

COMPANIES ACT OF 1994
(Section 5)

ARTICLES OF INCORPORATION
SCHEDULE (Page 1)

1. Name of Company: _____ Company No: _____

2. The classes and any maximum number of shares that the Company is authorised to issue

The Company shall be authorised to issue an unlimited number of shares of 2 classes designated as Class "A" Common Shares and Class "B" Convertible Preference Shares to which the rights and restrictions contained in clauses 1 and 2 following shall respectively apply.

CLASS "A" COMMON SHARES

(a) Voting

Each holder of the Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders, and at all such meetings shall be entitled to one vote in respect of each Common Share held.

(b) Right to Dividends

Subject to the rights of holders of the Class "B", Convertible Preference Shares, the holders of Class "A" Common Shares shall be entitled to receive dividends and the company shall pay dividends thereon as declared by the Board of Directors of the company out of monies properly applicable to the payment of dividends in such amount and in such form as the Board of Directors may from time-to-time determine and all dividends which the Directors may declare on Class "A" Common Shares shall be declared and paid in equal amounts per share on all Class "A" Common Shares at the time outstanding.

(c) Right to Elect Directors

The holders of Class "A" Common Shares shall have the right to elect the Board of Directors of the company.

(d) Rights on Winding-up

In the event of any liquidation, dissolution or winding-up of the company, the holders of the Class "A" Common Shares shall be entitled to share equally and exclusively all distributions of the assets of the Company as remain after creditors have been paid and dividends issued to the holders of Class "B" Convertible Preference Shares equal to the capital contributed to the company by those shareholders.

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7. Incorporator

Date:

Name	Address	Signature

Official use only

Form 1

COMPANIES ACT OF 1994
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ARTICLES OF INCORPORATION
SCHEDULE (Page 2)

1. Name of Company: _____ Company No: _____

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2. CLASS "B" CONVERTIBLE PREFERENCE SHARES

(a) Voting

The holders of the Class "B" Convertible Preference Shares shall be entitled to receive notice of and to attend all meetings of the shareholders but shall not be entitled to vote.

(b) Rights to Dividends

The holders of the Class "B" Convertible Preference Shares, in priority to the holders of the Class "A" Common Shares shall be entitled to receive and the company shall pay as and when declared by the Board of Directors out of money properly applicable to the payment of dividends, fixed preferential non-cumulative cash dividends at a rate to be determined by the Board of Directors. The holders of Class "B" Convertible Preference Shares shall be entitled to the receipt of such dividends, in priority as aforesaid, until such time as the holders shall have received dividends equal to the total sum paid as the purchase price for their preferred shares. The holders of Class "B" Convertible Preference Shares shall not be entitled to any dividends other than or in excess of the fixed preferential non-cumulative dividends hereinbefore provided for.

(c) Conversion

Subject to clause 2 (b) above, the holders of the Class "B" Convertible Preference Shares shall cause the Class "C" Convertible Preference Shares to be converted to Class "A" Common Shares upon the receipt of dividends equal to the total sum paid as the purchase price for their preferred shares on the following conversion basis; namely one Class "A" common share for each Class "B" Convertible Preference Share converted.

7. Incorporator

Date:

Name	Address	Signature

Official use only