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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

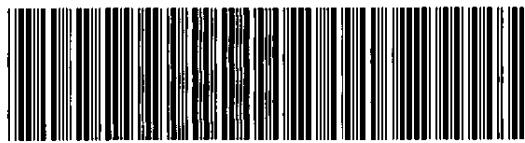
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: BRAZILIAN WOOD INC. / LE BOIS BRESILIEN INC

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ALVARO A. SANDOVAL

Name of Person

PROTEGE REAL ESTATE INVESTMENTS, INC

Firm/Company

15027 SW 139TH AVE

Address

MIAMI, FL 33186

City/State and Zip code

ASANDOVAL@PROTEGEINC.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ALVARO A. SANDOVAL

at (786) 447 7936

Name of Person

Area Code & Daytime Telephone Number

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TALLAHASSEE, FLORIDA

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **BRAZILIAN WOOD INC.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **CANADA** 3. **650208-3**

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. **JAN 6, 2006** 5. **PERPETUAL**

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **3225 1ERE RUE ST-HUBERT QC J3Y 8Y6**

(Principal office address)

3225 1ERE RUE ST-HUBERT QC J3Y 8Y6

(Current mailing address)

8. **IMPORT / EXPORT OF EXOTIC WOOD FOR DECKING**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **ALVARO A. SANDOVAL**

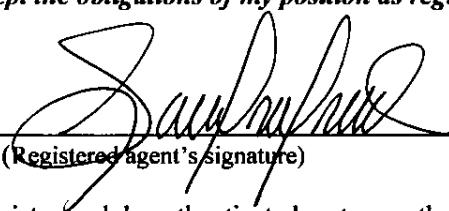
Office Address: **15027 SW 139TH AVE**

MIAMI, Florida **33186**
(City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **ALEXANDRE PEREZ**

Address: **3225 1ERE RUE**

ST-HUBERT QC J3Y 8Y6

Director: **LYNDA CSOMAN**

Address: **3225 1ERE RUE**

ST-HUBERT QC J3Y 8Y6

B. OFFICERS

President: **MIGUEL PEREZ**

Address: **3225 1ERE RUE**

ST-HUBERT QC J3Y 8Y6

Vice President: _____

Address: _____

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TAILOR ASSOCIATION
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Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. **MIGUEL PEREZ - PRESIDENT**

(Typed or printed name and capacity of person signing application)



Industry Canada Industrie Canada

Canada Business
Corporations Act Loi canadienne sur
les sociétés par actions

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

Deputy Director - Directeur adjoint

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.

Date



Canada



Industry Canada

Industrie Canada

**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

Brazilian Wood Inc. / Le Bois Brésilien Inc.

650208-3

Name of corporation-Dénomination de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Corporation number-Numéro de la société

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Richard G. Shaw
Director - Directeur

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TALLAHASSEE, FLORIDA

January 6, 2006 / le 6 janvier 2006

Date of Incorporation - Date de constitution

FILED

Canada



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

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION
REPORT ÉLECTRONIQUE

ARTICLES OF
INCORPORATION
(SECTION 6)

STATUTS CONSTITUTIFS
(ARTICLE 6)

Processing Type - Mode de Traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société

Brazilian Wood Inc. / Le Bois Brésilien Inc.

2. The province or territory in Canada where the registered office is to be situated -

La province ou le territoire au Canada où se situera le siège social

QC

3. The classes and any maximum number of shares that the corporation is authorized to issue -

Catégories et le nombre maximal d'actions que la société est autorisée à émettre

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors - Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum: 1 Maximum: 10

6. Restrictions, if any, on business the corporation may carry on -

Limites Imposées à l'activité commerciale de la société, s'il y a lieu

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

7. Other provisions, if any - Autres dispositions, s'il y a lieu

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

8. Incorporators - Fondateurs

Name(s) - Nom(s)

Address (including postal code) - Adresse (inclure le code postal)

Signature

MIQUEL PEREZ

5910 DE SEIGNE,
ST. LEONARD, QUEBEC, CANADA, H1P 1G8

MIQUEL PEREZ

Canada

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SCHEDULE / ANNEXE

**SCHEDULE A
SHARE CAPITAL**

The unlimited share capital of the corporation contains seven (7) classes of shares with the following rights, privileges, restrictions and conditions:

A) **CLASS A SHARES:** The rights, privileges, restrictions and conditions attached to an unlimited number of class A shares, are as follows:

1) **Dividends and participation.** Subject to the rights and privileges attached to other classes of shares, holders of class A shares shall have the right, pari passu with holders of class B shares:

a) to participate in the property, profits and surplus assets of the corporation, and for that purpose, to receive any dividend declared by the corporation, and

b) to receive the remaining property of the corporation upon dissolution.

