



# LETTERS PATENT

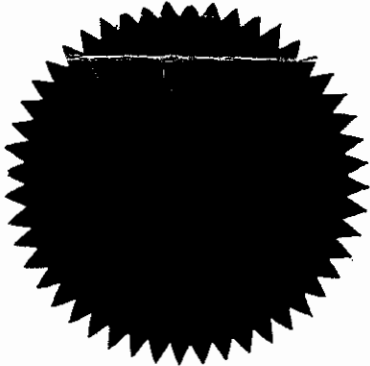
INCORPORATING

SENSORMATIC ELECTRONICS CANADA LIMITED

Dated ..... 20th November, 1968.

Department of Consumer and Corporate Affairs  
Registration Division, Ottawa, June 13, 1983.

I hereby certify the within to be a true and faithful copy  
of the record of the original Letters Patent as entered on Film 236,  
Document 184.



*David A. Rossignol*  
Deputy Registrar General of Canada



## Canada

By the Minister of Consumer and Corporate Affairs.

To all to whom these presents shall come, or to whom the same may in anywise concern,

Greeting:

**Whereas**, in and by Part I of the Canada Corporations Act, it is, amongst other things, in effect enacted that the Minister of Consumer and Corporate Affairs may by letters patent under his seal of office grant a charter to any number of persons not less than three (3) who, having complied with the requirements of the said Act, apply therefor, constituting such persons and others who thereafter become shareholders of the company thereby created a body corporate and politic for any of the objects to which the legislative authority of the Parliament of Canada extends, except the construction and working of railways within Canada or of telegraph or telephone lines within Canada, the business of insurance within the meaning of the Canadian and British Insurance Companies Act, the business of a trust company within the meaning of the Trust Companies Act, the business of a loan company within the meaning of the Loan Companies Act, the business of a small loans company within the meaning of the Small Loans Act, and the business of banking and the issue of paper money, upon the applicants therefor establishing to the satisfaction of the Minister of Consumer and Corporate Affairs due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such charter;

AND...

AND WHEREAS DANIEL KINGSTONE, IRVING ADESSKY, DIONYSIA ZERBISIAS, GILLES POULIN, GILLES MOREAU, PETER VIRAG, ROBERT ARCHAMBAULT, REINE TREMBLAY, CAROLYN SCHANFIELD and SOL APEL have made application for a charter under the said Act, constituting them and such others as may become shareholders in the company thereby created a body corporate and politic under the name of SENSORMATIC ELECTRONICS CANADA LIMITED for the objects hereinafter mentioned, and have satisfactorily established the sufficiency of all proceedings required by the said Act to be taken, and the truth and sufficiency of all facts required to be established previous to the granting of such letters patent;

NOW KNOW YE that the Minister of Consumer and Corporate Affairs, under the authority of the said Act, does, by these letters patent, constitute the said DANIEL KINGSTONE, IRVING ADESSKY, DIONYSIA ZERBISIAS, GILLES POULIN, GILLES MOREAU, PETER VIRAG, ROBERT ARCHAMBAULT, REINE TREMBLAY, CAROLYN SCHANFIELD and SOL APEL and all others who may become shareholders in the Company a body corporate and politic under the name of SENSORMATIC ELECTRONICS CANADA LIMITED with all the rights and powers conferred by the said Act, and for the following objects, namely:—

- (a) to deal in, manufacture, import, export, distribute, design, set up franchises and dealerships, buy, sell, lease, exchange, service and repair, store and warehouse automatic theft detection machines and their accessories, including supplies, material and all equipment required or desirable for such purposes;
- (b) to manufacture, buy, sell and deal in all supplies used in building and construction, including hardware, cement, lumber, plumbers' supplies, fixtures and all

other ...

other similar products;

