



C A N A D A

SUPPLEMENTARY LETTERS PATENT

issued to

BRAFOR CAPITAL CORPORATION LIMITED

The Minister of Consumer and Corporate Affairs, by virtue of the power vested in him by the Canada Corporations Act, does hereby confirm the increase of the capital of BRAFOR CAPITAL CORPORATION LIMITED as provided in Special By-law "F" of the said Company, a copy of which is annexed hereto to form part of these presents.

GIVEN AT OTTAWA, under my seal of office this twenty-third day of August, one thousand nine hundred and seventy-three.


for the Minister of Consumer
and Corporate Affairs.

RECORDED 11th October, 1973.

Film 341 Document 13



Deputy Registrar General of Canada.



EXHIBIT "A"

BRAFOR CAPITAL CORPORATION LIMITED

SPECIAL BY-LAW "F"

BEING A BY-LAW TO INCREASE THE CAPITAL STOCK OF BRAFOR
CAPITAL CORPORATION LIMITED (the "Company") AND AUTHORIZING
AN APPLICATION FOR SUPPLEMENTARY LETTERS PATENT

WHEREAS the authorized capital of the Company is two million five hundred thousand dollars (\$2,500,000) consisting of two million five hundred thousand (2,500,000) common shares of the par value of one dollar (\$1.00) each in Canadian currency of which six hundred forty-four thousand and fifty-one (644,051) shares are issued and outstanding as fully paid and non-assessable.

WHEREAS it is desirable and in the interests of the Company that the authorized capital of the Company be increased in the manner hereinafter provided.

NOW BE IT AND IT IS HEREBY ENACTED AS SPECIAL BY-LAW "F" OF THE COMPANY AS FOLLOWS:

1. Subject to confirmation by Supplementary Letters Patent the authorized capital of the Company be increased by the creation of six hundred and fifty thousand (650,000) Convertible Class A shares without nominal or par value, provided however, that the aggregate consideration for the issue of the said Convertible Class A shares without nominal or par value shall not exceed in amount or value the sum of seven hundred and seventy-three thousand dollars (\$773,000) or such greater amount as the Board of Directors of the Company may deem expedient and as may be authorized by the Minister of Consumer and Corporate Affairs on payment of the requisite fees applicable to such greater amount.

2. The Convertible Class A shares shall have the rights and shall be subject to the restrictions, conditions and limitations hereinafter set forth, that is to say:

2.1 The holders of the Convertible Class A shares shall be entitled to receive notice of meetings of shareholders and to attend and vote thereat and shall have five (5) votes in respect of each Convertible Class A share held by them respectively.

2.2 The Convertible Class A shares or any of them, may, upon and subject to the terms and conditions hereinafter set forth, be converted at any time by the holder or holders thereof into fully paid Common Shares of the Company as the same shall be constituted at the time of conversion on the basis of one (1) Common Share as presently constituted for each Convertible Class A share; provided, however, that, in the event of liquidation, dissolution or winding-up of the Company; such right of conversion shall cease and expire at noon on the business day next preceding the date of such liquidation, dissolution or winding-up.

A holder of Convertible Class A shares desiring to convert his Convertible Class A shares into common shares in accordance with the foregoing shall surrender the certificate or certificates representing his Convertible Class A shares so to be converted to the head office of the Company or to the transfer agent for the time being of such Convertible Class A shares, accompanied by a request in writing for such conversion with his signature thereon verified, as the directors of the Company may from time to time require, and thereupon there shall be issued to such holder by the Company, out of the authorized but unissued common shares of the capital of the Company, as fully paid and non-assessable, the number of common shares to which he shall be entitled upon such conversion.

If the number of outstanding Convertible Class A shares or common shares shall, prior to the exercise by the holder of any Convertible Class A shares of his aforesaid conversion right, be subdivided or consolidated, the number of common shares into which such holder may convert his Convertible Class A shares shall be proportionately increased or reduced, as the case may be; provided that, in such event, no such shareholder shall be entitled to convert a Convertible Class A share or shares into a fraction of a common share, but in any such case the Company shall issue or cause to be issued in respect of such fraction or fractions a warrant or warrants, transferable by delivery, entitling the holder thereof and other similar warrants aggregating one (1) full common share, upon surrender of such warrants at such place as may be designated therein, to obtain from the Company a full common share and to receive a share certificate therefor. Such warrant shall be in such form and terms and shall be subject to such conditions as the Company may determine, and may provide that the holder thereof shall not be a shareholder or be entitled to receive dividends or to any other rights of a shareholder.

