



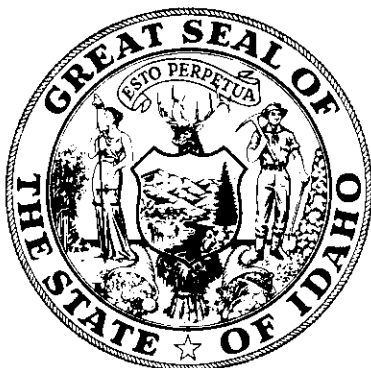
CERTIFICATE OF AUTHORITY
OF

SEAWAY TRUST COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SEAWAY TRUST COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SEAWAY TRUST COMPANY to transact business in this State under the name SEAWAY TRUST COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated May 26, 19 32.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SEAWAY TRUST COMPANY
2. *The name which it shall use in Idaho is SEAWAY TRUST COMPANY
3. It is incorporated under the laws of the Province of Ontario, Canada
4. The date of its incorporation is August 23, 1978 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Suite 125A, 2255 Sheppard Ave., Willowdale, Ontario (M2J 4Y1)
6. The street address of its proposed registered office in Idaho is 400 North Main Street
(P. O. Box 908) Hailey, Idaho 83333, and the name of its proposed registered agent in Idaho at that address is Stephen w. Boller, Esq.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To loan money based upon security over assets in Idaho

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Andrew F. Markle	President & Director	Elmvale, Ontario.
A.J. Reynolds Mastin	Vice-President & Director	Toronto, Ontario.
Fernand N. Gibbs, QC	Director	Port Colborne, Ontario.
John W.W. Hick	Director	Toronto, Ontario.
Alphonse T. Tacavera	Director	Welland, Ontario.
John A. Mullins	Director	Toronto, Ontario.
J. Wayne Noble	Director	Collingwood, Ontario.

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>500,000</u>	<u>Common</u>	<u>Par Value \$10.00 each</u>
<u> </u>	<u> </u>	<u> </u>
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(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
466,340	Common	\$10.00 Par Value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 14 May, 19 82.

SEAWAY TRUST COMPANY

By

x [Signature]

Its _____ President

and

[Signature]

Its Assistant Secretary

Province of Ontario
STATE OF _____)
Municipality of _____) ss:
COUNTY OF _____)
Metropolitan Toronto

I, Rudolph W. Gardner
Andrew Markle, a notary public, do hereby certify that on
this 14th day of May, 19 82, personally appeared before
me Andrew Markle, who being by me first duly sworn, declared that he
is the President of Seaway Trust
Company

that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.

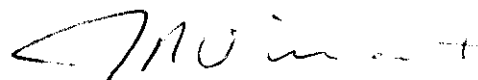
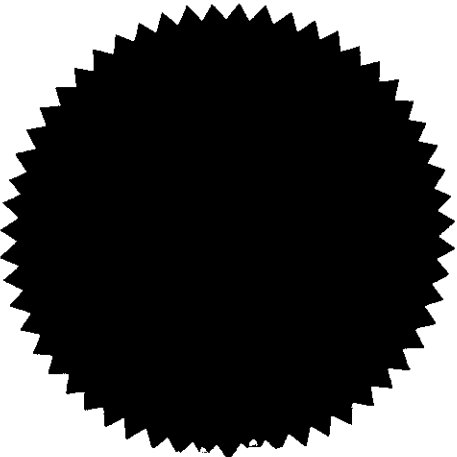
[Signature]
Notary Public in and for the Province
of Ontario

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

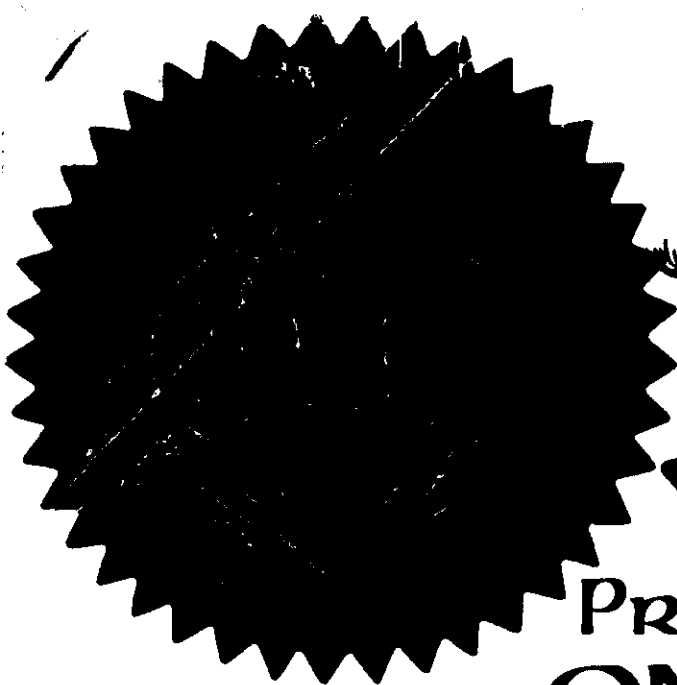
PROVINCE OF ONTARIO)
)
JUDICIAL DISTRICT OF)
YORK)
)
TO WIT:)
)

I, JOHN DAVID VINCENT, a Notary Public in and
for the Province of Ontario, by Royal Authority duly
appointed, residing at the City of Toronto, in the
Municipality of Metropolitan Toronto, in the said Province,
DO HEREBY CERTIFY that the paper writing hereto annexed
is a true copy of a document produced and shown to me and
being the Letters Patent of Seaway Trust Company dated the
23rd day of August, 1978, the said copy having been compared
by me with the said original document, AN ACT WHEREOF BEING
REQUESTED, I have granted under my Notarial Form and Seal
of Office to serve and avail as occasion shall or may require.

