

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3050507

The Registrar of Companies for England and Wales hereby certifies that  
O M C BARBECUES LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 27th April 1995



A handwritten signature in black ink that reads 'M. Lewis'.

\*N030505077\*

For the Registrar of Companies



**C O M P A N I E S   H O U S E**

HC007B

**G****COMPANIES FORM No. 12****Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

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Name of company

\* OMC BARBECUES LIMITED\* insert full  
name of CompanyI, HOWARD JEFFERY RINDof 194A SLOANE STREET, KNIGHTSBRIDGE, LONDON, SW1X 9QX† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]  
~~person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)~~† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 39 Briton Hill RoadSanderson in the County of  
Surrey.the 18th day of AprilOne thousand nine hundred and nineteen five  
before me RE J. E. TAYLORA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Declarant to sign below

Howard RindPresentor's name address and  
reference (if any):For official Use  
New Companies Section

Post room

**BARBER YOUNG BURTON & RIND**  
194A SLOANE STREET  
KNIGHTSBRIDGE  
LONDON SW1X 9QX

REF: HJR/A.6072-1-5



**OYEZ**

CHA1

**10**

**Statement of first directors and  
secretary and intended situation  
of registered office**

This form should be completed in black.

Company name (*in full*)

**CN**

For official use

O M C BARBECUES LIMITED

Registered office of the company on incorporation.

**RO**

UNIT 9, WESTWOOD COURT

CLAYFIELD INDUSTRIAL ESTATE

NESTON

Post town

SOUTH WIRRAL

County/Region

L64 3TT

Postcode

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

X

Name

BARBER YOUNG BURTON & RIND

**RA**

194A SLOANE STREET

KNIGHTSBRIDGE

Post town

LONDON

County/Region

SW1X 9QX

Postcode

Number of continuation sheets attached

2

To whom should Companies House direct any enquiries about the information shown in this form?

BARBER YOUNG BURTON & RIND

194A SLOANE STREET, KNIGHTSBRIDGE

LONDON

Postcode SW1X 9QX

Telephone 0171-245 9721

Extension

**Company Secretary** (See notes 1 - 5)

Name	*Style/Title	MR.
	Forenames	JAMES WARD TIMOTHY
	Surname	WITZEL
	*Honours etc	
Previous forenames		
Previous surname		
<b>Address</b>	<b>AD</b> 524 COLONIAL DRIVE	
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town WATERLOO	
	County/Region ONTARIO	
	Postcode N2K 1Z6	Country CANADA
I consent to act as secretary of the company named on page 1		
<b>Consent signature</b>	Signed 	
	Date 18th April 1995	

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name	*Style/Title	MR.
	Forenames	THEODORE ANDREW
	Surname	WITZEL
	*Honours etc	
Previous forenames		
Previous surname		
<b>Address</b>	<b>AD</b> 156 JOHN BOULEVARD WEST	
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town WATERLOO	
	County/Region ONTARIO	
	Postcode N2L 1C5	Country CANADA
Date of birth	DO 2 8 0 7 1 8	Nationality NA CANADIAN
Business occupation	OC	
Other directorships	OD	
* Voluntary details	I consent to act as director of the company named on page 1	
<b>Consent signature</b>	Signed	
	Date	

**Directors** (continued)

(See notes 1 - 5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

## \* Voluntary details

**Consent signature**

Delete if the form is signed by the subscribers.

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

**OMC BARBECUES LIMITED****CD**

MR.

