

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

POLL HOLDINGS LTD.

a corporation duly organized and existing under the laws of **Province of British Columbia, Canada** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **17th** day of **October** 19 **75**, a properly authenticated copy of its articles of incorporation, and on the **17th** day of **October** 19 **75** a designation of **Willis B. Benjamin** in the County of **Blaine** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **17th** day of **October** A.D., 19 **75**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

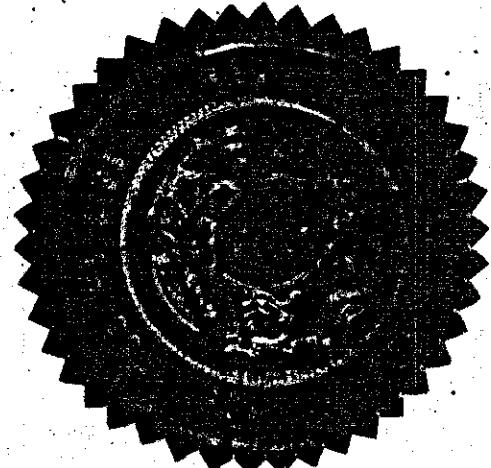
PROVINCE OF BRITISH COLUMBIA

"COMPANIES ACT"

I, M.A. Jorre de St. Jorre, Registrar of Companies for the Province of British Columbia, Canada, do hereby CERTIFY that the documents annexed hereto and impressed with my Seal of Office and relating to

"POLL HOLDINGS LTD."

are true copies of the original documents whereof they purport to be copies, and that I am the proper custodian of the said documents.



GIVEN under my hand and Seal of
Office at Victoria, Province of
British Columbia, this ...1st..
day of May one thousand
nine hundred and seventy-five

M.A. JORRE de ST. JORRE
REGISTRAR OF COMPANIES

Per:

Shane

Signing Officer

CANADA:
Province of British Columbia.



No. 45,929

"Companies Act"

I hereby certify that

"POLL HOLDINGS LTD."

has this day been incorporated under the "Companies Act."

GIVEN under my hand and Seal of office at Victoria,
Province of British Columbia, this -22nd- day
of September, one thousand nine
hundred and -fifty-nine-

S. W. TAYLOR

Registrar of Companies.

413, 929

59-
50

THE COMPANIES ACT

REVISED STATUTES OF BRITISH COLUMBIA, 1948, CHAP. 58

80077E

FILED AND REGISTERED

SEP 22 1959

S. W. TAYLOR,
REGISTRAR OF COMPANIES

MEMORANDUM OF ASSOCIATION

OF

POLL HOLDINGS LTD.

1. The name of the Company is "POLL HOLDINGS LTD."
2. The registered office of the Company will be situate in the City of Vancouver, Province of British Columbia.
3. The objects for which the Company is established are:-

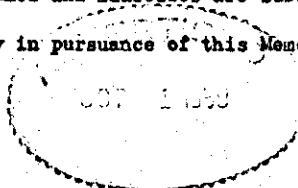
RESTRICTED

SECTIONS 25 AND 26
COMPANIES ACT 1973

To invest the funds of the Company, and for that purpose to acquire and hold real and personal property, choses in action, and other evidences of indebtedness and obligations of whatsoever kind and wheresoever situate.

4. The liability of the members is limited.
5. The authorized capital of the Company is Ten Thousand (\$10,000.00) Dollars, divided into One Thousand (1,000) Class "A" Common Voting Shares with a nominal or par value of One (\$1.00) Dollar each, and Nine Thousand (9,000) Class "B" Common Non-Voting Shares with a nominal or par value of One (\$1.00) Dollar each.
6. None of the powers authorized by Section 22 of "The Companies Act" are excluded.
7. The rights, privileges and restrictions attaching to the said shares shall be as set forth and described in the supplementary provisions of the Articles of Association of the Company and any amendments thereto that may be made during the lifetime of the Company.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum



of Association, and we respectively agree to take the number, kind and class of shares of the Company set opposite our respective names:

FULL NAME, ADDRESS AND OCCUPATION : NUMBER AND CLASS OF SHARES TAKEN
OF SUBSCRIBER : BY EACH SUBSCRIBER

Harold Freeman

1 class "A" Common Voting

HAROLD FREEMAN
BARRISTER & SOLICITOR
530 Rogers Bldg.
470 Granville St.
VANCOUVER, B.C.

Jean Wenberg

1 class "A" Common Voting

JEAN WENBERG
530 ROGERS BLDG.
470 GRANVILLE STREET
VANCOUVER 2, B.C.
SECRETARY

DATED at the City of Vancouver, Province of British Columbia, this 21st day of September, 1959.

