



Industry Canada

Industrie Canada

Corporations Canada

9th floor
Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Corporations Canada

9e étage
Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

May 27, 2004 / le 27 mai 2004

Your file - Votre référence

PIERRE-PAUL LASSONDE
INDUSTRIES LASSONDE INC.
755 RUE PRINCIPALE
ROUGEMONT QUEBEC
J0L 1M0

Our file - Notre référence
119767-3

Re - Objet: INDUSTRIES LASSONDE INC.

LASSONDE INDUSTRIES INC.

Enclosed herewith is the document issued in the above matter.

Vous trouverez ci-inclus le document émis dans l'affaire précitée.

A notice of issuance of CBCA documents will be published in the *Monthly Transactions*.

Un avis de l'émission de documents en vertu de la LCSA sera publié dans les Transactions mensuelles.

IF A NAME OR CHANGE OF NAME IS INVOLVED, THE FOLLOWING CAUTION SHOULD BE OBSERVED:

S'IL EST QUESTION D'UNE DÉNOMINATION SOCIALE OU D'UN CHANGEMENT DE DÉNOMINATION SOCIALE, L'AVERTISSEMENT SUIVANT DOIT ÊTRE RESPECTÉ :

This name is available for use as a corporate name subject to and conditional upon the applicants assuming full responsibility for any risk of confusion with existing business names and trade marks (including those set out in the relevant NUANS search report(s)). Acceptance of such responsibility will comprise an obligation to change the name to a dissimilar one in the event that representations are made and established that confusion is likely to occur. The use of any name granted is subject to the laws of the jurisdiction where the company carries on business.

Cette dénomination sociale est disponible en autant que les requérants assument toute responsabilité de risque de confusion avec toutes dénominations commerciales et toutes marques de commerce existantes (y compris celles qui sont citées dans le(s) rapport(s) de recherches de NUANS pertinent(s)). Cette acceptation de responsabilité comprend l'obligation de changer la dénomination de la société en une dénomination différente advenant le cas où des représentations sont faites établissant qu'il y a une probabilité de confusion. L'utilisation de tout nom octroyé est sujette à toute loi de la juridiction où la société exploite son entreprise.

We trust this is to your satisfaction.

Nous espérons le tout à votre satisfaction.

Brigitte Bisson

For the Director General, Corporations Canada

pour le Directeur général, Corporations Canada

Canada



**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

INDUSTRIES LASSONDE INC.

LASSONDE INDUSTRIES INC.

119767-3

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

May 18, 2004 / le 18 mai 2004

Date of Amendment - Date de modification

**CANADA BUSINESS
CORPORATIONS ACT
FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)**

1 - Name of the Corporation

LASSONDE INDUSTRIES INC.

2 - Corporation No.

119767-3

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

A. Schedule 1 to the Restated Articles attached to the Restated Certificate of Incorporation issued to the Corporation on April 29, 1987 is amended as follows:

I. The definition of the term *offre exempte* ("Exempt Offer") in paragraph 3.4.8.5 is amended by deleting subparagraph (a) reading as follows:

"(a) an offer made by the Lassonde Group or an affiliate of the Lassonde Group to the Barré Group or by the Barré Group or an affiliate of the Barré Group to the Lassonde Group"; (*translation*)

II. The definition of the term *porteur majoritaire* ("Majority Holder") in paragraph 3.4.8.6 is amended by deleting references to the Barré Group and making conforming changes such that said paragraph and definition shall henceforth read as follows:

«3.4.8.6 "Majority Holder" means at any date the Lassonde Group if, at such date, it owns, directly or indirectly, in any manner whatsoever (including, without limitation, through corporations or trusts or otherwise) that number of outstanding shares of any class of the Corporation which enables it to exercise, on such date, more than 50% of the voting rights attached to outstanding shares of all classes of the Corporation carrying the right to vote at such date.

For the purposes hereof, "Lassonde Group" means Pierre-Paul Lassonde, his spouse, and their descendants, born or to be born, as well as their respective heirs and legatees.

Any document, notice or certificate, which is required to be given or executed by the Majority Holder, for the purposes of 3.4, shall be validly given or executed if signed by an authorized representative of the Lassonde Group." (translation)

- B. Schedule 2 to the Restated Articles of Incorporation attached to the Restated Certificate of Incorporation issued to the Corporation on April 29, 1987 is amended by adding thereto the following subparagraph:

"(5) The directors may appoint one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but 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." (translation)

Date

May 11, 2004

Signature



4 - Capacity of

Printed Name

President

Pierre-Paul Lassonde

FOR DEPARTMENTAL USE ONLY

Filed

MAY 18 2004

**** RECEIPT/REÇU ****

INDUSTRY CANADA / INDUSTRIE CANADA
CORPORATIONS CANADA
365 LAURIER WEST / OUEST
TOUR JEAN EDMONDS TOWER SOUTH / SUD
9TH / 9IEME, OTTAWA, ON. K1A 0C8

27-May-2004 12:09 CYRL

BATCH: 1520 TRAN: 125732
RECEIPT ISSUED TO / REÇU ÉMIS À:

INDUSTRIES LASSONDE

1197673	AMEND
KC358 1 @ \$200.00	\$200.00

TOTAL	\$200.00	TOTAL
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CHEQUE / CHÈQUE:	\$200.00	
CHEQUE NUMBER / NUMÉRO DU CHÈQUE:		018978

CHANGE DUE \$0.00	MONNAIE
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**** RECEIPT/REÇU ****

INDUSTRY CANADA / INDUSTRIE CANADA
CORPORATIONS CANADA
365 LAURIER WEST / OUEST
TOUR JEAN EDMONDS TOWER SOUTH / SUD
9TH / 9IEME, OTTAWA, ON. K1A 0C8

18-May-2004 13:39 CYRL

BATCH: 1514 TRAN: 123821
RECEIPT ISSUED TO / REÇU ÉMIS À:

INDUSTRIES LASSONDE

1197673	ANN RETURN
KC351 1 @ \$40.00	\$40.00

TOTAL	\$40.00	TOTAL
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CHEQUE / CHÈQUE:	\$40.00	
CHEQUE NUMBER / NUMÉRO DU CHÈQUE:		018945

CHANGE DUE \$0.00	MONNAIE
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