

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

NONE

6. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of one class designated as Class "A" Common Shares without par value, an unlimited number of shares of a second class designated as Class "B" Common Shares without par value and an unlimited number of shares of a third class designated as Special Shares without par value.

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

COMMON SHARES

1. Payment of Dividends:

The holders of the Common Shares shall be entitled to receive dividends after providing for a dividend on the Special Shares issued if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine. Where no Special Shares are issued, then dividends may be payable to common shareholders.

2. Participation upon Liquidation, Dissolution or Winding-up:

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall, be entitled to the residue in any distribution of the assets or property of the Corporation.

3. Voting Rights:

The holders of the Common Shares shall be entitled to receive notice of and to attend annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.

The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the Common Shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the amount paid up thereon, together with all dividends declared thereon and unpaid.

SPECIAL SHARES**1. Payment of Non-Cumulative Dividends:**

The holders of the Special Shares shall be entitled to receive non-cumulative dividends, if as and when declared by the board of directors of the corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine.

2. Dividend Preferential:

Except with the consent in writing of the holders of all the Special Shares outstanding, no dividend shall at any time be declared and paid on or set apart for payment on the Class "A" or Class "B" Common Shares in any fiscal year unless and until the preferential non-cumulative dividend on all the Special Shares outstanding in respect of such fiscal year has been declared and paid or set apart for payment.

3. Participation upon Liquidation, Dissolution or Winding-Up:

In the event of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the Special Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any Common Shares, the amount paid up thereon and any dividends declared thereon and unpaid and no more.

4. The Special Shares shall not be redeemable at the option of the Corporation, however, a holder of Special Shares shall be entitled to require the Corporation to redeem at any time or times all or any of the Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate representing the Special Shares which the registered holder desires to have the Corporation redeem, together with a request in writing

- (i) that the registered holder desires to have the Special Shares represented by such certificate redeemed by the Corporation, and
- (ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the corporation redeem such Special Shares.

Requests in writing shall specify a redemption date which shall not be less than ninety (90) days after a day on which the request in writing is given to the corporation. Upon receipt of a share certificate representing the Special Shares which the registered holder desires to have the Corporation redeem, together with such a request, the Corporation shall take the necessary steps to complete the redemption.

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without the express unanimous consent of the Board of Directors of the Corporation expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by all the directors.

9. Other provisions if any:
Autres dispositions, s'il y a lieu :

NONE

10. The names and addresses of the incorporators are:
Noms et adresses des fondateurs :

First name, middle names and surname or corporate name
Prénom, autres prénoms et nom de famille ou dénomination sociale

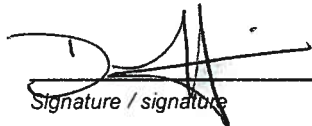
Full address for service or if a corporation, the address of the registered or head office giving street & No. or R.R. No., municipality, province, country and postal code
Domicile élu au complet ou, dans le cas d'une société, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro ou le numéro de la R.R., la municipalité, la province, le pays et le code postal

DUANE HOMICK

**368 ADMIRAL DRIVE
OAKVILLE, ONTARIO
L6L 0C2**

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Full name(s) and signature(s) of incorporator(s). In the case of a corporation set out the name of the corporation and the name and office of the person signing on behalf of the corporation
Nom(s) au complet et signature(s) du ou des fondateurs. Si le fondateur est une société, indiquer la dénomination sociale et le nom et le titre de la personne signant au nom de la société


Signature / signature

DUANE HOMICK

Name of incorporator (or corporation name & signatories name and office)
Nom du fondateur (ou dénomination sociale et nom et titre du signataire)

Signature / signature

Name of incorporator (or corporation name & signatories name and office)
Nom du fondateur (ou dénomination sociale et nom et titre du signataire)

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