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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Domco Tarkett inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [ ] Corporation-State [x] Other Corporation-Canada

2. Name and address of receiving party(ies) Name: Tarkett inc. Internal Address: Street Address: 1001, East Yamaska S City: Farnham State QC Zip: J2N 1J7 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [ ] Corporation-State [x] Other Corporation-Canada

3. Nature of conveyance: [ ] Assignment [x] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: October 30, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 72/256,845 B. Trademark Registration No.(s)

Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Simon Lemay Internal Address: Street Address: 925, chemin St-Louis Suite 500 City: Québec State: QC Zip: G1S 1C1

6. Total number of applications and registrations involved: 78 7. Total fee (37 CFR 3.41): \$1965.00 [x] Enclosed [ ] Authorized to be charged to deposit account

8. Deposit account number:

9. Signature. Simon Lemay Signature Date: JAN. 14, 2004

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01/28/2004 DBYRNE 1925.00

Total number of pages including cover sheet, attachments, and document: 14

All documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

**IN THE UNITED STATES PATENT AND TRADEMARK**

In re Applications and registrations of

DOMCO TARKETT INC. (NOW TARKETT INC.)

No: As listed in Schedule «A»

Filed: As listed in Schedule «A»

For : marks listed in Schedule «A»

72256 845

**POWER OF ATTORNEY**

Applicant hereby appoints Simon Lemay, member of the Bar of the Province of Québec, and the firm of Lavery, de Billy, general partnership, having an address at 925, chemin Saint-Louis, Suite 500, Québec, Québec, Canada, G1S 1C1, to prosecute said applications or registrations; to transact all business in the Patent and Trademark Office on its behalf in connection therewith; to receive the Certificate of Registration; and to represent it in all proceedings affecting the marks which may arise in the Patent and Trademark Office hereafter. All powers of attorney heretofore granted and hereby revoked.

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

Lawrence M. Jarvis, Ronald DiCerbo and McAndrews, Held and Malloy, Ltd., 500 W. Madison, 34<sup>th</sup> Floor, Chicago, Illinois, 60661, is hereby designated Applicant's representative upon whom notice or process in proceedings affecting the above referenced marks may be serve. All prior appointments of domestic representative are hereby revoked.

TARKETT INC.



By:

Printed Name: Stéphanie Couture

Title: Director, Legal Department & Secretary

Date: January 13, 2003

**SCHEDULE «A»**

TRADEMARK	FILING NUMBER	REGISTRATION NO	OUR FILE NUMBER
TARKETT (AB)	72/259,749	0,850,449	412986-273
GEMGLO	73/126,695	1,090,142	412986-199
TARKETT	73/359,542	1,242,857	412986-274
AZROCK & DESIGN	73/386,355	1,326,503	412986-143
DOMCOR	73/475,966	1,371,996	412986-181
AQUAFLO	73/498,925	1,344,757	412986-138
TARKETT (AB)	73/717,601	1,513,707	412986-275
TARKETT (AB)	73/753,895	1,548,822	412986-276
TARKETT (AB)	73/753,896	1,548,823	412986-277
GEMGLAZE	73/760,122	1,612,168	412986-198
VISTA	73/764,389	1,598,731	412986-292
CUSTOMFLO	73/776,675	1,631,701	412986-175
AQUAGUARD	74/018,301	1,653,772	412986-139
DOMCO	74/018,789	1,750,904	412986-177
CUSTOMBRITE	74/028,549	1,620,097	412986-174
PRESSURE-TEMP	74/057,704	1,673,026	412986-245
SANI-SAFE	74/057,830	1,768,128	412986-255
COMFORT ZONE	74/057,831	1,745,250	412986-162
MICROBRITE	74/150,269	1,788,911	412986-224
PEARLLUX	74/150,341	1,732,122	412986-237
CRYSTALFLO	74/150,962	1,792,721	412986-173
MOTION	74/171,348	1,742,349	412986-226
VINYLPLUS	74/185,804	1,686,539	412986-290
A DOMCO TENSION FLEX FLOOR	74/233,473	1,843,731	412986-129
INFLUENCE	74/233,474	1,746,474	412986-211
IMPULSE	74/296,824	1,813,004	412986-209
TENSIONFLEX	74/305,340	1,801,556	412986-281
SHINE-EASE FLOOR FINISH	74/335,381	1,786,421	412986-260
HARRIS TARKETT	74/357,059	1,792,637	412986-206
CONSTANT PRIDE	74/386,278	1,857,309	412986-165
CLEAR-VIEW	74/404,562	1,941,456	412986-159
OPULENCE	74/476,502	1,918,889	412986-234
ULTRA CLEAN	74/479,096	1,986,025	412986-287
SERIES 8000	74/479,097	1,967,262	412986-257
NAFCO	74/604,004	1,961,645	412986-227
DOMCO & DESSIN	74/604,576	1,938,488	412986-178

