

TECSYS INC.
BY-LAWS

1. **Canada Business Corporations Act.** Unless otherwise provided in these by-laws, the provisions of the *Canada Business Corporations Act* ("Act") shall apply to the Corporation. Terms not defined in these by-laws shall have the same meanings as set forth in the Act.
2. **Annual meeting of shareholders.** The annual meeting of the shareholders of the Corporation for the election of directors and the transaction of such other business as may properly come before the meeting shall be held on such date, not later than six months after the close of the Corporation's preceding financial year subject to applicable laws, at such time and place (if applicable), as the directors shall determine from time to time, in accordance with the Act and the articles of the Corporation.
3. **Special general meetings of shareholders.** Special general meetings of shareholders may be called at any time by order of the Chairman of the Board or the President or any Vice-President of the Corporation or under authority of a resolution of the board of directors or shall be called whenever the holders or not less than one-tenth of the outstanding shares of the Corporation carrying voting rights at such meeting shall, in writing, request the same. Any such order, resolution or request shall specify the object for which the meeting is to be called. The notice of a special general meeting shall state in general terms the purpose or purposes of the meeting.

It shall be the duty of the President or, in his absence, of one of the Vice-Presidents, upon adoption of such a resolution or on receipt of such a request to cause the meeting to be called by the Secretary or other officer of the Corporation in conformity with the terms of the resolution or request. In default of his so doing, any director may call such meeting or the same may be called by such shareholders themselves in accordance with and subject to the provisions of the laws governing the Corporation.

Special general meetings of shareholders shall be held at such place (if applicable), as the directors shall determine, in accordance with the Act and the articles of the Corporation or at such place (if applicable) where all the shareholders of the Corporation entitled to vote thereat are present or represented by proxy or of which all the shareholders of the Corporation approve.

4. **Conduct of meetings of shareholders.** The board of directors may determine the manner in which meetings shall be held (either at a specified physical place, or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other, or a combination of the foregoing), as permitted by the Act and the articles of the Corporation, and when calling a meeting of shareholders, the board of directors may determine that such meeting will be held entirely by means of such telephonic, electronic or other communication facility. Persons participating in a meeting of shareholders held by such telephonic, electronic or other communication facility are deemed to be present in person at the meeting and will have the opportunity to participate to the

same extent as if they were attending in person and in full purview of other shareholders.

5. **Notice of meetings of shareholders.** Notice specifying the place (or instructions to participate by means of a telephonic, electronic or other communication facility), day and time of each annual and of each special general meeting of shareholders shall be given by sending the notice to each shareholder entitled to vote at the meeting through the post, in a prepaid wrapper or letter not less than twenty-one days nor more than fifty days before the date of the meeting, to his latest address as shown on the books of the Corporation. Where required by law, such notice shall be accompanied by a copy of the Corporation's financial statements and a copy of the auditor's report.

Notice of the time and place (or instructions to participate by means of a telephonic, electronic or other communication facility) for holding any meeting of shareholders need not be given if all the shareholders of the Corporation entitled to vote at the meeting waive notice of the meeting in writing.

Notices with respect to any shares registered in more than one name shall be given to whichever of such persons is named first in the books of the Corporation in respect of such joint holding and notice so given shall be sufficient notice to all the holders of such shares.

Irregularities in the notice or in the giving thereof, as well as the accidental omission to give notice of any meeting to, or the non-receipt of any such notice by any of the shareholders, shall not invalidate any proceedings at any such meeting. A certificate of the Secretary or of any other duly authorized officer of the Corporation or of any officer or any transfer agent or registrar of the Corporation with respect to the mailing of any notice shall be conclusive evidence thereof and shall be binding on every shareholder.

6. **Quorum, voting and adjournments at meetings of shareholders.** One or more persons, each of whom shall be entitled to vote thereat either personally or as proxy or as the authorized representative of a corporation holding at least one share carrying voting rights thereat, and representing in their own right or by proxy or as such authorized representative or representatives not less than 25% in number of the outstanding shares of the capital stock of the Corporation carrying voting rights at such meeting, shall constitute a quorum for an annual meeting and for a special general meeting, provided however that, if all the shares entitled to vote at a meeting are held by one holder, the holder present or by proxy constitutes a meeting.

The act of the holders of a majority of the shares so represented and carrying voting rights thereat shall be the act of the shareholders except where the vote or consent of the holders of a greater number of shares is required by the laws governing the Corporation, by the articles of the Corporation or by the by-laws of the Corporation.

