

PROVISIONS

1. The Board of Directors shall have the authority to make, alter, amend, suspend, or repeal the bylaws of the Corporation.

2. The Board of Directors shall have the authority to elect or remove any officer or director of the Corporation.

3. The Board of Directors shall have the authority to determine the compensation of the officers and directors of the Corporation.

4. The Board of Directors shall have the authority to determine the qualifications, powers, and duties of the officers and directors of the Corporation.

5. The Board of Directors shall have the authority to determine the terms and conditions of the issuance of shares of the Corporation.

6. The Board of Directors shall have the authority to determine the terms and conditions of the redemption of shares of the Corporation.

7. The Board of Directors shall have the authority to determine the terms and conditions of the conversion of shares of the Corporation.

8. The Board of Directors shall have the authority to determine the terms and conditions of the merger or consolidation of the Corporation.

9. The Board of Directors shall have the authority to determine the terms and conditions of the acquisition of another Corporation.

10. The Board of Directors shall have the authority to determine the terms and conditions of the sale of all or substantially all of the assets of the Corporation.

ARTICLE II

Section 1.01. The name of the Corporation shall be **Kingston Capital Corporation**.

Section 1.02. The principal office of the Corporation shall be located at **1000 Kingston Road, Kingston, Ontario, Canada K7L 1G1**.

Section 1.03. The Corporation shall have the right to acquire, hold, lease, or dispose of real and personal property, including the right to acquire, hold, lease, or dispose of shares of other Corporations.

Section 1.04. The Corporation shall have the right to borrow money, to issue and sell bonds, debentures, or other securities, and to mortgage or pledge its property as security for the same.

Section 1.05. The Corporation shall have the right to make, alter, amend, suspend, or repeal its bylaws.

Section 1.06. The Corporation shall have the right to enter into any contract that is necessary or advisable for the Corporation to carry out its business.

Section 1.07. The Corporation shall have the right to sue and be sued, to defend itself in any legal proceedings, and to settle or compromise any claims against it.

Section 1.08. The Corporation shall have the right to do all things that are necessary or advisable for the Corporation to carry out its business.

KINGSTON

Handwritten signatures and initials, including "G. King" and "C. King".

Printed text: **Kingston Capital Corporation**
1000 Kingston Road
Kingston, Ontario
Canada K7L 1G1