- (c) to carry on an automatic or coin-operated laundry and dry cleaning business and to buy, sell, hire, let on hire and deal in all apparatus, machines, materials and articles of all kinds which are capable of being used for any such objects;
- (d) to conduct and carry on the business of builders and contractors for the purpose of erecting, altering, repairing or doing any other works in connection with any and all classes of buildings and improvements of any kind and nature whatsoever;
- (e) to provide such services as may be necessary for the purpose of administering apartment and office buildings;
- (f) to carry on the business generally of an electrical and electronics company and to act as a manufacturer and assembler of all electrical or electronic apparatus, parts, accessories and articles; to buy, sell and deal in electrical and electronic supplies and apparatus, both at wholesale and retail;
- (g) to acquire, by purchase, lease, exchange, concession or otherwise, and to own, operate, maintain, rent, lease or otherwise any description of real estate and real property and any interest therein and to deal with any portion of said property.

The operations of the Company may be carried on throughout Canada and elsewhere.

The head office of the Company will be situate at Montreal, in the Province of Quebec.

The ...

The said DANIEL KINGSTONE, IRVING ADESSKY, DIONYSIA ZERBISIAS, GILLES POULIN, GILLES MOREAU, PETER VIRAG, ROBERT ARCHAMBAULT, REINE TREMBLAY, CAROLYN SCHANFIELD and SOL APEL are to be the first directors of the Company.

The authorized capital of the Company is to consist of one million (1,000,000) shares without par value, provided, however, that the aggregate consideration for the issue of the said one million (1,000,000) shares without par value shall not exceed in amount or value the sum of one million dollars (\$1,000,000) or such greater amount as the board of directors may deem expedient and as may be authorized by the Minister of Consumer and Corporate Affairs on payment of the requisite fees applicable to such greater amount.

And it is hereby ordained and declared that the incorporators and those persons subscribing for shares of the capital stock of the Company within six (6) months from the date of incorporation shall pay for same the sum of one dollar (\$1) each, after which the said shares shall be issued for such amount as the directors by resolution may deem expedient.

And it is further ordained and declared that the Company shall be a public company under the provisions of the Canada Corporations Act.

And it is further ordained and declared that the board of directors shall consist of ten (10) members. However, three (3) directors shall form a quorum for the purpose of lawfully transacting, discussing, voting and enacting any and all business that may be properly brought before the board. The board of directors may, from amongst their members, elect

no more than five (5), and no less than three (3), to comprise an executive committee to consider any and all business that may be properly brought before the full board of directors.

And, in accordance with the provisions of section 63 of the said Act, it is further ordained and declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the shareholders duly called for considering the by-law, the directors of the Company may from time to time

- (a) borrow money upon the credit of the Company;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Company;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Company, and the undertaking and rights of the Company.

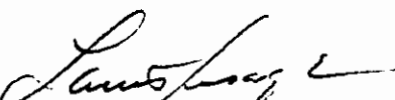
Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Company to such extent and in such manner as may be set out in such by-law.

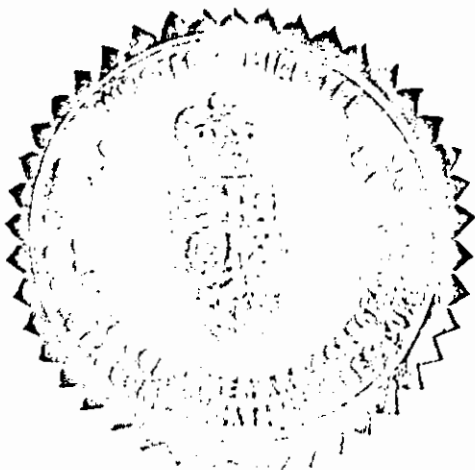
Nothing in this section limits or restricts the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Company.

And ...

And it is further ordained and declared that nothing in these presents expressed or contained shall be taken to authorize the construction and working of railways within Canada or of telegraph or telephone lines within Canada, the business of insurance within the meaning of the Canadian and British Insurance Companies Act, the business of a trust company within the meaning of the Trust Companies Act, the business of a loan company within the meaning of the Loan Companies Act, the business of a small loans company within the meaning of the Small Loans Act, and the business of banking and the issue of paper money.

