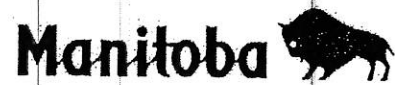


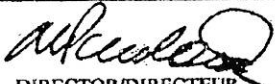
The Corporations Act  
Loi sur les corporations  
ARTICLES OF INCORPORATION (share capital)  
US CONSTITUTIFS (avec capital-actions)



The Corporations Act /  
Loi sur les corporations

CERTIFICATE / CERTIFICAT  
ARTICLES EFFECTIVE /  
LES STATUS PRENNENT EFFET LE

20 JUN JUIN 2007

  
DIRECTOR/DIRECTEUR

1. Name of Corporation / Dénomination sociale

5509794 MANITOBA INC.

2. The address in full of the registered office (include postal code)  
Adresse complète du bureau enregistré (inclure le code postal)

2200 - 201 PORTAGE AVENUE, WINNIPEG, MANITOBA, R3B 3L3

3. Number (or minimum and maximum number) of directors  
Nombre (ou nombre minimal et maximal) d'administrateurs

MINIMUM 1; MAXIMUM 5

4. First directors / Premiers administrateurs

Name in full / Nom complet	Address in full (include postal code) / Adresse complète (inclure le code postal)
BARRY N. MacTAVISH	c/o 2200 - 201 Portage Avenue, Winnipeg MB R3B 3L3

5. The classes and any maximum number of shares that the corporation is authorized to issue  
Catégories et tout nombre maximal d'actions que la corporation est autorisée à émettre

UNLIMITED COMMON SHARES  
UNLIMITED CLASS A PREFERENCE SHARES  
UNLIMITED CLASS B PREFERENCE SHARES  
UNLIMITED CLASS C PREFERENCE SHARES

6. The rights, privileges, restrictions and conditions attaching to the shares, if any  
Droits, privilèges, restrictions et conditions dont les actions sont assorties, s'il y a lieu

THE ANNEXED SCHEDULE I IS INCORPORATED IN THIS FORM.

7. Restrictions, if any, on share transfers / Restrictions au transfert des actions, s'il y a lieu

NO SECURITIES IN THE CAPITAL OF THE CORPORATION SHALL BE TRANSFERRED WITHOUT THE CONSENT OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY A RESOLUTION PASSED BY THE DIRECTORS OR BY AN INSTRUMENT OR INSTRUMENTS IN WRITING SIGNED BY SUCH DIRECTORS.

8. Restrictions, if any, on business the corporation may carry on  
Limites imposées quant à l'entreprise que la corporation peut exercer, s'il y a lieu


NONE

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

THE ANNEXED SCHEDULE II IS INCORPORATED IN THIS FORM.

10. I have satisfied myself that, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to confuse or mislead.  
Je me suis assuré que la dénomination sociale projetée n'est ni identique ni semblable à la dénomination d'une personne morale, d'une association, d'une société ou d'une entreprise connue ou au nom d'un particulier connu et qu'elle ne saurait prêter à confusion ni induire en erreur.

11. Incorporators / Fondateurs

Name in full / Nom complet	Address in full (include postal code) / Adresse complète (inclure le code postal)	Signature / Signature
BARRY N. MacTAVISH	c/o 2200 - 201 Portage Avenue, Winnipeg MB R3B 3L3	

**Note:** If any First Director named in paragraph 4 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached. State the full civic address in paragraphs 2, 4 and 11 - a P.O. box number alone is not acceptable.

**Remarque:** Si l'un des premiers administrateurs nommés à la rubrique 4 n'est pas un fondateur, joindre la formule 3 intitulée "Consentement à agir en qualité de premier administrateur". Indiquer l'adresse complète dans les rubriques 2, 4 et 11; un numéro de case postale seul n'est pas suffisant.

