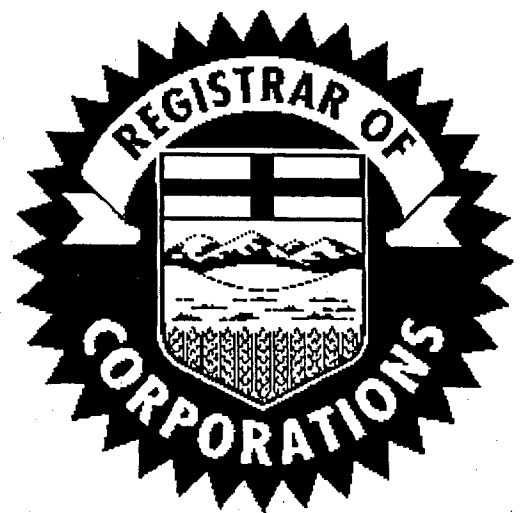


Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**SAVARIA CORPORATION
AMENDED ITS ARTICLES ON 2005/05/27.**



Alberta

ARTICLES OF AMENDMENT

1. Name of Corporation

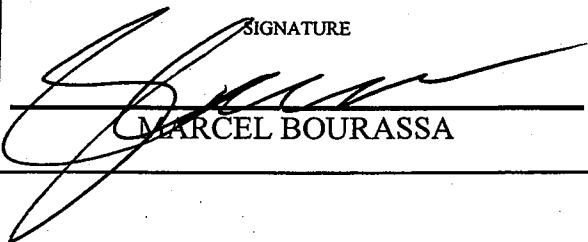
2. Corporate Access Number

SAVARIA CORPORATION	208512517
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3.

Pursuant to section 173(1)(e) of the *Business Corporations Act* (Alberta), the Articles of the Corporation are hereby amended by deleting sub-paragraph 4(c) of Schedule "A" to the Articles of Amendment filed January 4, 2002, and replacing same with the following:

(c) Conversion: The holders of the Series "A" Shares shall be entitled to convert the Series "A" Shares, for no additional consideration, on the basis of one Common Share for each Series "A" Share, as such shares exist as of the date of effective date of these provisions, and subject to adjustment reflecting any consolidation or split of the Common Shares.

4. DATE	SIGNATURE	TITLE
May 27, 2005	 MARCEL BOURASSA	President

**SCHEDULE "A" SHARE CAPITAL
SAVARIA CORPORATION**

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of First Preferred Shares and an unlimited number of Second Preferred Shares, each having the rights, privileges, restrictions and conditions set forth as follows:

1. The Common Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Voting: The holders of the Common Shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share without nominal or par value held at all such meetings.

(b) Dividends: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares without nominal or par value shall be entitled to receive and participate rateably in any dividends declared by the board of directors of the Corporation.

(c) Liquidation, Dissolution or Winding-Up: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Common Shares without nominal or par value shall participate rateably in the distribution of the assets of the Corporation.

2. The First Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Issuance in Series: The First Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of First Preferred Shares.

(b) Ranking of First Preferred Shares: The First Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the First Preferred Shares of every other series and be entitled to preference over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares. The First Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares or as may be fixed in accordance with subparagraph 2(a).

(c) Approval by Holders of First Preferred Shares: The approval by the holders of the First Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the First Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the First Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all First Preferred Shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all First Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting. At such adjourned meeting the holders of First Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all First Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the First Preferred Shares hereinbefore mentioned. Notice of any meeting of the holders of the First Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

3. The Second Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Issuance in Series: The Second Preferred Shares may be issued from time to time in one or more series, and subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Second Preferred Shares.

(b) Ranking of Second Preferred Shares: The Second Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the Second Preferred Shares of every other series and be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares. The Second Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares as may be fixed in accordance with subparagraph 3(a).

(c) Approval by Holders of Second Preferred Shares: The approval of the holders of the Second Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the Second Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Second Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Second Preferred Shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all Second Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting. At such adjourned meeting the holders of Second Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Second Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Second Preferred Shares hereinbefore mentioned. Notice of any meeting of the holders of the Second Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders.