WITNESS:

Dorothy Sargent

DOROTHY SARGENT
530 Rogers Building
470 Granville Street
VANCOUVER 2, B.C.
Receptionist

COMPANIES ACT OF BRITISH COLUMBIA

90077E

FILED and REGISTERED
SEP 22 1959
S. W. TAYLOR,
REGISTRAR OF COMPANIES

ARTICLES OF ASSOCIATION
OF
POLL HOLDINGS LTD.

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PRELIMINARY

1. (a) Table "A" of the "Companies Act" shall not apply to the Company.

(b) In these regulations, unless the context otherwise requires expressions defined in the "Companies Act" or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meanings as defined; and words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

BUSINESS

2. The Directors may upon incorporation proceed to enter into any contract or contracts to acquire any business or businesses, or assets and liabilities thereof, in whole or in part, goodwill, services, trade names, processes, formulae, or any property real or personal, or assets of whatsoever nature necessary or suitable to the carrying out of the objects for which the Company is incorporated, and to pay for the same in cash or fully paid up shares, and there shall be no objections that the Vendors, as promoters or directors, stand in a fiduciary position towards the Company.

SHARES

3. Every member shall, without payment, be entitled to a certificate under the common seal of the Company containing the statements required by the "Companies Act" provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one or several joint holders shall be sufficient delivery to all.

4. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding fifty cents, and on such terms (if any) as to evidence and indemnity as the Directors think fit.

5. When one or more shares are held in the names of two or more persons, such persons shall hold the share or shares jointly.

6. If by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives.

7. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not, except as ordered by a Court of competent jurisdiction, or as by statute required, be bound to recognize any equitable or other claim to or interest in such share on the part of any other person.

8. The right to transfer shares is restricted, and without limiting the generality of the foregoing, is more particularly provided for in Articles 35, 57 and 140.

9. Subject to the provisions (if any) in that behalf of the Memorandum of Association of the Company without prejudice to any special rights previously conferred on the holders of existing shares of the Company, any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to voting, return of capital or otherwise, as the Company from time to time by ordinary resolution may determine.

10. Whenever the capital of the Company by reason of the issue of preference shares or otherwise, is divided into classes of shares, all or any of the rights and privileges attached to each class may be modified by agreement between the Company and any person purporting to contract on behalf of that class, and such agreement shall be binding on the whole of the shareholders of that class provided such agreement is ratified in writing by the holders of at least three-fourths of the issued shares of the class, or is confirmed by a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions relating to general meetings shall, mutatis mutandis, apply to every such meeting.

but so that the quorum thereof shall be members holding, or representing by proxy, three-fourths of the nominal amount of issued shares of the class.

LIEN

11. The Company shall have a lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares standing registered in the name of any person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

12. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of seven (7) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death to the share.

13. The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale. For giving effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

CALLS ON SHARES

14. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares upon such terms and conditions as the Directors may decide at the time of the passing of the resolution authorizing such call, and each member shall (subject to receiving at least three (3) days notice specifying the time or times for payment) pay to the Company at the time or times so specified the amount called on his shares.

15. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments in respect thereof.

16. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed times, whether on account of the amount of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Directors and of which due notice had been given, and all the provisions herein contained in respect of calls shall apply to such amount or instalment accordingly.

17. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made, or the instalment shall be due, shall pay interest thereon at the rate of six (6%) per cent. per annum from the day appointed for the payment thereof to the time of the actual payment, or at such other rate as the Directors may determine; but the Directors shall be at liberty to waive payment of that interest wholly or in part.

18. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register of members as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued in pursuance of these Articles; and that it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

19. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

20. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding without the sanction of an ordinary resolution, whether previous notice thereof has been given or not, ten (10%) per centum) as may be agreed upon between the member paying such moneys in advance and the Directors.

21. The provisions of these regulations as to payment of interest shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

FORFEITURE OF SHARES

22. If a member fails to pay any call or instalment of a call on the day appointed for the payment thereof, the Directors may at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest that may have accrued, and all expenses that may have been incurred by the Company by reason of such non-payment.

23. The notice shall name a further day (not earlier than the expiration of three (3) days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

24. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

25. Notwithstanding anything herein contained to the contrary, a member may waive all notices required in the three preceding Articles and may consent to a forfeiture of his shares or any portion thereof forthwith by executing and directing to the Company a notice in writing to that effect.

26. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

27. A person whose shares have been forfeited shall cease to be a member in respect to the forfeited shares.

28. A statutory declaration in writing that the declarant is a Director of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration, and the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, shall constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.

29. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share, becomes payable at a fixed date, whether on account of the amount of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

TRANSFER AND TRANSMISSION OF SHARES

30. The instrument of transfer of any share in the Company shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

31. The directors shall not in any case be bound to inquire into the validity, regularity, effect or genuineness of any instrument of transfer produced by a person claiming as transferee of any shares in accordance with these Articles and whether they abstain from so inquiring or do so inquire and are misled, the transferor named in the transfer shall have no claim whatever upon the Company in respect of the share the subject of such transfer except for dividends (if any) previously declared in respect thereof. And the remedy (if any) of the transferor shall be only against the transferee or the person claiming to be such.

32. Shares in the Company shall be transferred in the following form, or in any form which the Directors shall approve:-

I, A.B. of _____ in consideration of the sum of \$ _____ paid to me by C.D. of _____ (hereinafter called the "said Transferee") do hereby transfer to the said Transferee the share (or shares) numbered _____ in the undertaking called _____ Ltd., to hold unto the said Transferee, his executors, administrators and assigns subject to the several conditions on which I held the same at the time of the execution hereof.

As witness my hand the _____ day of _____ 19 .

Witness to the signature of, etc.

33. All transfers of shares of the Company shall be made upon the books of the Company, and such transfers shall be subject to all the provisions herein contained. Share certificates offered for transfer shall be surrendered and cancelled at the time of the transfer.

34. The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any person whether or not it shall have express or other notice thereof.

35. (1) The Directors may suspend the registration of transfers during the fourteen (14) days immediately preceding the ordinary general meeting in each year.

(2) The Directors may refuse to register as a member any transferee of shares of whom they do not approve, whether their discretion is exercised judicially or not.

36. The executors or administrators of a deceased sole holder of a share shall be the only persons recognized by the Company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the executors or administrators of the deceased survivor, shall be the only persons recognized by the Company as having any title to the share.

37. Any person becoming entitled to a share in consequence of the death of a member shall, upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a member in respect of the share, or, instead of being registered himself, to make such transfer of the share as the deceased person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased person before death.

38. A person becoming entitled to a share by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

ALTERATION OF CAPITAL AND SHARES

39. The powers conferred on the Company by Section 52 of the Companies Act shall be exercised by ordinary resolution of the Company.

40. The Company by ordinary resolution may, before the issue of any new shares, make any provisions as to the issue and allotment of such shares, or any of them, and in particular may require such shares, or any of them, to be offered in the first instance, and either at par or at a premium, to any person or persons and in such proportions as the Company may determine and may specify the terms and conditions of any such offer, but, in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original capital.

41. Except so far as otherwise provided by the conditions of issue the new shares shall be subject to the same provisions with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise as the existing shares in the Company.

42. If the Company shall have shares without nominal or par value:-

(a) The Directors may determine the price or consideration at which the Company may issue such shares; and

(b) The Company may at any time and from time to time by resolution of the Directors alter the Memorandum or Articles, as the case may be, so as to increase the maximum price or consideration at which such shares may be sold.

SURRENDER AND CANCELLATION OF SHARES

43. The Company may accept surrenders of fully paid shares by way of gift for the purpose of cancellation as provided in the "Companies Act".

44. The powers conferred on the Company by Section 54 of the "Companies Act" may be exercised by ordinary resolution.

GENERAL MEETINGS

45. The first annual general meeting shall be held within eighteen (18) months from the date of incorporation, and thereafter an annual general meeting shall be held once in every calendar year at such time (not being more than fifteen (15) months after the holding of the last preceding annual general meeting) and place as may be prescribed by the Company in general meeting, or, in default, at such time in the month following that in which the anniversary of the Company's incorporation occurs, and at such place as the Directors shall appoint. In default of the meeting being so held, the meeting shall be held in the month next following and may be convened by any two (2) members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

46. The annual general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

47. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the "Companies Act". If at any time there are not within the Province sufficient Directors capable of acting to form a quorum, any Director or any two (2) members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

48. Not less than fourteen (14) days' notice of a general meeting at which a special resolution is to be proposed, and not less than seven (7) days' notice of any other general meeting (exclusive of the day on which the notice is given), specifying the place, the day and the hour of meeting, and, in case of special business, the general nature of that business, shall be given in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by ordinary resolution, whether previous notice thereof has been given or not, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.

49. The non-receipt of the notice by any member shall not invalidate the proceedings at any general meeting.

50. At any general meeting, if all the members of the Company are present, the said members may waive the necessity of the giving of any previous notice of such meeting, and an entry on the minute book of such waiver shall be sufficient evidence of the due convening of the meeting.