**OFFICE USE ONLY / RÉSERVÉ À L'ADMINISTRATION**

Corporation Number / N° de la corporation : 5509794  
Business Number / Numéro d'entreprise : 858319957MC0001

SCHEDULE I TO ARTICLES OF INCORPORATION

OF

5509794 MANITOBA INC.

**Common shares**

1. The common shares of the Corporation have the following rights, privileges, restrictions and conditions:

- (a) The holders of common shares are entitled to receive notice of and to attend any meeting of the shareholders of the Corporation (except meetings at which pursuant to *The Corporations Act* (Manitoba) (the "Act") only holders of a specified class of shares other than the common shares are entitled to vote) and are entitled to one vote for each common share held by them respectively.
- (b) The holders of common shares are entitled to receive dividends when, as and if declared thereon by the Board of Directors of the Corporation (the "Board").
- (c) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, and after payment to the holders of any Class A preference shares, Class B preference shares or Class C preference shares of the amounts to which they are entitled as hereafter provided, the holders of the common shares are exclusively entitled to receive rateably any remaining property or assets of the Corporation.

**Class A Preference Shares - Non-Cumulative, Redeemable, Retractable, Non-Voting with Dividend of 1% - 12%**

2. The Class A preference shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) The holders of the Class A preference shares are entitled to receive when, as and if declared thereon by the Board, non-cumulative dividends, at a rate per annum as determined from time to time by the Board but such rate per annum shall not be less than 1% or greater than 12% of the aggregate of the Class A Preference Share Redemption Prices (as hereinafter defined) of the

then outstanding Class A preference shares, divided rateably amongst the holders thereof. If within 6 months after the expiration of any financial year of the Corporation the Board in its discretion shall not have declared the said dividend on the Class A preference shares for such financial year then the rights of the holders of the Class A preference shares to such dividend for such financial year are forever extinguished. The holders of the Class A preference shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

- (b) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Class A preference shares are entitled to receive, from the assets and the property of the Corporation, for each such Class A preference share held by them, an amount equivalent to the Class A Preference Share Redemption Price (as hereinafter defined) together with all dividends declared and remaining unpaid on such Class A preference share, before any amount may be paid or any assets or property of the Corporation may be distributed to the holders of any Class B preference shares, Class C preference shares or any common shares. After payment to the holders of the Class A preference shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the Corporation.
- (c) The Corporation may at any time or from time to time, subject to the provisions of the Act, purchase (if obtainable) for restoration all or any part of the Class A preference shares then outstanding pursuant to tenders or, with the unanimous consent of the holders of all issued Class A preference shares, by private contract at the lowest price at which, in the opinion of the Board, such shares are obtainable but not exceeding, for each Class A preference share an amount equivalent to the Class A Preference Share Redemption Price (as hereinafter defined) and all dividends declared and remaining unpaid on such Class A preference share. If, in response to an invitation for tenders, two or more shareholders submit tenders at the same price and if such tenders are accepted by the Corporation in whole or in part, then unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders pro-rata disregarding fractions and the Board may make such adjustments as may be necessary to avoid the purchase of fractional parts of shares.
- (d) The Corporation may redeem at any time the whole or from time to time any part of the then outstanding Class A preference shares on payment, subject to the provisions of s.34(2) of the Act, as now enacted or as the same may

from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein are read as referring to such amended, re-enacted or replaced provisions), for each Class A preference share to be redeemed, of an amount equivalent to the aggregate fair market value, as determined by the Board, of the aggregate consideration for which such Class A preference shares then outstanding were issued, divided by the number of Class A preference shares then outstanding, which amount is herein referred to as the "Class A Preference Share Redemption Price", together with all dividends declared and remaining unpaid on such Class A preference share. Provided, however, if the Minister of National Revenue shall determine that the aggregate fair market value of the aggregate consideration for which such Class A preference shares then outstanding were issued, is greater than or less than the fair market value as determined by the Board, then the Class A Preference Share Redemption Price is the fair market value as determined by the Minister of National Revenue or such other amount as may be finally determined by virtue of objections and/or appeals taken pursuant to the *Income Tax Act* (Canada) in the event that such objections and/or appeals are taken, divided by the number of Class A preference shares then outstanding. In case a part only of the then outstanding Class A preference shares is at any time to be redeemed, the shares so to be redeemed must be selected pro-rata disregarding fractions and the Board may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares; provided that with the consent of the holders of all of the then outstanding Class A preference shares, the Class A preference shares to be redeemed may be selected in any other manner including without limitation the selection of all or any part of the Class A preference shares of any particular holder or holders thereof.

