

**CONSENT RESOLUTIONS OF THE SUBSCRIBERS
TO THE MEMORANDUM OF
SHADOW MOUNTAIN EQUIPMENT CORPORATION**

PURSUANT to and in accordance with the powers vested in the subscribers by the Articles of Incorporation of the company, the following Resolutions are hereby passed, having been consented to in writing by the said subscribers as evidenced by their signatures hereto affixed:

1. INCORPORATION DOCUMENTS

RESOLVED that the Certificate of Incorporation of the company dated the 21st day of April, 20--, and bearing No. 956430 as issued by the Ministry of Government Services of the Province of Ontario, together with a true copy of the Articles of Incorporation of the company, be and are hereby accepted for filing in the corporate records of the company.

2. ALLOTMENT OF THE SUBSCRIBERS' SHARES

RESOLVED that the following shares be and are hereby allotted to the subscribers:

<u>Name</u>	<u>Number, Kind and Class of Share</u>
TATJANA KARINA VASLET	ONE THOUSAND (1,000) Class "A" Common Shares without par value at a price of ONE (\$1.00) DOLLAR per share.
SOMAWANSA TODD DOIRIN	ONE THOUSAND (1,000) Class "B" Common Shares without par value at a price of ONE (\$1.00) DOLLAR per share.

and that such shares be declared to have been issued as fully paid and non-assessable, that Certificates Nos. 1 and 2 for the said shares be issued accordingly, that the president and secretary or either of them be and are hereby authorized to execute and deliver the said Share Certificates and that the appropriate entries be made in the Register of Allotments and the Register of Members.

3. NUMBER OF DIRECTORS

RESOLVED that the number of directors of the company be and is hereby fixed at FOUR (4).

4. APPOINTMENT OF DIRECTORS

RESOLVED that the following persons, having consented to act as directors of the company, be and they are hereby appointed as directors of the company to hold office until the first Annual General Meeting of the company or until their successor or successors are appointed:

TATJANA KARINA VASLET
SOMAWANSA TODD DOIRIN
JACOB BRETT HOMAN
JOSEPHINE IRIS GOSSELIN

5. RECORDS AND REGISTERED OFFICE

RESOLVED that the company's records office and registered office shall be located at 3076 Wolfedale Road, Mississauga, Ontario L5C 1V8, or at such other location as the company may from time to time determine.

RESOLVED that the records, documents or instruments of the company may be examined at the records office of the company by persons other than directors of the company in accordance with the provisions of the *Business Corporations Act*, during such period or periods of time as shall be determined by the secretary or, where an agent is retained by the company to maintain its records office, then by such agent; PROVIDED HOWEVER that at least TWO (2) consecutive hours in each business day shall be allowed for such examination.

RESOLVED that the following fees may be charged by SHADOW MOUNTAIN EQUIPMENT CORPORATION:

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| (a) | Examination fee: | SEVENTY-FIVE (\$0.75) CENTS for each record, document, or instrument examined by any person other than directors, members, or debentureholders; |
| (b) | Copying fee (including lists of members and debentureholders): | EIGHTY (\$0.80) CENTS per page. |

6. AUDITORS

RESOLVED that pursuant to Section 148(b) of the *Business Corporations Act* of the Province of Ontario, R.S.O. 1990, Chapter B.16, the appointment of an auditor of the company for the current fiscal year of the company be and the same is hereby waived.

DATED at Mississauga, Ontario, this day of , 20--.

TATJANA KARINA VASLET

SOMAWANSA TODD DOIRIN