PROCEEDINGS AT GENERAL MEETING

51. All business shall be deemed special that is transacted by an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance-sheets, and the ordinary report of the Directors and Auditors, the election of Directors and other officers, and the appointment of and fixing the remuneration of the Auditors.

52. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a quorum shall be members personally present, not being less than two (2) in number, and holding or representing by proxy not less than one-fifth of the shares of the Company at that time carrying the right to vote.

53. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

54. The President (if any), in his absence the Vice-President (if any) of the Company shall preside as Chairman at every general meeting of the Company.

55. If there is no President or Vice-President, or if at any meeting the President or Vice-President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present entitled to vote at such meetings shall choose some one of their number to be Chairman.

56. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

57. (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least one (1) member entitled to vote, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

(b) A resolution (ordinary or special) in writing, signed by all of the members shall be of the same force and effect as if duly passed at a shareholders' meeting.

58. If a poll is duly demanded, it shall be taken within seven (7) days and in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

59. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

60. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall, subject to Articles 58, be taken at such time as the Chairman of the meeting directs.

VOTES OF MEMBERS

61. Subject to any special rights or restrictions as to votes attached to any class of shares on a show of hands every member present in person shall have one (1) vote, and on a poll every member shall have one (1) vote for each share of which he is the holder.

62. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect to such shares held jointly. Where the personal representatives of a deceased member are registered as shareholders, they shall be deemed to be joint holders for the purpose of this Article.

63. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, if otherwise so entitled, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee or curator bonis appointed by that Court, and any such committee, curator bonis or other person may, on a poll, vote by proxy.

64. A Guardian of an infant member shall be entitled to vote the shares registered in the name of such infant.

65. No member shall be entitled to vote as aforesaid in respect of any shares which are not fully paid up unless all calls and other sums presently payable by him to the Company in respect of such shares have been paid.

66. On a poll votes may be given either personally or by proxy.

67. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorized. Any person may act as proxy whether or not he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy. The said instrument may authorize the person so appointed to act as proxy for the appointor at every ordinary and extraordinary general meeting of the Company that may be held in the future or within such period of time as the instrument shall designate.

68. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be produced at the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

69. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or disability of the principal or the revocation of the proxy, provided no notice in writing of the death, disability or revocation shall have been received by the Chairman of the meeting before the vote is given.

70. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:

I, _____ of _____ being a member of _____ in the Province of _____ as my proxy to vote for me and on my behalf at the (ordinary or extraordinary, as the case may be) general meeting of the Company to be held on the _____ day of _____, 19_____, and at any adjournment thereof (or, at all ordinary and extraordinary general meetings of the Company to be held at any time hereafter or (from the _____ day of _____ to the _____ day of _____ inclusive), and at any adjournments of such meetings).

Signed this _____ day of _____ 19_____.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

71. A corporation being a member may vote by its duly authorized representative, who shall be entitled to speak, vote, act as proxy, and in all other respects exercise the rights of a member and shall be reckoned as a member for all purposes.

DIRECTORS

72. (a) Until otherwise determined by a general meeting, the number of the Directors shall be not less than two (2) or more than seven (7), and the number and the names of the first Directors may be determined in writing by a majority of the subscribers of the Memorandum of Association, and until so determined the subscribers of the Memorandum shall for all purposes be deemed to be the Directors of the Company.

(b) A Director of the Company shall not require any share qualification.

73. The remuneration of the Directors shall from time to time be determined by ordinary resolution, whether previous notice thereof has been given or not.

POWERS AND DUTIES OF DIRECTORS

74. (a) The business of the Company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Company, and may exercise all such powers of the Company as are not, by the "Companies Act", or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be described by ordinary resolution, whether previous notice thereof has been given or not; but no regulation made by ordinary resolution shall invalidate any prior act of Directors that would have been valid if that regulation had not been made.

(b) The amount for the time being remaining undischarged of moneys borrowed or raised by the Directors for the purposes of the Company (otherwise than by the issue of capital) may exceed the paid-up capital of the Company without the sanction of any resolution.

(c) The Directors shall have power to purchase or otherwise acquire and to sell for the Company any property rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit, and in the event of purchase or acquisition to pay for the same either in fully paid shares of the Company or in cash, or partly paid up shares and partly cash.

(d) The Directors shall have power to lend money to any person or company wheresoever incorporated and to guarantee the contracts of or loans to any such person or company.

75. The Directors may from time to time appoint any of their body to any office, including President, Vice-President, Managing Director, Manager, Secretary or Treasurer or any two or more of such offices for such term and at such remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) as they may think fit. Subject to the provisions of any contract each such appointment shall be subject to determination at the pleasure of the Directors.