Should a quorum not be present at any meeting of shareholders, those present or their duly appointed proxyholders so present and entitled to be counted for the purpose of forming a quorum shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall

be present. At any such adjourned meeting, provided a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

7. **Right to vote and proxies.** At any meeting of shareholders, each shareholder entitled to vote thereat, and each authorized representative of a corporation holding at least one share carrying voting rights thereat, who shall be present at such meeting, shall have, on a show of hands, one vote, and upon a poll each shareholder present or represented by proxy and the authorized representative of a corporation present or represented by proxy shall be entitled to one vote for each share carrying voting rights at such meeting registered in his or its name on the books of the Corporation unless, under the terms of the articles incorporating the Corporation or any amendments thereto, some other scale of voting is fixed, in which event such scale of voting shall be adopted. Any shareholder or proxy or the authorized representative of a corporation entitled to vote at any meeting of shareholders may demand a poll in respect of any matter submitted to a vote. A poll need not be preceded by a show of hands.

Shareholders (including corporations) entitled to vote may vote upon a poll by proxy at any meeting of the shareholders, and the representative of a corporation entitled to vote may likewise vote by proxy if duly authorized in that behalf by such corporation. The holder of any proxy need not himself be a shareholder entitled to vote at the meeting.

The directors may by resolution fix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of shareholders before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.

8. **Joint shareholders.** Where there are joint registered holders of any share or shares, any one of such persons may vote at any meeting either personally or by proxy in respect of such share or shares as if he were solely entitled thereto and such person shall be presumed to have been appointed manager by the other joint shareholder(s) unless more than one of such joint holders be present or represented by proxy at such meeting, in which event that one of such joint holders so present or represented whose name stands first, or before the other or others, on the books of the Corporation in respect of such share or shares shall alone be entitled to vote in respect thereof. Several liquidators of the estate of a deceased shareholder in whose name any share stands shall for the purpose of this paragraph be deemed joint holders thereof.
9. **Procedure at meetings.** The Chairman of any meeting of shareholders shall conduct the procedure thereat in all respects and his decision on all matters or things, including, but without in any way limiting the generality of the foregoing, any question regarding the validity or invalidity of any instruments of proxy, shall be conclusive and binding upon the shareholders.

A declaration by the Chairman at any meeting that a resolution has been carried or carried unanimously or carried by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

The Chairman at any meeting of shareholders may vote as a shareholder but shall not have a second or casting vote in case of an equality of votes.

10. **Scrutineers.** The Chairman at any meeting of shareholders may appoint one or more persons (who may but need not be shareholders, directors, officers or employees of the Corporation) to act as scrutineers at such meeting.
11. **Resolutions.** All motions or resolutions of shareholders shall be passed at duly convened meetings. Except in those cases where by law the convocation of the shareholders at a meeting is required, the signature of all the shareholders of the Corporation entitled to vote thereon to any instrument (which may be signed in counterparts) setting out a motion or resolution which might be passed by the shareholders shall give to the motion or resolution the same force and effect as if it had been unanimously passed by all the shareholders entitled to vote at a meeting held to consider the same.
12. **Shareholder proposal.** Any shareholder entitled to vote at an annual meeting of shareholders may submit to the Corporation notice of any matter that he proposes to raise at the meeting, discuss at the meeting any matter in respect of which he would have been entitled to submit a proposal.
13. **Directors.** The Corporation shall have one or more directors who shall manage the business and affairs of the Corporation.
14. **Election of directors, term of office.** Each director shall (except as herein otherwise provided) be elected at the annual meeting of shareholders by a majority of the votes cast in respect of such election. It shall not be necessary that the voting for the election of directors of the Corporation be conducted by poll, unless voting by poll is demanded by someone present and entitled to vote at such meeting. Each director so elected shall hold office until the election of his successor unless he shall resign or his office become vacant by death, removal or other cause.
15. **General powers of directors.** The directors may administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any contract which the Corporation may lawfully enter into and generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise entitled to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, bonds, debentures and other securities, lands, buildings, patents and any and all other property, moveable or immovable, real or personal, or any right or interest therein, owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

All acts done by any meeting of directors or by any person acting as a director, so long as his successor shall not have been duly elected or appointed, shall, notwithstanding that it be afterwards discovered that there was some defect in the election of the directors or the person acting as aforesaid or that they or any of them were disqualified, be as valid as if the directors or such other person, as the

case may be, had been duly elected and were or was qualified to be directors or a director of the Corporation.

16. **Removal of directors.** The shareholders of the Corporation may by ordinary resolution at a special meeting remove any director or directors from office.
17. **Ceasing to hold of office.** A director of the Corporation shall cease to hold office when:
 - 17.1 he dies or resigns;
 - 17.2 he is removed at any meeting of shareholders called for the purpose;
 - 17.3 he ceases to be qualified for such office.
18. **Vacancies.** In the case of a vacancy occurring in the board, the directors then in office, by the affirmative vote of a majority thereof (provided a quorum exists), may elect any other duly qualified person as a director and any director so elected shall hold office until the next annual meeting of shareholders and shall then be eligible for re-election.
19. **Meetings of directors and notices.** As soon as may be practicable after the annual meeting of shareholders in each year there shall be held, without notice, a meeting of such of the newly elected directors as are then present, provided they shall constitute a quorum, for the election or appointment of officers of the Corporation.