- (e) In the case of redemption of Class A preference shares under the provisions of clause (d) hereof, the Corporation shall give such notice (if any) as the Board may determine to each registered holder of Class A preference shares to be redeemed of the intention of the Corporation to redeem such Class A preference shares. On the date specified by the Board for redemption, the Corporation shall pay to or to the order of the registered holder of the Class A preference shares to be redeemed, for each Class A preference share to be redeemed, the Class A Preference Share Redemption Price together with all dividends declared and remaining unpaid on such Class A preference share, on presentation and surrender to the Corporation of the certificate or certificates representing the Class A preference shares to be redeemed. If any holder has not surrendered the certificate for a Class A preference share to be redeemed, the Corporation may pay the Class A Preference Share Redemption Price and all dividends declared and remaining unpaid on such



Class A preference share to an account in any chartered bank in Canada (of which notice may be given to such holder) to be paid without interest to or to the order of the holder of such Class A preference share called for redemption upon presentation and surrender to such bank of the certificate representing the same, and upon such deposit being made or upon the date specified by the Board for redemption, whichever is the later, the Class A preference shares in respect whereof payment shall have been made must be redeemed and the rights of the holders thereof shall thereafter be limited to receiving without interest their proportionate part of the amounts so deposited against presentation and surrender of the said certificates held by them respectively.

- (f) The Corporation shall, at the request of any holder of Class A preference shares and upon being given notice as hereinafter contained, redeem at any time the whole or from time to time any part of the Class A preference shares of such holder on payment subject to the provisions of s.34(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein are read as referring to such amended, re-enacted or replaced provisions), for each Class A preference share to be redeemed, of an amount equivalent to the Class A Preference Share Redemption Price together with all dividends declared and remaining unpaid on such Class A preference share.
- (g) The redemption right provided for in clause (f) hereof may be exercised by notice in writing given to the Corporation at its registered office accompanied by the certificate or certificates representing Class A preference shares in respect of which the holder thereof desires to exercise such right of redemption and such notice must be signed by the person registered on the records of the Corporation as the holder of the Class A preference shares in respect of which such right is being exercised or by his duly authorized attorney and shall specify the number of Class A preference shares which the holder desires to have redeemed. Within 60 days of the date of mailing by registered mail of the notice in writing hereinbefore referred to, the Corporation shall pay or cause to be paid to or to the order of the registered holder of the Class A preference shares to be redeemed, for each Class A preference share to be redeemed, the Class A Preference Share Redemption Price together with all dividends declared and remaining unpaid on such Class A preference share. If a part only of the shares represented by any certificate be redeemed, a new certificate for the balance must be issued at the expense of the Corporation.

- (h) The holders of the Class A preference shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting, except as specifically provided otherwise in the Act.

**Class B Preference Shares - Non-Cumulative, Redeemable, Retractable, Non-Voting with Dividend of 1% - 12%**

3. The Class B preference shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) The holders of the Class B preference shares are entitled to receive when, as and if declared thereon by the Board, non-cumulative dividends, at a rate per annum as determined from time to time by the Board but such rate per annum shall not be less than 1% or greater than 12% of the aggregate of the Class B Preference Share Redemption Prices (as hereinafter defined) of the then outstanding Class B preference shares, divided rateably amongst the holders thereof. If within 6 months after the expiration of any financial year of the Corporation the Board in its discretion shall not have declared the said dividend on the Class B preference shares for such financial year then the rights of the holders of the Class B preference shares to such dividend for such financial year are forever extinguished. The holders of the Class B preference shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.
- (b) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, and after payment to the holders of any Class A preference shares of the amounts to which they are entitled as herein provided, the holders of the Class B preference shares are entitled to receive, from the assets and the property of the Corporation, for each such Class B preference share held by them, an amount equivalent to the Class B Preference Share Redemption Price (as hereinafter defined) together with all dividends declared and remaining unpaid on such Class B preference share, before any amount may be paid or any assets or property of the Corporation may be distributed to the holders of any Class C preference shares or any common shares. After payment to the holders of the Class B preference shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the Corporation.

