



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

REITMANS (CANADA) LIMITED

REITMANS (CANADA) LIMITÉE

351709-8

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

June 6, 2002 / le 6 juin 2002

Date of Amendment - Date de modification



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Canada Business Corporations Act

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 - Dénomination sociale de la société REITMANS (CANADA) LIMITED REITMANS (CANADA) LIMITÉE	2 -- Corporation No. - N° de la société 351709-8
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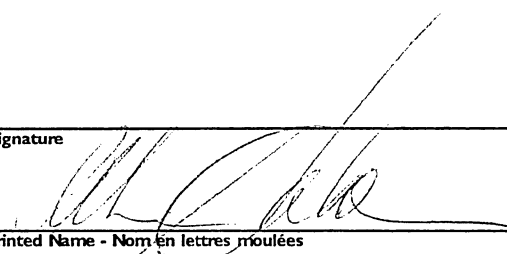
3 -- The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

Item 3 of the articles of amalgamation be and is hereby deleted and replaced by the following:

3 - The classes and any maximum number of shares that the corporation is authorized to issue
The attached Annex 1 is incorporated in this form.

Item 7 of the articles of amalgamation be and is hereby deleted and replaced by the following:

7 - Other provisions if any
The attached *annex*2 is incorporated in this form.

Date	Signature 	4 -- Capacity of - En qualité de Director
For Departmental Use Only À l'usage du ministère seulement Filed Déposée ▶ JUN 07 2002	Printed Name - Nom en lettres moulées Allan Salomon	

ANNEX 1

The Corporation is authorized to issue an unlimited number of each of the following classes of shares: Common Shares and class A non-voting shares. The said shares shall be subject to the following rights, privileges, restrictions and conditions:

1.0 COMMON SHARES

- 1.1 The holders of the Common Shares shall be entitled to receive notice of, attend and vote at all meetings of the shareholders, except meetings at which only holders of a specified class of shares (other than Common Shares) are entitled to vote. The holders of the Common Shares shall be entitled to one vote in respect of each share held.
- 1.2 The class A non-voting shares and the Common Shares of the Corporation shall rank equally and *pari passu* with respect to the right to receive dividends and upon any distribution of the assets of the Corporation. However, in the case of stock dividends, the holders of Common Shares shall have the right to receive Common Shares and the holders of class A non-voting shares shall have the right to receive class A non-voting shares.

2.0 CLASS A NON-VOTING SHARES

- 2.1 Subject to the provisions of the *Canada Business Corporations Act*, the holders of the class A non-voting shares shall not, as such, have any right to receive notice of, attend, or vote at meetings of the shareholders.
- 2.2 The class A non-voting shares and the Common Shares of the Corporation shall rank equally and *pari passu* with respect to the right to receive dividends and upon any distribution of the assets of the Corporation. However, in the case of stock dividends, the holders of Common Shares shall have the right to receive Common Shares and the holders of class A non-voting shares shall have the right to receive class A non-voting shares.

3.0 PURCHASE OR ACQUISITION OF SHARES BY THE CORPORATION

- 3.1 Subject to the provisions of the *Canada Business Corporations Act*, the Corporation may purchase or otherwise acquire any share issued by it, at such time, in such manner and for such consideration as the directors of the Corporation may determine in their discretion.

4.0 AMENDMENT

- 4.1 Subject to the provisions of the *Canada Business Corporations Act*, the foregoing provisions shall not be amended or repealed, nor shall any other classes of shares be created, other than by Special Resolution approved by the holders of each class of shares of the Corporation.

ANNEX 2

1. Without in any way limiting the powers conferred upon the Corporation or its directors by any of the provisions of the *Canada Business Corporations Act*:
 - (i) the Corporation may, for the purpose of securing any bonds, debentures, or debenture stock which it is by law entitled to issue, or the payment of any obligation of the Corporation, hypothecate, mortgage, pledge or otherwise create a security interest in any property, moveable or immovable, present or future, which it may own or subsequently acquire;
 - (ii) the Corporation may borrow money, without limitation or restriction, upon the credit of the Corporation;
 - (iii) the Corporation may issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (iv) the Corporation may give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (v) the Corporation may mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
2. The board of directors may delegate to one or more of the directors or officers of the Corporation all or any of the powers conferred by the foregoing provisions to such extent and in such manner as the directors shall determine by resolution at the time of each such delegation.

The directors may, at any time, appoint, without exceeding the number of directors provided in the Articles, one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, provided that the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.