Meetings of the directors may be called at any time by or by order of the Chairman of the Board, the President or any two directors, and may be held at the registered office of the Corporation, or at any other place (if applicable) determined by the directors. Notice specifying the place (if applicable), day and time of each such meeting shall be given to each director at least 48 hours prior to the time fixed for such meeting.

The Chairman of the Board, the President or any two directors may determine the manner in which meetings shall be held (either at a specified physical place, or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other, or a combination of the foregoing), and when calling a meeting, the Chairman of the Board, the President or any two directors may determine that such meeting will be held entirely by means of such telephonic, electronic or other communication facility. Persons participating in a meeting of shareholders held by such telephonic, electronic or other communication facility are deemed to be present in person at the meeting and will have the opportunity to participate to the same extent as if they were attending in person and in full purview of other directors.

20. **Quorum and voting at meetings of directors.** The directors may from time to time fix the quorum for meetings of directors, but unless so fixed a majority of the directors in office shall constitute a quorum.

The Chairman at any meeting of directors may vote as a director but shall not have

a second or casting vote in case of an equality of votes.

21. **Remuneration of directors.** The directors shall have power to fix the remuneration to be paid to directors for their services as such, which remuneration shall be in addition to any salary a director may receive as an officer or employee of the Corporation. The directors shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, or to receive a fixed allowance in respect thereof.
22. **Resolutions in lieu of meeting.** Written resolutions signed by all the members of a committee of the directors qualified to vote are as valid as if passed at a meeting of said committee.
23. **Indemnification of directors, officers and others.**

23.1 Limitation of liability

No director or officer shall be liable for the acts, receipts, neglects or default of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

23.2 Indemnity

Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) 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 of the Corporation or such body corporate, if

23.2.1 he acted honestly and in good faith with a view to the best interests of the Corporation; and

23.2.2 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.

23.3 Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

24. **Disclosure of interest.** A director of the Corporation who is a party to a material contract or proposed material contract with the Corporation or is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his interest.
25. **Committee.** The board of directors may appoint from their number a managing director who is a resident Canadian or a committee of directors and delegate to such managing director or committee any of the powers of the directors.
26. **Officers.** The board of directors may elect or appoint, at its first meeting after the first meeting of the shareholders and thereafter at the first or any subsequent meeting of the board of directors held after each annual meeting of shareholders, or from time to time, a Chairman of the Board, a President, one or more Vice-Presidents, one or more Assistant-Secretaries, a Treasurer, one or more Assistant-Treasurers, a Comptroller, a General Manager or Managing Director and such other officers as the board of directors, from time to time, deems expedient. All officers of the Corporation shall hold office until their successors are chosen and, when necessary, qualified in their stead, subject always to removal as provided in the by-laws of the Corporation. All officers shall respectively perform such duties, in addition to those specified in the by-laws of the Corporation, as shall, from time to time, be prescribed by the board of directors. The same person may hold more than one office, provided, however, that the offices of President and Vice-President shall not be held by the same person. None of such officers of the Corporation need be a director of the Corporation.
27. **Chairman of the Board.** The Chairman of the Board shall be chosen from among the directors. He shall preside at all meetings of shareholders and at all meetings of directors and he shall have such other powers and duties as the board of directors may determine, from time to time, by resolution.
28. **President.** The President, in the absence of the Chairman of the Board, he shall preside at all meetings of the shareholders and at all meetings of the board of directors. He shall be the chief executive officer of the Corporation and, if no General Manager or Managing Director is appointed, shall exercise a general control of and supervision over its affairs. He shall have such other powers and duties as the board of directors may determine, from time to time, by resolution.
29. **Vice-President or Vice-Presidents.** The Vice-President or Vice-Presidents shall have such powers and duties as may be assigned to him or them respectively by

resolution of the board of directors. In case of absence or disability of the Chairman of the Board and the President, one of the Vice-Presidents may exercise the powers and perform the duties of the Chairman of the Board and the President and, if such Vice-President exercises any of the powers or performs any of the duties of the Chairman of the Board and the President, the absence or disability of the Chairman of the Board and the President shall be presumed.

30. **Treasurer and Assistant-Treasurers.** The Treasurer shall have general charge of the finances of the Corporation. He shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such Banks or trust companies as the board of directors may from time to time designate by resolution, and shall render to the board of directors, whenever directed by the board of directors, an account of the financial condition of the Corporation and of all his transactions as Treasurer, and as soon as possible after the close of each financial year he shall make and submit to the board of directors a like report for such financial year. He shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing the Corporation. He shall perform all the acts incidental to the office of Treasurer subject to the control of the board of directors.

