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**Ministry of
 Consumer and
 Ontario Commercial Relations**
CERTIFICATE
 This is to certify that these
 articles are effective on

**Ministère de
 la Consommation
 et du Commerce**
CERTIFICAT
 Ceci certifie que les présents
 status entrent en vigueur le

Ontario Corporation Number
 Numéro de la société en Ontario

1442805

OCTOBER 03 OCTOBRE, 2000

[Signature]
 Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Trans Code A 18	Line No 0 20	Stat 0 28	Comp Type A 29	Method Incorp 3 30
Share S 31	Notice Req'd N 32	Jurisdiction ONTARIO 33 _____ 47		

**ARTICLES OF INCORPORATION
 STATUTS CONSTITUTIFS**

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1. The name of the corporation is: Dénomination sociale de la société :

H	A	M	M	O	N	D		P	O	W	E	R		S	O	L	U	T	I	O	N	S		I	N	C	.		

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

595 Southgate Drive

(Street and No. or R.R. No. and, 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)

Guelph N 1 G 3 W 6

(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 :

A minimum of 1 and a maximum of 11.

4. The first director(s) is/are: Premier(s) administrateur(s) :		Resident Canadian State Yes or No / Résident canadien Oui / Non
First name, initials and surname / Prénom, initiales et nom de famille	Address for Service, giving Street and No. (or R.R. No.), Municipality and Postal Code / Domicile élu, y compris la rue et le numéro (ou le numéro de la R.R.), le nom de la municipalité et le code postal	

R. John Anderson	Lilac Hill, R.R. 4 Georgetown, Ontario L7G 4S7	Yes
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5. 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 :

None.

6. 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 :

The corporation is authorized to issue the following:

- a) an unlimited number of Class A Subordinate Voting Shares;
- b) an unlimited number of Class B Common Shares; and
- c) an unlimited number of Special Shares.

- | | |
|--|--|
| 7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may 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 : |
|--|--|

Class B Common Shares

The Class B Common Shares ("Class B Shares") shall have the following rights, privileges, restrictions and conditions attached thereto:

1. **Dividends.** The holders of the Class B Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the directors out of moneys or property of the Corporation properly applicable to the payment of dividends, dividends in such amount and in such manner as the directors may in their discretion determine; provided that in no financial year of the Corporation shall the aggregate amount or value of dividends declared or paid in respect of any issued and outstanding Class B Share exceed the aggregate amount or value of dividends declared or paid in respect of any Class A Subordinate Voting Share issued and outstanding in such financial year.
2. **Voting.** The holders of the Class B Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation except for a meeting of the holders of shares of any other class, as such, or a meeting of the holders of shares of a particular series. The holders of the Class B Shares shall be entitled to four votes for each Class B Share held.
3. **Conversion.** Each holder of a Class B Share shall be entitled at his option, at any time and from time to time, (subject as hereinafter provided) to have all or any number of the Class B Shares held by him converted into Class A Subordinate Voting Shares upon the basis of one Class A Subordinate Voting Share for each Class B Share in respect of which the conversion right is exercised. The conversion right provided for in this section 3 shall be exercised by notice in writing given to the Corporation or the transfer agent for both classes of shares accompanied by the certificate representing the Class B shares in respect of which the holder desires to exercise such right of conversion, and such notice shall be executed by the person registered on the books of the Corporation as the holder of the Class B Shares or by his duly authorized attorney and shall specify the number of Class B Shares which the holder desires to have converted. The holder shall pay any governmental or other tax imposed on, or in respect of, such conversion. Upon receipt by the Corporation or the transfer agent of such notice and certificate, the Corporation shall issue, or cause to be issued, to the holder so exercising the conversion right in respect of the Class B Shares, a certificate representing Class A Subordinate Voting Shares upon the basis above prescribed and in accordance with the provisions hereof. If less than all of the Class B Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate representing the number of Class B Shares represented by the original certificate which are not be converted.
4. **Distribution.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of its assets among its shareholders by way of repayment of capital, the holders of the Class B Shares shall be entitled to share pro rata with the Class A Subordinate Voting Shares.

Class A Subordinate Voting Shares

The Class A Subordinate Voting Shares ("Class A Shares") shall have the following rights, privileges, restrictions and conditions attached thereto:

1. **Dividends.** The holders of the Class A Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the directors out of moneys or property of the Corporation properly applicable to the payment of dividends, dividends in such amount and in such manner as the directors may in their discretion determine and regardless of whether dividends are declared or paid in respect of the shares of any other

7. *Continued*

class or series.

2. Voting. The holders of the Class A Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation except for a meeting of the holders of shares of any other class, as such, or a meeting of the holders of shares of a particular series. The holders of the Class A Shares shall be entitled to one vote for each Class A Share held.

