

**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

**Altitude Venture Capital Corporation
Corporation de Capital de Risque
Altitude**

350555-3

Name of corporation-Dénomination de la société

Corporation number-Numéro 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*.

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*.



Director - Directeur

June 19, 1998/le 19 juin 1998

Date of Incorporation - Date de constitution



1 — Name of corporation / Dénomination de la société
 Altitude Venture Capital Corporation / Corporation de Capital de Risque Altitude

2 — The place in Canada where the registered office is to be situated / Lieu au Canada où doit être situé le siège social
 Région métropolitaine de Montréal (Québec)

3 — The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
 Voir l'annexe I jointe à la présente formule pour en faire partie intégrante

4 — Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
 Voir l'annexe II jointe à la présente formule pour en faire partie intégrante

5 — Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs
 Minimum 01 - 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
 Aucune limite

7 — Other provisions, if any / Autres dispositions, s'il y a lieu
 Voir l'annexe III jointe à la présente formule pour en faire partie intégrante

8 — Incorporators — Fondateurs

Name(s) — Nom(s)	Address (include postal code) / Adresse (inclure le code postal)	Signature
Gilles Giard	3201, de la Mairie Tracy (Québec) J3R 5M7	<i>Gilles Giard</i> <i>GG</i>

FOR DEPARTMENTAL USE ONLY — À L'USAGE DU MINISTÈRE SEULEMENT
 Corporation No. — N° de la société **350555-3**

Filed — Déposée **JUN 23 1998**

ANNEXE I

AUX STATUTS

CORPORATION DE CAPITAL DE RISQUE ALTITUDE ALTITUDE VENTURE CAPITAL CORPORATION

The capital of the Corporation is unlimited and composed of two (2) classes of shares which have the following rights, privileges, conditions and restrictions :

1. CLASS A SHARES

An unlimited number of class A shares ; these shares have no nominal value and have the following rights, privileges, restrictions and conditions:

1.1 DIVIDENDS

Subject to the prior rights of the holders of the Class B shares and to any other shares ranking to the Class A shares with respect to priority in the payment of dividends, the holders of Class A shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the Class A shares shall be declared and paid in equal amounts per share on all Class A shares at the time outstanding.

1.2 DISSOLUTION

In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the Class B shares and to any other shares ranking senior to the Class A shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Class A shares shall be entitled to receive the remaining property and assets of the Corporation.

1.3 VOTING RIGHTS

The holders of the Class A shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Class A shares held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

CLASS B SHARES

An unlimited number of Class B shares, these shares have no nominal value and have the following rights, privileges, restrictions and conditions :

2.1 DIRECTORS' AUTHORITY TO ISSUE IN ONE OR MORE SERIES

The board of directors of the Corporation may issue the Class B shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series including, without limitation, the rate or rates, amount or method or methods of calculation of dividends thereon, the time and place of payment of dividends, whether cumulative or non-cumulative or partially cumulative and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any), the voting rights attached thereto (if any), and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Director (as defined in the Canada Business Corporations Act) articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the board of directors of the Corporation.

2.2 RANKING OF CLASS B SHARES

No rights, privileges, restrictions or conditions attached to a series of class B shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Class B shares then outstanding. The Class B shares shall be entitled to priority over the Class A shares of the Corporation and over any other shares of the Corporation ranking junior to the Class B shares with respect to priority in 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, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. If any cumulative dividends or amounts payable on a return of capital in respect of a series of Class B shares are not paid in full, the Class B shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full ; provided however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of the Class B shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Class B shares of any series may also be given such other preferences, not inconsistent with sections 2.1 to 2.4 hereof, over the Class A shares and over any other shares ranking junior to the Class B shares as may be determined in the case of such series of Class B shares.

2.3 VOTING RIGHTS

Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Class B shares, the holders of the Class B shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

2.4 APPROVAL OF HOLDERS OF CLASS B SHARES

The rights, privileges, restrictions and conditions attaching to the Class B shares as a class may be added to, changed or removed but only with the approval of the holders of the Class B shares given as hereinafter specified.

The approval of the holders of Class B shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class B shares as a class or to any other matter requiring the consent of the holders of the Class B shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval shall be given by resolution passed by the affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of Class B shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time required by the Canada Business Corporations Act (as from time to time amended, varied or replaced) and prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Class B shares as a class, each holder entitled to vote thereat shall have one vote in respect of each \$1.00 of the issue price of each Class B share held by him.

ANNEXE II

AUX STATUTS

**CORPORATION DE CAPITAL DE RISQUE ALTITUDE
ALTITUDE VENTURE CAPITAL CORPORATION**

Restriction on share transfers

Subject to the provisions of a unanimous shareholders' agreement, no share in the capital stock of the Corporation may be transferred without the prior written consent of the majority of the Board of Directors.

ANNEXE III
AUX STATUTS DE

CORPORATION DE CAPITAL DE RISQUE ALTITUDE
ALTITUDE VENTURE CAPITAL CORPORATION

1.00 CORPORATION'S BORROWING POWERS

Whithout in any way limiting the Corporation's powers, the Board of Directors may without the consent of the shareholders :

- 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 prices as may be deemed expedient ; and
- c) hypothecate the immovable and movable of otherwise affect the movable property of the Corporation.

2.00 NUMBER OF SHAREHOLDERS

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.

3.00 INVITATION TO THE PUBLIC

Any invitation to the public for the subscription of any shares, debentures or other securities of the Corporation shall be prohibited.

4.00 QUORUM OF THE BOARD OF DIRECTORS

Unless otherwise decided by the shareholders at a special or annual general meeting, the presence of the minimum number of directors required by these presents shall constitute a quorum at any meeting of the Board of Directors of the Corporation.