2) **Restriction.** In addition to the provisions of section 40 of the CANADA BUSINESS CORPORATIONS ACT, no dividend shall be paid on class A shares nor can such shares be acquired by the corporation which would result in the realizable value of the net assets of the corporation being insufficient to redeem class D and E shares.

3) **Right to vote.** Holders of class A shares shall have the right to vote at any meeting of the shareholders of the corporation. Each class A share confers one (1) vote, except at meetings at which only the holders of some other class of shares are entitled to vote.

4) **Right to convert.** Subject to approval by the directors of the corporation and by the holders of the majority of outstanding class D shares, holders of class A shares shall have the right to convert at their discretion all or part of their class A shares into class D shares, at the rate of one (1) class D share for each class A share exchanged, the new class D share representing the same amount added to the stated capital account as that of the converted class A share.

Holders of class A shares who wish to convert their shares shall submit to the head office of the corporation or the office of its transfer agent a written notice indicating the number of class A shares they wish to convert. Certificates representing class A shares submitted for conversion shall be attached to the notice which shall bear the signature of the persons mentioned in the register of securities of the corporation as being the holders of the shares, or the signature of their duly authorized representatives. Upon receipt of the above-mentioned notice and certificates, the corporation shall issue a certificate representing the class D shares resulting from the conversion. In the event of partial conversion of class A shares represented by the certificates tendered, the corporation shall issue without charge a new certificate representing the class A shares which were not converted.

On the date of conversion, the converted class A shares shall automatically become class D shares, and the corporation shall modify its stated capital account for class A and D shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

B) **CLASS B SHARES:** The rights, privileges, restrictions and conditions attached to an unlimited number of class B shares, are as follows:

1) **Dividends and participation.** Subject to the rights and privileges attached to other classes of shares, holders of class B shares shall have the right, pari passu with holders of class A shares:

a) to participate in the property, profits and surplus assets of the corporation, and for that purpose, to receive any dividend declared by the corporation, and

b) to receive the remaining property of the corporation upon dissolution.

2) **Restriction.** In addition to the provisions of section 40 of the CANADA BUSINESS CORPORATIONS ACT, no dividend shall be paid on class B shares nor can such shares be acquired by the corporation which would result in the realizable value of the net assets of the corporation being insufficient to redeem class D and E shares.

3) **Right to vote.** Holders of class B shares shall have the right to vote at any meeting of the shareholders of the corporation. Each class B share confers one (1) vote, except at meetings at which only the holders of some other class of shares are entitled to vote.

C) **CLASS C SHARES:** The rights, privileges, restrictions and conditions attached to an unlimited number of class C shares, are as follows:

1) **Dividends and participation.** Holders of class C shares shall not participate in the profits and surplus assets of the corporation and, for that purpose, shall not have a right to any dividend declared by the corporation.

2) **Reimbursement.** In the event the property of the corporation should be distributed following its dissolution, voluntary or forced liquidation or otherwise, holders of class C shares shall have the right, prior to the holders of all other classes of shares, to be reimbursed the amount added to the stated capital account for class C shares.

3) **Right to vote.** Holders of class C shares shall have the right to vote at any meeting of shareholders of the corporation. Each class C share confers one (1) vote, except at meetings at which only the holders of some other class of shares are entitled to vote.

4) **Automatic redemption.** Subject to the provisions of subsection 34(2) of the CANADA BUSINESS

CORPORAT IONS ACT, the corporation shall automatically redeem all class C shares held by one of its shareholders upon his death. Within thirty (30) days following the date of such death, the corporation shall pay to the executors or legal representatives of the deceased a price equal to the amount added to the stated capital account for these shares, subject to the corporation receiving the certificates representing the redeemed shares.