3. Deemed Conversion on Charge of Control

- (a) In the event that neither (i) the Hammond Family nor (ii) an Acceptable Successor continues to beneficially own, directly or indirectly, such number of Class A Shares, Class B Shares or any other class or series of shares of the Corporation to which are attached in the aggregate not less than 50% of the votes attaching to all issued shares of the Corporation, each Class A Share shall be deemed to have been converted into one Class B Share as of and on the date on which the Hammond Family or an Acceptable Successor, as the case may be, ceases to own such number shares.

- (b) If the Corporation or the Transfer Agent becomes aware that each Class A Share shall be or has been converted into a Class B Share in accordance with section (c)(1), it shall give notice in writing of such fact to each holder of Class A Shares registered on the books of the Corporation and invite each such holder to deliver to the Transfer Agent the certificate representing the Class A Share converted. The holder shall pay any governmental or other tax imposed on, or in respect of, such conversion. Upon receipt by the Transfer Agent of such certificate, the Corporation shall issue, or cause to be issued, to the holder tendering the certificate, a new certificate representing Class B Shares upon the basis prescribed and in accordance with the provisions hereof.

- (c) For the purposes of section (c)

"Acceptable Successor" means any person or persons acting jointly or in concert who beneficially own, directly or indirectly, such number of Class A Shares, Class B Shares or any other class or series of shares of the Corporation to which are attached not less than 50% of the votes attaching to all issued shares of the Corporation, provided that all such Class B Shares so owned by such person or persons which have been acquired from the Corporation, the Hammond Family or another Acceptable Successor have been acquired:

- (1) at a price or for consideration of a value attributable to the Class B Shares not exceeding the then Current Price of the Class A Shares on a Published Market, plus 15%; or
- (2) in a transaction or series of transactions including the making of an Offer for Class A Shares (A) at a price or for consideration of a value not less than the price or value attributable to, and on terms not less favourable than the terms applying to the purchase of the Class B Shares, on a share for share basis, and (B) comprising the lesser of all the Class A Shares or that number of Class A Shares equal to the number of Class B Shares acquired multiplied by four.

"Current Price" means at any date the simple average of the closing price of the Class A Shares for each day on which there was a closing price and falling not more than 10 business days before such date; and closing price shall mean the price per security at which the last trade in Class A Shares was effected in the Published Market on the date, exclusive of

- (A) odd lot transactions; and

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- (B) block transactions and other transactions effected in a manner recognized by the rule of the Published Market and the differ from the conventional pricing process applicable to the market,

but on a day in which no transactions other than the transactions referred to in (a) and (b) occurred, but as to which closing bid and ask prices were published, the closing price is the average of such bid and ask prices.

"Hammond Family" means any one or more of the late Frederick O. Hammond, Robert F. Hammond, William G. Hammond, their respective spouses, estates, issue or heirs, any trustee, executor, administrator or personal representative of any of them or their estates, or any corporation which any one or more of the foregoing together control within the meaning of the Securities Act (Ontario); and

"Offer" means an offer to purchase, a solicitation or acceptance of an offer to sell or an invitation to make an offer to sell (or any combination thereof) Class A Shares made by an Offeror to all or substantially all or substantially all of the holders of Class A Shares whose last address on the records of the Corporation is in Canada and shall include any amended, supplemented or extended Offer and any Offer made through the facilities of a stock exchange on which the Class A Shares are listed.

"Offeror" means any person or company, other than an agent, who makes an Offer, including the Corporation, and shall include any persons or companies who make an Offer of Offers acting jointly or in concert.

"Published Market" means The Toronto Stock Exchange or if the Class A Shares are not then listed on such Exchange, any other market on which the Class A Shares are traded if the prices at which they have been traded on the market are regularly published or made available by any securities commission in Canada or in any bona fide newspaper or business or financial publication of general and regular paid circulation.

"Transfer Agent" means the principal transfer agent for the Class A Shares.

4. Distributions. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of its assets among its shareholders by way of repayment of capital, the holders of the Class A Shares shall be entitled to share pro rata with the Class B Shares.

Special Shares

The special redeemable retractable shares without par value (hereinafter called the "Special shares") shall have attached thereto the following preferences, rights, conditions, restrictions, limitations or prohibitions:

1. Dividends

- (a) The holders of the Special shares shall be entitled to non-cumulative dividends as and when declared by the directors. The directors may, in declaring a dividend, provide for payment thereof in whole or in part in the manner set out in section 1(b) hereof.
- (b) In declaring dividends the directors may at any time and from time to time provide for the payment, in whole or in part, of dividends on the Special shares by way of stock dividend payable in Special shares of the Corporation. The directors may determine which, if any, shareholders have the right to elect to receive dividends in the form of a stock dividend payable in Special shares of the Corporation. Any stock dividend paid in Special shares shall have a value as determined by the

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directors, that is substantially equivalent as of the date or a period of days determined by the directors, to the cash amount of such dividends. Unless the directors otherwise determine, shareholders shall receive cash in lieu of any fractional interests in shares to which they would otherwise be entitled.

