

P000000038238

Katherine Harris, Secretary of State

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000028724 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

Division of Corporations
Fax Number : (850) 922-4000

Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305)371-2700
Fax Number : (305)358-5744

FILED
00 MAY 25 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

WESTERN TRADE HOLDINGS CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Art. of
Correction
Spayne
5/25/00

ARTICLES OF CORRECTION
OF
WESTERN TRADE HOLDINGS CORPORATION

FILED
00 MAY 25 PM 3:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Article I. Name

The name of this corporation is WESTERN TRADE HOLDINGS CORPORATION (the "Corporation").

Article II. Correction

The Amended and Restated Articles of Incorporation of the Corporation, filed on May 18, 2000, are corrected as follows:

Article 5 Section 5.4.4(vi), which states the date of the resolution of the Directors of the Corporation, is incorrect. Article 5 Section 5.4.4(vi) should read as follows:

(vi) amend, terminate or release any of the Stockholder Undertakings, in the form approved by the Directors of the Corporation by resolution dated May 12, 2000, entered into by the Corporation with any of its shareholders.

For purposes of this Section 5.4.4, "Permitted Transfers" shall include: (i) transfers to individuals (or trustees of trusts established for the benefit of such individuals or spouses or lineal descendants thereof) who qualify as "accredited investors" as defined in Rule 501 of Regulation D under the Securities Act of 1933, as amended (the "Securities Act"); provided that in each case such transferee, in turn, agrees in writing (a copy of which shall be furnished by the Corporation to Nanovation) for the benefit of the Corporation and Nanovation not to transfer such shares of Stamford, Nanovation or Nanocan except for transfers thereof that constitute Permitted Transfers; (ii) transfers of shares of Nanovation pursuant to an effective registration statement filed by Nanovation in accordance with the provisions of the Exchangeable Share Support Agreement among Nanovation, Nanocan and another subsidiary of Nanovation, substantially in the form of Exhibit III to the Arrangement Agreement dated February 4, 2000 (the "Arrangement Agreement") among Stamford, Nanovation, Nanocan and the other parties thereto; and (iii) transfers on and after the earlier of (x) the fifth anniversary of the Effective Date of the Arrangement (each as defined in the Arrangement Agreement) and (y) the termination of the Arrangement Agreement other than by reason of any breach by the Corporation or Western Trade Corporation of its undertakings to support the Arrangement.

Article 11, which states the effective date of the Amended and Restated Articles of Incorporation, is incorrect. Article 11 should read as follows:

These Amended and Restated Articles of Incorporation shall be effective on May 18, 2000.

Article 18, which also states the effective date of the Amended and Restated Articles of Incorporation, should be deleted in its entirety.

Article III. Date of Correction Adopted

The correction set forth in these Articles of Correction was adopted on May 24, 2000. An authorized representative of the Corporation executed these Articles of Correction on May 24, 2000.

WESTERN TRADE HOLDINGS CORPORATION

By: 

Name: Ed Kimmel

Title: President and Director