4. The Corporation is authorized to issue a maximum of 7,000,000 Series "A" First Preferred Shares (the "Series "A" Shares") and the Series "A" Shares shall have, in addition to the provisions of First Preferred Shares generally, the following rights, privileges, restrictions and conditions:

(a) Voting: The holders of the Series "A" Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Series "A" Share held at all such meetings.

(b) Dividends: The holders of the Series "A" Shares shall be entitled to receive, in priority to the Common Shares, an annual, non-cumulative dividend of 2% of the amount of the consideration for which such shares were issued, payable at such times and in such manner as the directors may determine in their discretion. The holders of the Series "A" Shares shall not be entitled to any dividends other than or in excess of the above dividends.

(c) Conversion: The holders of the Series "A" Shares shall be entitled to convert the Series "A" Shares, for no additional consideration, on the basis of one Common Share for each Series "A" Share, as such shares exist as of the date of effective date of these provisions, and subject to adjustment reflecting any consolidation or split of the Common Shares.

(d) Dissolution: Upon dissolution of the Corporation, the holders of Series "A" Shares shall be entitled to receive an amount equal to the amount of the consideration for which such shares were issued, together with any dividends declared thereon and unpaid, and no more, the whole in priority to the distribution of any property to the holders of the Common Shares and the Second Preferred Shares.

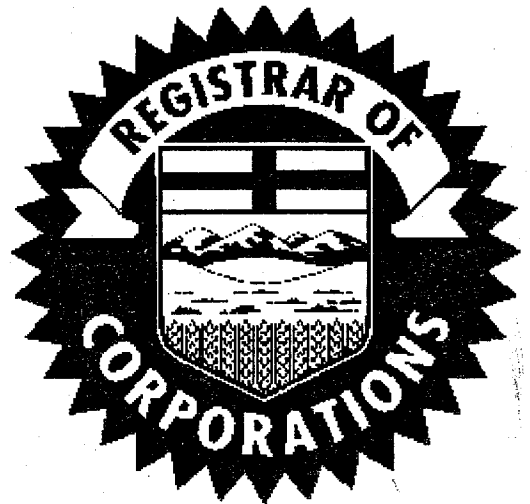
CORPORATE ACCESS NUMBER: 208512517

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**SAVARIA CORPORATION
AMENDED ITS ARTICLES ON 2002/01/04.**



Name/Structure Change Alberta Corporation - Registration Statement

Service Request Number: 3559262

Corporate Access Number: 208512517

Legal Entity Name: SAVARIA CORPORATION

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: SAVARIA CORPORATION

New French Equivalent Name:

Nuans Number: 72539991

Nuans Date: 2001/12/20

French Nuans Number:

French Nuans Date:

Share Structure: AS SET OUT IN SCHEDULE "A" TO ARTICLES OF AMENDMENT FILED JANUARY 4, 2002

Share Transfers Restrictions: NONE

Number Of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 12

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE SCHEDULE "C" TO THE ARTICLES OF AMENDMENT FILED JANUARY 4, 2002

BCA Section/Subsection: 167(1)(D) AND 167(1)(M)

Professional Endorsement Provided:

Future Dating Required:

Amendment Date: 2002/01/04

Annual returns are outstanding for the 2001 file year(s).

Annual Return

File Year	Date Filed
2000	2001/04/16

SCHEDULE "A"
SHARE CAPITAL
SAVARIA CORPORATION

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of First Preferred Shares and an unlimited number of Second Preferred Shares, each having the rights, privileges, restrictions and conditions set forth as follows:

1. The Common Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Voting: The holders of the Common Shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share without nominal or par value held at all such meetings.

(b) Dividends: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares without nominal or par value shall be entitled to receive and participate rateably in any dividends declared by the board of directors of the Corporation.

(c) Liquidation, Dissolution or Winding-Up: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Common Shares without nominal or par value shall participate rateably in the distribution of the assets of the Corporation.

2. The First Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Issuance in Series: The First Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of First Preferred Shares.

(b) Ranking of First Preferred Shares: The First Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the First Preferred Shares of every other series and be entitled to preference over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares. The First Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares or as may be fixed in accordance with subparagraph 2(a).

