



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

1293964

MAY 01 MAI, 1998

Paul D. Ellis

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: *Dénomination sociale de la société issue de la fusion:*

R	O	Y	A	L	L	A	S	E	R	T	E	C	H	C	O	R	P	O	R	A	T	I	O	N

2. The address of the registered office is: *Adresse du siège social:*

75 SELBY ROAD

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

BRAMPTON

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(Name of Municipality or Post Office) *(Postal Code)*
(Nom de la municipalité ou du bureau de poste) *(Code postal)*

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

MINIMUM ONE (1) - MAXIMUM TEN (10)

4. The director(s) is/are: *Administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving Street & No. or R.R. No., municipality and postal code <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident canadien Oui/Non</i>
Gary Anderson	236 Braymore Blvd. Toronto, ON, M1B 2G8	Yes
William Iannaci	72 Waymar Heights Blvd. Woodbridge, ON, L4L 2P7	Yes
Suleiman Rashid	17 Sugarbush Court Woodbridge, ON, L4L 2Y2	Yes
Robert Wildeboer	3139 Princess Blvd. Burlington, ON, L7N 1G5	Yes

5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
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(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

(B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

ROYAL LASER TECH CORPORATION

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Royal Laser Tech Corporation	702344	May 1, 1998
Bantam Electric Ltd.	1138529	May 1, 1998
Seven Continents Enterprises Incorporated	349804	May 1, 1998

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.

3.

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 SHARES OF ONE CLASS TO BE DESIGNATED AS COMMON SHARES.

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 is to 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:

4.

NONE .

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:

5.

THE ISSUE, TRANSFER OR OWNERSHIP OF SHARES IS NOT RESTRICTED.

10. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

NONE .

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

ROYAL LASER TECH CORPORATION

Per: Robert Wildeboer
Robert Wildeboer
Director

BANTAM ELECTRIC LTD.

Per: Robert Wildeboer
Robert Wildeboer
Director

SEVEN CONTINENTS ENTERPRISES INCORPORATED

Per: Robert Wildeboer
Robert Wildeboer
Director

SCHEDULE "A"

ROYAL LASER TECH CORPORATION (the "Corporation")

DIRECTOR'S STATEMENT

I, Robert Wildeboer, being one of the directors of the Corporation, one of the amalgamating corporations in the attached Articles of Amalgamation, hereby state that:

1. I am one of the directors of the Corporation and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Corporation as are necessary and requisite to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that;
 - (a) the Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due; and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes of its shares.
4. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the amalgamation.

THIS STATEMENT made this 1st day of May, 1998.



Robert Wildeboer
Director

SCHEDULE "A"

BANTAM ELECTRIC LTD. (the "Corporation")

DIRECTOR'S STATEMENT

I, Robert Wildeboer, being the sole director of the Corporation, one of the amalgamating corporations in the attached Articles of Amalgamation, hereby state that:

1. I am the sole director of the Corporation and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Corporation as are necessary and requisite to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that;
 - (a) the Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due; and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes of its shares.
4. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the amalgamation.

THIS STATEMENT made this 1st day of May, 1998.



Robert Wildeboer
Director

SCHEDULE "A"

**SEVEN CONTINENTS ENTERPRISES INCORPORATED
(the "Corporation")**

DIRECTOR'S STATEMENT

I, Robert Wildeboer, being the sole director of the Corporation, one of the amalgamating corporations in the attached Articles of Amalgamation, hereby state that:

1. I am the sole director of the Corporation and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Corporation as are necessary and requisite to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that;
 - (a) the Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due; and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes of its shares.
4. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the amalgamation.

THIS STATEMENT made this 1st day of May, 1998.



Robert Wildeboer
Director

SCHEDULE "B"

ROYAL LASER TECH CORPORATION (the "Corporation")

**CERTIFIED COPY OF
RESOLUTIONS OF THE DIRECTORS**

"AMALGAMATION"

WHEREAS the Corporation is the holding corporation of Seven Continents Enterprises Incorporated ("Seven Continents") and Bantam Electric Ltd. ("Bantam"), both wholly owned subsidiary corporations within the meaning of that term in the Act;

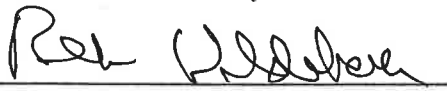
AND WHEREAS it is deemed desirable for the Corporation to amalgamate with Seven Continents and Bantam;