5.00 VACANCY AMONG THE BOARD OF DIRECTORS

Subject to any provisions of a unanimous shareholders agreement to the contrary, any vacancy among the Board of Directors for any reason whatsoever except in case of an increase in the Board of Directors, may be filled by the Board of Directors if a quorum is maintained or, should a quorum not be maintained, by a special general meeting of the shareholders held for such purpose.



**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

**Altitude Venture Capital Corporation
Corporation de Capital de Risque
Altitude**

350555-3

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended

Je certifie que les statuts de la société susmentionnée ont été modifiés :

(a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;

(b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;

b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;

(d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization.

d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes.

Director - Directeur

September 28, 1998/le 28 septembre 1998
Date of Amendment - Date de modification

1 - Name of Corporation - Dénomination de la société
Corporation de Capital de Risque Altitude
Altitude Venture Capital Corporation

2 - Corporation No. - N° de la société
350555-3

3 - The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

Le Supplément 1 ci-joint fait partie intégrante de la présente formule pour valoir comme si récéité au long

Date
27 août 1998

Signature
Selles Seaid

Title - Titre
Administrateur

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Filed - Déposée

OCT 01 1998

SUPPLÉMENT 1

AUX STATUS DE MODIFICATION DE CORPORATION DE CAPITAL DE RISQUE ALTITUDE ALTITUDE VENTURE CAPITAL CORPORATION

→ 1. L'article 4 des statuts de la Société est abrogé et remplacé par le suivant :

« 4. Restrictions sur le transfert des actions, s'il y a lieu :
aucune »

2. L'article 7 des statuts de la Société est abrogé et remplacé par le suivant :

« 7. Autres dispositions, s'il y a lieu :

1.00 Pouvoirs d'emprunt de la Société

Sans limiter de quelque façon les pouvoirs d'emprunt de la Société, le conseil d'administration peut, sans le consentement des actionnaires :

- (a) faire des emprunts de deniers sur le crédit de la Société ;
- (b) émettre des obligations ou autres valeurs de la Société et les donner en garantie ou les vendre pour les prix et sommes jugés convenables ; et
- (c) hypothéquer les immeubles et les meubles ou autrement frapper d'une charge quelconque les biens meubles de la Société.

1.00 Corporation's borrowing powers

Without in any way limiting the Corporation's powers, the Board of Directors may without the consent of the shareholders :

- (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 prices as may be deemed expedient ; and
- (c) hypothecate the immovable and movable of otherwise affect the movable property of the Corporation.



**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

D-Box Technologies Inc. /

Technologies D-Box Inc.

350555-3

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

a) under section 13 of the *Canada
Business Corporations Act* in
accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi
canadienne sur les sociétés par
actions*, conformément à l'avis ci-joint;

b) under section 27 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment
designating a series of shares;

b) en vertu de l'article 27 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes
désignant une série d'actions;

c) under section 179 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes;

d) under section 191 of the *Canada
Business Corporations Act* as set out in
the attached articles of reorganization;

d) en vertu de l'article 191 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses de réorganisation ci-jointes;

Director - Directeur

November 22, 2000 / le 22 novembre 2000

Date of Amendment - Date de modification




1 - Name of corporation - Dénomination de la société CORPORATION DE CAPITAL DE RISQUE ALTITUDE ALTITUDE VENTURE CAPITAL CORPORATION	2 - Corporation No. - N° de la société 3505553
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3 - The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

Les statuts de la société sont modifiés de la façon suivante:

Le nom de la société est changé pour D-Box Technologies Inc. /
 Technologies D-Box Inc.

Date 15 novembre 2000	Signature 	Title - Titre Administrateur
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Industry Canada

Industrie Canada

**Certificate
of Amendment**
**Canada Business
Corporations Act**
**Certificat
de modification**
**Loi canadienne sur
les sociétés par actions**
D-Box Technologies Inc. /
Technologies D-Box Inc.
350555-3
Name of corporation-Dénomination de la société
Corporation number-Numéro de la société
**I hereby certify that the articles of the
above-named corporation were amended:**
**Je certifie que les statuts de la société
susmentionnée ont été modifiés:**

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Director - Directeur
August 19, 2004 / le 19 août 2004
Date of Amendment - Date de modification
Canada



Industry Canada
Canada Business
Corporations Act

Industrie Canada
Loi canadienne sur les
sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

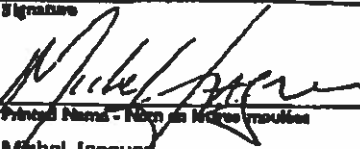
1 - Name of the Corporation - Désignation sociale de la société
TECHNOLOGIES D-BOX INC.

2 - Corporation No. - N° de la société
350555-3

3 - The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

3.1 La rubrique 7 des statuts constitutifs de la société intitulée "AUTRES DISPOSITIONS, S'IL Y A LIEU" est modifiée par l'ajout de l'annexe 2004-1 ci-jointe qui fait partie intégrante de la présente formule.

Date 18-08-2004	Signature 	4 - Capacity of - En qualité de Président
For Departmental Use Only À l'usage du ministre seulement Filed Déposé	Printed Name - Nom en lettres imprimées Michel Jacques	

IC 3069 (2001/11)

ANNEXE 2004-1**AUX STATUTS DE
TECHNOLOGIES D-BOX INC.**

1. Les administrateurs de la société peuvent nommer un ou plusieurs administrateurs dont le mandat expire au plus tard à la clôture de la prochaine assemblée annuelle, à condition que le nombre total des administrateurs ainsi nommés n'excède pas le tiers du nombre des administrateurs élus à la dernière assemblée annuelle