76. The Directors shall duly comply with the provisions of the "Companies Act" or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of mortgages, and to keeping registers of Directors and members, and to filing with the Registrar of Companies an annual report, and copies of special and other resolutions, returns of allotments of shares, and of any change in the registered office or of Directors.

77. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) Of all appointments of officers made by the Directors;
- (b) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) Of all resolutions and proceedings at all meetings of the Company and of the Directors, and of committees of Directors.

78. Subject to the provisions of the "Companies Act" the Company may cause to be kept in any Province, State or country a branch register of members resident outside the Province. Such branch register shall be kept at such place or places and upon such terms and conditions as the Directors may decide.

THE SEAL

79. (a) The Directors shall provide for the safe custody of the common seal of the Company, which shall not be affixed to any instrument except in the presence of,

- (i) The President or Secretary, or
- (ii) Such other officer or officers, or Director or Directors, of the Company as may be prescribed from time to time by resolution of the Board of Directors.

(b) for the transaction of business without the Province the Company may have an official seal for use in any other Province, State or country subject to the provisions of Section 13 of the "Companies Act".

DISQUALIFICATIONS OF DIRECTORS

80. The office of a Director shall be vacated:-

- (a) If he be found a lunatic or if he becomes of unsound mind;
- (b) If he resigns by notice in writing to the Company;
- (c) If he becomes bankrupt.

81. Subject to the provisions of the "Companies Act", no Director shall be disqualified by his office from holding any office or place of profit under the Company or under any other company in which this Company shall be a shareholder or otherwise interested, or from contracting with the Company or such other company either as vendor, purchaser or otherwise, or from acting as agent for the Company or such other company or from being interested in any operations or business undertaken or assisted by the Company or such other company, or in which the Company or such other company is interested, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested, be avoided, nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realized by any such contract, interest or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established. Any Director may vote, whether as a Director or Shareholder, in respect of any such appointment contract or arrangement in which he is interested as aforesaid, but he must declare the nature of his interest at the meeting of Directors as required by the "Companies Act".

ELECTION, APPOINTMENT AND NOMINATION OF DIRECTORS

82. At each annual general meeting of the Company the whole of the Directors shall retire from office, and the Company shall elect Directors to fill the offices vacated.

83. A retiring Director shall be eligible for re-election.

84. If at any meeting at which an election of Directors ought to take place, the places of all the vacating Directors are not filled up, the vacancy or vacancies may be filled up by the elected Directors unless it shall be determined at such meeting to reduce the number of Directors in office; and if no Directors are elected at such meetings the vacating Directors shall be deemed to have been re-elected.

85. The Company may from time to time increase or reduce the number of Directors by ordinary resolution, whether previous notice thereof has been given or not.

86. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors.

87. The Directors shall have power at any time, and from time to time to appoint a person as an additional Director.

88. In the event of the death of a sole Director or the last surviving Director of a Company the required number of Directors may be appointed by an instrument or instruments in writing signed by all the surviving members of the Company (if any) and the personal representative of all deceased members of the Company.

89. Each Director shall have power to nominate by writing under his hand any person to act as alternate Director in his place during his absence from the Province of British Columbia, or inability to attend at any meeting of Directors, and at his discretion by written notice to the Company to remove such alternate Director and on such appointment being made the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and each alternate Director will act in the place of an absent Director or of a Director unable to attend at any meeting of Directors and shall exercise and discharge all the powers and duties of the Director he represents. If the alternate Director is already a Director of the Company, he shall be entitled to two (2) votes, one as a Director and another as an alternate Director. Any instrument appointing an alternate Director shall be delivered to and retained by the Company and until so delivered no alternate Director shall be authorized to act as a Director. If the Director making such appointment shall cease to be a Director, the person appointed by him shall thereupon cease to have any power or authority as an alternate Director.

90. The Company may by special resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

91. The Directors shall be paid such expenses as they may incur in and about the business of the Company and, if any Director shall be required to perform extra services, or should otherwise be specially or professionally occupied about the Company's business, he shall be entitled to receive a remuneration to be fixed by the Board, or at the option of such Director, by the Company in general meeting, and such remuneration may be either in addition to or in substitution for any other remuneration he may be entitled to receive and the same shall be charged as part of the ordinary working expenses.

92. No Director, nor other officer of the Company, shall be liable for acts, receipts, neglects or defaults of any other Director or officer, nor for joining in any receipt or other act for confirmation nor for loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, nor for loss or damage or happening to the Company through the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, nor for any loss occasioned by any error or oversight on his part nor for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

PROCEEDINGS OF DIRECTORS

93. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

94. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be a majority of the Board and any Director shall be counted in determining whether or not a quorum is present notwithstanding the fact that such Director may be interested personally or otherwise in any business, contract or arrangement with the Company to be determined upon at such meetings of Directors.