2. Voting

The holders of the Special shares shall not be entitled as such (except as herein specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Special shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184(3) of the Business Corporations Act.

3. Redemption Rights

(a) The Corporation may by notice to the holders of the Special shares redeem at any time the whole or from time to time any part of the then outstanding Special shares. Upon redemption, the Corporation shall pay to the holders of shares to be redeemed, in respect of each share to be redeemed, an amount equal to the sum of:

(1) all dividends declared thereon and unpaid;

plus

(2) an amount (the "Redemption Amount") equal to the quotient obtained when:

(A) the fair market value of property sold or transferred to, or exchanged with the Corporation on the date of first issuance of the Special shares for consideration that includes such Special shares, less the amount of any non-share consideration, if any, paid, assumed or delivered by the Corporation for the purchase, acquisition or exchange of such property;

is divided by

(B) the number of Special shares issued as consideration for such property.

(b) If notices of any redemption are given by the Corporation and if amounts sufficient to redeem the shares are deposited with any trust company or chartered bank in Canada, as specified in the notice, in trust for the holders of the shares to be redeemed on or before the date fixed for redemption, dividends on the shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates evidencing such shares, to receive payment therefor out of the moneys so deposited. In case part only of the then outstanding Special shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the board of directors in its discretion shall decide or, if the board of directors so determines may be redeemed pro rata, disregarding fractions, and the board of directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares.

4. Retraction Rights

(a) A holder of Special Shares shall be entitled to require the Corporation to redeem

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at any time the whole or any part of such holdees Special Shares. Upon such redemption the Corporation shall pay to such holder in respect of each share to be redeemed an amount equal to

(1) all dividends declared thereon and unpaid;

plus

(2) the Redemption Amount as hereinbefore defined.

(b) A holder of Special Shares desiring to have shares redeemed by the Corporation as herein provided shall deposit with the Corporation the certificates evidencing the shares which the holder wishes to have redeemed, together with a notice requiring the redemption of all or a specific number of such shares. The Corporation shall redeem such number of shares and pay such amount within ten (10) days after such deposit. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. If the holder specifies in the notice requiring redemption that a part only of the Special Shares evidenced by any deposited share certificate is to be redeemed, the Corporation shall issue and deliver to such holder, at the expense of the Corporation, a new certificate evidencing the shares which are not to be redeemed. Upon redemption and payment as aforesaid, dividends on the shares redeemed shall cease and the holder thereof shall thereafter have no rights against the Corporation in respect thereof.

5. Distribution Rights on Liquidation

(a) If the Corporation is liquidated, dissolved or wound-up or its assets are otherwise distributed among the shareholders by way of repayment of capital, whether voluntary or involuntary, the holders of the Special Shares shall be entitled to receive, before any distribution of any assets of the Corporation among the holders of the Class A shares and the Class B shares, an amount in respect of each Special Share held, equal to the sum of:

(1) all dividends declared thereon and unpaid;

plus

(2) the Redemption Amount as hereinbefore defined.

(b) The holders of the Special Shares shall not be entitled to share any further in the distribution of the assets of the Corporation.

6. Equality of Treatment

Any amendment to the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Special shares, or to create special shares ranking in priority to, or pari passu with the Special shares, in addition to the authorization by special resolution, may be authorized by at least two-thirds of the votes cast at a meeting of the holders of the Special shares, which may be held concurrently duly called for that purpose, the formalities to be observed with respect to the giving of notice of any meeting of the Special shareholders and the conduct thereof and the quorum therefor shall mutatis mutandis be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders.

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8. 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 :

None

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9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu :

The board of directors may from time to time on behalf of the corporation, without authorization of the shareholders:

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the corporation, whether secured or unsecured;
- (c) to the extent permitted by the Business Corporations Act, give a guarantee on behalf of the corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the corporation.

The board of directors may from time to time delegate to such one or more of the directors and officers of the corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of such delegation.

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10. The names and addresses of the incorporators are:

Nom et adresse des fondateurs :

First name, initials and surname or corporate name
Prénom, initiales et nom de famille ou dénomination sociale

Full address for service, or address of registered office or
of principal place of business, giving Street & No. or
R.R. No., Municipality and Postal Code

Domicile élu, adresse du siège social ou adresse de
l'établissement principal, y compris la rue et le numéro ou
le numéro de la R.R., le nom de la municipalité et le code
postal

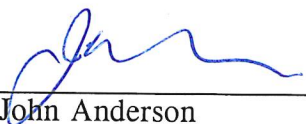
R. John Anderson

Lilac Hill, R.R. #4
Georgetown, Ontario L7G 4S7

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Signatures of Incorporators
Signatures des fondateurs


R. John Anderson

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