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs at Ottawa this twentieth day of November, one thousand nine hundred and sixty-eight.

  
for the Minister of Consumer  
and Corporate Affairs.

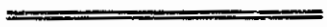




SUPPLEMENTARY LETTERS PATENT  
ISSUED  
TO

SENSORMATIC ELECTRONICS CANADA LIMITED

Dated ..... 12th April, 1972.

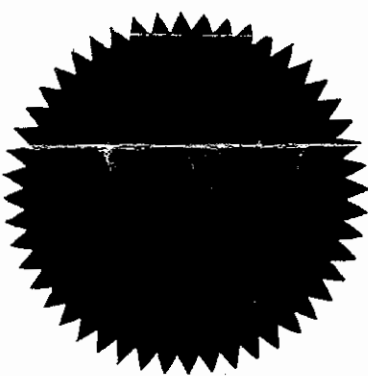


DEPARTMENT OF CONSUMER AND  
CORPORATE AFFAIRS

REGISTRATION DIVISION

Ottawa, June 13, 1983.

I hereby certify the within to be a true and faithful  
copy of the record of the original Supplementary Letters  
Patent as entered on Film 310, Document 81.



*David S. Kuchmeyer*  
Deputy Registrar General of Canada





C A N A D A

SUPPLEMENTARY LETTERS PATENT

issued to

SENSORMATIC ELECTRONICS CANADA LIMITED

The Minister of Consumer and Corporate Affairs, by virtue of the power vested in him by the Canada Corporations Act, does hereby confirm the alteration of the capital of SENSORMATIC ELECTRONICS CANADA LIMITED as provided in By-Law "A" of the said Company, a copy of which is annexed hereto to form part of these presents.

GIVEN at Ottawa, this twelfth day of April, one thousand nine hundred and seventy-two.

*J. J. Veitch*  
for the Minister of Consumer  
and Corporate Affairs.

RECORDED 16th June, 1972.

Film 310 Document 81

*L. McLean*  
Deputy Registrar General of Canada.

BY-LAW "A"

Being a by-law authorizing the Company to alter the authorized capital of SENSORMATIC ELECTRONICS CANADA LIMITED and to authorize an Application for Supplementary Letters Patent.

WHEREAS the authorized capital of the Company is \$1,000,000.00 divided into 1,000,000 shares of no par value, which shares may be issued for a total and aggregate price not to exceed the sum of \$1,000,000.00, of which 320,000 shares have been issued and are outstanding as fully paid; and

WHEREAS it is deemed necessary and expedient in the interest of the Company that Supplementary Letters Patent be issued confirming this by-law altering the authorized capital of the Company as herein provided;

NOW THEREFORE BE IT ENACTED AS BY-LAW "A" OF SENSORMATIC ELECTRONICS CANADA LIMITED (hereinafter called the Company) THAT:

1. Subject to confirmation by Supplementary Letters Patent, the capital of the Company/<sup>be</sup>and the same is hereby altered as follows:

- A. By redesignating the 1,000,000 shares without nominal or par value of the capital of the Company heretofore authorized as 1,000,000 Class "A" common shares without nominal or par value;
- B. i) By creating 500,000 additional Class "A" common shares, without nominal or par value to rank pari passu in all respects with the 1,000,000 Class "A" common shares heretofore redesignated;
- ii) By creating 50,000 Class "B" common shares without nominal or par value;

so that the authorized capital of the Company shall consist of 1,500,000 Class "A" common shares and 50,000 Class "B" common shares, all without nominal or par value, provided however that the aggregate consideration for the issue of the said 1,500,000 Class "A" common shares shall not exceed in amount or value the sum of \$1,500,000.00 and the aggregate consideration for the issue of the said 50,000 Class "B" common shares, shall not exceed in amount or

value the amount of \$25,000.00 or such greater amount, in either case, as the Board of Directors of the Company may deem expedient and as may be authorized by the Minister of Consumer and Corporate Affairs on payment of the requisite fees applicable to such greater amount.