Assistant-Treasurers may perform any of the duties of the Treasurer delegated to them, from time to time, by the board of directors or by the Treasurer.

31. **Secretary and Assistant-Secretaries.** The Secretary shall attend to the giving and service of all notices of the Corporation and shall keep the minutes of all meetings of the shareholders and of the board of directors in a book or books to be kept for that purpose. He shall keep in safe custody the corporate seal of the Corporation. He shall have charge of the records of the Corporation including books containing the names and addresses of the shareholders and members of the board of directors of the Corporation, together with copies of all reports made by the Corporation, and such other books and papers as the board of directors may direct. He shall be responsible for the keeping and filing of all books, reports, certificates and other documents required by law to be kept and filed by the Corporation. He shall perform such other duties as appertain to his office or as may be required by the board of directors.

Assistant-Secretaries may perform the duties of the Secretary delegated to them, from time to time, by the board of directors or by the Secretary.

32. **General Manager or Managing Director.** The directors may appoint, from time to time, a General Manager of the Corporation who may also be designated the "Managing Director". He shall manage the affairs of the Corporation under the supervision of the board of directors and shall exercise such powers as may be prescribed, from time to time, by resolution of the board of directors, and such authority may be either general or specific.

33. **Removal of officers.** The board of directors, by an affirmative vote of the majority of the board, may remove and discharge any or all of the officers or employees, either with or without cause, at any meeting called for that purpose and may elect or appoint others in their place or places. Any officer or employee of the Corporation, not being a member of the board of directors, may also be removed

and discharged, either with or without cause, by the President, any Vice-President or the Managing Director. If, however, there be no cause for such removal or discharge and there be a special contract derogating from the provisions of this by-law such removal or discharge shall be subject to the provisions of such contract.

34. **Remuneration of officers.** The remuneration of all officers of the Corporation shall be fixed, from time to time, by resolution of the board of directors.
35. **Issue of shares.** Shares of the capital stock of the Corporation may be issued at such times and to such persons and for such consideration as the directors may determine.
36. **Financial year.** The directors may fix and from time to time change the financial year end of the Corporation.
37. **Appointment of auditors.** The shareholders of the Corporation may, by ordinary resolution, at the first annual meeting of shareholders and at each succeeding annual meeting, appoint an auditor to hold office until the close of the annual meeting.
38. **Declaration.** Any officer, or any other person authorized by the directors, by any two officers or by the Chairman of the Board or the President, is authorized and empowered to appear and make answer for the Corporation to all writs, orders and interrogatories upon articulated facts issued out of any court, and to declare for and on behalf of the Corporation any answer to writs of attachment by way of garnishment in which the Corporation is garnishee, and to make affidavits and solemn declarations in connection therewith or in connection with any and all judicial proceedings to which the Corporation is a party, and to make petitions for winding-up or bankruptcy orders upon any debtor of the Corporation, and to attend and vote at all meetings of creditors of the Corporation's debtors and grant proxies in connection therewith.
39. **Representation at meetings.** Any officer, or any other person authorized by the directors, may:
 - 39.1 represent the Corporation and attend and vote at any and all meetings of shareholders or members of any firm, syndicate, company or corporation in which the Corporation has shares or is otherwise interested, and any action taken and vote cast by him at any such meeting shall be deemed to be the act and/or vote of the Corporation;
 - 39.2 authorize any person (whether an officer of the Corporation or not) to attend, vote and otherwise act, for and on behalf and in the name of the Corporation, at any and all meetings of shareholders or members of any firm, syndicate, company or corporation in which the Corporation has shares or is otherwise interested, and for such purpose may execute and deliver instruments of proxy in such form and terms as the person so executing and delivering the same may see fit, including therein, but without in any way limiting or restricting the generality of the foregoing, provision for the appointment of substitute proxies and the revocation of all

instruments of proxy given by the Corporation prior thereto with respect to any such meeting.

40. **Enactment, repeal and amendment of by-laws.** The board of directors may, from time to time, enact or pass by-laws not contrary to law or to the charter of the Corporation for the purposes indicated in the laws governing the Corporation, and may repeal, amend or re-enact by-laws of the Corporation, but every such by-law (excepting by-laws made respecting agents, officers and servants of the Corporation) and every repeal, amendment or re-enactment thereof, unless in the meantime ratified at a special general meeting of the shareholders of the Corporation duly called for that purpose, shall only have force until the next annual meeting of the Corporation and, in default of confirmation thereat, shall, at and from that time, cease to have force.