95. Any Director of the Company may file with the Secretary a writing waiving notice of any meeting of Directors being sent to him, and agreeing to ratify and confirm any business transacted at any meeting of the Directors, though he may not be present at such meeting, and though no notice has been sent him of such meeting, and any and all meetings of the Directors of the Company so held (provided a quorum of the Directors be present) shall be valid and binding upon the Company.

96. The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company.

97. The President (if any) of the Company and in his absence, the Vice-President (if any), shall be the Chairman of the Board of Directors; and if there is no President or Vice-President, the Directors may elect a Chairman of their meetings and determine the period for which he is to hold office. If no such Chairman is elected, or if at any meeting neither the President, Vice-President nor the Chairman is present within ten (10) minutes after the time appointed for holding the same, the Directors may choose one of their number to be Chairman of the meeting.

98. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Directors.

99. A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

100. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

101. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

102. The Directors may appoint, prescribe the duties of and fix the remuneration of all necessary officers, servants and agents.

103. A resolution in writing signed by at least two-thirds of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

DIVIDENDS AND RESERVES

104. The Directors may appoint and authorize any person or persons, corporation or corporations, either within or without British Columbia, as agent or agents of the Company to receive, get in and collect rents and profits arising or derived from the property, assets and undertaking of the Company, and the same to pay out and distribute to and amongst the members of the Company in the form of dividends or interim dividends as the Directors shall direct.

105. The Company may by ordinary resolution, whether previous notice thereof has been given or not, declare dividends and fix the time for payment, but no dividend so declared shall exceed the amount recommended by the Directors.

106. The Directors may declare the amount of net profits of the Company available for dividends, and may declare dividends and fix the time for payment.

107. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company, and such dividends may be paid monthly or otherwise as they shall determine.

108. No dividends shall be paid otherwise than out of profits except as may be otherwise provided by statute.

109. At the time of declaration of a dividend the Company, or the Directors, as the case may be, may determine that such dividend be paid in cash or by the distribution of specific assets or by the issue of fully paid-up shares, debentures, bonds or other securities of the Company or in any two or more of such ways. For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions of

less value than One (\$1.00) Dollar may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with the provisions of the "Companies Act", and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend, and such appointment shall be effective.

110. Subject to the rights of persons (if any) entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares; provided that in the case of any class of shares on which nothing is paid up, dividends may be declared and paid on the shares of that class according to the par value of such shares, or, if such shares are without nominal or par value, according to the number of shares held. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this Article as paid on the share.

111. The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.

112. The Directors may, before recommending or declaring any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund to be used for such purposes as the Directors in their absolute discretion shall think conducive to the interests of the Company, and without limiting the generality of the foregoing, for meeting contingencies or for equalizing dividends or for repairing, improving or maintaining any of the property of the Company or for paying off any redeemable shares of any debentures, mortgages, bonds or encumbrances of the Company; and pending such application such fund may at the like discretion, either be employed in the business of the Company or invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may divide the reserve fund into special funds as they think fit and employ the reserve fund or any special fund in the business of the Company without being bound to keep the same separate from the other assets of the Company.

113. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend, assets or moneys payable or distributable in respect of that share whether by way of dividend or return of capital.

114. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to any one of such joint holders at his registered address, or to such person and such address as the member or person entitled or such joint holders, as the case may be, may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders, as the case may be, may direct.

115. Notice of any dividend that may have been declared shall be given within ninety (90) days and in manner hereinafter mentioned to the holders of the shares upon which the dividend was declared.

116. No dividend shall bear interest against the Company.

117. The transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

ACCOUNTS

119. The Directors shall cause true accounts to be kept:-
Of all sums of money received and expended by the Company
and the matters in respect of which such receipt and
expenditure takes place; and

Of all sales and purchases of goods by the Company; and
Of all the assets and liabilities of the Company; and
In accordance with the requirements of all Provincial
and Dominion Statutes.

120. The books of account shall be kept at the registered office
of the Company, or at such other place as the Directors think fit, and
shall always be open to inspection by any Director.

121. The Directors shall from time to time determine whether and
to what extent and at what time and places and under what conditions
or regulations the accounts and books of the Company or any of them shall
be open to the inspection of members not being Directors, and no member
(not being a Director) shall have any right of inspecting any account or
book or document of the Company except as conferred by law or authorized
by the Directors or by ordinary resolution, whether previous notice
thereof has been given or not.

122. The Directors shall from time to time cause to be prepared
and to be laid before the Company in general meeting such profit and
loss accounts, balance sheets and reports as are required by the
"Companies Act".