- (c) The Corporation may at any time or from time to time, subject to the provisions of the Act, purchase (if obtainable) for restoration all or any part of the Class B preference shares then outstanding pursuant to tenders or, with the unanimous consent of the holders of all issued Class B preference shares, by private contract at the lowest price at which, in the opinion of the Board, such shares are obtainable but not exceeding, for each Class B preference share an amount equivalent to the Class B Preference Share Redemption Price (as hereinafter defined) and all dividends declared and remaining unpaid on such Class B preference share. If, in response to an invitation for tenders, two or more shareholders submit tenders at the same price and if such tenders are accepted by the Corporation in whole or in part, then unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders pro-rata disregarding fractions and the Board may make such adjustments as may be necessary to avoid the purchase of fractional parts of shares.
- (d) The Corporation may redeem at any time the whole or from time to time any part of the then outstanding Class B preference shares on payment, subject to the provisions of s.34(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein are read as referring to such amended, re-enacted or replaced provisions), for each Class B preference share to be redeemed, of an amount equivalent to the aggregate fair market value, as determined by the Board, of the aggregate consideration for which such Class B preference shares then outstanding were issued, divided by the number of Class B preference shares then outstanding, which amount is herein referred to as the "Class B Preference Share Redemption Price", together with all dividends declared and remaining unpaid on such Class B preference share. Provided, however, if the Minister of National Revenue shall determine that the aggregate fair market value of the aggregate consideration for which such Class B preference shares then outstanding were issued, is greater than or less than the fair market value as determined by the Board, then the Class B Preference Share Redemption Price is the fair market value as determined by the Minister of National Revenue or such other amount as may be finally determined by virtue of objections and/or appeals taken pursuant to the *Income Tax Act (Canada)* in the event that such objections and/or appeals are taken, divided by the number of Class B preference shares then outstanding. In case a part only of the then outstanding Class B preference shares is at any time to be redeemed, the shares so to be redeemed must be selected pro-rata disregarding fractions and the Board may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares; provided that with the consent of the holders of all of the then



outstanding Class B preference shares, the Class B preference shares to be redeemed may be selected in any other manner including without limitation the selection of all or any part of the Class B preference shares of any particular holder or holders thereof.

- (e) In the case of redemption of Class B preference shares under the provisions of clause (d) hereof, the Corporation shall give such notice (if any) as the Board may determine to each registered holder of Class B preference shares to be redeemed of the intention of the Corporation to redeem such Class B preference shares. On the date specified by the Board for redemption, the Corporation shall pay to or to the order of the registered holder of the Class B preference shares to be redeemed, for each Class B preference share to be redeemed, the Class B Preference Share Redemption Price together with all dividends declared and remaining unpaid on such Class B preference share, on presentation and surrender to the Corporation of the certificate or certificates representing the Class B preference shares to be redeemed. If any holder has not surrendered the certificate for a Class B preference share to be redeemed, the Corporation may pay the Class B Preference Share Redemption Price and all dividends declared and remaining unpaid on such Class B preference share to an account in any chartered bank in Canada (of which notice may be given to such holder) to be paid without interest to or to the order of the holder of such Class B preference share called for redemption upon presentation and surrender to such bank of the certificate representing the same, and upon such deposit being made or upon the date specified by the Board for redemption, whichever is the later, the Class B preference shares in respect whereof payment shall have been made must be redeemed and the rights of the holders thereof shall thereafter be limited to receiving without interest their proportionate part of the amounts so deposited against presentation and surrender of the said certificates held by them respectively.
- (f) The Corporation shall, at the request of any holder of Class B preference shares and upon being given notice as hereinafter contained, redeem at any time the whole or from time to time any part of the Class B preference shares of such holder on payment subject to the provisions of s.34(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein are read as referring to such amended, re-enacted or replaced provisions), for each Class B preference share to be redeemed, of an amount equivalent to the Class B Preference Share Redemption Price together with all dividends declared and remaining unpaid on such Class B preference share.

