

5. The director(s) is/are: First name, initials and surname <i>Prénom, initiales et nom de famille</i>	<i>Administrateur(s):</i> Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident canadien Oui/Non</i>
Paul Stoyan	161 Bay Street, 3600, Toronto, Ontario, Canada M5J 2S1	Yes
Pierre Lortie	1 Place Ville-Marie, 39th Floor, Montreal, Quebec, Canada H3B 4M7	Yes
Gordon D. Giffin	303 303 Peach Tree Street, NE, Suite 5300, Atlanta, Georgia, U.S.A. 30308	No
David Morris	1190 Ave. des Canadiens-de-Montréal, Suite 500, Montreal, Quebec, Canada H3B 0M7	Yes

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

An unlimited number of common shares and an unlimited number of preferred shares, issuable in series.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Please see pages 3A and 3B attached hereto.

Rights, Privileges and Conditions of the Authorized Share Capital of ECN Capital Corp.

INTERPRETATION

- 1.01 References to “Act”: In this schedule, as from time to time amended, unless there is something in the context inconsistent herewith, “Act” means the Business Corporations Act (Ontario), or its successor, as amended from time to time.
- 1.02 Headings, Gender, Number: This schedule, as from time to time amended, shall be read without regard to paragraph headings, which are included for ease of reference only, and with all changes in gender and number required by the context.

ARTICLE 2 COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

- 2.01 The holders of the Common Shares shall be entitled:
- (a) to vote at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote. The holders of Common Shares are entitled to one vote for each one Common Share held on all polls taken at such meetings.
 - (b) to receive, subject to the rights of the holders of another class of shares, any dividend declared by the Corporation; and
 - (c) to receive, subject to the rights of the holders of another class of shares, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

ARTICLE 3 PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the preferred shares are as follows:

- 3.01 One or More Series. The preferred shares may at any time and from time to time be issued in one or more series.
- 3.02 Terms of Each Series. Subject to the Act, the directors may fix, before the issue thereof, the number of preferred shares of each series, the designation, rights, privileges, restrictions and conditions attaching to the preferred shares of each

series, including, without limitation, any voting rights, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms and conditions of redemption or purchase, any conversion rights, and any rights on the liquidation, dissolution or winding-up of the Corporation, any sinking fund or other provisions, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the preferred shares of the series.

- 3.03 Ranking of Preferred Shares. The 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, rank on a parity with the preferred shares of every other series and be entitled to preference over the common shares. If any amount of cumulative dividends (whether or not declared) or declared non-cumulative dividends or any amount payable on any such distribution of assets constituting a return of capital in respect of the preferred shares of any series is not paid in full, the preferred shares of such series shall participate rateably with the preferred shares of every other series in respect of all such dividends and amounts.”

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

N/A

10. Other provisions (if any):
Autres dispositions, s'il y a lieu :

None.


11. These restated articles of incorporation correctly set out the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation and all the amendments thereto.
Les présents statuts constitutifs mis à jour énoncent correctement les dispositions correspondantes des statuts constitutifs telles qu'elles sont modifiées et remplacent les statuts constitutifs et les modifications qui y ont été apportées.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

ECN Capital Corp.

Name of Corporation / *Dénomination sociale de la société*

By/
Par


Signature / *Signature*

Jim Nikopoulos

Print name of signatory / *Nom du signataire en lettres moulées*

Senior Vice President, General Counsel and Secretary

Description of Office / *Fonction*

These articles **must** be signed by an officer or director of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).