(c) Approval by Holders of First Preferred Shares: The approval by the holders of the First Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the First Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the First Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all First Preferred Shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all First Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting. At such adjourned meeting the holders of First Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all First Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the First Preferred Shares hereinbefore mentioned. Notice of any meeting of the holders of the First Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

3. The Second Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Issuance in Series: The Second Preferred Shares may be issued from time to time in one or more series, and subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Second Preferred Shares.

(b) Ranking of Second Preferred Shares: The Second Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the Second Preferred Shares of every other series and be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares. The Second Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares as may be fixed in accordance with subparagraph 3(a).

(c) Approval by Holders of Second Preferred Shares: The approval of the holders of the Second Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the Second Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Second Preferred Shares

duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Second Preferred Shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all Second Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting. At such adjourned meeting the holders of Second Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Second Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Second Preferred Shares hereinbefore mentioned. Notice of any meeting of the holders of the Second Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders.

4. The Corporation is authorized to issue a maximum of 7,000,000 Series "A" First Preferred Shares (the "Series "A" Shares") and the Series "A" Shares shall have, in addition to the provisions of First Preferred Shares generally, the following rights, privileges, restrictions and conditions:

(a) Voting: The holders of the Series "A" Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Series "A" Share held at all such meetings.

(b) Dividends: The holders of the Series "A" Shares shall be entitled to receive, in priority to the Common Shares, an annual, non-cumulative dividend of 2% of the amount of the consideration for which such shares were issued, payable at such times and in such manner as the directors may determine in their discretion. The holders of the Series "A" Shares shall not be entitled to any dividends other than or in excess of the above dividends.

(c) Conversion: The holders of the Series "A" Shares shall be entitled to convert the Series "A" Shares, for no additional consideration, on the basis of one Common Share for each Series "A" Share, as such shares exist as of the date of effective date of these provisions, and subject to adjustment reflecting any consolidation or split of the Common Shares. The holders of the Series "A" Shares shall only be entitled to convert one-half of the total issued and outstanding Series "A" Shares after January 1, 2006, and a further one-half of the total issued and outstanding Series "A" Shares after January 1, 2007.

(d) Dissolution: Upon dissolution of the Corporation, the holders of Series "A" Shares shall be entitled to receive an amount equal to the amount of the consideration for which such shares were issued, together with any dividends declared thereon and unpaid, and no more, the whole in priority to the distribution of any property to the holders of the Common Shares and the Second Preferred Shares.

SCHEDULE "C"

SAVARIA CORPORATION

1. The directors may between annual meetings appoint one or more additional directors but the number shall not at any time exceed 1/3 of the number who held office as at the last meeting.
2. Meetings of the Shareholders of the Corporation may be held at any location in Canada as may be determined by resolution of the shareholders.

CORPORATE ACCESS NUMBER: 208512517

Alberta

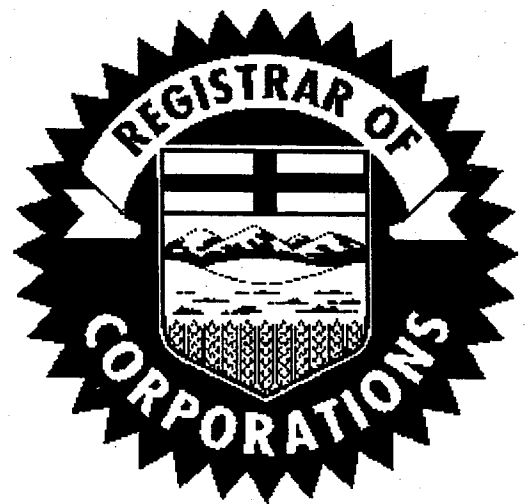
BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMENDMENT

**JESSIAN CAPITAL CORP.
CHANGED ITS NAME TO SAVARIA CORPORATION ON 2001/12/21.**



Name Change Alberta Corporation - Registration Statement

Service Request Number: 3534932

Corporate Access Number: 208512517

Legal Entity Name: JESSIAN CAPITAL CORP.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: SAVARIA CORPORATION

New French Equivalent Name:

Nuans Number: 72539991

Nuans Date: 2001/12/20

French Nuans Number:

French Nuans Date:

Professional Endorsement Provided:

Future Dating Required:

Amendment Date: 2001/12/21

Annual returns are outstanding for the 2001 file year(s).