On the date of redemption, the redeemed class C shares shall be cancelled, and the corporation shall reduce its stated capital account for class C shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

5) Right to purchase. Subject to the provisions of subsection 34(2) of the BUSINESS CORPORATIONS ACT, the corporation may, at any time, without notice and without regard to other classes of shares, purchase all or part of the outstanding class C shares at a price agreed to by the corporation and the holder of the class C shares being purchased. On the date of purchase, the purchased class C shares shall automatically be cancelled, and the corporation shall reduce its stated capital account for class C shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

D) CLASS D SHARES: The rights, privileges, restrictions and conditions attached to an unlimited number of class D shares, are as follows:

1) Dividends. Holders of class D shares shall have the right to receive, prior to holders of class A, B, E, F and G shares, out of the funds applicable to the payment of dividends, as and when such dividends are declared, a monthly, preferential, non-cumulative dividend of one per cent (1\$) per month on the redemption value of class D shares, as defined in subsection (5) hereunder. Such dividend shall not be declared for more than one month at a time and shall be payable from the date, at the time and in the manner which may be determined by the directors.

2) Reimbursement. In the event the property of the corporation should be distributed following its dissolution, voluntary or forced liquidation or otherwise, holders of class D shares shall have the right, prior to holders of class A, B, E, F and G shares, but after holders of class C shares, to be reimbursed the redemption value of class D shares as defined in subsection (5) hereunder, plus the amount of any declared unpaid dividends on class D shares.

3) Additional participation. Holders of class D shares shall not otherwise participate in the profits or surplus assets of the corporation.

4) Right to vote. Subject to the provisions of the CANADA BUSINESS CORPORATIONS ACT, holders of class D shares shall not be entitled, as class D shareholders only, to vote at any meeting of shareholders of the corporation, nor to attend same and to receive a notice thereof.

5) Right to redeem. Subject to the provisions of subsection 34(2) of the CANADA BUSINESS CORPORATIONS ACT, class D shares shall be redeemed by the corporation at any time upon written demand from the holders of class D shares, at a price equal to the amount added to the stated capital account for these shares, plus a premium equal to the difference between , the amount added to the stated capital account for these shares and the fair market value of class A shares on the date of conversion into class D shares.

Such a price of redemption shall be considered as the redemption value of class D shares and the corporation shall, in addition, remit to holders of class D shares so redeemed, the amount of the declared unpaid dividends on these shares, as the case may be. The amount of the above-mentioned premium shall be determined by the corporation and the holders of class D shares on the basis of the fair market value of class A shares on the date of conversion into class D shares.

In the event the federal and/or provincial Revenue Departments should attribute to these class A shares a fair market value different from that determined by the aforementioned persons, the departmental evaluations of the fair market value of class A shares on the date of conversion shall be conclusive and the amount of the premium shall be reduced or increased consequently, provided that the corporation and holders of class D shares have an opportunity to contest the validity of such departmental evaluations with the departments or before the Courts, and provided that should there be a discrepancy between the provincial and federal evaluations, the above adjustment shall be based on the lowest evaluation determined following an unquestioned assessment or a final Court decision, as the case may be.

On the date of redemption, class D shares redeemed with the agreement of their holders shall be cancelled, and the corporation shall reduce its stated capital account for class D shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

6) Right to purchase. Subject to the provisions of subsection 34(2) of the CANADA BUSINESS CORPORATIONS ACT, the corporation may, at any time, without notice and without regard to other classes of shares, purchase all or part of the outstanding class D shares at a price agreed to by the corporation and the holder of the class D shares being purchased, which in no way shall exceed the aforementioned redemption price nor the realizable value of the net assets of the corporation.

On the date of purchase, the purchased class D shares shall automatically be cancelled, and the corporation shall reduce its stated capital account for class D shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

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E) CLASS E SHARES: The rights, privileges, restrictions and conditions attached to an unlimited number of class E shares are as follows:

1) Dividends. Holders of class E shares shall have the right to receive, prior to holders of class A, B, F and G shares, but after holders of class D shares, out of the funds applicable to the payment of dividends, as and when such dividends are declared, a monthly, preferential, non-cumulative dividend of one per cent (1\$) per month on the redemption value of class E shares, as defined in subsection (5) hereunder. Such dividend shall not be declared for more than one month at a time and shall be payable from the date, at the time and in the manner which may be determined by the directors.

2) Reimbursement. In the event the property of the corporation should be distributed following its dissolution, voluntary or forced liquidation or otherwise, holders of class E shares shall have the right, prior to holders of class A, B, F and G shares, but after holders of class C and D shares, to be reimbursed the redemption value of class E shares as defined in subsection (5) hereunder, plus the amount of any declared unpaid dividends on class E shares.

