



Certificate of Amendment

Certificat de modification

**Canada Business
Corporations Act**

**Loi régissant les sociétés
par actions de régime fédéral**

2750538 CANADA INC.

275053-8

Name of Corporation - Dénomination de la société

Number - Numéro

I hereby certify that the Articles of the above-mentioned Corporation were amended

Je certifie par les présentes que les statuts de la société mentionnée ci-haut ont été modifiés

(a) under Section 13 of the Canada Business Corporations Act in accordance with the attached notice;

(a) en vertu de l'article 13 de la Loi régissant les sociétés par actions de régime fédéral conformément à l'avis ci-joint;

(b) under Section 27 of the Canada Business Corporations Act as set out in the attached Articles of Amendment designating a series of shares;

(b) en vertu de l'article 27 de la Loi régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under Section 177 of the Canada Business Corporations Act as set out in the attached Articles of Amendment;

(c) en vertu de l'article 177 de la Loi régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses modificatrices ci-jointes;

(d) under Section 191 of the Canada Business Corporations Act as set out in the attached Articles of Reorganization;

(d) en vertu de l'article 191 de la Loi régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses de réorganisation ci-jointes;

(e) under Section 192 of the Canada Business Corporations Act as set out in the attached Articles of Arrangement.

(e) en vertu de l'article 192 de la Loi régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses d'arrangement ci-jointes.

Le directeur

Director

November 22, 1991/le 22 novembre 1991

Date of Amendment - Date de la modification



Consumer and
Corporate Affairs Canada

Consommation
et Corporations Canada

Canada Business
Corporations Act

Loi régissant les sociétés
par actions de régime fédéral

FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLE 27 OU 177)

1 — Name of Corporation — Dénomination de la société

2750538 CANADA INC.

2 — Corporation No. N° de la société

275053-8

3 — The articles of the above-named corporation are amended as follows:

Les statuts de la société ci-haut mentionnée sont modifiés de la façon suivante:

The annexed Schedule 1 is incorporated in this form.

Date
x November 21, 1991

Signature
Virginia L. Hall

Description of Office — Description du poste
Director

NEWSOME AND GILBERT LF1386 (02/89)

FOR DEPARTMENTAL USE ONLY — À L'USAGE DU MINISTÈRE SEULEMENT
Filed — Déposée

NOV 22 1991

2750538 CANADA INC.

SCHEDULE I

- I. the Articles of the Corporation are amended as follows:
1. to change the class of shares that the Corporation is authorized to issue set forth in Paragraph 3 by creating an unlimited number of special shares, issuable in series;
 2. to provide that after giving effect to the foregoing, the authorized capital of the Corporation shall consist of an unlimited number of common shares (hereinafter called "Common Shares") and an unlimited number of special shares, issuable in series (hereinafter called "Special Shares");
 3. to provide that the rights, privileges and restrictions and conditions attaching to each class of shares are as follows:
 - (a) The Special Shares shall, in accordance with and subject to the provisions of the Canada Business Corporations Act R.S.C. 1985, c. C-44 as now existing or hereafter amended (hereinafter referred to as the "CBCA"), be issuable in series as hereinafter provided. The Board of Directors of the Corporation shall have the right, by resolution, but subject to the provisions of the CBCA and subject to the provisions herein contained and to any conditions in that regard attaching to any outstanding series of Special Shares, from time to time before issue, to fix the number of shares in, the designation of, and to determine the respective rights, privileges, restrictions and conditions attaching to, each series of Special Shares. Before the issue of the first shares of a series, the Board of Directors of the Corporation shall send to the Director (as defined in the CBCA) articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the Board of Directors of the Corporation.
 - (b) No rights, privileges, restrictions or conditions attached to a series of Special Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Special Shares then outstanding.
 - (c) The holders of any Special Shares shall be entitled to receive in priority to the holders of Common Shares and of the shares of any other class of the Corporation ranking junior to the Special Shares, as