BY LAW NO. I

Repealed

A by-law relating generally to
the conduct of the affairs of

123293 Canada Inc.

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BE IT ENACTED as a by-law of 123293 Canada Inc.

as follows:

1. INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

a) "Act" means the Canada Business Corporations Act as amended from time to time;

b) "articles" means the articles of incorporation of the Corporation as amended from time to time;

c) "board" means the board of directors of the Corporation;

d) "by-laws" means all by-laws, including special by-laws, of the corporation as amended from time to time;

e) "Corporation" means this corporation;

f) "person" includes a body corporate, corporation, company, partnership, syndicate, trust and any number or aggregate of persons;

g) the singular includes the plural, and the plural includes the singular;

h) the masculine gender includes the feminine and the neuter;

1.02 All terms defined in the Act have the same meanings in the by-laws and resolutions of the Corporation;

2. DIRECTORS

2.01 Powers - Subject to any unanimous shareholder agreement, the business and affairs of the Corporation shall be managed by a board consisting of**** person(s) who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or by statute expressly directed or required to be done by the Corporation at meetings of the shareholders.

2.02 Resident Canadians - A majority of the directors and of any committee of the directors shall be resident Canadians as defined in the Act.

2.03 Qualifications - Any person may be a director of the Corporation who is not disqualified by the Act.

2.04 Election and Term - The election of directors shall take place at each annual meeting of shareholders and all the directors then in office retire at the close of the meeting

*minimum of
maximum of

but, if qualified, shall be eligible for re-election. If an election of directors is not held at the proper time, the directors shall continue in office until their successors are elected.

2.05 Resignation - A director may resign from office upon giving notice thereof in writing to the Corporation and the resignation becomes effective at the time specified in the resignation or upon receipt by the Corporation, whichever is the later.

2.06 Removal - Subject to section 104 of the Act, the shareholders may, by resolution passed by a majority of the votes cast at a special meeting of shareholders duly called for that purpose, remove any director before the expiration of his term of office and may, by a majority of votes cast at the meeting, elect any person in his stead for the remainder of his term.

2.07 Vacation of Office - The office of a director is vacated if he dies or resigns his office, if he is removed from office by the shareholders, or if he ceases to have the necessary qualifications.

2.08 Filling Vacancies - Where a vacancy occurs in the board, except a vacancy resulting from an increase in the number or minimum number of directors or from failure to elect the number or minimum number of directors required by the articles and a quorum of directors remains in office, the directors then in office (even though a majority of such directors are not resident Canadians) may appoint a person to fill the vacancy for the remainder of the term. If there is not then a quorum of directors, or if there has been a failure to elect the number or minimum number of directors required by the articles, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy, and, if they fail to do so or if there are no directors then in office, the meeting may be called by any shareholder.

3. MEETINGS OF DIRECTORS

3.01 Place of Meetings - Meetings of the board of directors may be held at the head office of the Corporation or at any other place in or outside Canada.

3.02 Quorum - A majority of the number of directors required by the articles constitutes a quorum at any meeting of directors, and, notwithstanding any vacancy among the directors a quorum of directors may exercise all the powers of the directors.

3.03 Resident Canadians - Directors shall not transact business at a meeting of directors unless a majority of the directors present are resident Canadians.

3.04 Notwithstanding Section 3.03, directors may transact business at a meeting of directors where a majority of resident Canadian directors is not present if,

a) A resident Canadian director who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting; and

b) A majority of resident Canadian directors would have been present had the director been present at the meeting.

3.05 Calling of Meetings - Meetings of the board shall be held from time to time at such place, at such time and on such day as the president or a vice-president who is a director or any two directors may determine, and the secretary shall call meetings when directed or authorized by the president or by a vice-president who is a director or by any two directors. Notice of every meeting so called shall be given to each director not less than 48 hours (excluding any part of a Sunday and of a holiday as defined by the Interpretation Act) before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the

directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. A notice of a meeting of directors shall specify any matter referred to in subsection 110(3) of the Act that is to be dealt with at the meeting but need not otherwise specify the purpose of the business to be transacted at the meeting.

3.06 Regular Meetings - 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 of the board fixing the place and time 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 meetings.

3.07 First Meeting of New Board - Each newly elected board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following a meeting of shareholders at which such board is elected, provided that a quorum of directors is present.

3.08 Votes to Govern - At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

3.09 Disclosure of Interests in Contracts - Every director or officer of the Corporation who is a party to a material contract or proposed material contract with the Corporation, or is a director or officer or has a material interest in any Corporation which is a party to a material contract or proposed material contract with the Corporation shall disclose in writing to the corporation or request to have entered in the minutes of a meeting of directors the nature and extent of his interest as required by section 115 of the Act.

3.10 Waiver of Notice - A director may in any manner waive notice of a meeting of directors; and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transactions of any business on the grounds that the meeting is not lawfully called.

3.11 Participation by Telephone - A director may, if all the directors of the corporation consent, participate in a meeting of directors or of a committee of directors by means of such telephone or other communications facilities as permits all persons participating at the meeting to hear each other, and a director participating in such a meeting is deemed to be present at the meeting.