AUDIT

123. Auditors shall be appointed and their duties regulated in
accordance with the "Companies Act" or any statutory modification there-
of for the time being in force.

NOTICES

124. A notice may be given by the Company to any member either
personally or by sending it by post to him to the address (if any) within
the Province of British Columbia supplied by him to the Company for the
giving of notes to him, or if he has supplied no such address within the
Province by sending it by post to his registered address.

Where a notice is sent by post, service of the notice shall be
deemed to be effected by properly addressing, prepaying and posting a
letter containing the notice, and to have been effected on the day
following the date of posting.

125. A notice may be given by the Company to the joint holders of a
share by giving the notice to the joint holder named first in the register
in respect of the share, and notice so given shall be sufficient notice to
all the holders of such share or shares.

126. Notice of every general meeting shall be given in some manner
hereinbefore authorized to:

(a) Every member of the Company entitled to vote at such
meeting, and also to

(b) Every person entitled to a share in consequence of the
death of a member who, but for his death, would be
entitled to receive notice of the meeting.

No other person shall be entitled to receive notice of general meetings.

127. Any corporation or person, including any debenture holder, creditor, trustee, personal representative, officer, auditor, member and director, may by notice in writing waive any notice required to be given him under the Articles of the Company or the "Companies Act", 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 giving such notice.

128. Any notice or document sent by post to any member in pursuance of these Articles shall, notwithstanding that such member be then deceased, and whether or not the Company shall have notice of his death, be deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons by such member, unless and until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles, be deemed sufficient service of such notice or document of his Heirs, Executors, Administrators, or Custodian and all persons, if any, jointly interested with him in any such share.

129. The signature to any notice or document given or issued by the Company may be stamped, printed or mechanically reproduced.

130. A Director who is at any time not in the Province of British Columbia, shall not, during such time, be entitled to notice of any meeting of Directors. Save as aforesaid not less than two (2) hours notice of every meeting of Directors shall be given to every Director in writing delivered personally or sent by mail or telegram addressed to his registered address in the Province of British Columbia, or (if he has no registered address in the said Province) to the address within the said Province supplied by him to the Company for the giving of notices to him, or to his last known address in the said Province, or such notice may be given verbally to any Director either personally or over the telephone.

MISCELLANEOUS

131. The Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether conditionally or absolutely, for any shares in the Company or procuring or agreeing to procure subscriptions, whether conditionally or absolutely, for any shares in the Company, but the commission shall not exceed Eighty (80%) per centum of the selling price of the shares in each case subscribed or to be subscribed and any such commission may be paid and satisfied by the allotment to the person or persons entitled thereto of fully paid shares in the capital of the Company.

132. Where any shares are issued for the purpose of raising money to defray the expense of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the "Companies Act" and may charge the same to capital as part of the cost of construction of the work or building or the provision of plant.

133. In addition to and without limiting any of the powers of the Company any debenture, debenture stock, bonds and other securities issued or created by the Company may be made assignable free from any equities between the Company and the original or any subsequent holder thereof, and may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, conversion into other securities or shares, attending and voting at general meetings of the Company, appointment of Directors or otherwise.

134. If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution, divide among the members in specie or in kind any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the members of any of them as the liquidator with the like sanction shall think fit.

135. The Company may give to any person employed by the Company, either in addition to or in lieu of wages or salary, a commission or bonus on the profits of any particular business or transaction or on the gross turnover or sales of the Company's business, or a share in the general profits of the Company, and such commission, bonus or share of profits shall be treated as part of the working expense of the Company.

136. Subject to the provisions of the "Companies Act", every Director, manager or officer of the Company or any person (whether an officer of the Company or not) employed by the Company as auditor shall be indemnified out of the funds of the Company against all liability incurred by him as Director, manager, officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the "Companies Act" in which relief is granted to him by the Court.

137. No invitation shall be extended to the public to subscribe for any shares or debentures of the Company.

138. The number of members of the Company shall be limited to fifty (50) exclusive of persons who are in the employment of the Company and of persons who were members while in the employment of the Company and continue to be members after the termination of such employment.

139. No shares shall be allotted by the Directors until such shares shall have been offered through the Secretary of the Company for sale to such persons as, at the date of the offer, are holders of shares of the class so offered, in equal proportions, as nearly as the circumstances permit. The offer shall be made by notice specifying the number and class of shares offered, and limiting the time (which shall be not less than thirty (30) days) within which the offer, if not accepted, will be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company, subject, however, to the rights of the Directors to refuse to register any transfer. Each shareholder may accept the whole or any part of the shares offered to him.