and when declared by the Board of Directors of the Corporation, dividends in the amounts specified or determinable in accordance with the provisions of the series of which such Special Shares form part and such dividends may be cumulative or non-cumulative and payable in cash (including a foreign currency) or by way of a stock dividend or in any other lawful manner provided for. The priority, in the case of cumulative dividends, shall cover all prior periods in respect of which such dividends are accrued and unpaid, whether or not declared, plus such further amounts, if any, in respect of dividends as may be specified in the provisions attaching to the particular series and, in the case of non-cumulative dividends, shall cover all such dividends declared and unpaid. The holders of Special Shares shall not be entitled to any further or other dividends than those expressly provided for in the rights, privileges, restrictions and conditions attached to the Special Shares of each series.

(d) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, before any amount shall be paid to or any assets distributed among the holders of the Common Shares or shares of any other class of the Corporation ranking junior to the Special Shares, the holders of the Special Shares shall be entitled to receive to the extent provided for with respect to each series (i) an amount equal to the price at which such shares were issued, (ii) such premium, if any, as has been provided for with respect to such series, and (iii) all unpaid cumulative dividends (which for such purpose shall be calculated as if such cumulative dividends were accruing from day to day for the period from the expiration of the last period for which cumulative dividends have been paid up to and including the date of distribution) and, in the case of non-cumulative Special Shares, all declared and unpaid non-cumulative dividends. After payment to the holders of the Special Shares of the amounts so payable to them, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

(e) If any cumulative dividends or amounts payable on a return of capital in respect of a series of Special Shares are not paid in full, the Special Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of

the Special Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

(f) The Special Shares of any series may also be given such other preferences, not inconsistent with paragraphs 1.1 to 1.9 hereof, over the Common Shares and over any other shares ranking junior to the Special Shares as may be determined in the case of such series of Special Shares.

(g) Except as otherwise herein or in the provisions attaching to any Special Shares as a series expressly provided, the holders of the Special Shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting; provided, however, that when required by the CBCA to vote as a class, each holder of Special Shares shall be entitled to one vote for each \$1.00 of the issue price of the Special Shares held by such holder and further provided that when the provisions attaching to any Special Shares as a series expressly provide that the holders of Special Shares of such series shall be entitled, or may in certain circumstances become entitled, to attend and vote at all meetings of shareholders, the holders of Special Shares of such series shall have one (1) vote for each Special Share of such series held.

(h) The holders of the Special Shares shall not be entitled to vote separately as a class, and the holders of any series of Special Shares shall not be entitled to vote separately as a series, in the case of an amendment to the Articles of the Corporation of a kind referred to in paragraphs (a), (b) and (e) of subsection (1) of Section 176 of the CBCA as now existing.

(i) Any approval required by the CBCA to be given by the holders of the Special Shares as a class shall be given in such manner as required by the CBCA and, subject to the CBCA, the formalities to be observed with respect to the giving of notice of any meeting thereof and the conduct thereof and the quorum therefor shall be those prescribed in the By-Laws of the Corporation with respect to the Special Shares or in the absence thereof, mutatis mutandis, be those prescribed in the By-Laws of the Corporation for meetings of the holders of voting shares.

(j) The Common Shares shall entitle the holders thereof to receive notice of and to attend all meetings of the shareholders of the Corporation and to have one (1) vote for each Common Share held at all meetings of shareholders of the Corporation, except meetings at which only holders of another specified class or series of shares are entitled to vote separately as a class or series.

(k) Subject to the prior rights of the holders of the Special Shares and any other shares ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the Board of Directors of the Corporation may from time to time determine and all dividends which the Board of Directors of the Corporation may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding.

(l) In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the Special Shares and any other shares ranking senior to the Common Shares with respect to priority in the distribution of assets upon dissolution, liquidation, winding-up or distribution for the purpose of winding-up, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

4. to delete all of the provisions set forth in Paragraph 4; and
5. to delete all of the provisions set forth in Paragraph 7.