


FEB 24 1999

COMPANY ACT
DIRECTORS RESOLUTION

20 
JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

Certificate of
Incorporation No. 580312

The following directors resolution was passed by the undermentioned company on the date stated, namely:

Name of Company: 580312 B.C. LTD.
Date resolution passed: February 19, 1999

BE IT RESOLVED that pursuant to Article 26.2 of the articles of the Company:

1. the number of preferred shares in the capital of the Company to constitute the first series of such shares be set at 20,000,000;
2. the designation of the said first series of preferred shares be determined as Redeemable Retractable Preferred Shares, Series "A";
3. paragraph 2 of the memorandum be altered to read as follows:
 2. The authorized capital of the Company consists of 150,000,000 shares divided into 100,000,000 Common Shares without par value and 50,000,000 Preferred Shares without par value, of which 20,000,000 are designated as Redeemable Retractable Preferred Shares, Series "A". The said Common and Preferred Shares having attached thereto the Special Rights and Restrictions as set forth in the Articles of the Company.
4. there be attached to the Redeemable Retractable Preferred Shares, Series "A" the special rights and restrictions set out in Part 27 of the articles of the Company as adopted by clause 5 of this resolution; and
5. the articles of the Company be altered by adding Part 27, as more fully set forth in Schedule "A" attached hereto.

The Memorandum, as altered, is attached as Schedule "B".

Certified a true copy the 19th of February, 1999.

SCOTT, BISSETT

Per: 

(Signature)

Graham H. Scott
Solicitor

(Relationship to Company)

Schedule "A"

PART 27 SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE PREFERRED SHARES, SERIES A

The Preferred Shares, Series A (the "Series A Preferred Shares") shall have attached thereto, in addition to the special rights and restrictions attached to the Preferred Shares as a class, the following special rights and restrictions:

27.1 Liquidation

In the event of liquidation, dissolution or winding up of the Company, or other distribution of the property and assets of the Company among its members for the purpose of winding up its affairs, whether on a voluntary or involuntary basis, the holders of Series A Preferred Shares shall be entitled to receive out of the property and assets of the Company lawfully available for distribution to its members an amount per Series A Preferred Share equal to the Redemption Amount (as defined below) together with any dividends thereon which have been declared prior to, but remain unpaid on, the date of distribution. The right of the holders of Series A Preferred Shares to receive such distribution shall rank in priority to any distribution to the holders of any other class of shares of the Company. Except for a distribution in the amount of the Redemption Amount as aforesaid, the holders of Series A Preferred Shares shall not as such be entitled to receive or participate in any distribution of the property and assets of the Company among its members.

27.2 Redemption

Subject to the provisions of the Company Act, the Company may at any time and from time to time redeem all or any part of the Series A Preferred Shares then issued and outstanding, upon payment to the holders of such Series A Preferred Shares of an amount per share (which shall be paid in money or, with the concurrence of the holder, money's worth) equal to the amount expressed in terms of dollars (the "Redemption Amount"), as is determined by the Board of Directors, together with any dividends thereon which have been declared prior to, but remain unpaid on.

27.3 Retraction

Subject to the provisions of the Company Act every registered holder of Series A Preferred Shares may at any time, at the option of such holder, require the Company to redeem the whole or any part of the Series A Preferred Shares registered in such holder's name by depositing with the Company an irrevocable written request for the same, together with the share certificate or certificates, if any, representing the Series A Preferred Shares to be redeemed. Upon receipt of such request and certificate or certificates the Company shall, subject to the provisions of the Company Act, redeem such Series A Preferred Shares and pay such holder the Redemption Amount, together with any dividends thereon which have been declared prior to, but remain unpaid on, the redemption date, for each Series A Preferred Share so redeemed.

27.4 Cancellation

Any Series A Preferred Shares that are redeemed by the Company pursuant to any of the provisions hereof shall for all purposes be considered to have been redeemed on, and shall be cancelled, concurrently with the payment by the Company to or to the benefit of the holder thereof the Redemption Amount together with any dividends thereon which have been declared prior to, but remain unpaid on, the date of such payment.

27.5 Voting

The holders of the Series A Preferred Shares shall be entitled to receive notice and attend at all meetings of the members of the Company and shall have one vote in respect of each Series A Preferred Share held by them.

27.6 Amount Specified

For the purposes of subsection 191(4) of the *Income Tax Act* (Canada) the amount specified in respect of each Series A Preferred Share is equal to the Redemption Amount.

Schedule "B"

Province of British Columbia

Company Act

Altered Memorandum
as altered by Director's Resolutions of
580312 B.C. LTD.
19th day of February, 1999

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 580312 B.C. LTD.
 2. The authorized capital of the Company consists of 150,000,000 shares divided into 100,000,000 Common Shares without par value and 50,000,000 Preferred Shares without par value, of which 20,000,000 are designated as Redeemable Retractable Preferred Shares, Series "A". The said Common and Preferred Shares having attached thereto the Special Rights and Restrictions as set forth in the Articles of the Company.
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