3.12 Adjournment - Notice of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

3.13 Delegation - Directors may appoint from their number a managing director who is a resident Canadian or a committee of directors and delegate to such managing director or committee any of the powers of the directors. If the directors appoint a committee of directors, a majority of the members of the committee must be resident Canadians.

3.14 Resolution in Lieu of Meeting - A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors or committee of directors.

3.15 One Director Meeting - If the Corporation has only one director, that director may constitute a meeting.

4. REMUNERATION AND PROTECTION

4.01 Remuneration - The directors shall be paid such remuneration as may from time to time be determined by the board. Such remuneration shall be in addition to any salary or professional fees payable to a director who serves the Corporation in any other capacity. In addition, directors shall be paid such sums in respect of their out-of-pocket expenses incurred in attending board, committee, or shareholders' meetings or otherwise in respect of the performance by them of their duties as the board may from time to time determine.

4.02 Indemnity of Directors and Officers - Except as provided in Section 119 of the Act, every director and officer of the Corporation, every former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and 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 of such corporation or body corporate if:

a) he acted honestly and in good faith with a view to the best interests of the Corporation;

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.

5. OFFICERS

5.01 Election or Appointment - At the first meeting of the board after each election of directors, the board shall elect or appoint a president, and a secretary and if deemed advisable may appoint one or more vice-presidents, a general manager, a treasurer and such other officers as the board may determine including one or more assistant to any of the officers so appointed. None of the said officers, except the president need be a director or shareholder. Any two of the said offices may be held by the same person. If the same person holds the office of secretary and treasurer, he may, but need not, be known as the secretary-treasurer.

5.02 Term, Remuneration and Removal - The terms of employment and remuneration of all officers elected or appointed by the board (including the president) shall be determined from time to time by resolution of the board. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify him from receiving such remuneration as may be determined. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board at any time with or without cause.

5.03 President - The President shall be the chief executive officer of the Corporation. He shall, if present, preside at all meetings of the shareholders and of the directors and shall be charged with the general supervision of the business and affairs of the Corporation except the power to do anything referred to in subsection 110(3) of the Act. Except when the board has appointed a general manager or managing director, the President shall also have the powers and be charged with the duties of that office except the power to do anything referred to in subsection 110(3) of the Act.

5.04 Vice-President - The vice-president, or if there are more than one, the vice-presidents in order of seniority (as determined by the board) shall be vested with all the powers and shall perform all the duties of the president in the absence or disability or refusal to act of the president, except that he shall not preside at meetings of the directors or shareholders unless he is qualified to attend meetings of the directors or shareholders, as the case may be. If a vice-president exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto. A vice-president shall also perform such duties and exercise such powers as the president may from time to time delegate to him or the board may prescribe.

5.05 General Manager - The general manager, if one is appointed, shall have the general management and direction subject to the authority of the board and the supervision of the president, of the Corporation's business and affairs and the power to appoint and remove any and all officers, employees and agents of the Corporation not elected or appointed directly by the board and to settle the terms of their employment and remuneration but shall not have the power to do any of the things set forth in section 110(3) of the Act. If and so long as the general manager is a director, he may but need not be known as the managing director.

5.06 Secretary - The secretary shall attend all meetings of the directors, shareholders and committees of the board and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall give, or cause to be given, when instructed, notices required to be given to shareholders, directors, auditors and members of committees, he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation and he shall perform such other duties as may from time to time be prescribed by the board.

5.07 Treasurer - The Treasurer shall keep, or cause to be kept proper accounting record as required by the Act; he shall deposit or cause to be deposited all monies received by the Corporation in the Corporation's bank account; he shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board, whenever required, an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board.

5.08 Other Officers - The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

5.09 Variation of Duties - From time to time the board may vary, add to or limit the powers and duties of any officer or officers, but shall not delegate to any officer any of the powers set forth in subsection 110(3) of the Act.

5.10 Agents and Attorneys - The board shall have the power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

5.11 Fidelity Bonds - The board may require such officers, employees and agents of the Corporation as it deems advisable to furnish bonds for the faithful performance of their duties, in such form and with such surety as the board may from time to time prescribe.

6. MEETINGS OF SHAREHOLDERS

6.01 Annual Meetings - The annual meeting of shareholders of the Corporation shall be held at such time and on such day in each year as the board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting, electing directors, appointing auditors and fixing their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

6.02 Special Meetings - The directors may at any time call a special meeting of shareholders, for the transaction of any business which may properly be brought before such a meeting of shareholders. All business transacted at an annual meeting of shareholders, except consideration of the financial statements, auditors report, election of directors and re-appointment of the incumbent auditor, is deemed to be special business.