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation with Seven Continents and Bantam under subsection 177(1) of the Act be and it is hereby approved;
2. upon the issuance of a Certificate of Amalgamation in respect of the amalgamation contemplated herein, and without affecting the validity of the incorporation and existence of Seven Continents and Bantam under its constating articles and any act done thereunder, all shares in the capital stock of Seven Continents and Bantam, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of amalgamation of the Corporation, and the name of the amalgamated corporation shall be Royal Laser Tech Corporation;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
5. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation; and
6. the proper officers and directors of the Corporation or any one of them be and they are hereby authorized and directed, for and on behalf of the Corporation, to do and perform all acts and things, including the execution and delivery of documents, necessary or desirable to give effect to this resolution."

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution of the directors of Royal Laser Tech Corporation which was signed by the directors on the 1st day of May, 1998 and that a true copy of the said resolution remains in full force and effect unamended, at the date of this certificate.

DATED this 1st day of May, 1998.

A handwritten signature in cursive script, appearing to read "Rob Wildeboer", written over a horizontal line.

Robert Wildeboer, Director

SCHEDULE "B"

BANTAM ELECTRIC LTD. (the "Corporation")

**CERTIFIED COPY OF
RESOLUTIONS OF THE SOLE DIRECTOR**

"AMALGAMATION"

WHEREAS the Corporation and Seven Continents Enterprises Incorporated ("Seven Continents") are the wholly owned subsidiary corporations of Royal Laser Tech Corporation within the meaning of that term in the Act (the "Holding Company");

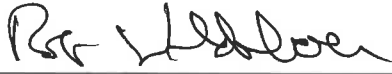
AND WHEREAS it is deemed desirable for the Corporation to amalgamate with Seven Continents and the Holding Company;

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation with Seven Continents and the Holding Company under subsection 177(1) of the Act be and it is hereby approved;
2. upon the issuance of a Certificate of Amalgamation in respect of the amalgamation contemplated herein, and without affecting the validity of the incorporation and existence of the Corporation under its constating articles, as amended, and any act done thereunder, all shares in the capital stock of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of the Holding Company, and the name of the amalgamated corporation shall be Royal Laser Tech Corporation;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
5. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Holding Company; and
6. the proper officers and directors of the Corporation or any one of them be and they are hereby authorized and directed, for and on behalf of the Corporation, to do and perform all acts and things, including the execution and delivery of documents, necessary or desirable to give effect to this resolution."

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution of the sole director of Bantam Electric Ltd. which was signed by the sole director on the 1st day of May, 1998 and that a true copy of the said resolution remains in full force and effect unamended, at the date of this certificate.

DATED this 1st day of May, 1998.

A handwritten signature in black ink, appearing to read "Rob Wildeboer", written over a horizontal line.

Robert Wildeboer

SCHEDULE "B"

**SEVEN CONTINENTS ENTERPRISES INCORPORATED
(the "Corporation")**

**CERTIFIED COPY OF
RESOLUTIONS OF THE SOLE DIRECTOR**

"AMALGAMATION"

WHEREAS the Corporation and Bantam Electric Ltd. ("Bantam") are the wholly owned subsidiary corporations of Royal Laser Tech Corporation within the meaning of that term in the Act (the "Holding Company");

AND WHEREAS it is deemed desirable for the Corporation to amalgamate with Bantam and the Holding Company;

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation with Bantam and the Holding Company under subsection 177(1) of the Act be and it is hereby approved;
2. upon the issuance of a Certificate of Amalgamation in respect of the amalgamation contemplated herein, and without affecting the validity of the incorporation and existence of the Corporation under its constating articles, as amended, and any act done thereunder, all shares in the capital stock of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of the Holding Company, and the name of the amalgamated corporation shall be Royal Laser Tech Corporation;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
5. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Holding Company; and
6. the proper officers and directors of the Corporation or any one of them be and they are hereby authorized and directed, for and on behalf of the Corporation, to do and perform all acts and things, including the execution and delivery of documents, necessary or desirable to give effect to this resolution."

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution of the sole director of Seven Continents Enterprises Incorporated which was signed by the sole director on the 1st day of May, 1998 and that a true copy of the said resolution remains in full force and effect unamended, at the date of this certificate.

DATED this 1st day of May, 1998.



Robert Wildeboer, President