THEODORE ANDREW

WITZEL

**AD**

179 CLAREMONT AVENUE WEST

Post town

KITCHENER

County/Region

ONTARIO

Postcode

N2M 2P9

Country

CANADA

**DO**

0 7 0 9 5 4

Nationality

**NA**

CANADIAN

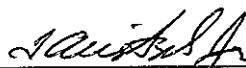
**OC**

COMPANY VICE - PRESIDENT

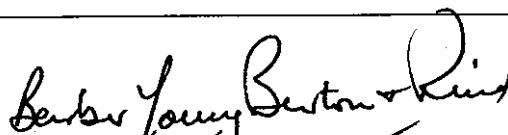
**OD**

I consent to act as director of the company named on page 1

Signed



Date 18th April 1995



Signature of agent on behalf of all subscribers

Date 18th April 1995

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

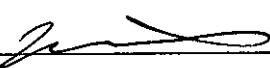
- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).
- If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.
- Give previous forenames or surname except that:
- for a married woman, the name by which she was known before marriage need not be given,
  - names not used since the age of 18 or for at least 20 years need not be given.
- In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.
- Address:
- Give the usual residential address.
- In the case of a corporation or Scottish firm give the registered or principal office.
- 2 Directors known by another description:  
A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.
- 3 Directors details:  
Show for each individual director their date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**
- 4 Other directorships:  
Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or **at all times during the past 5 years** when the person was a director **was**:
  - dormant,
  - a parent company which wholly owned the company making the return,
  - a wholly owned subsidiary of the company making the return,
  - another wholly owned subsidiary of the same parent company.
- If there is insufficient space on the form for other directorships you may use a separate sheet of paper.
- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.
- 6 The address for companies registered in England and Wales is:-  
The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ  
or, for companies registered in Scotland:-  
The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

**Company Secretary** (See notes 1 - 5)**OMC BARBECUES LTD**

Name	*Style/Title	<input type="text" value="CS"/>	
Forenames	<input type="text"/>		
Surname	<input type="text"/>		
*Honours etc	<input type="text"/>		
Previous forenames	<input type="text"/>		
Previous surname	<input type="text"/>		
Address	<input type="text" value="AD"/>		
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	<input type="text"/>	
	County/Region	<input type="text"/>	
	Postcode	<input type="text"/>	Country <input type="text"/>
I consent to act as secretary of the company named on page 1			
Consent signature	<input type="text"/>		
	Signed	Date	

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name	*Style/Title	<input type="text" value="CD"/> MR.	
Forenames	<input type="text" value="JAMES WARD TIMOTHY"/>		
Surname	<input type="text" value="WITZEL"/>		
*Honours etc	<input type="text"/>		
Previous forenames	<input type="text"/>		
Previous surname	<input type="text"/>		
Address	<input type="text" value="AD 524 COLONIAL DRIVE"/>		
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	<input type="text" value="WATERLOO"/>	
	County/Region	<input type="text" value="ONTARIO"/>	
	Postcode	<input type="text" value="N2K 1Z6"/>	Country <input type="text" value="CANADA"/>
Date of birth	<input type="text" value="DO 0 6 0 4 5 7"/>	Nationality <input type="text" value="NA"/>	<input type="text" value="CANADIAN"/>
Business occupation	<input type="text" value="OC COMPANY VICE - PRESIDENT"/>		
Other directorships	<input type="text" value="OD"/>		
* Voluntary details	<input type="text"/>		
Consent signature	<input type="text"/>		
Signed			
	Date 18th April 1995		

**Company Secretary** (See notes 1 - 5)**OMC BARBECUES LIMITED**

Name \*Style/Title

**CS**

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the registered or principal office address.

**AD**

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

**Consent signature**

Signed

Date

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title

**CD**

MR.

Forenames

TERENCE RICHARD

Surname

WITZEL

\*Honours etc

Previous forenames

Previous surname

**Address****AD**

326 OLD STONE ROAD

Usual residential address must be given.  
In the case of a corporation, give the registered or principal office address.

Post town WATERLOO

County/Region

ONTARIO

Postcode N2K 1Z3

Country CANADA

**DO** 1 2 0 2 6 0

Nationality

**NA**

CANADIAN

**OC**

COMPANY VICE-PRESIDENT

**OD**

\* Voluntary details

Signed

Date 18th April 1995

100,000

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

O M C BARBECUES LIMITED

- 
1. The name of the Company is "O M C BARBECUES LIMITED".
  2. The registered office of the Company will be situate in England and Wales.
  3. The object for which the Company is established is to carry on business as a general commercial company
  4. The liability of the members is limited to the amount (if any) unpaid on the shares held by them.
  5. The share capital of the Company is £100,000.00 divided into 100,000 shares of £1.00 each.

628811

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names

---

**NAMES ADDRESSES AND  
DESCRIPTIONS OF SUBSCRIBERS**

**Number of Shares taken  
by each subscriber**

---

SIGNATURE OF  
AUTHORISED OFFICER:

Theodore Andrew Witzel  
THEODORE ANDREW WITZEL

ONE

FULL NAME OF SUBSCRIBER: ONWARD MULTI-CORP. INC.