The said Class "A" and Class "B" common shares shall have attached thereto the following rights and privileges:

- A. The holders of the Class "A" and Class "B" common shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company. Each Class "A" common share shall confer the right to one vote. Each Class "B" common share shall confer the right to ten votes.
- B. The Class "B" common shares shall rank as regards return of capital in priority to the Class "A" common shares of the Company, but shall have no prior right but only an equal right to receive dividends declared but not paid, and shall not confer any right to participate further in the profits and assets;
- C. At any time, the holder of Class "B" common shares, not being indebted to the Company, shall be entitled to have any or all of the said Class "B" common shares held by him converted into Class "A" common shares of the Company's capital stock on the basis of ten (10) Class "A" common shares for each Class "B" common share, which such holder may desire to convert. In order to exercise such right of conversion, such holder shall deliver to the Secretary of the Company or to the Company's transfer agent and surrender the certificates respecting Class "B" common shares which he desires to convert, together with a written notice exercising such right of conversion, which notice shall state the name, or names in which he wishes the certificates for Class "A" common shares to be issued and the address to which he wishes said certificates for Class "A" common shares to be sent. He shall also pay any governmental or other tax imposed with respect to said transaction. The Class "A" common shares issued by the Company in respect of such conversion, shall be deemed to be fully paid and non-assessable. In the event that 90% of the Class "B" common shares are converted into Class "A" common shares, then all the remaining Class "B" common shares may at any time, and from time to time, at the Company's option be converted into and become Class "A" common shares;

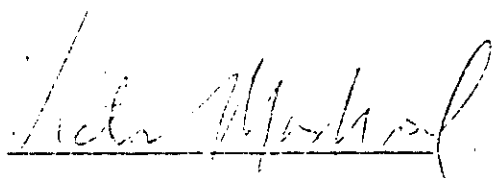
D. The Company shall, at all times, maintain a sufficient number of Class "A" common shares in the Treasury to insure the right of the holders of Class "B" common shares to convert their shares into Class "A" common shares.

2. The Company is hereby authorized to make application to the Minister of Consumer and Corporate Affairs for Supplementary Letters Patent confirming this by-law;

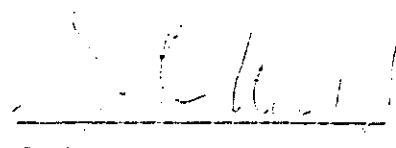
3. The Directors and officers be and hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED THIS 23rd DAY OF MARCH, 1972

WITNESS the Corporate Seal of the Company.



PRESIDENT



SECRETARY



SUPPLEMENTARY LETTERS PATENT  
ISSUED  
TO

SENSORMATIC ELECTRONICS CANADA LIMITED

Dated ..... 13th June, 1972.

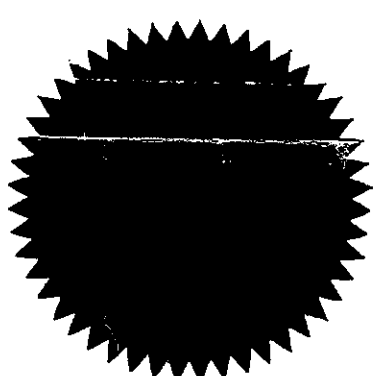
---

DEPARTMENT OF CONSUMER AND  
CORPORATE AFFAIRS

REGISTRATION DIVISION

Ottawa, June 13, 1983

I hereby certify the within to be a true and faithful  
copy of the record of the original Supplementary Letters  
Patent as entered on Film 310, Document 201.



*David L. Kinchmeyer*  
Deputy Registrar General of Canada



C A N A D A

SUPPLEMENTARY LETTERS PATENT

issued to

SENSORMATIC ELECTRONICS CANADA LIMITED

The Minister of Consumer and Corporate Affairs, by virtue of the power vested in him by the Canada Corporations Act, does hereby confirm the alteration of the capital of SENSORMATIC ELECTRONICS CANADA LIMITED as provided in By-law "C" of the said Company, a copy of which is annexed hereto to form part of these presents.