TRADEMARK	FILING NUMBER	REGISTRATION NO	OUR FILE NUMBER
AZROCK	74/729,407	1,995,609	412986-142
BRILLIANT	75/035,091	2,110,096	412986-148
AUGUSTA PLANK	75/154,011	2,201,856	412986-140
SALES MANAGER	75/183,089	2,304,484	412986-252
CRESTVIEW PLANK	75/235,529	2,227,116	412986-171
NOUVEAU GRANITE	75/235,530	2,232,748	412986-232
TARKETT (classics) (AB)	75/309,726	2,208,370	412986-278
INTERSPEC	75/336,327	2,441,228	412986-214
SERIES 8300	75/337,543	2,419,446	412986-258
TERRESQUE	75/364,494	2,442,975	412986-282
STATIFLOR	75/371,236	2,379,865	412986-264
MADRAS SLATE	75/404,141	2,290,858	412986-223
SIMPLY DIFFERENT	75/437,823	2,451,294	412986-262
DOMCO INLAID FUSION FLOOR	75/412,547	2,451,274	412986-179
COURT QUARRY	75/451,923	2,287,331	412986-169
DOMCO MASTER	75/462,657	2,366,861	412986-180
INLAIDIA	75/482,335	2,358,373	412986-212
BUILDER BASIC	75/515,385	2,449,607	412986-152
FLEXBAC	75/620,810	2,409,943	412986-194
ELEMENTS	75/634,578	2,485,711	412986-185
DORCHESTER PLANK	75/634,581	2,525,605	412986-182
CERAMA	75/639,114	2,324,019	412986-155
NAVONA STONE	75/724,854	2,585,825	412986-230
BRECCIA CARSICA	75/724,855	2,472,186	412986-146
CRACKLED PORCELAIN	75/923,896	2,684,832	412986-170
CLAY STONE	75/923,897	2,687,564	412986-158
ANTIQUE PLANK	75/923,898	2,603,071	412986-137
CORNERSTONE	76/116,396	2,643,926	412986-166
PLANTATION WOOD	76/120,407		412986-241
TRITONITE	76/130,267		412986-285
LIFEGARD	76/257,765	2,758,006	412986-219
PERMASTONE	76/453,906	2,763,904	412986-239
CORTINA	76/510,245		412986-167
TRENDS	78/082,164	2,773,529	412986-284
TRUTEX	78/108,233	2,666,654	412986-286
SURESHINE	78/139,526	2,721,478	412986-270
GROUTFIT	78/165,045	2,753,140	412986-202
PRIMO PLUS	78/173,199	2,750,549	412986-246
STRIPWOOD	78/185,251		412986-267

<b>TRADEMARK</b>	<b>FILING NUMBER</b>	<b>REGISTRATION NO</b>	<b>OUR FILE NUMBER</b>
<b>NATURAL WONDERS</b>	78/265,238		412986-228
<b>STAND ON EXCELLENCE</b>	78/303,667		412986-125



Industry Canada    Industrie Canada  
Canada Business    Loi canadienne sur  
Corporations Act    les sociétés par actions

I HEREBY CERTIFY THAT THE  
ATTACHED IS A TRUE COPY OF THE  
DOCUMENT MAINTAINED IN THE  
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE  
DOCUMENT CI-JOINT EST UNE COPIE  
EXACTE D'UN DOCUMENT CONTENU  
DANS LES LIVRES TENUS PAR LE  
DIRECTEUR.