FULL ADDRESS OF  
SUBSCRIBER: 932 VICTORIA STREET NORTH  
KITCHENER, ONTARIO, CANADA  
N2B 1W4

---

Dated this 18<sup>th</sup> day of April 1995

Witness to the above signatures:-

WITNESS: SIGNATURE:

FULL NAME: David Scott Whitfield

ADDRESS: 168 CLAREMONT AVENUE  
KITCHENER, ONTARIO, CANADA  
N2M 2T8

OCCUPATION: LAWYER

Company Limited by Shares

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**ARTICLES OF ASSOCIATION**

**OF**

**O M C BARBECUES LIMITED**

**1. PRELIMINARY**

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company except in so far as they are excluded or varied by these Articles.
- 1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

**2. SHARE CAPITAL**

- 2.1 The original share capital of the Company is £100,000.00 divided into 100,000 ordinary shares of £1.00 each.
- 2.2 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine.
- 2.3 The shares of the Company for the time being unissued shall be at the disposal of the directors, who in accordance with Section 80 or Section 80A of the Act may allot them to such persons, at such times and on such terms as they think fit, subject nevertheless to any directions as to the issue of any of such shares which may be given by an ordinary resolution of the Company.

**3. LIEN AND FORFEITURE**

- 3.1 The lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.
- 3.2 In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it"; and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".

**4. TRANSFER OF SHARES**

- 4.1 Any shares registered in the name of one or more holders as the trustees or trustee of a will or settlement may be transferred into the name or joint names of any new or continuing trustees or trustee upon any change in the trusteeship thereof, or into the name of any person becoming absolutely entitled to such shares (whether or not in pursuance of the exercise of any discretionary power) by virtue of the trusts of such will or settlement.

- 4.2 Except in the case of a transfer of shares expressly authorised by the preceding article, the right to transfer shares in the Company shall be subject to the following restrictions :
- 4.2.1 Before requiring the Company to register a transfer of any shares the person, whether a member of the Company or not, desiring to transfer them ("the proposing transferor") shall give a notice in writing ("the transfer notice") to the Company that he desires to sell such shares and shall specify in the transfer notice the price at which he is prepared to sell such shares. The transfer notice shall constitute the Company as the agent of the proposing transferor for the sale of all (but not a part only) of the shares specified in the transfer notice to any member [or to any other person selected by the directors] at such price. If the proposing transferor does not in the transfer notice specify the price at which he is prepared to sell such shares then such shares shall be offered for sale at the prescribed price (as determined in paragraph 4.2.6). A transfer notice once received by the Company shall not be revocable without the prior consent of the directors.
- 4.2.2 If the proposing transferor has specified a price at which he is prepared to sell such shares, and within the period of two months of receiving a transfer notice the Company finds members [or other persons] ("the purchasers") willing to purchase all the shares specified in the transfer notice and gives notice of the fact to the proposing transferor, he shall be bound upon payment of the specified price to transfer those shares to such members [or other persons].
- 4.2.3 If no price is specified and within a period of two months after receiving a transfer notice the Company finds members [or other persons] ("the prospective purchasers") who are willing to purchase all of the shares specified in the transfer notice subject to agreement upon the price for such shares and gives written notice of the fact to the proposing transferor then the provisions of paragraph 4.2.6 as regards the determination of the prescribed price shall take effect, and if the price for such shares as so determined under paragraph 4.2.6 is acceptable to the prospective purchasers, who give notice in writing of that fact to the Company, then the Company shall give written notice of that fact to the proposing transferor who shall be bound upon payment of the prescribed price to transfer those shares to such members [or other persons].
- 4.2.4 Every notice given by the Company under either of the preceding paragraphs stating that it has found a purchaser or prospective purchaser (whichever is applicable) for such shares shall state the name and address of such purchaser or prospective purchaser, or, if more than one, their names and addresses, and the number of shares which each such purchaser or prospective purchaser is willing to purchase, and such notice shall (in the case where the price has been specified) be accompanied by the appropriate instruments of transfer for execution by the proposing transferor, and the purchase shall be completed, in the case where the price has been specified, at a place and time to be appointed by the Company not being more than 28 days after the date on which such notice was given by the Company, and in the case where the price has to be ascertained in accordance with paragraph 4.2.6 the purchase shall be completed at a place and time to be appointed by the Company not being more than 28 days after the price has been so ascertained. For the purpose of determining the right to any distribution by the Company the proposing transferor shall be deemed to have sold such shares on the date of completion of the purchase.
- 4.2.5 If the proposing transferor, after having become bound to transfer any shares to a purchaser or prospective purchaser, fails to do so, the directors may authorise some person to sign an instrument of transfer on behalf of the proposing transferor in favour of the purchaser or prospective purchaser and the Company may receive the purchase money and shall, on receipt of the purchase money, cause the name of the purchaser or prospective purchaser (as applicable) to be entered in the register as the holder of the shares and shall hold the purchase money on trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser or prospective purchaser, who

