be counted in a quorum notwithstanding his interest.

15.2 A director may at any time, and the Secretary, upon the written request of a director, shall call a meeting of the directors. Notice thereof specifying the time and place of such meeting shall be mailed, postage prepaid, addressed to each of the directors at his registered address at least 48 hours before the time fixed for the meeting or such lesser period as may be reasonable under the circumstances, or such notice may be given to each director either personally or by leaving it at his usual business or residential address or by telephone, telegram, telex or other method of transmitting visually recorded messages, at least 48 hours before such time or such lesser period as may be reasonable under the circumstances. It shall not be necessary to give to any director notice of a meeting of directors immediately following a general meeting at which such director has been elected or notice of a meeting of directors at which such director shall have been appointed. Accidental omission to give notice of a meeting of directors to, or the non-receipt of notice by, any director, shall not invalidate the proceedings at that meeting.

15.3 A meeting of the directors at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions for the time being vested in or exercisable by the directors.

15.4 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 or director may act for the purpose of increasing the number of directors to that number, or for the purpose of summoning a general meeting of the Company, but for no other purpose.

15.5 The directors may delegate any but not all of their powers to committees consisting of such of the directors as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of such powers to the earliest meeting of the directors to be held next after the same shall have been done.

15.6 A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meetings the chairman is not present within 30 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

15.7 The members of a Committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the chairman will have a second or casting vote.

15.8 All acts done by any meeting of the directors or by a committee of directors or by any person acting as a director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of any such director 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 appointed and was qualified to be a director.

15.9 For the first meeting of the Board to be held immediately following the appointment or election of a director or directors at an annual or general meeting of shareholders or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meetings shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of directors is present.

15.10 Any director of the Company who may be absent either temporarily or permanently from the Province of British Columbia may file at the office of the Company a waiver of notice which may be by letter, telegram or cable of any meeting of the directors and may at any time withdraw such waiver, and until such waiver is withdrawn, no notice of meetings of directors shall be sent to such director, and any and all meetings of the directors of the Company, notice of which shall not have been given to such director, shall, provided a quorum of the directors is present, be valid and binding upon the Company.

15.11 Questions arising at any meeting of the directors shall be decided by a majority of votes. In case of an equality of votes the Chairman will have a second or casting vote.

15.12 A resolution in writing, signed by each director shall be as valid and effectual as if it had been passed at a meeting of directors duly called and held. Such resolution may be in one or more counterparts each signed by one or more directors which together shall be deemed to constitute one resolution in writing.

PART 16 - OFFICERS

16.1 The Board of Directors shall from time to time appoint a President, a Secretary and such other officers of the Company as it may determine, none of whom, save the Chairman of the Board, if any, and the President, need be directors.

16.2 All appointments of officers shall be made upon such terms and conditions and at such remuneration, whether by way of salary, fee, commission, participation in profits, or otherwise, as the directors may determine, and every such appointment shall be subject to termination at the pleasure of the directors unless otherwise fixed by contract.

16.3 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, character and extent of the conflict.

PART 17 - MINUTES, DOCUMENTS AND RECORDS

17.1 The directors shall cause minutes to be duly entered in books provided for the purposes:

- (a) of all appointments of officers;

- (b) of the names of the directors or their alternates present at each meeting of directors and of any committee of directors;
- (c) of all orders made by the directors or committees of directors;
- (d) of all resolutions and proceedings of general meetings of the Company and of all meetings of the directors and of committees of directors.

17.2 The directors shall cause the Company to keep at its records office or at such other place as the Companies Act may permit, the documents, copy documents, registers, minutes, and records which the Company is required by the Companies Act to keep at its records office or such other place.

PART 18 - EXECUTION OF DOCUMENTS

18.1 Directors may provide a common seal for the Company and for its use and the directors shall have power from time to time to destroy the same and substitute a new seal in place thereof.

18.2 Subject to the provisions of the Companies Act, the directors may provide for use in any other Province, State, or Country, an official seal, which shall have on its face the name of the Province, Territory, State, or Country, where it is to be used.

18.3 The directors shall provide for the safe custody of the common seal of the Company, if any, which may be affixed to any instrument in the presence of any two directors of the Company without the necessity of a resolution of the directors, or by such person or persons as may be authorized by a resolution of the directors.