Annual Return

File Year	Date Filed
2000	2001/04/16

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	1999/10/25
Restrictions on Share Transfers	ELECTRONIC	1999/10/25
Other Rules or Provisions	ELECTRONIC	1999/10/25
Section 167(1)(f) Schedule	ELECTRONIC	2000/07/25

Registration Authorized By: KENNETH MCKINNON
DIRECTOR

DIRECTOR

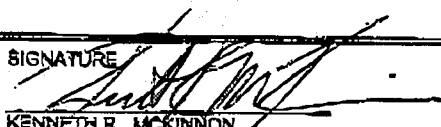
BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

FORM 4

Alberta

Consumer and
Corporate Affairs

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION Jessian Capital Corp.		2. CORPORATE ACCESS # 208512517
3. THE ARTICLES OF THE CORPORATION ARE AMENDED AS FOLLOWS:		
<p>THE ARTICLE 1 OF THE CORPORATION IS AMENDED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 167(1)(a) OF THE BUSINESS CORPORATIONS ACT (ALBERTA) SUCH THAT THE NAME OF THE CORPORATION IS CHANGED TO:</p> <p style="text-align: center;">SAVARIA CORPORATION</p> <p>PURSUANT TO SECTION 167(1)(d) OF THE BUSINESS CORPORATIONS ACT (ALBERTA) ARTICLE 2 OF THE CORPORATION IS AMENDED TO CREATE A SERIES OF FIRST PREFERRED SHARES BEING THE SERIES "A" FIRST PREFERRED SHARES HAVING THE RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS SET FORTH IN SCHEDULE "A" WHICH IS ATTACHED HERETO.</p> <p>PURSUANT TO SECTION 167(1)(M) OF THE BUSINESS CORPORATIONS ACT (ALBERTA) ARTICLE 6 OF THE CORPORATION IS AMENDED TO ADD THE FOLLOWING PROVISION:</p> <p style="text-align: center;">MEETINGS OF THE SHAREHOLDERS OF THE CORPORATION MAY BE HELD AT ANY LOCATION IN CANADA AS MAY BE DETERMINED BY RESOLUTION OF THE SHAREHOLDERS.</p>		
6. DATE DECEMBER 21, 2001	SIGNATURE  KENNETH R. MCKINNON	TITLE DIRECTOR
FOR DEPARTMENT USE ONLY		FILED

if hard copy precedes name-chg articles

SCHEDULE "A"
TO THE ARTICLES OF AMENDMENT OF
JESSIAN CAPITAL CORP. (the "Corporation")

SERIES "A" FIRST PREFERRED SHARES

The Corporation is authorized to issue a maximum of 7,000,000 Series "A" First Preferred Shares (the "Series "A" Shares") and the Series "A" Shares shall have, in addition to the provisions of First Preferred Shares generally, the following rights, privileges, restrictions and conditions:

- (a) **Voting:** The holders of the Series "A" Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Series "A" Share held at all such meetings.
- (b) **Dividends:** The holders of the Series "A" Shares shall be entitled to receive, in priority to the Common Shares, an annual, non-cumulative dividend of 2% of the amount of the consideration for which such shares were issued, payable at such times and in such manner as the directors may determine in their discretion. The holders of the Series "A" Shares shall not be entitled to any dividends other than or in excess of the above dividends.
- (c) **Conversion:** The holders of the Series "A" Shares shall be entitled to convert the Series "A" Shares, for no additional consideration, on the basis of one Common Share for each Series "A" Share, as such shares exist as of the date of effective date of these provisions, and subject to adjustment reflecting any consolidation or split of the Common Shares. The holders of the Series "A" Shares shall only be entitled to convert one-half of the total issued and outstanding Series "A" Shares after January 1, 2006, and a further one-half of the total issued and outstanding Series "A" Shares after January 1, 2007.
- (d) **Dissolution:** Upon dissolution of the Corporation, the holders of Series "A" Shares shall be entitled to receive an amount equal to the amount of the consideration for which such shares were issued, together with any dividends declared thereon and unpaid, and no more, the whole in priority to the distribution of any property to the holders of the Common Shares and the Second Preferred Shares.