Deputy Director - Directeur adjoint

Date

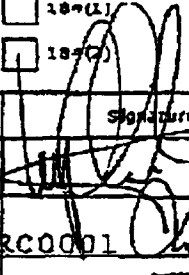
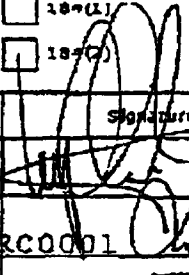


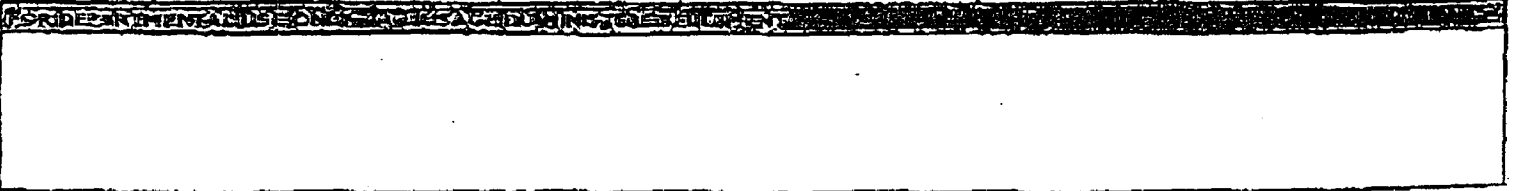
Canada

1 - Name of the Amalgamated Corporation <b>TARKETT INC.</b>	Dénomination sociale de la société issue de la fusion <b>TARKETT INC.</b>
2 - The province or territory in Canada where the registered office is to be situated <b>Quebec</b>	La province ou le territoire au Canada où se situera le siège social <b>Québec</b>
3 - The classes and any maximum number of shares that the corporation is authorized to issue <b>See Schedule A attached hereto</b>	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre <b>Voir Annexe A aux présentes</b>
4 - Restrictions, if any, on share transfers <b>See Schedule B attached hereto</b>	Restrictions sur le transfert des actions, s'il y a lieu <b>Voir Annexe B aux présentes</b>
5 - Number (or minimum and maximum number) of directors <b>Minimum: 1 - Maximum: 10</b>	Nombre (ou nombre minimal et maximal) d'administrateurs <b>Minimum: 1 - Maximum: 10</b>
6 - Restrictions, if any, on business the corporation may carry on <b>None</b>	Limites imposées à l'activité commerciale de la société, s'il y a lieu <b>Aucune</b>
7 - Other provisions, if any <b>See Schedule C attached hereto</b>	Autres dispositions, s'il y a lieu <b>Voir Annexe C aux présentes</b>

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

- 183
- 187(1)
- 187(2)

9 - Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre	Tel. No. n° de tél.
DOMCO TARKETT INC.	0110469		30/10/03	Director Administrateur	
4158148 CANADA INC.	4158148BN 891599300RC0001		30/10/03	Director Administrateur	



## SCHEDULE "A"

pertaining to

### SHARE CAPITAL

The unlimited share capital of the Corporation shall consist of three (3) classes of shares to which shall attach the following rights, some of which may be exercised according to the procedure which follows:

#### RIGHTS ATTACHING TO SHARES

**A) COMMON SHARES:** The number of Common Shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) **Dividends and shares in profits and remaining property.** Holders of Common Shares proportionally to the number of shares held by each, shall be entitled, subject to the rights and privileges attaching to other classes of shares, to:

(a) share in the property, profits and surplus assets of the Corporation, and, in this respect, to receive any dividend declared by the Corporation, the amount of which as well as the date, the time and the terms or manner of payment of which shall be left to the entire discretion of the Board of Directors; and

(b) receive the remaining property of the Corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the Corporation.

(2) **Limitation.** In addition to the conditions set out in section 42 and in subsections 34(2) and 35(3) of the *Canada Business Corporations Act* ("CBCA") respectively, the Corporation may neither pay any dividend with respect to the Common Shares nor make any payment to purchase or otherwise acquire any of these shares by mutual agreement if, as a consequence thereof, the realizable value of the net assets of the Corporation would be insufficient to redeem all the Class "A" Redeemable Preferred Shares and the Class "B" Preferred Shares.

