

**GROUPE OPMEDIC INC. /
OPMEDIC GROUP INC.**

GENERAL BY-LAWS N^o 2005-A

By-laws to regulate generally the
business and affairs of the Company

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PART 1

INTERPRETATION

SECTION 1.1 Definitions. In these By-laws and all other by-laws and resolutions of the Company, unless the context otherwise requires:

- (a) the following terms have the meanings specified:
 - (i) “Act” means the *Companies Act* (Quebec), or any statute which may be substituted therefor, as amended from time to time;
 - (ii) “Articles” means the articles of continuance of the Company as amended or restated from time to time;
 - (iii) “Board” means the Board of Directors of the Company;
 - (iv) “Company” means Groupe Opmedic Inc./Opmedic Group Inc.;
 - (v) “Directors” means a member of the Board;
 - (vi) “meeting of shareholders” means an annual or a special meeting of shareholders and includes a meeting of any class or series of any class of shareholders; and
 - (viii) “Officer” means an officer of the Company.
- (b) terms that are defined in the Act are used in these General By-laws with the same meaning; and

- (c) words importing the singular number include the plural number and vice versa, and words importing the masculine gender include the feminine and neuter genders.

PART 2

DIRECTORS AND OFFICERS

SECTION 2.1 Number of Directors. The minimum and maximum number of Directors of the Company shall be such as are from time to time set forth in the Articles and the number of Directors of the Company shall be determined from time to time by resolution of the Board.

SECTION 2.2 Election and Term. The Directors shall be elected at each annual meeting of shareholders to hold office until the next annual meeting or until their respective successors are elected or appointed. At any annual meeting of shareholders every retiring director shall, if qualified, be eligible for re-election.

SECTION 2.3 Quorum. Unless otherwise provided from time to time by resolution of the Board, a majority of the number of Directors from time to time shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 2.4 Calling of Meetings. A meeting of the Board may be held at any time upon call by any two Directors, the chairman of the Board (if any), the president, or a vice-president who is a Director.

SECTION 2.5 Place of Meeting. Each meeting of the Board shall be held at such place within or outside the Province of Québec as may be determined by the person or persons calling the meeting.

SECTION 2.6 Notice. Subject as hereinafter provided, notice of every meeting of the Board shall be given either orally or in writing to each Director. If notice is oral it shall be given in person or by telephone not less than twenty-four hours before the meeting, and if in writing, not less than seventy-two hours before the meeting. Notwithstanding the foregoing, but subject to the provisions of the Act:

- (a) no notice need be given of the first meeting of the Board subsequent to a meeting of shareholders at which Directors are elected if such meeting is held immediately following the meeting of shareholders; and
- (b) the Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution by the Board fixing the time and place of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

The accidental failure to give notice of meeting of the Board to a Director or any error in such notice not affecting the substance thereof shall not invalidate any action taken at the meeting.

SECTION 2.7 Votes to Govern. Every question at a meeting of the Board shall be decided by a majority of the votes cast on the question. In the event of an equality of votes on any question at a meeting of the Board, the chairman of the meeting shall be entitled to a second or casting vote.

SECTION 2.8 Presiding Officer. The chairman of the Board or, in his absence, the president or, in his absence, the Director designated by the Board or, in his absence, a Director designated by the meeting shall preside at meetings of the Board.

SECTION 2.9 Committees of the Board. The Board shall appoint annually from among its members an Audit Committee and may appoint from time to time from among its members other committees of directors. The Board may delegate to such committee or committees from time to time any of the powers of the Board except those powers which, under the Act, a committee of Directors has no authority to exercise. Unless otherwise determined by the Board, each committee appointed by the Board shall have the power to fix the quorum for its meetings at not less than a majority of its members, to elect its presiding officer and to fix its rules of procedure.

SECTION 2.10 Appointment of Officers. The Board may from time to time designate the officers of the Company, appoint officers (one of whom shall discharge the functions of chief executive Officer and one of whom shall be designated as secretary of the Company), specify their duties and delegate to them powers to manage the business and affairs of the Company which are permitted by the Act to be so delegated. The Board may also from time to time appoint persons to serve the Company in such positions other than as Officers, with such titles and such powers and duties and for such terms of service as the Board deems advisable. Any person may hold more than one office or other position.

SECTION 2.11 Remuneration and Expenses. Each Director shall be remunerated for his services as a Director at such rate or on such basis as may be fixed by the Board from time to time. In addition, each Director shall be reimbursed for all reasonable out-of-pocket expenses incurred by him in attending meetings of the Board, meetings of any committee of the Board of which he is a member, or meetings of shareholders, or otherwise incurred by him in connection with the performance of his duties as a Director. Nothing herein contained shall preclude any Director from receiving remuneration for serving the Company as an Officer or employee or in any other capacity.

SECTION 2.12 Indemnity. Without limit to the right of the Company to indemnify any person to the full extent permitted by law, the Company shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Company's request as a director or officer of a body corporate of which the Company is or was a shareholder or creditor and his 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 him in respect of any civil, criminal or administrative action or

proceeding to which he is made a party by reason of being or having been a Director or Officer, or director or officer of such body corporate, if

- (a) he acted honestly and in good faith with a view to the best interests of the Company or, as the case may be, to the best interest of the other body corporate; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Company shall at upon request advance monies to a Director or Officer, a former Director or Officer, or a person who acted at the Company's request as director or officer of a body corporate of which the Company is or was a shareholder or a creditor and his heirs and legal representatives for the cost, charges and expenses of a proceeding refer to hereinabove in accordance with the Act.

PART 3

SHAREHOLDERS

SECTION 3.1 Annual and Special Meetings. The Board shall call an annual meeting of shareholders at least once in every calendar year and not later than six months from the end of the Company's financial year and may at any time call a special meeting of shareholders.