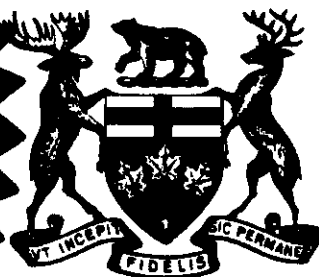
IN WITNESS WHEREOF I have hereunto set my hand and
seal this 12th day of April, 1982.



A Notary Public in and for the
Province of Ontario.



Issued by L. G. H. H.



Province of ONTARIO

ELIZABETH THE SECOND,

by the Grace of God of the United Kingdom, Canada and Her other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith.

TO ALL TO WHOM THESE PRESENTS SHALL COME

GREETING

WHEREAS by the Statute of the Legislature of Our Province of Ontario entitled The Loan and Trust Corporations Act it is provided that the Lieutenant Governor of Our Province of Ontario in Council may by Letters Patent grant incorporation to such persons as, pursuant to The Loan and Trust Corporations Act, have duly constituted themselves a provisional corporation and have elected from amongst themselves eleven persons as provisional directors thereof;

WHEREAS by petition addressed to Our Lieutenant Governor in Council, the following have prayed that Letters Patent be granted to them constituting them and such other persons as are or may become shareholders in the proposed Company a body corporate and politic for the purposes and objects of a Trust Company incorporated under The Loan and Trust Corporations Act:

John Buscarino

Elias Joseph Corey

William Kenneth Ebert, Q.C.

Fernand Noel Gibbs, Q. C.
Joseph James Tait Hopkins
Barbara Joan Kyle
Alphonse Thomas Lacavera
John David Maloney
Robert Hugh Hull Reilly
Louis Gino Ursini
Ann Louise Whyte

AND WHEREAS by the said Petition John Buscarino, Elias Joseph Corey, William Kenneth Ebert, Q.C., Fernand Noel Gibbs, Q.C., Joseph James Tait Hopkins, Barbara Joan Kyle, Alphonse Thomas Lacavera, John David Maloney, Robert Hugh Hull Reilly, Louis Gino Ursini and Ann Louise Whyte were named as provisional directors;

AND WHEREAS it has been proved to the satisfaction of Our Lieutenant Governor in Council that the said petitioners have complied with the requirements of the said Act as to matters preliminary to the issue of Letters Patent;

NOW KNOW YE that with the advice of Our Executive Council of Our Province of Ontario, and under the authority of the said Act and of any other power or authority whatsoever in US vested in that behalf;

WE DO BY THESE LETTERS PATENT CONSTITUTE the following:

John Buscarino
Elias Joseph Corey
William Kenneth Ebert, Q.C.
Fernand Noel Gibbs, Q.C.
Joseph James Tait Hopkins
Barbara Joan Kyle

Alphonse Thomas Lacavera

John David Maloney

Robert Hugh Hull Reilly

Louis Gino Ursini

Ann Louise Whyte

and such other persons as are or may become shareholders in the Trust Company hereby created under the provisions of the said Act a body corporate and politic with perpetual succession under a common seal by the name of

SEAWAY TRUST COMPANY

and, so long as the Company stands duly registered in the terms of the said The Loan and Trust Corporations Act, capable of exercising all the functions of an incorporated company for the purposes and objects aforesaid, and capable by their corporate name of suing and being sued, pleading and being impleaded in all courts, whether of Law or Equity, and with the powers, rights, limitations, duties and obligations by the law from time to time of Our said Province conferred and imposed upon a Trust Company incorporated under The Loan and Trust Corporations Act and the incorporation hereby granted shall be without limitations of time and area;

AND WE DIRECT that the said TRUST COMPANY shall not borrow money by taking deposits or by issuing debentures or debenture stock;

AND WE FURTHER DIRECT that the said Company be constituted with fixed, permanent and non-withdrawable capital of Five Million Dollars (\$5,000,000) divided into Five Hundred Thousand (500,000) shares of the par value of Ten Dollars (\$10.00) each,

AND WE FURTHER DIRECT that the said Company have its Head Office in the City of Port Colborne, in the Regional Municipality of Niagara, in the Province of Ontario.

IN TESTIMONY WHEREOF We have caused these OUR LETTERS to be made PATENT and the GREAT SEAL OF OUR PROVINCE OF ONTARIO to be hereunto affixed

WITNESS: THE HONOURABLE PAULINE M. MCGIBBON
An Officer of the Order of Canada,
Bachelor of Arts,
Doctor of Laws, Doctor of University,
Bachelor of Applied Arts (Theatre),
Honorary Fellow College of Physicians
and Surgeons (Canada)
LIEUTENANT GOVERNOR OF THE PROVINCE
OF ONTARIO

at Our City of Toronto in Our said Province this twenty-third day of August, in the year of Our Lord one thousand nine hundred and seventy-eight in the twenty-seventh year of Our Reign.

BY COMMAND



Minister of Consumer and
Commercial Relations