- (g) The redemption right provided for in clause (f) hereof may be exercised by notice in writing given to the Corporation at its registered office accompanied by the certificate or certificates representing Class B preference shares in respect of which the holder thereof desires to exercise such right of redemption and such notice must be signed by the person registered on the records of the Corporation as the holder of the Class B preference shares in respect of which such right is being exercised or by his duly authorized attorney and shall specify the number of Class B preference shares which the holder desires to have redeemed. Within 60 days of the date of mailing by registered mail of the notice in writing hereinbefore referred to, the Corporation shall pay or cause to be paid to or to the order of the registered holder of the Class B preference shares to be redeemed, for each Class B preference share to be redeemed, the Class B Preference Share Redemption Price together with all dividends declared and remaining unpaid on such Class B preference share. If a part only of the shares represented by any certificate be redeemed, a new certificate for the balance must be issued at the expense of the Corporation.
- (h) The holders of the Class B preference shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting, except as specifically provided otherwise in the Act.

**Class C Preference Shares - Non-Cumulative, Redeemable, Retractable, Voting with Dividend of 1% - 12%**

4. The Class C preference shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) The holders of the Class C preference shares are entitled to receive when, as and if declared thereon by the Board, non-cumulative dividends, at a rate per annum as determined from time to time by the Board but such rate per annum shall not be less than 1% or greater than 12% of the aggregate of the Class C Preference Share Redemption Prices (as hereinafter defined) of the then outstanding Class C preference shares, divided rateably amongst the holders thereof. If within 6 months after the expiration of any financial year of the Corporation the Board in its discretion shall not have declared the said dividend on the Class C preference shares for such financial year then the rights of the holders of the Class C preference shares to such dividend for such financial year are forever extinguished. The holders of the Class C preference shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

- (b) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, and after payment to the holders of any Class A preference shares or Class B preference shares of the amounts to which they are entitled as herein provided, the holders of the Class C preference shares are entitled to receive, from the assets and the property of the Corporation, for each such Class C preference share held by them, an amount equivalent to the Class C Preference Share Redemption Price (as hereinafter defined) together with all dividends declared and remaining unpaid on such Class C preference share, before any amount may be paid or any assets or property of the Corporation may be distributed to the holders of any common shares. After payment to the holders of the Class C preference shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the Corporation.
  
- (c) The Corporation may at any time or from time to time, subject to the provisions of the Act, purchase (if obtainable) for restoration all or any part of the Class C preference shares then outstanding pursuant to tenders or, with the unanimous consent of the holders of all issued Class C preference shares, by private contract at the lowest price at which, in the opinion of the Board, such shares are obtainable but not exceeding, for each Class C preference share an amount equivalent to the Class C Preference Share Redemption Price (as hereinafter defined) and all dividends declared and remaining unpaid on such Class C preference share. If, in response to an invitation for tenders, two or more shareholders submit tenders at the same price and if such tenders are accepted by the Corporation in whole or in part, then unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders pro-rata disregarding fractions and the Board may make such adjustments as may be necessary to avoid the purchase of fractional parts of shares.
  
- (d) The Corporation may redeem at any time the whole or from time to time any part of the then outstanding Class C preference shares on payment, subject to the provisions of s.34(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein are read as referring to such amended, re-enacted or replaced provisions), for each Class C preference share to be redeemed, of an amount equivalent to the aggregate fair market value, as determined by the Board, of the aggregate consideration for which such Class C preference shares then outstanding were issued, divided by the number of Class C preference shares then outstanding, which amount is herein referred to as the "Class C

Preference Share Redemption Price", together with all dividends declared and remaining unpaid on such Class C preference share. Provided, however, if the Minister of National Revenue shall determine that the aggregate fair market value of the aggregate consideration for which such Class C preference shares then outstanding were issued, is greater than or less than the fair market value as determined by the Board, then the Class C Preference Share Redemption Price is the fair market value as determined by the Minister of National Revenue or such other amount as may be finally determined by virtue of objections and/or appeals taken pursuant to the *Income Tax Act* (Canada) in the event that such objections and/or appeals are taken, divided by the number of Class C preference shares then outstanding. In case a part only of the then outstanding Class C preference shares is at any time to be redeemed, the shares so to be redeemed must be selected pro-rata disregarding fractions and the Board may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares; provided that with the consent of the holders of all of the then outstanding Class C preference shares, the Class C preference shares to be redeemed may be selected in any other manner including without limitation the selection of all or any part of the Class C preference shares of any particular holder or holders thereof.