CORPORATE ACCESS NUMBER: 208512517

Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMENDMENT

JESSIAN CAPITAL CORP.
AMENDED ITS ARTICLES ON 2000/07/25.



Name/Structure Change Alberta Corporation - Registration Statement

Service Request Number: 2195909

Corporate Access Number: 208512517

Legal Entity Name: JESSIAN CAPITAL CORP.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: JESSIAN CAPITAL CORP.

New French Equivalent Name:

Nuans Number: 65567132

Nuans Date: 1999/10/18

French Nuans Number:

French Nuans Date:

Share Structure: AS SET OUT IN SCHEDULE "A" TO ARTICLES OF INCORPORATION

Share Transfers Restrictions: NONE

Number Of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 12

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions:

THE DIRECTORS MAY BETWEEN ANNUAL MEETINGS APPOINT ONE OR MORE ADDITIONAL DIRECTORS BUT THE NUMBER SHALL NOT AT ANY TIME EXCEED 1/3 OF THE NUMBER WHO HELD OFFICE AS AT THE LAST MEETING.

BCA Section/Subsection: 167(1)(F)

Professional Endorsement Provided:

Future Dating Required:

Amendment Date: 2000/07/25

Annual Return

No Records returned

Attachment

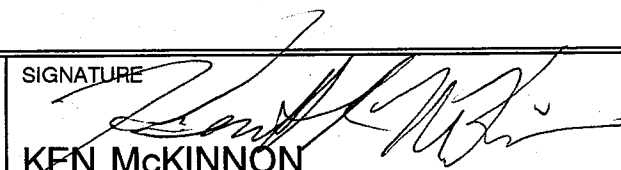
Attachment Type	Microfilm Bar Code	Date Recorded
Section 167(1)(f) Schedule	ELECTRONIC	2000/07/25

Registration Authorized By: KEN MCKINNON
DIRECTOR

Alberta

Consumer and
Corporate Affairs

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION JESSIAN CAPITAL CORP.		2. CORPORATE ACCESS # 208512517
3. THE ARTICLES OF THE CORPORATION ARE AMENDED AS FOLLOWS:		
<p>The Articles of the Corporation are amended pursuant to Section 167(1)(f) to consolidate the Common Shares issued and outstanding as at the date of this resolution, into 1,333,334 Common Shares.</p>		
6. DATE July 25, 2000	SIGNATURE  KEN MCKINNON	TITLE DIRECTOR
FOR DEPARTMENT USE ONLY		

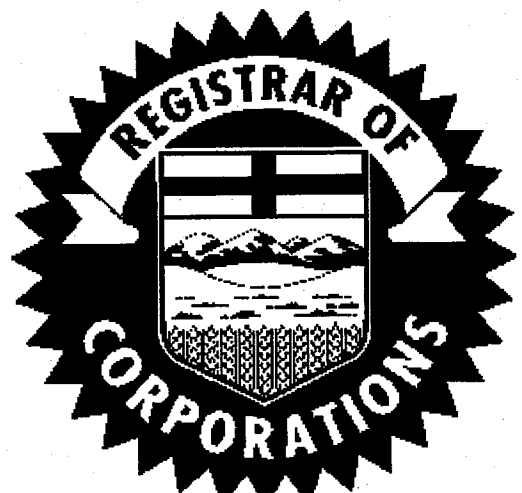
CORPORATE ACCESS NUMBER: 208512517

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**JESSIAN CAPITAL CORP.
AMENDED ITS ARTICLES ON 2000/01/18.**



Name/Structure Change Alberta Corporation - Registration Statement

Service Request Number: 1724586

Corporate Access Number: 208512517

Previous Legal Entity Name: JESSIAN CAPITAL CORP.