GIVEN at Ottawa, this thirteenth day of June, one thousand nine hundred and seventy-two.

for the Minister of Consumer  
and Corporate Affairs.

RECORDED 22nd June, 1972

Film 310 Document 201

Deputy Registrar General of Canada.

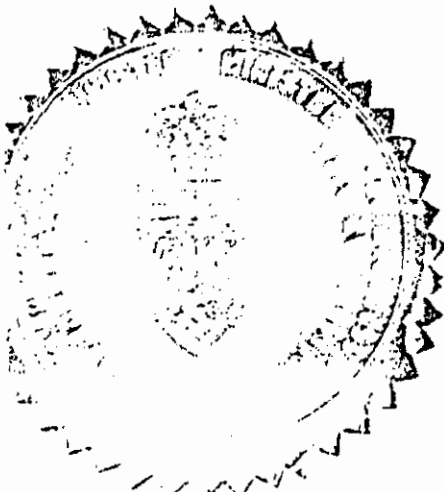


EXHIBIT "A"

BY-LAW NO. "C"

Being a by-law authorizing the Company  
to alter the authorized capital of  
SENSORMATIC ELECTRONICS CANADA LIMITED

and to authorize an Application for  
Supplementary Letters Patent.

WHEREAS the authorized capital of the Company  
is as follows:

- a. One million five hundred thousand (1,500,000)  
Class "A" common shares of no par value, which  
shares may be issued for a total and aggregate  
price not to exceed the sum of \$1,500,000.00;
- b. Fifty thousand Class "B" common shares (50,000)  
of no par value, which shares may be issued  
for a total and aggregate price not to exceed  
the sum of \$25,000.00;

WHEREAS three hundred and twenty thousand (320,000)  
Class "A" common shares have been issued and are out-  
standing as fully paid and non-assessable.

WHEREAS forty four thousand, two hundred (44,200)  
Class "B" common shares have been issued as fully  
paid;

WHEREAS the holders of the Class "B" common shares  
have opted to convert the said forty four thousand,  
two hundred (44,200) Class "B" common shares into  
four hundred and forty two thousand (442,000) Class  
"A" common shares so that there are now outstanding  
seven hundred and sixty two thousand (762,000)  
Class "A" common shares.

Exhibit "A"  
By-Law "C"

WHEREAS the capital of the Company is in excess of the needs of the Company and it is deemed necessary and expedient in the interest of the Company to obtain Supplementary Letters Patent confirming this By-Law altering its capital as herein provided;

NOW THEREFORE, BE IT ENACTED AS BY-LAW NO. "C" OF SENSORMATIC ELECTRONICS CANADA LIMITED (hereinafter called the "Company");

1. THAT subject to confirmation by Supplementary Letters Patent, the capital of the Company be and the same is hereby altered as follows:
  - a. By redesignating the one million, five hundred thousand (1,500,000) Class "A" common shares without nominal or par value of the capital of the Company heretofore authorized as one million five hundred thousand common shares (1,500,000) without nominal or par value;
  - b. By cancelling the forty four thousand, two hundred (44,200) Class "B" common shares that have been converted into Class "A" common shares;
  - c. By cancelling the remaining five thousand, eight hundred (5,800) unissued Class "B" common shares, without nominal or par value;

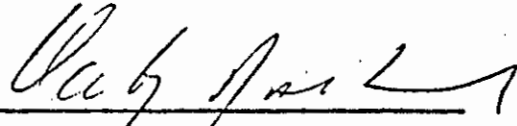
so that the authorized capital of the Company shall consist of one million, five hundred thousand (1,500,000) common shares without nominal or par value, provided however that the aggregate consideration for the issue of the said one million five hundred thousand (1,500,000) common shares shall not exceed in amount or value the amount of \$1,500,000.00 or such greater amount as the Board of Directors of the Company may deem expedient and as may be authorized by the Minister of Consumer and Corporate Affairs, on payment of the requisite fees applicable to such greater amount.