(3) **Right to vote.** Holders of Common Shares shall be entitled to receive notice of any meeting of the shareholders of the Corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each Common Share shall confer unto each holder thereof one (1) vote.

**B) CLASS "A" REDEEMABLE PREFERRED SHARES:** The number of Class "A" Redeemable Preferred Shares shall be unlimited and the consideration, added to the stated capital account maintained for these Shares, shall also be unlimited. The following rights, privileges, restrictions and conditions shall attach thereto:

(1) **Redemption.** Subject to the requirements of the CBCA, the Corporation shall, as of 5:00 p.m. (Montreal time) on the first business day following the amalgamation between 4158148 Canada Inc. and Domco Tarker Inc. and at the instance, and in the discretion, of the Corporation from time to time thereafter (the "Time of Redemption"), redeem the Class "A" Redeemable Preferred Shares in accordance with the following provisions of this section. Except as hereinafter

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provided or as otherwise determined by the Corporation, no notice of redemption or other act or formality on the part of the Corporation shall be required to call the Class "A" Redeemable Preferred Shares for redemption.

Class "A" Redeemable Preferred Shares, other than those redeemed as of 5:00 p.m. (Montreal time) on the first business day following the amalgamation between 4158148 Canada Inc. and Domco Tarkett Inc. may be redeemed at any time and from time to time by one or more resolutions (a "Redemption Resolution") of the board of directors of the Corporation, whether made before or after the issuance or creation of the Class "A" Redeemable Preferred Shares to be redeemed, stating that the Class "A" Redeemable Preferred Shares set out in the Redemption Resolution shall be redeemed, and shall be deemed to have been redeemed for the Redemption Amount (as defined below) in the manner and at the time specified herein and in the Redemption Resolution.

At or before the Time of Redemption, the Corporation shall deliver or cause to be delivered to National Bank Trust Inc. (the "Depository") at its principal office in the City of Montreal, \$7.75 (the "Redemption Amount") in respect of each Class "A" Redeemable Preferred Share to be redeemed. Delivery of the aggregate Redemption Amount in such a manner, shall be a full and complete discharge of the Corporation's obligation to deliver the aggregate Redemption Amount to the holders of Class "A" Redeemable Preferred Shares.

From and after the Time of Redemption, (i) the Depository shall pay and deliver or cause to be paid and delivered to the order of the respective holders of the Class "A" Redeemable Preferred Shares, by way of cheque, on presentation and surrender at the principal office of the Depository in the City of Montreal of the certificate representing the common shares of the Corporation's predecessor, Domco Tarkett Inc., which were converted into Class "A" Redeemable Preferred Shares upon the amalgamation or such other documents as the Depository may, in its discretion, consider acceptable, the total Redemption Amount payable and deliverable to such holders, respectively, and (ii) the holders of Class "A" Redeemable Preferred Shares shall not be entitled to exercise any of the rights of shareholders in respect thereof except to receive the Redemption Amount therefor, provided that if satisfaction of the Redemption Amount for any Class "A" Redeemable Preferred Share is not duly made by or on behalf of the Corporation in accordance with the provisions hereof, then the rights of such holders shall remain unaffected. Under no circumstances will interest on the Redemption Amount be paid by the Corporation whether as a result of any delay in paying the Redemption Amount or otherwise.

From the Time of Redemption, each Class "A" Redeemable Preferred Share in respect of which deposit of the Redemption Amount is made shall be deemed to be redeemed and cancelled, the Corporation shall be fully and completely discharged from its obligations with respect to the payment of the Redemption Amount to such holders of Class "A" Redeemable Preferred Shares, and the rights of such holders shall be limited to receiving the Redemption Amount payable to them on presentation and surrender of the said certificates held by them or other documents respectively as specified above. Subject to the requirements of applicable law with respect to unclaimed property, if the Redemption Amount has not been fully satisfied in accordance with the provisions hereof within ten years of the Time of Redemption, the Redemption Amount shall be forfeited to the Corporation.