Previous French Equivalent Name:

Legal Entity Name: JESSIAN CAPITAL CORP.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Nuans Report Number: 65567132

Nuans Report Date: 1999/10/18

French Name Nuans Report Number:

French Name Nuans Report Date:

Classes Of Shares and any

Maximum Number(within each class): AS SET OUT IN SCHEDULE "A" TO ARTICLES OF INCORPORATION

Restrictions On Share Transfers: NONE

Minimum Number Of Directors: 3

Maximum Number Of Directors: 12

Restrictions On Business To: NONE

Restrictions On Business From: NONE

Other Provisions:

THE DIRECTORS MAY BETWEEN ANNUAL MEETINGS APPOINT ONE OR MORE ADDITIONAL DIRECTORS BUT THE NUMBER SHALL NOT AT ANY TIME EXCEED 1/3 OF THE NUMBER WHO HELD OFFICE AS AT THE LAST MEETING.

Section And Subsection of Act Change Made Under: 167(1)(L), 167(1)(K), 167(1)(M)

Restatement of Articles:

Directors Issue Shares In Series:

Professional Endorsement Provided:

Future Dating Required:

Amendment Date: 2000/01/18

Annual Returns

File Year	Date Filed
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Court Orders

Order Type	Order Date	Order Number	Judicial District	Termination Date
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Attachments

No Records Returned

**Registration Authorized By: PETER A. DRUTZ
PRESIDENT**

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION: JESSIAN CAPITAL CORP.	2. CORPORATE ACCESS NO.: 208512517
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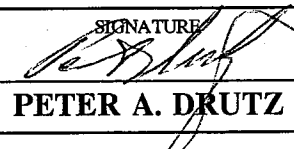
3. Pursuant to Section 167(1)(l) of the *Business Corporations Act* (Alberta) Item 3 of the Articles of Incorporation of the Corporation is deleted in its entirety and the word "none" substituted therefore.

Pursuant to Section 167(1)(k) if the *Business Corporations Act* (Alberta) Item 4 of the Articles of Incorporation of the Corporation is deleted in its entirety and replaced with the following:

The minimum number of Directors the Corporation may have is 3 and the maximum number of Directors the Corporation may have is 12.

Pursuant to Section 167(1)(m) of the *Business Corporations Act* (Alberta) Schedule "C" to Item 6 of the Articles of Incorporation of the Corporation is deleted in its entirety and replaced with the following:

The directors may between annual meetings appoint one or more additional directors but the number shall not at any time exceed 1/3 of the number who held office as at the last meeting.

DATE January 5, 2000	SIGNATURE  PETER A. DRUTZ	TITLE PRESIDENT
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FOR DEPARTMENTAL USE ONLY

FILED

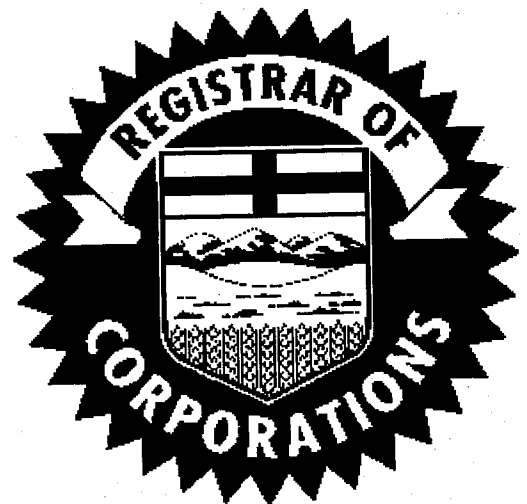
CORPORATE ACCESS NUMBER: 208512517

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**JESSIAN CAPITAL CORP.
WAS INCORPORATED IN ALBERTA ON 1999/10/25.**



**Articles of Incorporation
For
JESSIAN CAPITAL CORP.**

Classes of Shares:	AS SET OUT IN SCHEDULE "A" TO ARTICLES OF INCORPORATION
Restrictions on Share Transfers:	AS SET OUT IN SCHEDULE "B" TO ARTICLES OF INCORPORATION
Number of Directors:	
Minimum Number of Directors:	1
Maximum Number of Directors	7
:	
Restrictions on Business To:	NONE
Restrictions on Business From:	NONE
Other Rules or Provisions:	AS SET OUT IN SCHEDULE "C" TO ARTICLES OF INCORPORATION

