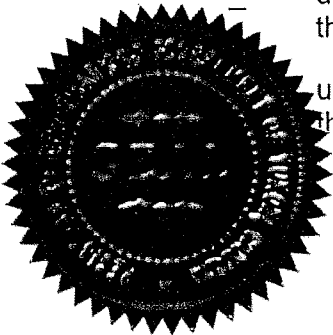


## Certificate of Amendment

**TURBO POWER SYSTEMS INC.**

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

- under section 16 of the Business Corporations Act to change the name of the corporation in accordance with the attached notice.
- under section 30 of the Business Corporations Act as set out in the attached Articles of Amendment designating a series of shares.
- under section 179 of the Business Corporations Act as set out in the attached Articles of Amendment.
- under section 194 of the Business Corporations Act as set out in the attached Articles of Reorganization
- under section 195 of the Business Corporations Act as set out in the attached Articles of Arrangement.



Corporate Access Number:31856  
Date of Amendment:2006-06-27

  
\_\_\_\_\_  
Bette L. Boyd  
Registrar of Corporations

BUSINESS CORPORATIONS ACT (YUKON)  
(Section 30 or 179)

Form 5-01

ARTICLES OF AMENDMENT

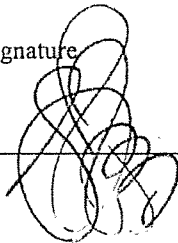
1. Name of Corporation: **TURBO GENSET INC.**
2. Corporate Access Number: **30918**
3. The articles of the above named corporation are amended pursuant to a court order:  
Yes \_\_\_\_\_ No X
4. The Articles of Continuance of the above named corporation are amended as follows:  
by a Special Resolution of the Shareholders the name of the Corporation is changed to:  
**TURBO POWER SYSTEMS INC.**

5. Date

Signature

Title

June 27, 2006

  
\_\_\_\_\_

Corporate Secretary

**FILED**

6 JUN 27 2006

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DEPUTY REGISTRAR  
OF CORPORATIONS

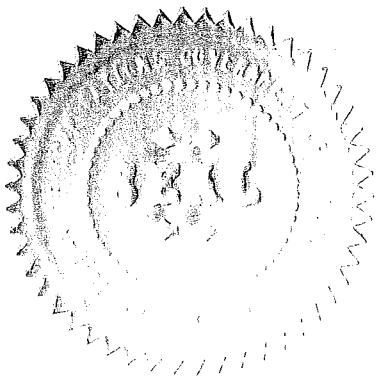


BUSINESS CORPORATIONS ACT  
FORM 3


## Certificate of Continuance

**TURBO GENSET INC.**

I hereby certify that the above-mentioned corporation was continued into Yukon, as set out in the attached Articles of Continuance, under section 190 of the Business Corporations Act.



Corporate Access Number:30918  
Date of Continuance:2004-11-08

  
M. Richard Roberts  
Registrar of Corporations

BUSINESS CORPORATIONS ACT  
(Section 190)

Form 3-01

ARTICLES OF CONTINUANCE

1. Name of Corporation:

TURBO GENSET INC.

2. The classes and any maximum number of shares that the corporation is authorized to issue:

REFER TO SHARE STRUCTURE ATTACHMENT AND  
SECTION 167(1) SCHEDULE

3. Restrictions if any on share transfers:

NONE

4. Number (or minimum or maximum number) of Directors:

MINIMUM 3; MAXIMUM 15

5. Restrictions if any on businesses the corporation may carry on:

NONE

6. If change of name effected, previous name:

N/A

7. Details of incorporation:

INCORPORATED IN ALBERTA ON MARCH 23, 1987.

**FILED**

8. Other provisions if any:

REFER TO OTHER RULES OR PROVISIONS ATTACHMENT

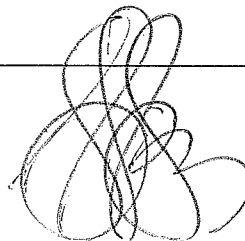
NOV 8 2004

REGISTRAR OF CORPORATIONS

9. Date

Sept 17, 2004

Signature



Sara-Lane Sirey  
Title Secretary

**SHARE STRUCTURE**  
**Attached to and Forming Part of the Articles of**  
**TURBO GENSET INC.**

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The Corporation is authorized to issue an unlimited number of shares designated as Common Shares and an unlimited number of shares designated as Preferred Shares.

(a) Common Shares

The Common Shares shall have attached to them the rights, privileges, restrictions and conditions as hereinafter set forth.

(i) 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, each holder of a Common Share is entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation.

(ii) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the Common Shares are entitled to receive dividends if, as and when declared by the directors of the Corporation.

(iii) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the Common Shares are entitled to share equally in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation.

(b) Preferred Shares

The Preferred Shares shall have attached to them, as a class, the rights, privileges, restrictions and conditions as hereinafter set forth.

(i) The Preferred Shares may from time to time be issued in one or more series and, subject to the following provisions, and subject to the sending of articles of amendment in prescribed form and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time and before issue of a series of Preferred Shares, the number of shares which are to comprise that series and the designation, rights, privileges, restrictions and conditions to be attached to that series of Preferred Shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment of dividends, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.

(ii) The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares.

The Preferred Shares of any series may also be given other preferences, not inconsistent with these articles, over the Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares of a series as may be fixed in accordance with clause (b)(i).

(iii) If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares shall participate rateably in respect of accumulated dividends and return of capital.

(iv) Unless the directors otherwise determine in the articles of amendment designating a series of Preferred Shares, the holder of each share of a series of Preferred Shares shall not, as such, be entitled to receive notice of or vote at any meeting of shareholders, except as otherwise specifically provided in the *Business Corporations Act* (Alberta).

**SECTION 167(1)(f) SCHEDULE**  
**Attached to and Forming Part of the Articles of**  
**TURBO GENSET INC.**

The issued and outstanding Common Shares in the capital of the Corporation be split on the basis of four (4) new Common Shares for every one (1) Common Share outstanding.

**OTHER RULES OR PROVISIONS**  
**Attached to and Forming Part of the Articles of**  
**TURBO GENSET INC.**

- (a) The Corporation has a lien on shares registered in the name of a shareholder or the legal representative of a shareholder for any debt of that shareholder to the Corporation.
- (b) The board of directors of the Corporation may, between annual general meetings appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.
- (c) Meetings of the shareholders of the Corporation maybe held in the London, England in addition to Toronto, Ontario, Canada and anywhere in the Province of Alberta, Canada.