



Industry Canada Industrie Canada

**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

TRIMIN CAPITAL CORP.

348927-2

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.


Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

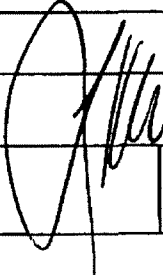
Director - Directeur

May 5, 1998/le 5 mai 1998

Date of Incorporation - Date de constitution

Canada

 Industry Canada Canada Business Corporations Act	Industrie Canada Loi régissant les sociétés par actions de régime fédéral	FORM 1 ARTICLES OF INCORPORATION (SECTION 6)	FORMULE 1 STATUTS CONSTITUTIFS (ARTICLE 6)
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1 -	Name of corporation	Dénomination de la société
	TRIMIN CAPITAL CORP.	
2 -	The place in Canada where the registered office is to be situated	Lieu au Canada où doit être situé le siège social
	VANCOUVER, BRITISH COLUMBIA	
3 -	The classes and any maximum of shares that the corporation is authorized to issue	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
	UNLIMITED NUMBER OF COMMON SHARES UNLIMITED NUMBER OF PREFERENCE SHARES The annexed Schedule A is incorporated in this form	
4 -	Restrictions, if any, on share transfers	Restrictions sur le transfert des actions, s'il y a lieu
	NONE	
5 -	Number (or minimum and maximum number) of directors	Nombre (ou nombre minimal et maximal) d'administrateurs
	MINIMUM OF ONE AND A MAXIMUM OF 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
	NONE	
7 -	Other provisions, if any	Autres dispositions, s'il y a lieu
	NONE	
8 -	Incorporators - Fondateurs	
	Name(s) - Nom(s)	Address (include postal code) Adresse (inclure le code postal)
	Terry M. Holland	4055 West 37 th Avenue Vancouver, BC V6N 2W6
		Signature
		
FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT		Filed - Déposée
Corporation No. - N° de la société		
348927-2		MAY 05 1998

CANADA BUSINESS CORPORATIONS ACT

ARTICLES OF INCORPORATION

FORM 1

SCHEDULE A

**RIGHTS, PRIVILEGES, RESTRICTIONS AND
CONDITIONS ATTACHING TO EACH CLASS OF SHARES**

1. **Common Shares** - The following rights, privileges, restrictions and conditions shall be attached to the Common shares of the Corporation:

- (a) **Voting** - The holders of the Common shares shall be entitled to vote at all meetings of the shareholders of the Corporation and shall be entitled to one vote at all such meetings for each Common share held;
- (b) **Dividends** - Subject to the prior rights of the holders of Preference shares, the holders of the Common shares shall be entitled to participate ratably in any dividends that may be declared by the directors on the Common shares;
- (c) **Liquidation, Dissolution, Winding-Up** - Subject to the prior payment of the holders of Preference shares as set out in paragraph 2(b), in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or in the event of any other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common shares shall be entitled to a pro rata share of the assets of the corporation after payment of all liabilities and obligations of the Corporation.

2. **Preference Shares** - The following rights, privileges, restrictions and conditions shall be attached to the Preference shares of the Corporation:

- (a) **Issuable in Series** - The Preference shares may be issued at any time or times in one or more series, and the directors may, by resolution, alter the Articles to fix the number of Preference shares in, and to determine the designation of the shares of, each series and to increase, define and attach special rights and restrictions to the shares of each series, including the rate of conversion for Common shares and the redemption terms of the Preference shares, subject to the special rights and restriction hereby attached to the Preference shares. A resolution under this subparagraph (a) may only be passed prior to the issue of Preference shares of the series to which the resolution relates.

- (b) **Preference over Common Shares** - The Preference shares shall be entitled to preference over the Common shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its members for the purpose of winding up its affairs; and the Preference shares of each series may be given such other preference not inconsistent herewith over the Common shares determined in the case of each series authorized to be issued.
- (c) **Parity Among Series**
- (i) Where cumulative dividends with respect to a series of Preference shares are not paid in full, the shares of all series of Preference shares shall participate rateably with respect to accumulated dividends in accordance with the amounts that would be payable on those shares if all the accumulated dividends were paid in full.
 - (ii) Where amounts payable on winding-up, or on the occurrence of any other event as a result of which the holders of the shares of all series of Preference shares are then entitled to a return of capital, are not paid in full, the shares of all series of Preference shares shall participate rateable in a return of capital in respect of the Preference shares as a class in accordance with the amounts that would be payable on the return of capital if all amounts so payable were paid in full.
- (d) **No Pre-Emptive Right** - Except as otherwise required by law, the registered holders of the Preference shares shall not be entitled as such to subscribe for, purchase or receive any part of any issue of shares, bonds, debentures, or other securities of the Corporation now or hereafter authorized, or any rights to acquire the same, otherwise than in accordance with the rights, privileges, restrictions and conditions, if any, which may from time to time be attached to any series of Preference shares.
- (e) **Non-Voting** - Except as otherwise provided with respect to any particular series of Preference shares and except as otherwise required by law, the registered holders of the Preference shares shall not be entitled as a class to receive notice of or to attend or to vote at any meetings of the Corporation.
- (f) **Meetings of Registered Holders of Preference Shares** - The formalities to be observed with respect to giving notice of and voting at any meeting of the registered holders of Preference shares, the quorum therefor and the conduct thereof shall, with the necessary changes and so far as applicable, be those from time to time prescribed by the By-Laws of the Corporation with respect to the meetings of members.