6.03 Place of Meetings - Meetings of shareholders shall be held at the head office of the Corporation, or at such other place within Canada as the directors from time to time determine or at any place outside of Canada if all the shareholders entitled to vote at the meeting so agree.

6.04 Notice of Meeting - Notice of the time and place of each meeting of shareholders shall be sent not less than 21 days and not more than 50 days before the date of the meeting to the auditor of the corporation, to each director, and to each person whose name appears on the records of the Corporation at the close of business on the day next preceding the giving of the notice as a shareholder entitled to vote at the meeting. Notice of a special meeting of shareholders shall state:

a) the nature of the business to be transacted at the meeting in sufficient detail to permit the shareholders to form a reasoned judgment thereon;

and

b) the text of any special resolution to be submitted to the meeting.

6.05 Persons Entitled to be Present - The only persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation and others who although not entitled to vote are entitled or required under any provision of the Act or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

6.06 Quorum - The holders of a majority of the shares entitled to vote at a meeting of shareholders present in person or by proxy constitutes a quorum for the transaction of business at any meeting of shareholders.

6.07 One Shareholder Meeting - If the Corporation has only one shareholder, or only one holder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting.

6.08 Right to vote - At any meeting of shareholders, unless the articles otherwise provide, each share of the Corporation entitles the holder thereof to one vote at a meeting of shareholders.

6.09 Joint Shareholders - Where two or more persons hold the same share or shares jointly, any one of such persons present at a meeting of shareholders may in the absence of the others vote the shares but, if two or more of such persons who are present in person or by proxy vote, they shall vote as one on the shares jointly held by them.

6.10 Proxies - Every shareholder entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxyholder or one or more alternate proxyholders who are not required to be shareholders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the shareholder or by his attorney authorized by writing. Subject to the requirements of the Act, the instrument may be in such form as the directors from time to time prescribe or in such other form as the Chairman of the meeting may accept as sufficient. It shall be deposited with the secretary of the meeting before any vote is taken under its authority, or at such earlier time and in such manner as the board may prescribe.

6.11 Scrutineers - At each meeting of shareholders one or more scrutineers may be appointed by a resolution of the meeting or by the chairman with the consent of the meeting to serve at the meeting. Such scrutineers need not be shareholders of the Corporation.

6.12 Votes to Govern - Unless otherwise required by the Act, or the articles or by-laws of the Corporation, all questions proposed for the consideration of the shareholders at a meeting shall be decided by a majority of the votes cast thereon.

6.13 Show of Hands - At all meetings of shareholders every question shall be decided by a show of hands unless a ballot thereon be required by the chairman or be demanded by a shareholder or proxyholder present and entitled to vote. Upon a show of hands every person present and entitled to vote, has one vote regardless of the number of shares he represents. After a show of hands has been taken upon any question, the chairman may require or any shareholder or proxyholder present and entitled to vote may demand a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question unless a ballot thereon be so required or demanded a declaration by the chairman that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact

without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

6.14 Ballots - If a ballot is required by the chairman of the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the chairman of the meeting directs.

6.15 Adjournment - The chairman of a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

7. SHARES

7.01 Issue - Shares in the Corporation may be issued at such times, to such person or persons or class of persons as the directors may determine.

7.02 Share Certificates - Every holder of one or more shares of the Corporation is entitled, without payment, to a share certificate showing the number and class of shares held by him as shown on the records of the Corporation. Share certificates shall be in such form or forms as the board from time to time approves. Unless otherwise ordered by the directors, they shall be signed by the president or a vice-president and by the secretary or an assistant secretary and need not be under the corporate seal; provided that certificates representing shares in respect of which a transfer agent or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent or registrar. If authorized by resolution of the directors, the corporate seal of the Corporation and the signature of one of the signing officers, or in the case of share certificates representing shares in respect of which a transfer agent or registrar has been appointed, the signatures of both signing officers may be printed or otherwise mechanically reproduced upon share certificates.

7.03 Replacement of Share Certificates - The directors may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued to replace a share certificate which has been defaced, lost, stolen or destroyed.

7.04 Securities Records - The directors may from time to time appoint an agent to maintain the central securities register for the shares of the Corporation and if deemed advisable one or more branch securities registers.

8. DIVIDENDS

8.01 Declaration - Subject to the Act and articles, the directors may from time to time declare dividends payable to the shareholders according to their respective rights in the Corporation. Such a dividend may be paid in money or property or by issuing fully paid shares of the Corporation.

8.02 Payment - A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class in respect of which it has been declared, and mailed by ordinary mail postage prepaid to such registered holder at his last address appearing on the records of the Corporation. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and if more than one address appears on the books of the Corporation in respect of such joint holding the cheque shall be mailed to the first address so appearing. The mailing of such cheque as aforesaid shall satisfy and discharge all liability for the dividend to the extent of the sum represented thereby, unless such cheque be not paid on presentation.