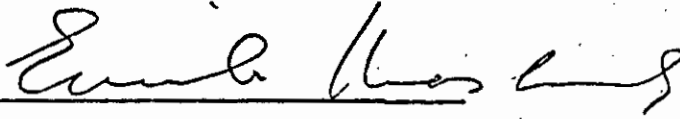
2. The Company is hereby authorized to make application to the Minister of Consumer and Corporate Affairs for Supplementary Letters Patent confirming this by-law;
3. The Directors and Officers be and are hereby authorized and directed to do, sign and execute all things, deeds, and documents necessary or desirable for the due carrying out of the foregoing;

ENACTED this 9th day of June, 1972

WITNESSETH THE CORPORATE SEAL OF THE  
COMPANY

  
\_\_\_\_\_

PRESIDENT

  
\_\_\_\_\_

SECRETARY

This is exhibit "A" to the foregoing Declaration

  
\_\_\_\_\_

SECRETARY



**Certificate of Continuance**

**Canada Business  
Corporations Act**

**Certificat de continuation**

**Loi sur les corporations  
commerciales canadiennes**

SENSORMATIC CANADA LIMITED

SENSORMATIC CANADA LIMITEE

Name of Corporation - Nom de la corporation

13950

Number - Numéro

I hereby certify that the above-mentioned Corporation was continued under Section 181 of the Canada Business Corporations Act as set out in the attached articles of Continuance.

Je certifie par les présentes que la corporation mentionnée ci-haut a été continuée en vertu de l'article 181 de la Loi sur les corporations commerciales canadiennes, tel qu'indiqué dans les statuts de continuation ci-joints.

Deputy

Director - Directeur

July 23, 1979

Date of Continuance - Date de la continuation



FORM 11

FORMULE 11

ARTICLES OF CONTINUANCE  
(SECTION 181)

STATUTS DE CONTINUATION  
(ARTICLE 181)

Name of Corporation: **SENSORMATIC CANADA LIMITED - SENSORMATIC CANADA LIMITEE**  
Nom de la corporation

The place in Canada where the registered office is to be situated: **Montreal Urban Community, Quebec**  
Lieu au Canada où doit être situé le siège social

The classes and any maximum number of shares that the corporation is authorized to issue: **An unlimited number of common shares**  
Catégories et tout nombre maximal d'actions que la corporation est autorisée à émettre

Restrictions if any on share transfers: **See Schedule "A" attached hereto.**  
Restrictions sur le transfert des actions s'il y a lieu.

Number (or minimum and maximum number) of directors: **Minimum of one (1) director; maximum of twelve (12) directors.**  
Nombre (ou nombre minimum et maximum) d'administrateurs

Restrictions if any on businesses the corporation may carry on: **N/A**  
Restrictions imposées quant aux entreprises que la corporation peut exploiter, s'il y a lieu

If change of name effected, previous name: **SENSORMATIC ELECTONICS CANADA LIMITED**  
Si changement de nom a été opéré, nom antérieur

Other provisions if any: **See Schedule "B" attached hereto.**  
Autres dispositions s'il y lieu

Date <b>April 19, 1979</b>	Signature 	Description of Office - Description du poste <b>Director</b>
CORPORATION No. - No de la corporation <b>13950</b>		Filed - Déposée <b>July 31, 1979</b>

SCHEDULE "A"

1. The right to transfer shares of the Company shall be restricted in that no shares of the Company shall be transferred without the express consent of the majority of the directors of the company, signified by a resolution passed by the Board, or without the previous consent in writing of all the directors of the Company.

2. The number of shareholders shall be limited to fifty (50) not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were, while in that employment, shareholders of the Company; two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder.

3. Any invitation to the public to subscribe for any shares or debentures of the Company shall be prohibited.

-----

SCHEDULE "B"

It is further ordained and declared that when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the shareholders duly called for considering the by-law, the directors of the Company, may from time to time:

- a) Borrow money upon the credit of the Company;
- b) Issue debentures or other securities of the Company;
- c) Limit or increase the amount to be borrowed;
- d) Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- e) Secure any such debentures or other securities or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable property of the Company, and the undertaking and rights of the Company.