18.4 The signature of any officer of the Company 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 office at the date of the delivery or issue of such instrument. The term "instrument" as used in this article 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, certificates of the Company's shares, share warrants of the Company, bonds, debentures and other debt obligations of the Company, and all paper writings.

PART 19 - DIVIDENDS

19.1 The directors may declare dividends and fix the date of record therefor and the date for payment thereof. No notice need be given of the declaration of any dividend.

19.2 Subject to the terms of shares with special rights or restrictions, all dividends shall be declared according to the number of shares held.

19.3 No dividend shall bear interest against the Company.

19.4 The directors may direct payment of any dividend wholly or partly by the distribution of specific assets or of paid-up shares, bonds, debentures or other debt obligations of the Company, or in any one or more of those ways, and, where any difficulty arises in regard to the distribution, the directors may settle the same as they think expedient, and in particular may fix the value for distribution of specific assets, and may determine that cash payments shall be made to a member upon the basis of the value so fixed in place of fractional shares, bonds, debentures or other debt obligations in order to adjust the rights of all parties, and may vest any of those specific assets in trustees upon such trusts for the persons entitled as may seem expedient to the directors.

19.5 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 other debt obligations of the Company as a dividend representing such undistributed surplus on hand or any part thereof.

19.6 Any dividend, interest or other monies 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 in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other monies payable in respect of the shares held by them as joint holders.

19.7 A transfer of a share shall not pass the right to any dividend declared thereon before the registration of the transfer in the register.

19.8 Notwithstanding any other provision of these articles should any dividend result in any shareholders being entitled to a fractional part of a share of the Company, the directors shall have the right to pay such shareholders in place of that fractional share, the cash equivalent thereof calculated on the par value thereof or, in the case of shares without par value, calculated on the price or consideration for which such shares were or were deemed to be issued, and shall have the further right and complete discretion to carry out such distribution and to adjust the rights of the shareholders with respect thereto on as practical and equitable a basis as possible including the right to arrange through a fiscal agent or otherwise for the sale, consolidation or other disposition of those fractional shares on behalf of those shareholders of the Company.

19.9 The directors may, before declaring any dividend, set aside out of the profits of the Company such sums as they think proper as appropriations from income, which shall at the discretion of the directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may either be employed in the business of the Company or be invested in such investments as the directors in their discretion may from time to time determine.

PART 20 - ACCOUNTS

20.1 The directors shall cause records and books of accounts to be kept as necessary to properly record the financial affairs and conditions of the Company and to comply with the provisions of statutes applicable to the Company.

20.2 The directors shall determine the place at which the accounting records of the Company shall be kept and those records shall be open to the inspection of any director during the normal business hours of the Company.

PART 21 - NOTICES

21.1 A notice may be given to any member or director, either personally or by sending it by post to him in a prepaid letter, envelope or wrapper addressed to the member or director at his registered address.

21.2 A notice may be given by the Company to joint members in respect of a share registered in their names by giving the notice to the joint member first named in the register of members in respect of that share.

21.3 A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter, envelope or wrapper addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or until that address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

21.4 Any notice or document sent by post to or left at the registered address of any member shall, notwithstanding that member is then deceased and whether or not the Company has notice of his death, be deemed to have been duly serviced in respect of any registered shares, whether held solely or jointly with other persons by that deceased member, until some other person is registered in his place as the member or joint member in respect of those shares, and that service shall for all purposes of these articles be deemed a sufficient service of such notice or document on his personal representatives and all persons, if any, jointly interested with him in those shares.

21.5 Any notice sent by post shall be deemed to have been served on the business day following that on which the letter, envelope or wrapper containing that notice is posted, and in proving service thereof it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put in a Canadian Government post office, postage prepaid.

21.6 If a number of days' notice or a notice extending over any other period is required to be given, the day of service shall not, unless it is otherwise provided in these articles, be counted in the number of days or other period required.

21.7 Notice of every general meeting shall be given in the manner authorized by these articles, to:

- (a) every member holding a share or shares carrying the right to vote at such meetings on the record date or, if no record date was established by the directors, on the date of the mailing;

- (b) the personal representative of a deceased member, and
- (c) the trustee in bankruptcy of a bankrupt member.