8.03 Non-Receipt of Cheque - In the event of the non-receipt of any cheque for a dividend by the person to whom it is so sent as aforesaid, the Corporation on proof of such non-receipt and upon satisfactory indemnity being given to it shall issue to such person a replacement cheque for a like amount.

8.04 Purchase of Business as of Past Date - Where any business is purchased by the Corporation as from a past date (whether such date be before or after the incorporation of the Corporation) upon terms that the Corporation shall as from that date take the profits and bear the losses of the business, such profits or losses as the case may be shall, at the discretion of the directors be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividends, treated as a profit or loss arising from the business of the Corporation.

9. FISCAL YEAR

9.01 Fiscal year - The financial or fiscal year of the Corporation shall end on the 30th day of April in each year.

10. NOTICES

10.01 Method of Giving - Any notice, communication or other document to be given by the Corporation to a shareholder, director, officer or auditor of the Corporation under any provision of the articles or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his last address as shown on the records of the Corporation, or if mailed by prepaid post in a sealed envelope addressed to him at his last address shown on the records of the Corporation or if telegraphed. The secretary may change the address on the records of the Corporation of any shareholder in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication or document so mailed shall be deemed to have been given when it is deposited in a post office or public letter box; and a telegraphed notice shall be deemed to have been given when it is delivered to the appropriate communication company or agency or its representative for dispatch.

10.02 Computation of Time - In computing the date when notice must be given under any provision of the articles or by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall, unless otherwise provided, be included.

10.03 Omissions and Errors - The accidental omission to give any notice to any shareholder, director, officer or auditor or the non-receipt of any notice by any shareholder, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.04 Notice to Joint Shareholders - All notices with respect to any shares registered in more than one name may if more than one address appears on the records of the Corporation in respect of such joint holding, be given to such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to all the holders of such shares.

10.05 Persons Entitled By Death or Operation of Law - Every person who by operation of law, by transfer or the death of a shareholder or otherwise becomes entitled to shares, is bound by every notice in respect of such shares which has been duly given to the registered holder of such shares prior to his name and address being entered on the records of the Corporation.

10.06 Waiver of Notice - Any shareholder (or his duly appointed proxy) director, officer or auditor may waive any notice required to be given under the articles or by-laws of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving of such notice.

10.07 Signatures to Notices - The signatures to any notice to be given by the Corporation may be written, stamped, typewritten, or printed or partly written, stamped, typewritten or printed.

11. EXECUTION OF DOCUMENTS

11.01 Signing Officers - Deeds, transfers, assignments, contracts and obligations of the Corporation may be signed by the president or a vice-president or a director together with the secretary or treasurer or an assistant secretary or assistant treasurer or another director. Notwithstanding this, the board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.

11.02 Seal - Any person authorized to sign any document may affix the corporate seal thereto.

12. EFFECTIVE DATE

12.01 This by-law comes into force upon confirmation by the shareholders of the Corporation in accordance with the Act.

The foregoing by-law is hereby passed by resolution of the directors of the Corporation pursuant to the Canada Business Corporations Act, as evidenced by the respective signatures hereto of all the directors.

DATED THIS 28th day of April 1983


David Brereton, sole director

SPECIAL BY-LAW "A"

BY-LAW AUTHORIZING BORROWING AND PLEDGING

1. That the Directors of the Corporation may from time to time:
- (a) borrow money upon the credit of the Corporation by obtaining loans or advances or by way of overdraft or otherwise;
 - (b) issue, sell or pledge securities of the Corporation including bonds, debentures, debenture stock, for such sums on such terms and at such prices as they may deem expedient;
 - (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immoveable property, rights, powers, choses in action, or other assets, present or future, of the Corporation and/or the partnership to secure any such securities or other securities of the Corporation and/or partnership or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise; and
 - (d) without in any way limiting the powers herein conferred upon the Directors, give security or promises to give security, agreements, documents and instruments in any manner or form under the Bank Act or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities aforesaid or otherwise of the Corporation, now or hereafter made or incurred directly or indirectly or otherwise;
2. That any or all of the foregoing powers may from time to time be delegated by the directors to any one of the Directors, officers, clerks, cashiers or other employees of the Corporation;

3. That this by-law shall remain in force and be binding upon the Corporation as regards any person acting on the faith thereof until such person has received written notification from the Corporation that this By-law has been repealed or replaced.

The foregoing by-law is hereby passed by resolution of the directors of the Corporation pursuant to the Canada Business Corporations Act, as evidenced by the respective signatures hereto of all the directors.

DATED THIS 28th day of April 1983

A handwritten signature in cursive script, appearing to read "David Breerton", written over a horizontal line.

David Breerton, sole director