Any such by-law may provide for the delegation of such powers by the Directors to such officers or directors of the Company to such extent and in such manner as may be set out in such by-law. Any limitations or restrictions contained herein shall not apply to the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Company.

-----



CANADA

**Certificate of Amendment**

**Certificat de modification**

**Canada Business  
Corporations Act**

**Loi sur les sociétés  
commerciales canadiennes**

SENSORMATIC CANADA LIMITED  
SENSORMATIC CANADA LIMITEE

13950

Name of Corporation — Dénomination de la société

Number — Numéro

I hereby certify that the Articles of the above-mentioned Corporation were amended

Je certifie par les présentes que les statuts de la société mentionnée ci-haut 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 sur les sociétés commerciales canadiennes 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 sur les sociétés commerciales canadiennes tel qu'indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under Section 171 of the Canada Business Corporations Act as set out in the attached Articles of Amendment;

(c) en vertu de l'article 171 de la Loi sur les sociétés commerciales canadiennes tel qu'indiqué dans les clauses modificatrices ci-jointes;

(d) under Section 185 of the Canada Business Corporations Act as set out in the attached Articles of Reorganization;

(d) en vertu de l'article 185 de la Loi sur les sociétés commerciales canadiennes tel qu'indiqué dans les clauses de réorganisation ci-jointes;

(e) under Section 185.1 of the Canada Business Corporations Act as set out in the attached Articles of Arrangement.

(e) en vertu de l'article 185.1 de la Loi sur les sociétés commerciales canadiennes tel qu'indiqué dans les clauses d'arrangement ci-jointes.

Director — Directeur

February 6, 1980

Date of Amendment — Date de la modification



FORM 4

FORMULE 4

ARTICLES OF AMENDMENT  
(SECTION 27 OR 171)

STATUTS DE MODIFICATION  
(ARTICLE 27 OU 171)

1 - Name of Corporation - Nom de la corporation

2 - Corporation No. - No de la corporation

SENSORMATIC CANADA LIMITED  
SENSORMATIC CANADA LIMITEE

13950

The articles of the above named corporations are amended  
as follows:

Les statuts de la corporation ci-haut mentionnée sont  
modifiés de la façon suivante:

The restrictions which were attached to the Articles of Continuance  
with respect to share transfers are hereby eliminated so that in  
fact there shall be no restrictions on share transfers for the  
corporation, Schedule "A" being hereby deleted.

Date  
July 30/79

Signature  
*[Handwritten Signature]*

Description of Office - Description du poste  
Director

FOR DEPARTMENTAL USE ONLY

À L'USAGE DU MINISTÈRE SEULEMENT

Filed - Déposée

February 13, 1980



Certificate of Amendment

Canada Business  
Corporation Act

Certificat de modification

Loi sur les sociétés  
commerciales canadiennes

SENSORMATIC CANADA LIMITED  
SENSORMATIC CANADA LIMITEE

13950-5

Name of Corporation — Dénomination de la société

Number — Numéro

I hereby certify that the Articles of the above-mentioned Corporation were amended

Je certifie par les présentes que les statuts de la société mentionnée ci-haut 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 sur les sociétés commerciales canadiennes 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 sur les sociétés commerciales canadiennes tel qu'indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under Section 171 of the Canada Business Corporations Act as set out in the attached Articles of Amendment;

(c) en vertu de l'article 171 de la Loi sur les sociétés commerciales canadiennes tel qu'indiqué dans les clauses modificatrices ci-jointes;

(d) under Section 185 of the Canada Business Corporations Act as set out in the attached Articles of Reorganization;

(d) en vertu de l'article 185 de la Loi sur les sociétés commerciales canadiennes tel qu'indiqué dans les clauses de réorganisation ci-jointes;

(e) under Section 185.1 of the Canada Business Corporations Act as set out in the attached Articles of Arrangement.

(e) en vertu de l'article 185.1 de la Loi sur les sociétés commerciales canadiennes tel qu'indiqué dans les clauses d'arrangement ci-jointes.