- (e) In the case of redemption of Class C preference shares under the provisions of clause (d) hereof, the Corporation shall give such notice (if any) as the Board may determine to each registered holder of Class C preference shares to be redeemed of the intention of the Corporation to redeem such Class C preference shares. On the date specified by the Board for redemption, the Corporation shall pay to or to the order of the registered holder of the Class C preference shares to be redeemed, for each Class C preference share to be redeemed, the Class C Preference Share Redemption Price together with all dividends declared and remaining unpaid on such Class C preference share, on presentation and surrender to the Corporation of the certificate or certificates representing the Class C preference shares to be redeemed. If any holder has not surrendered the certificate for a Class C preference share to be redeemed, the Corporation may pay the Class C Preference Share Redemption Price and all dividends declared and remaining unpaid on such Class C preference share to an account in any chartered bank in Canada (of which notice may be given to such holder) to be paid without interest to or to the order of the holder of such Class C preference share called for redemption upon presentation and surrender to such bank of the certificate representing the same, and upon such deposit being made or upon the date specified by the Board for redemption, whichever is the later, the Class C preference shares in respect whereof payment shall have been made must be redeemed and the rights of the holders thereof shall thereafter be limited



to receiving without interest their proportionate part of the amounts so deposited against presentation and surrender of the said certificates held by them respectively.

- (f) The Corporation shall, at the request of any holder of Class C preference shares and upon being given notice as hereinafter contained, redeem at any time the whole or from time to time any part of the Class C preference shares of such holder on payment subject to the provisions of s.34(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein are read as referring to such amended, re-enacted or replaced provisions), for each Class C preference share to be redeemed, of an amount equivalent to the Class C Preference Share Redemption Price together with all dividends declared and remaining unpaid on such Class C preference share.
- (g) The redemption right provided for in clause (f) hereof may be exercised by notice in writing given to the Corporation at its registered office accompanied by the certificate or certificates representing Class C preference shares in respect of which the holder thereof desires to exercise such right of redemption and such notice must be signed by the person registered on the records of the Corporation as the holder of the Class C preference shares in respect of which such right is being exercised or by his duly authorized attorney and shall specify the number of Class C preference shares which the holder desires to have redeemed. Within 60 days of the date of mailing by registered mail of the notice in writing hereinbefore referred to, the Corporation shall pay or cause to be paid to or to the order of the registered holder of the Class C preference shares to be redeemed, for each Class C preference share to be redeemed, the Class C Preference Share Redemption Price together with all dividends declared and remaining unpaid on such Class C preference share. If a part only of the shares represented by any certificate be redeemed, a new certificate for the balance must be issued at the expense of the Corporation.
- (h) The holders of the Class C preference shares are entitled to receive notice of and to attend any meeting of the shareholders of the Corporation (except meetings at which pursuant to the Act only holders of a specified class of shares other than the Class C preference shares are entitled to vote) and are entitled to one vote at any such meeting for each Class C preference share held by them respectively.



**Right to Declare Dividends**

5. A dividend may be declared on any class of shares of the Corporation without there being a dividend declared on any other class of shares of the Corporation and different rates of dividends may be declared on the different classes of shares of the Corporation, all in the discretion of the Board.

SCHEDULE II  
ARTICLES OF INCORPORATION  
OF

5509794 MANITOBA INC.

1. The number of shareholders of the Corporation is limited to 50, not including persons who are in the employment of the Corporation or persons who, having been formerly in the employment of the Corporation, while in that employment were and have continued after the termination of that employment to be shareholders of the Corporation, two or more persons holding one or more shares of the Corporation jointly being counted as a single shareholder.
2. Any invitation to the public to subscribe for any shares or securities of the Corporation is prohibited.
3. The Corporation has a lien on shares registered in the name of a shareholder who is indebted to the Corporation for the amount of the debt owing by such shareholder to the Corporation.