In the event that ninety per cent (90%) of the Convertible Class A shares are converted into common shares, then all the remaining Convertible Class A shares may, at any time and from time to time, at the Company's option, by resolution of the Board of Directors be converted into and become common shares. In order to exercise such option, the Company shall cause its transfer agent to give each holder of Convertible Class A shares, by prepaid registered mail addressed to his address appearing on the books of the Company, notice in writing of the exercise of such option, which notice shall require such holder to surrender the certificate or certificates representing the Convertible Class A shares to be converted at the office of such transfer agent within thirty (30) days after the mailing of such notice and such holder shall thereupon surrender the certificates representing such Convertible Class A shares so to be converted, together with a notice to such transfer agent stating the name or names in which

he wishes the certificates for common shares to be issued and the address to which he wishes such certificates for common shares to be sent. The Company shall also forthwith upon exercising such option, issue the appropriate number of common shares to each holder of the Convertible Class A shares outstanding with instructions to the transfer agent to deliver certificates representing the common shares to the holders of the Convertible Class A shares at the time of their surrender in the manner aforesaid. Upon surrender of certificates representing their Convertible Class A shares and the receipt of certificates representing common shares in substitution therefor or upon the next business day immediately following the date so fixed for surrender, whichever first occurs, the said Convertible Class A shares shall be deemed to be converted into common shares and the holders thereon shall cease to have any rights in respect thereto except the right to receive certificates for common shares and the right to receive any arrears of dividends unpaid on such Convertible Class A shares. In the event that any holder of Convertible Class A shares shall fail or neglect to surrender his certificate or certificates to the transfer agent together with the notice as aforesaid, within the said period of thirty (30) days, the said holder or holders shall, upon the expiry of such period of thirty (30) days, cease to have any rights in respect of Convertible Class A shares except the right to receive certificates for common shares as provided herein and the right to receive any arrears of dividends unpaid on such Convertible Class A shares, and the transfer agent shall deliver by prepaid registered mail addressed to each such holder at his address appearing on the books of the Company, a certificate or certificates for the aggregate number of common shares equal to the number of Convertible Class A shares then registered in the name of such holder or holders.

Nothing contained in the foregoing provisions regarding the conversion of Convertible Class A shares into common shares shall be deemed in any way to limit or restrict the rights of the Company from time to time to take such lawful proceedings as it may deem advisable for the increase or reduction in its Convertible Class A or common share capital or otherwise in any other manner changing or dealing with the capital of the Company of the shares thereof, the rights in respect of such conversions being exercisable in respect of Convertible Class A shares and of common shares of the Company as they may from time to time be constituted respectively subject only to the express provisions hereinbefore contained.

The Company shall not issue any common shares which will result in the unissued common shares being insufficient to fulfill the conversion privilege of holders of Convertible Class A shares should the holders of all outstanding Convertible Class A shares avail themselves of their conversion privilege in accordance with the provisions herein contained.

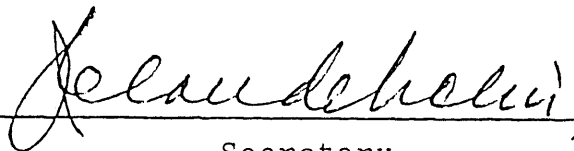
2.3 In all other respects, the Convertible Class A shares shall rank pari passu with the existing common shares of the Company.

3. THAT the Company be and it is hereby authorized to make application to the Minister of Consumer and Corporate Affairs for Supplementary Letters Patent confirming this By-Law.

4. THAT the directors and officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

I, the undersigned, J. CLAUDE NOLIN, Secretary of BRAFOR CAPITAL CORPORATION LIMITED, hereby certify the foregoing to be a true copy of Special By-Law "F" enacted by the directors of the Company at their meeting held on June 11th 1973 and unanimously ratified, sanctioned and confirmed by the shareholders at a Special General and the Annual General Meeting of Shareholders duly called and held on June 29th 1973, at which meeting a quorum was present.

Montreal, this 25th day of July 1973.


Secretary