3) Additional participation. Holders of class E shares shall not otherwise participate in the profits or surplus assets of the corporation.

4) Right to vote. Subject to the provisions of the CANADA BUSINESS CORPORATIONS ACT, holders of class E shares shall not be entitled, as class E shareholders only, to vote at any meeting of shareholders of the corporation, nor to attend same and to receive a notice thereof.

5) Right to redeem. Subject to the provisions of subsection 34(2) of the BUSINESS CORPORATIONS ACT, class E shares shall be redeemed by the corporation at any time upon written demand from the holders of class E shares, at a price equal to the amount added to the stated capital account for these shares, plus a premium equal to the difference between the fair market value of the consideration received by the corporation at the time of issuance for issuing these class E shares, and the total comprising:

a) the amount added to the stated capital account for these shares, and
b) the fair market value of any property, other than class E shares, given in payment by the corporation for that consideration. Such a price of redemption shall be considered as the redemption value of class E shares and the corporation shall, in addition, remit to the holders of class E shares so redeemed, the amount of the declared unpaid dividends on these shares, as the case may be. The fair market value of the aforementioned consideration shall be as determined by the corporation and the subscribers to class E shares upon issuance of class E shares. In the event the federal and/or provincial Revenue Departments should attribute to this consideration a fair market value different from that determined by the aforementioned persons, the departmental evaluations shall be conclusive and the amount of the premium shall be reduced or increased consequently, provided that the corporation and holders of class E shares had an opportunity to contest the validity of such departmental evaluations with the departments or before the Courts, and provided that should there be a discrepancy between the provincial and federal evaluations, the above adjustment shall be based on the lowest evaluation determined following an unquestioned assessment or a final Court decision, as the case may be.

On the date of redemption, class E shares redeemed with the agreement of their holders shall be cancelled, and the corporation shall reduce its stated capital account for class E shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

6) Right to purchase. Subject to the provisions of subsection 34(2) of the BUSINESS CORPORATIONS ACT, the corporation may, at any time, without notice and without regard to other classes of shares, purchase all or part of the outstanding class E shares at a price agreed to by the corporation and the holder of the class E shares being purchased, which in no way shall exceed the aforementioned redemption price nor the realizable value of the net assets of the corporation.

On date of purchase, the purchased class E shares shall automatically be cancelled, and the corporation shall reduce its stated capital account for class E shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

F) CLASS F SHARES: The rights, privileges, restrictions and conditions attached to an unlimited number of class F shares, are as follows:

1) Dividends. Holders of class F shares shall have the right to receive, prior to holders of class A, B and G shares, but after holders of class D and E shares, out of the funds applicable to the payment of dividends, as and when such dividends are declared, an annual, preferential, non-cumulative dividend of one dollar (1\$) per share; such dividend shall be payable in the manner which may be determined by the directors.

2) Reimbursement. In the event the property of the corporation should be distributed following its dissolution, voluntary or forced liquidation or otherwise, holders of class F shares shall have the right, prior to holders of class A, B and G shares, but after holders of class C, D and E shares, to be reimbursed the amount added to the stated capital account for class F shares and to be paid the amount of any declared unpaid dividends on class F shares.

3) Additional participation. Holders of class F shares shall not otherwise participate in the profits or surplus assets of

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the corporation.

4) Right to vote. Subject to the provisions of the CANADA BUSINESS CORPORATIONS ACT, holders of class F shares shall not be entitled, as class F shareholders only, to vote at any meeting of shareholders of the corporation, nor to attend same and to receive a notice thereof.

5) Right to redeem. Subject to the provisions of subsection 34(2) of the BUSINESS CORPORATIONS ACT, holders of class F shares shall have the right to demand at any time and upon written request, the redemption of all or part of their shares by the corporation at a price equal to the amount added to the stated capital account for these shares, plus the amount of any declared unpaid dividends on class F shares, as the case may be. Upon receipt of such a request, the corporation shall redeem these shares forthwith and within thirty (30) days following that date, shall pay the redemption price of these shares to the former holders of class F shares.