PART 22 - INDEMNIFICATION AND PROTECTION OF DIRECTORS,
OFFICERS, EMPLOYEES AND CERTAIN AGENTS

22.1 The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether or not brought by the Company or by a corporation or other legal entity or enterprise as hereinafter mentioned and whether civil, criminal or administrative, by reason of the fact that he is or was a director, officer, employee, or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, a partnership, joint venture, trust or other enterprise, against all costs, charges and expenses, including legal fees and any amount paid to settle the action or proceeding or satisfy a judgment, if he acted honestly and in good faith with a view to the best interests of the corporation or other legal entity or enterprise as aforesaid of which he is or was a director, officer, employee or agent, as the case may be, and exercised the care, diligence and skill of a reasonably prudent person, and with respect to any criminal or administrative, action or proceeding, he had reasonable grounds for believing that his conduct was lawful; provided that the Company shall not be bound to indemnify any such person, other than a director, officer or an employee of the Company, (who shall be deemed to have notice of this article and to have contracted with the Company in the terms hereof solely by virtue of his acceptance of such office or employment) if in acting as agent for the Company or as a director, officer, employee or agent of another corporation or other legal entity or enterprise as aforesaid, he does so by written request of the Company, containing an express reference to this article; and provided further that no indemnification of a director or former director of the Company, or director or former director of a corporation in which the Company is or was a shareholder, shall be made except to the extent approved by the Court pursuant to the Companies Act or any other statute. The determination of any action, suit or proceeding by judgment, order, settlement, conviction or otherwise shall not, of itself, create a presumption that the person did not act honestly and in good faith and in the best interests of the Company and did not exercise the care, diligence and skill of a reasonably prudent person and, with respect to any criminal action or proceeding, did not have reasonable grounds to believe that his conduct was lawful.

22.2 The Company shall indemnify any person other than a director in respect of any loss, damage, costs or expenses whatsoever incurred by him while acting as an officer, employee or agent for the Company

unless such loss, damage, costs or expenses shall arise out of failure to comply with instructions, wilful act or default or fraud by such person in any of which events the Company shall only indemnify such person if the directors, in their absolute discretion, so decide or the Company by ordinary resolution shall so direct.

22.3 The indemnification provided by this Part shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other Part, or any valid and lawful agreement, both of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall enure to the benefit of the heirs, executors and administrators of such person. The indemnification provided by this article shall not be exclusive of any powers, rights, agreements or undertakings which may be legally permissible or authorized by or under any applicable law. Notwithstanding any other provisions set forth in this Part, the indemnification authorized by this Part shall be applicable only to the extent that any such indemnification shall not duplicate indemnity or reimbursement which that person has received or shall receive otherwise than under this Part.

22.4 The directors are authorized from time to time to cause the Company to give indemnities to any director, officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Company or any corporation controlled by it.

22.5 Subject to the Companies Act, no director or officer or employee for the time being of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Company through the insufficiency or deficiency or title to any property acquired by order of the Board for the Company, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Company shall be vested or for any loss or damages arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or default, negligence, breach of trust or breach of duty.

22.6 Directors may rely upon the accuracy of any statement of fact represented by an officer of the Company to be correct or upon statements in a written report of the auditor of the Company and shall not be responsible or held liable for any loss or damage resulting

from the paying of any dividends or otherwise acting in good faith upon any such statement.

22.7 The directors may cause the Company to purchase and maintain insurance for the benefit of any person who is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, a partnership, joint venture, trust or other enterprise against any liability incurred by him as a director, officer, employee or agent.

FULL NAME, RESIDENT ADDRESS
AND OCCUPATION OF SUBSCRIBER

NUMBER AND KIND AND CLASS OF SHARES
TAKEN BY SUBSCRIBER


RAJNIKANT PANDYA
Barristor & Solicitor
34 West 23rd Ave.
Vancouver, B.C. V5Y 3G7

ONE COMMON SHARE

TOTAL NUMBER OF SHARES TAKEN:

ONE COMMON SHARE

Dated at the City of Vancouver, in the Province of British Columbia
this ~~20~~ ¹⁹ day of July, 1987.

WITNESS TO THE ABOVE SIGNATURE:



Mary Miklovich
#602 - 1450 West Georgia St.
Vancouver, B.C.
V6G 2K8