- shall not be bound to see to its application; and after his name has been entered into the register the validity of the proceedings shall not be questioned by any person.
- 4.2.6 In the event of the purchase price for such shares not being specified by the proposing transferor then after receipt by the proposing transferor of a notice given by the Company under paragraph 4.2.3 of this article the proposing transferor shall use his best endeavours to agree with the prospective purchaser the price for each share but, in the event of failure to agree within one month of receipt by the proposing transferor of such notice given by the Company, then the fair value for such shares shall be determined by the auditors for the time being of the Company or (if the proposing transferor shall require) by some other chartered accountant to be nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales who shall act as an expert and not an arbitrator, and whose determination as to the fair value of the shares which the proposing transferor wishes to sell shall be conclusive, and such fair value shall be the price payable for the shares and in fixing such price such auditors or chartered accountant shall have power to determine how the costs of fixing the fair value of such shares shall be borne.
- 4.2.7 All shares comprised in any transfer notice shall be offered by the Company in the first instance for sale to all members holding shares of the same class as those so comprised (other than the proposing transferor) on the terms that if more than one such member desires to purchase such shares then the shares so offered shall be sold to members accepting the offer in proportion (as nearly as may be) to their existing holdings of such shares. All offers of shares under this paragraph shall be made in writing and sent by prepaid post to the members at their respective registered addresses, and shall limit a time (not being less than 21 days) within which the offer must be accepted or in default will be treated as declined.
- 4.2.8 Once the price for the shares has been ascertained under paragraph 4.2.6 then any prospective purchaser shall have the right to withdraw his application to purchase shares and there will be no obligation on any prospective purchaser to purchase shares at such price unless he so signifies his consent to the Company, and for that purpose he shall be deemed to have so signified his consent if he does not within one month of being notified by the Company of the price so determined inform the Company in writing that he no longer desires to purchase the shares, provided that if there are more than one prospective purchaser and not all prospective purchasers signify or are deemed to signify their consent to the purchase at such price, then there shall be no obligation on the proposing transferor to sell the shares specified in the transfer notice unless such prospective purchasers as are prepared to purchase the shares agree to purchase all of the shares specified in the transfer notice.
- 4.2.9 If either:
- 4.2.9.1 within a period of two months after receiving a transfer notice the Company shall not find purchasers for all of the shares specified in the transfer notice and gives notice in writing to that effect to the proposing transferor, or
  - 4.2.9.2 if the Company within such period of two months gives to the proposing transferor notice in writing that it has no prospects of finding such purchasers, or
  - 4.2.9.3 the prospective purchasers give notice under paragraph 4.2.8 that they are not prepared to pay the price determined under paragraph 4.2.6 and to purchase all of the shares specified in the transfer notice,
- the proposing transferor shall be at liberty until the expiration of four months thereafter to transfer all or any of the shares specified in the transfer notice to any person but he may not transfer the shares or any of them at a price lower than the specified price or the price ascertained under paragraph 4.2.6 (as applicable). The directors shall register any such transfer provided that the provisions of this article have been complied with and notwithstanding any other article or regulation of the Company.

- 4.2.10 If a proposing transferor wishes to sell any of his shares specified in a transfer notice after the expiry of the period of four months referred to in paragraph 4.2.9, then he must give notice in writing to the Company again in accordance with paragraph 4.2.1.
- 4.3 The personal representatives of any deceased member shall be bound, if and when called upon by the directors to do so not earlier than six months after the date of his death, to give a transfer notice in respect of all the shares registered in the name of the deceased member as sole holder or as sole surviving joint holder at the date of his death, or such of those shares as still remain so registered. If within a period of 21 days after being called upon the personal representatives fail to give such a transfer notice they shall be deemed to have given a transfer notice at the expiration of that period, and the provisions of the preceding article shall have effect accordingly.
- 4.4 If any member is adjudged bankrupt, his trustee in bankruptcy shall be bound immediately to give to the Company a transfer notice in respect of all the shares registered in the name of the bankrupt member as sole holder or as sole surviving joint holder at the date of his bankruptcy, and if no such transfer notice is given within one month of the bankruptcy, the trustee in bankruptcy shall be deemed to have given it at the end of that period, and the said provisions shall have effect accordingly.
- 4.5 Regulation 24 of Table A shall be altered by substituting the words "even if fully paid without giving any reason for such refusal" for the words commencing "which is not fully paid" to the end of the Regulation.