140. No share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at the fair value except in the case of a transfer to the personal representative of a deceased member.

141. Except in the case of a transfer which is permitted under Article 140, the person proposing to transfer any shares (hereinafter called "the proposing transferor") shall give to the Company notice in writing (hereinafter called "the transfer notice") that he desires to transfer the same and he shall thereupon be bound to transfer the same at the fair value to the member or members of the Company in manner herein-after provided. The transfer notice may include any number of shares and shall operate as if it were a separate notice in respect to each. The transfer notice shall not be revocable except with the sanction of the Directors.

142. In case any difference arises as to the fair value of a share, the auditor shall on the application of the proposing transferor or any Director certify in writing the sum which in his opinion is the fair value. All members of the Company and any proposing transferor shall be absolutely bound to accept such opinion as conclusive evidence of the fair value.

143. The shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company to the members, other than the proposing transferor, as nearly as may be in proportion to the existing shares of the class so specified held by them respectively and the offer shall in each case limit the time (which shall not be less than ninety (90) days) within which the same, if not accepted, will be deemed to be declined, and shall notify such members that any member who desires to acquire shares in excess of his proportion should in his reply state how many excess shares he desires to have; and if all the members do not claim their proportions, the unclaimed shares shall be used for satisfying the claims in excess pro rata so far as may be necessary where claims in excess exceed the number of shares available. Any shares which shall not be capable, without fractions, of being offered to the members in proportion to their existing holdings shall be offered to the members or some of them as may be determined by the Directors in such proportion or in such manner as may be determined by lots to be drawn under the direction of the Directors.

144. If in any case the proposing transferor, having become bound as aforesaid, fails in transferring any share, the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to be entered in the register as the holder of the share and cancel the certificate of the share held by the proposing transferor (whether the same shall be produced to the Company or not) and shall hold the purchase money in trust for such proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member and after his name has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

145. If, after the expiration of one hundred and twenty (120) days from its receipt of the transfer notice, the Company shall fail to produce a purchasing member or purchasing members for any share mentioned in such transfer notice, the proposing transferor shall, subject to the provisions of Article 35, be at liberty to transfer such share to any other person.

Supplementary:

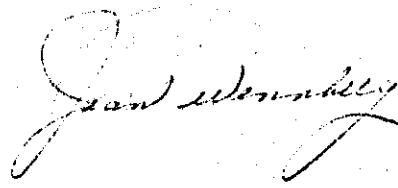
146. The following restrictions shall attach to the Class "B" Common Non-Voting Shares:

- (a) The holders of the said Class "B" Common Non-Voting Shares shall not be entitled to notice of or to vote at any meeting of the company whether special, general, ordinary or extraordinary.
- (b) In the event of a voluntary or involuntary liquidation or bankruptcy of the company, the holders of the Class "B" Common Non-Voting Shares shall be entitled to be paid pari passu with the holders of the Class "A" Common Voting Shares.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



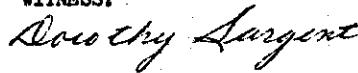
HAROLD FREEMAN
BARRISTER & SOLICITOR
530 Rogers Bldg.
470 Granville St.
VANCOUVER, B.C.



JEAN WENNBERG
530 ROGERS BLDG.
470 GRANVILLE STREET
VANCOUVER 2, B.C.
SECRETARY

DATED at Vancouver, British Columbia, this 21st day of September, 1959.

WITNESS:



DOROTHY SARGENT
530 Rogers Building
470 Granville Street
VANCOUVER 2, B.C.
Receptionist



PROVINCE OF BRITISH COLUMBIA

FORM 20
(Section 370)

Certificate of Incorporation No. 45,929

COMPANIES ACT

SPECIAL RESOLUTION

The following special resolution* was passed by the undermentioned company on the date stated:

Name of company POLL HOLDINGS LTD.

Date resolution passed 9th January, 1975

Resolution

RESOLVED that Article 72(a) of the Articles of the Company be amended by altering the word and figure "two (2)" in the second line thereof and substituting therefor the word and figure "one (1)" and that such alteration take effect forthwith after acceptance for filing of a certified copy of this resolution by the Registrar of Companies.

1235-1409 #5-00

| |
|--------------------------|
| FILED AND REGISTERED |
| Mar. 12 1975 |
| M. A. Jorre de St. Jorre |
| REGISTRAR OF COMPANIES |

Certified a true copy the 9th day of January, 1975.

RECEIVED

MAR 12 1975

(Signature)

(Relationship to company)

REGISTRAR OF COMPANIES

* See section 1 (1) for definition of "special resolution".

† Insert text of special resolution.

6/51