(2) Priority. The Common Shares shall rank junior to the Class "A" Redeemable Preferred Shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Class "A" Redeemable Preferred Shares.

(3) **Dividends.** The holders of the Class "A" Redeemable Preferred Shares shall not be entitled to receive any dividends thereon.

(4) **Voting Rights.** Except as otherwise provided in the CBCA, the holders of the Class "A" Redeemable Preferred Shares shall not be entitled to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

(5) **Liquidation, Dissolution or Winding-Up.** In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, and subject to the extinguishment of the rights of holders of Class "A" Redeemable Preferred Shares upon satisfaction of the Redemption Amount in respect of each Class "A" Redeemable Preferred Share, the holders of Class "A" Redeemable Preferred Shares shall be entitled to receive and the Corporation shall pay to such holders, before any amount shall be paid or any property or assets of the Corporation shall be distributed to the holders of common shares or any other class of shares ranking after the Class "A" Redeemable Preferred Shares as to such entitlement, an amount equal to the Redemption Amount for each Class "A" Redeemable Preferred Share held by them respectively and no more. After payment to the holders of the Class "A" Redeemable Preferred Shares of the amounts so payable to them as hereinbefore provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

**C) CLASS "B" PREFERRED SHARES:** The Corporation is authorized to issue an unlimited number of Class "B" preferred shares (hereinafter called the "Preferred Shares"). The following rights, privileges, restrictions and conditions shall attach thereto:

(1) **Directors' Authority to Issue in One or More Series.** The Board of Directors of the Corporation may issue the Preferred Shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the Board of Directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in these Articles, the designation, rights, privileges, conditions and restrictions to be attached to the shares of such series including, without limiting or restricting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of preferential dividends, whether cumulative, non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date and place of payment thereof, and the date or dates from which such preferential dividends shall accrue, the redemption price and terms and conditions of redemption, if any, the rights of retraction, if any, and the prices and other terms and conditions of any rights of retraction and whether any additional rights of retraction may be provided to such holders in the future, the consideration and the terms and conditions of any purchase for cancellation, if any, and the terms and conditions of any share purchase plan or sinking fund with respect thereto, the conversion price and the terms and conditions of conversion, if any. Before the issue of the first shares of a series, the Board of Directors of the Corporation shall send to the director under the CBCA, Articles of Amendment containing a description of such series including the designation, rights, privileges, conditions and restrictions determined by the Board of Directors of the Corporation.

(2) **Ranking of Preferred Shares.** The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority in the payment of dividends, return of capital and in the distribution of assets of the Corporation in the event of the liquidation or dissolution of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary

or involuntary. The Preferred Shares shall be entitled to priority over the Common Shares of the Corporation, with respect to priority in the payment of dividends, return of capital and the distribution of assets in the event of the liquidation or dissolution of the Corporation, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary. If any cumulative dividends or amounts payable on return of capital in respect of a series of shares are not paid in full, the shares of all series of Preferred Shares participate rateably in respect of accumulated dividends and return of capital.

(3) **Purchase for Cancellation.** Subject to the provisions of the CBCA and the provisions attached to any particular series of Preferred Shares, Preferred Shares of any series, if so provided in the rights, privileges, conditions and restrictions attached to such series, may be purchased for cancellation or made subject to redemption at the option of the Corporation or the holder thereof, at such time and at such prices and upon such other terms and conditions as may be specified in the rights, privileges, conditions and restrictions attaching to the Preferred Shares of such series.

(4) **Voting Rights.** Unless the Articles of the Corporation otherwise provide with respect to the creation and issue of a particular series of Preferred Shares, the holders of Preferred Shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting; provided that at any meeting of shareholders at which, notwithstanding the foregoing, the holders of Preferred Shares are required or entitled by law to vote separately as a class, each holder of Preferred Shares of any series thereof shall be entitled to cast, in respect of each such Preferred Share held, that number of votes which is equal to the quotient obtained by dividing the stated capital account maintained for all the outstanding Preferred Shares of such series by the number of such outstanding Preferred Shares; provided that in respect of any such consideration denominated in a currency other than Canadian, the Board of Directors of the Corporation shall, for the purpose of this section 4, determine the appropriate conversion rate of such currency to Canadian currency in effect on the date of issue and, based on such rate, the Canadian dollar equivalent of such consideration; and provided further that when such quotient is a fraction or a whole number plus a fraction there shall be no right to vote in respect of such fraction.