## 5. ALTERATION OF SHARE CAPITAL

- 5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)".
- 5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the company)" shall be omitted.

## 6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 In Regulation 40 of Table there shall be inserted after the words "shall be a quorum" the words "and once a quorum is present then the meeting may proceed and transact its business, even if during such meeting such a quorum ceases to be present".
- 6.2 In Regulation 41 of Table A the words "or if during a meeting such a quorum ceases to be present" shall be omitted and at the end of that Regulation the words "and at such adjourned meeting notwithstanding the provisions of Regulation 40 the quorum required to be present shall be one person entitled to vote upon the business to be transacted being a member or a proxy for a member or a duly authorised representative of a member which is a corporation" shall be inserted.
- 6.3 A poll may be demanded at any general meeting by any member entitled to vote at it and Regulation 46 of Table A shall be modified accordingly.
- 6.4 In Regulation 50 of Table A the word "not" shall be inserted between the words "shall" and "be" to the effect that the chairman shall not be entitled to a further or casting vote.

## 7. VOTES OF MEMBERS

- 7.1 In Regulation 54 of Table A there shall be inserted after the words "present in person" and after the words "duly authorised representative" the words "or by proxy" and there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy".
- 7.2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used".

## 8. NUMBER OF DIRECTORS

In Regulation 64 of Table A there shall be substituted for the words "shall not be less than two" the words "the minimum number of directors is one".

## 9. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 9.1 Regulations 73 to 78 inclusive of Table A shall not apply to the Company.
- 9.2 Regulation 79 of Table A shall be amended by omitting the final two sentences of that Regulation.
- 9.3 There shall be no age limit for directors, and section 293(1) to (6) of the Act shall not apply to the Company
- 9.4 A director who is the holder of shares in the Company shall vacate his office forthwith upon the transfer of all of his shares in the Company.

## 10. DISQUALIFICATION OF DIRECTORS

In Regulation 81 of Table A there shall be inserted in paragraph (d) after the words "to the Company" the words "left at the office".

## 11. PROCEEDINGS OF DIRECTORS

- 11.1 In Regulation 88 of Table A the word "not" in the third sentence of the Regulation shall be omitted and there shall be inserted at the end of that sentence the words "and such notice shall be given in the way in which notice to such director is usually or commonly given" and in the penultimate sentence of the Regulation the word "not" shall be inserted between the words "shall" and "have".
- 11.2 In Regulation 89 of Table A there shall be inserted after the words "the business of the directors" the words " shall be one if that director is the sole director of the Company but if there is more than one director of the Company the quorum for the transaction of the business of the directors".
- 11.3 In Regulation 90 of Table A there shall be substituted for the words "fixed as the quorum" the words " constituting the quorum".

## 12. THE SEAL

The Company may exercise all the powers given by Section 39 of the Act with regard to an official seal for use abroad, and such powers shall be vested in the directors.

## 13. DIVIDENDS

In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or to a particular extent".

## 14. NOTICES

- 14.1 In Regulation 112 of Table A the words "A member whose registered address is not within the United Kingdom" to the end of the Regulation shall be omitted.
- 14.2 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

---

NAMES ADDRESSES AND  
DESCRIPTIONS OF SUBSCRIBERS

---

Number of Shares taken  
by each subscriber

SIGNATURE OF AUTHORISED  
OFFICER:

  
THEODORE ANDREW WITZEL

ONE

FULL NAME OF SUBSCRIBER: ONWARD MULTI-CORP. INC.

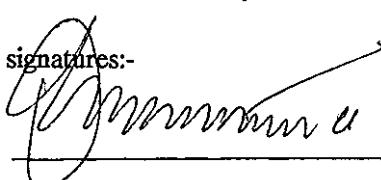
FULL ADDRESS OF  
SUBSCRIBER:

932 VICTORIA STREET NORTH  
KITCHENER, ONTARIO, CANADA  
N2B 1W4

---

Dated this 18th day of April 1995

Witness to the above signatures:-



WITNESS: SIGNATURE:

FULL NAME: DAVID SCOTT WHITFIELD

ADDRESS: 168 CLAREMONT AVENUE  
KITCHENER, ONTARIO, CANADA  
N2M 2T8

OCCUPATION: LAWYER