SECTION 3.2 Place of Meetings. Each meeting of shareholders shall be held at the registered office of the Company or at such other place in the Province of Québec as the Board determines.

SECTION 3.3 Notice of Meetings. Notice of each meeting of shareholders shall be given not less than twenty-one days or such shorter delay as may be authorized by the appropriate authorities nor more than fifty days before the meeting to each shareholder entitled to vote at the meeting, to each Director and to the auditors of the Company. The accidental failure to give notice of a meeting of shareholders to any persons entitled to notice thereto or any error in such notice not affecting the substance thereof shall not invalidate any action taken at the meeting.

SECTION 3.4 Persons Entitled to be Present. The only persons entitled to attend a meeting of shareholders shall be those persons entitled to vote thereat, the Directors, the auditors of the Company and any other persons who, although not entitled to vote at the meeting, are entitled or required under any provision of the Act, the Articles or any by-law of the Company to attend the meeting. Any other persons may be admitted to the meeting only on the invitation of the chairman of the meeting or with the consent of the meeting.

SECTION 3.5 Quorum. Unless otherwise provided by the Articles, a quorum of shareholders is present at a meeting of shareholders, irrespective of the number of persons actually present at the meeting, if the holders of not less than five percent (5%) of the shares entitled to be voted at the meeting are present in person or represented by proxy. If no such quorum is present at any meeting of shareholders, at any adjournment of such meeting the shareholders present shall constitute a quorum.

SECTION 3.6 Voting.

- (a) Voting at any meeting of shareholders shall be by a show of hands except where, either before or after a vote by show of hands, a ballot is required by the chairman of the meeting or is demanded by any person present and entitled to vote on a ballot at the meeting. On a show of hands, each person present and entitled to vote on a show of hands at the meeting shall have one vote. On a ballot, each person present at the meeting and entitled to vote on a ballot thereat shall, subject to the Act and the Articles, have one vote for each share in respect of which such person is entitled to vote on the ballot. A ballot so required or demanded shall be taken in such manner as the chairman of the meeting directs.
- (b) Unless otherwise required by the Act or the Articles, every question at a meeting of shareholders shall be decided by a majority of the votes cast on the question.
- (c) In the event of an equality of votes, the chairman of any meeting shall not be entitled to cast a second or casting vote in respect of any matter submitted to the vote of the meeting.

SECTION 3.7 Representatives. Upon filing proof of his appointment reasonably sufficient to the chairman of a meeting of shareholders,

- (a) a person who hold shares as a representative;
- (b) an individual who has been duly authorized to represent at the meeting a shareholder which is a body corporate or an association; or
- (c) a proxyholder or alternate proxyholder of a shareholder which is a representative, body corporate or association;

shall be entitled to vote at the meeting in respect of the shares in respect of which such person has been appointed.

SECTION 3.8 Joint Shareholders. Where two or more persons are registered jointly as the holders of shares of the Company,

- (a) any notice, cheque or other document directed to such persons shall be sent to them at their address as recorded in the Company's share register or, if there be more than one address recorded for them in that register, at the first such address;
- (b) any one of such persons may give a receipt on behalf of them for a share certificate that is issued in respect of their shares, or for any dividend that is paid in respect of their shares, or for any warrant or other evidence of a right to subscribe for securities of the Company that is issued in respect of their shares, or for any evidence of the rights in respect of their shares; and
- (c) any one of such persons present in person or represented by proxy at a meeting of shareholders and entitled to vote thereat may, in the absence of the other or others,

vote their shares as if he were solely entitled thereto, but if more than one of such persons is so present or represented, that one of such person whose name stands first in the Company's share register shall be entitled alone to vote in respect of such shares.

For the purposes of this Section, several representatives in whose names shares of the Company are registered shall be deemed to hold such shares jointly.

SECTION 3.9 Presiding Officer and Secretary. The chairman of the Board, the president or a Director or such other person as the Board shall designate shall preside at meetings of shareholders and, if the chairman of the Board, the president, the Director or other person so designated are not present within thirty minutes after the time appointed for the holding of a meeting of shareholders, the shareholders present shall choose a Director present or, if none are then present, a shareholder then present, to be the chairman of the meeting. The secretary of the Company or, in his absence, the assistant-secretary or, in his absence, such other person as the chairman of the meeting may appoint, shall act as secretary of the meeting.

SECTION 3.10 Scrutineers. At any meeting of shareholders, the chairman of the meeting may appoint one or more persons, who need not be shareholders, to serve as scrutineers at the meeting.

SECTION 3.11 Dividends. A dividend payable to any shareholder in cash may be paid by cheque payable to the order of the shareholder and shall be mailed to such shareholder by prepaid ordinary or air mail in a sealed envelope addressed to him (unless he has directed otherwise) at his address as shown in the Company's share register. The mailing of such cheque as aforesaid, unless it is not paid on due presentation, shall discharge the Company's liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Company has properly withheld. In the event of the non-receipt of any dividend cheque, the Company shall issue to the shareholder a replacement cheque for the same amount on such reasonable terms as to the indemnity and evidence of non-receipt as the Board, or any Officer or agent designated by the Board, may require. A dividend that is represented by a cheque that has not been duly presented to a banker of the Company for payment or that otherwise remains unclaimed for a period of five years from the date on which it was payable shall be forfeited to the Company.

PART 4

EXECUTION OF DOCUMENTS

SECTION 4.1 The Board may from time to time determine the Officers or other persons by whom certificates, contracts or other documents of the Company shall be executed and the manner of execution thereof, including the use of printed or facsimile reproductions of any or all signatures and the use of a corporate seal or a printed or facsimile reproduction thereof.

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