

BRIDGEWATER SYSTEMS CORPORATION

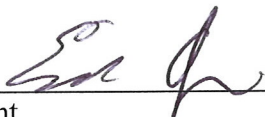
AMENDMENT OF BY-LAW NO. 1A

By-Law No. 1A of the Corporation enacted on July 21, 2005, is hereby amended as follows:


- (a) The second sentence of Section 4.8 of By-law No. 1A, which reads “A quorum of meetings of the Board shall consist of a majority of the members of the Board provided that, so long as Alcatel Canada Inc. is a shareholder of the Corporation, at least one nominee of Alcatel Canada Inc. must be present at each meeting of the Board”, is amended to delete the words “provided that, so long as Alcatel Canada Inc. is a shareholder of the Corporation, at least one nominee of Alcatel Canada Inc. must be present at each meeting of the Board”. Giving effect to the foregoing amendment, the second sentence of Section 4.8 of By-law No. 1A shall read: “A quorum of meetings of the Board shall consist of a majority of the members of the Board”.

- (b) The first sentence of Section 8.14 of By-law No. 1A, which reads “At any meeting of shareholders every person who is named in the list prepared in accordance with section 8.10 shall be entitled to vote the shares shown opposite such person’s name except to the extent that such person has transferred any of such shares and such transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that the transferee owns such shares, demands not later than 10 days before the meeting that the transferee’s name be included on the list to vote the transferred shares at the meeting”, is amended to delete the words “except to the extent that such person has transferred any of such shares and such transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that the transferee owns such shares, demands not later than 10 days before the meeting that the transferee’s name be included on the list to vote the transferred shares at the meeting”. Giving effect to the amendment, the first sentence of By-law No. 1A shall read: “At any meeting of shareholders every person who is named in the list prepared in accordance with section 8.10 shall be entitled to vote the shares shown opposite such person’s name”.

ENACTED this 20th day of April, 2009.



President



Secretary