Director — Directeur

June 21, 1983

Date of Amendment — Date de la modification



CANADA BUSINESS  
CORPORATIONS ACT  
FORM 4  
ARTICLES OF AMENDMENT  
(SECTION 27 OR 171)

---

1.- Name of Corporation:

SENSORMATIC CANADA LIMITED  
SENSORMATIC CANADA LIMITEE

2.- Corporation No.: 13950

3.- That section 3 of the Articles of Continuance as amended,  
be further amended as follows:

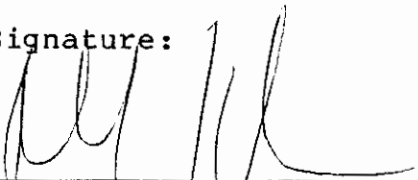
- a) To change and divide each of the 1,533,818 issued and outstanding common shares on the basis of 2 common shares for each common share held, for the shareholders of record on the 30<sup>th</sup> day of June, 1983 so that, after giving effect to this change and division on June 30, 1983, there shall be 3,067,636 common shares issued and outstanding;
- b) To change and divide each of the 12,500 common shares that have been authorized for issuance by the Corporation upon the exercise by option holders of the stock options granted by the Board of Directors of the Corporation by a resolution dated December 3, 1981 and by a resolution dated January 4, 1983 (the "Options"), on the basis of 2 common shares for each common share so authorized, so that, after giving effect to this change and division, there shall be 25,000 common shares authorized for issuance upon the exercise by the option holders, from time to time, of the Options;
- c) To change and divide each of the 39,100 common shares that have been reserved for issuance to management personnel and employees of the Corporation, on the basis of 2 common shares for each common share so reserved, so that, after giving effect to this change and division, there shall be 78,200 common shares reserved for issuance to management and employees of the Corporation;
- d) To authorize the Corporation to issue an unlimited number of common shares so that these Articles of Amendment are not construed to have limited or otherwise altered or restricted the

authorized capital of the Corporation, being an unlimited number of common shares.

Date:

June 30, 1983

Signature:



DANIEL KINGSTONE

Description of Office: Secretary

For Departmental Use Only

Filed *June 20, 1983*



Certificate of Amendment

Certificat de modification

Canada Business Corporations Act

Loi régissant les sociétés par actions de régime fédéral

SENVEST CAPITAL INC.

013950-5

Name of Corporation - Dénomination de la société

Number - Numéro

I hereby certify that the Articles of the above-mentioned Corporation were amended

Je certifie par les présentes que les statuts de la société mentionnée ci-haut 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 régissant les sociétés par actions de régime fédéral 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 régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under Section 177 of the Canada Business Corporations Act as set out in the attached Articles of Amendment;

(c) en vertu de l'article 177 de la Loi régissant les sociétés par actions de régime fédéral tel qu'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 régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses de réorganisation ci-jointes;

(e) under Section 192 of the Canada Business Corporations Act as set out in the attached Articles of Arrangement.

(e) en vertu de l'article 192 de la Loi régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses d'arrangement ci-jointes.

directeur adjoint

*Clairie Levesque*

Deputy Director

April 2, 1991/le 2 avril 1991

Date of Amendment - Date de la modification

1 — Name of Corporation — Dénomination de la société

SENSORMATIC CANADA LIMITED/  
SENSORMATIC CANADA LIMITEE

2 — Corporation No. N° de la société

13950

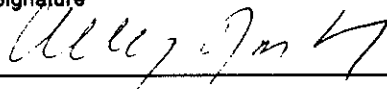
3 — The articles of the above-named corporation are amended as follows:

Les statuts de la société ci-haut mentionnée sont modifiés de la façon suivante:

The name of the Corporation is changed to SENVEST CAPITAL INC.

Date  
March 4, 1991

Signature



Description of Office — Description du poste

President

CCA 1387 (02-89) 46

FOR DEPARTMENTAL USE ONLY — À L'USAGE DU MINISTÈRE SEULEMENT  
Filed — Déposée

APR - 4 1991  
AVR