Any meeting of shareholders at which the holders of the Preferred Shares are required or entitled by law to vote separately as a class or a series shall, unless the Articles of the Corporation otherwise provide, be called and conducted in accordance with the by-laws of the Corporation; provided that no amendment to or repeal of the provisions of such by-laws made after the date of the first issue of any of the Preferred Shares by the Corporation shall be applicable to the calling and conduct of meetings of holders of the Preferred Shares voting separately as a class or as a series unless such amendment or repeal has been theretofore approved by ordinary resolution adopted by the holders of the Preferred Shares voting separately as a class.

## SCHEDULE B

### RESTRICTIONS ON TRANSFER OF SHARES

Effective immediately upon Amalco ceasing to be a "distributing corporation" under the CBCA, no shares of the share capital of the Corporation shall be transferred without (i) the approval of the directors evidenced by a resolution of the board or (ii) with the consent of shareholders of the Corporation, to be expressed either by a resolution passed at the meeting of shareholders or by an instrument or instruments in writing signed by all the shareholders, provided that approval of any transfer of shares may be given as aforesaid after the transfer has been effected upon the books of the Corporation in which event, unless the said resolution stipulates otherwise, the said transfer shall be valid and shall take effect as from the date of its entry upon the books of the Corporation.

## SCHEDULE C

### Pertaining to

## OTHER PROVISIONS

### 1. BORROWING POWERS

In addition to the powers conferred by the articles, and without restricting the generality of the powers conferred upon the directors by section 189 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44 ("CBCA"), the directors, if they see fit, and without having to obtain the authorization of the shareholders, may:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations of the Corporation;
- c) give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person, subject to it being established that the Corporation is or will be able to pay its liabilities as they become due and that the realizable value of its assets will not be less than the aggregate of its liabilities and of its stated capital;
- d) grant a hypothec or a mortgage, even a floating hypothec or charge, on a universality or property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation; and
- e) delegate one (1) or more of the above-mentioned powers to a director, to an Executive Committee, to a committee of the Board of Directors or to an officer of the Corporation.

### 2. APPOINTMENT OF NEW DIRECTORS DURING A TERM IN OFFICE

Subject to section 111 of the CBCA, the directors, in order to increase the number of directors within the limits prescribed by the articles, may appoint one (1) or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, to the extent that the total number of directors so appointed shall not exceed one third (1/3) of the number of directors elected at the previous annual meeting of the shareholders.

### 3. PARTICIPATION IN MEETINGS BY WAY OF TECHNICAL MEANS

One (1), several or all of the shareholders may participate in a meeting of the shareholders by way of technical means, such as a telephone, enabling them to communicate with the other shareholders or persons participating in the meeting. In such cases, these shareholders shall be deemed to have attended the meeting and this meeting shall be deemed to have been held in the Province of Quebec. The shareholders attending a meeting held using such technical means may decide on any matter which may be considered by a meeting of the shareholders. A shareholder who participates in a meeting of the shareholders by way of technical means may not be represented by proxy.

### 4. UNANIMOUS SHAREHOLDER AGREEMENT

Where, pursuant to the articles, a power, which is to be exercised by the Board of Directors, has been withdrawn from the authority of the directors in order to be assumed by the shareholders pursuant to a unanimous shareholder agreement according to section 146 of the CBCA, any reference, in the articles, to the exercise of such power by the Board of Directors or by one (1) or more directors shall be read as a reference to an exercise of this power by the meeting of the shareholders pursuant to the unanimous shareholder agreement.

### 5. CLOSED COMPANY

Effective immediately upon the Corporation ceasing to be a "reporting issuer" under the *Securities Act* (Québec):

(1) The number of shareholders of the Corporation shall be limited to 50, not including shareholders who are or were employees of the Corporation or of a subsidiary, two or more persons holding one or more shares jointly being counted as a single shareholder;

(2) any distribution of securities to the public is prohibited.