On the date of redemption, class F shares redeemed with the agreement of their holders shall be cancelled, and the corporation shall reduce its stated capital account for class F shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

6) Right to purchase. Subject to the provisions of subsection 34(2) of the BUSINESS CORPORATIONS ACT, the corporation may, at any time, without notice and without regard to other classes of shares, purchase all or part of the outstanding class F shares at a price agreed to by the corporation and the holder of the class F shares being purchased. On the date of purchase, the purchased class F shares shall automatically be cancelled, and the corporation shall reduce its stated capital account for class F shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

G) CLASS G SHARES: The rights, privileges, restrictions and conditions attached to an unlimited number of class G shares, are as follows:

1) Dividends. Holders of class G shares shall have the right to receive, prior to holders of class A and B shares, but after holders of class D, E and F shares, out of the funds applicable to the payment of dividends, as and when such dividends are declared, an annual, preferential, non-cumulative dividend of one dollar (1\$) per share; such dividend shall be payable in the manner which may be determined by the directors.

2) Reimbursement. In the event the property of the corporation should be distributed following its dissolution, voluntary or forced liquidation or otherwise, holders of class G shares shall have the right, prior to holders of class A and B shares, but after holders of class C, D, E and F shares, to be reimbursed the amount added to the stated capital account for class G shares and to be paid the amount of any declared unpaid dividends on class G shares.

3) Additional participation. Holders of class G shares shall not otherwise participate in the profits or surplus assets of the corporation.

4) Right to vote. Subject to the provisions of the CANADA BUSINESS CORPORATIONS ACT, holders of class G shares shall not be entitled, as class G shareholders only, to vote at any meeting of shareholders of the corporation, nor to attend same and to receive a notice thereof.

5) Unilateral right to redeem. Subject to the provisions of subsection 34(2) of the CANADA BUSINESS CORPORATIONS ACT, the corporation may, at its discretion, redeem class G shares unilaterally by giving a thirty (30) day written notice and paying a price equal to the amount added to the stated capital account for these shares, plus the amount of any declared unpaid dividends on these shares. In the event of partial redemption, such redemption shall be proportionate to the number of outstanding class G shares, excluding fractions of shares.

On the date of redemption, the redeemed class G shares shall be cancelled, and the corporation shall reduce its stated capital account for class G shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

6) Right to purchase. Subject to the provisions of subsection 34(2) of the CANADA BUSINESS CORPORATIONS ACT, the corporation may, at any time, without notice and without regard to other classes of shares, purchase all or part of the outstanding class G shares at a price agreed to by the corporation and the holder of the class G shares being purchased.

On the date of purchase, the purchased class G shares shall automatically be cancelled, and the corporation shall reduce its stated capital account for class G shares according to the provisions of section 37 of the CANADA BUSINESS CORPORATIONS ACT.

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SCHEDULE / ANNEXE

SCHEDULE B

RESTRICTIONS ON THE TRANSFER OF SHARES

No share issued by the corporation shall be transferred without the consent of the directors, which shall be confirmed by a resolution of the Board of directors. Such consent may be given after the transfer has been registered in the books of the corporation, in which case the transfer will be valid and will take effect retroactively upon the date that the transfer was recorded

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SCHEDULE / ANNEXE

SCHEDULE B

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SCHEDULE / ANNEXE

SCHEDULE C

OTHER PROVISIONS

1. The number of shareholders of the corporation is limited to fifty (50), exclusive of present or former employees of the corporation or of a subsidiary; two or more persons who hold jointly one or more shares are counted as one shareholder.
2. Any distribution of securities by the corporation to the public is prohibited.
3. The directors may, when they deem it expedient,
 - a) borrow money upon the credit of the Corporation;
 - b) issue debentures or other securities of the corporation, and pledge or sell the same for such sums and at such price as may be deemed expedient;
 - c) notwithstanding the provisions of the Civil Code, hypothecate, mortgage or pledge the moveable or immoveable property, present or future, of the corporation, to secure any such debentures or other securities, or give part only of such guarantee for such purposes; and constitute the hypothec, mortgage or pledge above mentioned, by trust deed, in accordance with sections 27 and following of the Special Corporate Powers Act (L.R.Q., C.p-16) or in any other manner;
 - d) hypothecate or mortgage the immoveable property of the corporation, or pledge or otherwise affect the moveable property, or give all such guarantees, to secure the payment of loans made otherwise than by the issue of debentures, as well as the payment or performance of any other debt, contract or obligation of the corporation.

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