**Registration Authorized By: WILLIAM M. WALKER
SOLICITOR**



Consumer and
Corporate Affairs

ARTICLES OF INCORPORATION

1. NAME OF CORPORATION		
JESSIAN CAPITAL CORP.		
2. THE CLASSES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:		
The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of First Preferred Shares and an unlimited number of Second Preferred Shares, each having the rights, privileges, restrictions and conditions set forth in Schedule "A" which is attached hereto and forms part of these Articles of Incorporation.		
3. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):		
The annexed Schedule "B" is incorporated into this form.		
4. NUMBER, OR MINIMUM AND MAXIMUM NUMBER, OF DIRECTORS THAT THE CORPORATION MAY HAVE:		
Minimum - 1 Maximum - 7		
5. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, OR RESTRICTED TO CARRYING ON A CERTAIN BUSINESS, SPECIFY THE RESTRICTION(S):		
None		
6. OTHER RULES OR PROVISION (IF ANY):		
The annexed Schedule "C" is incorporated into this form.		
7. DATE:	1999	OCTOBER 25
	YEAR	MONTH DAY
INCORPORATOR NAME	ADDRESS (INCLUDING POSTAL CODE)	SIGNATURE
WILLIAM M. WALKER	800, 11012 MACLEOD TRAIL SOUTH CALGARY, ALBERTA, T2J 6A5	
FOR DEPARTMENTAL USE ONLY		
CORPORATE ACCESS NO. _____		INCORPORATION DATE _____

SCHEDULE "A"

SHARE CAPITAL

JESSIAN CAPITAL CORP.

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of First Preferred Shares and an unlimited number of Second Preferred Shares, each having the rights, privileges, restrictions and conditions set forth as follows:

1. The Common Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Voting:** The holders of the Common Shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share without nominal or par value held at all such meetings.

(b) **Dividends:** Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares without nominal or par value shall be entitled to receive and participate ratably in any dividends declared by the board of directors of the Corporation.

(c) **Liquidation, Dissolution or Winding-Up:** Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Common Shares without nominal or par value shall participate ratably in the distribution of the assets of the Corporation.

2. The First Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Issuance in Series:** The First Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of First Preferred Shares.

(b) **Ranking of First Preferred Shares:** The First Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the First Preferred Shares of every other series and be entitled to preference over the Second Preferred Shares, the Common Shares and the shares of any other

class ranking junior to the First Preferred Shares. The First Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares or as may be fixed in accordance with subparagraph 2(a).

(c) Approval by Holders of First Preferred Shares: The approval by the holders of the First Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the *Business Corporations Act* (Alberta), be given in writing by the holders of all of the First Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the First Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all First Preferred Shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all First Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting. At such adjourned meeting the holders of First Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all First Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the First Preferred Shares hereinbefore mentioned. Notice of any meeting of the holders of the First Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

3. The Second Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Issuance in Series: The Second Preferred Shares may be issued from time to time in one or more series, and subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Second Preferred Shares.

(b) Ranking of Second Preferred Shares: The Second Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the Second Preferred Shares of every other series and be entitled to preference over the Common Shares and the shares of any other class ranking

junior to the Second Preferred Shares. The Second Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares as may be fixed in accordance with subparagraph 3(a).

(c) Approval by Holders of Second Preferred Shares: The approval of the holders of the Second Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the *Business Corporations Act* (Alberta), be given in writing by the holders of all of the Second Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Second Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Second Preferred Shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all Second Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting. At such adjourned meeting the holders of Second Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Second Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Second Preferred Shares hereinbefore mentioned. Notice of any meeting of the holders of the Second Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders.

SCHEDULE "B"

RESTRICTIONS ON SHARE TRANSFERS

JESSIAN CAPITAL CORP.

No share in the capital of the Corporation shall be transferred without the express consent of the directors of the Corporation expressed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by all of the directors.

SCHEDULE "C"

OTHER PROVISIONS

JESSIAN CAPITAL CORP.

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one third (1/3) of the number of directors who held office at the expiration of the last annual meeting.

2. The number of shareholders of the Corporation, exclusive of:

(a) persons who are in the employment of the Corporation or of an affiliate of the Corporation, as that term is defined in the *Securities Act* (Alberta), and

(b) persons who, having been formerly in the employment of the Corporation, or of an affiliate of the Corporation, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment,

is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

3. Any invitation to the public to subscribe for securities of the Corporation is prohibited.