

UNI-SELECT INC.

BY-LAW I-A

GENERAL BY-LAW

Offices of the Corporation

1. Offices of the Corporation. The head office of the Corporation shall be located in the judicial district of Longueuil, in the province of Québec, Canada.

The Corporation may establish offices at any location determined by resolution of the Board of Directors.

Shareholders

2. Annual General Meeting. Subject to the relevant provisions of any applicable laws, the Annual General Meeting of Shareholders of the Corporation shall be held within 180 days of the end of the fiscal year at the place (if applicable), date and time determined by the Board of Directors.

3. Special General Meetings. In addition to the provisions of applicable laws governing the calling of special general meetings, special general meetings of the shareholders may be convened at any time by order of the Chair of the Board, the president or by request of a majority of the Directors of the Corporation.

Special general meetings of shareholders are held at the place (if applicable), date and time determined by the Board of Directors.

4. Conduct of Meetings. A meeting of the shareholders may be held solely by means of equipment enabling all participants to communicate directly with one another. Such a participant shall then be deemed to be present at the shareholders' meeting.

5. Notice of Meeting. Notice of the place (if applicable), date, time and purpose of any meeting of shareholders must be given, in accordance with the relevant dispositions of the applicable laws and regulations, to all shareholders entitled to receive such notice, or be sent to them by mail in a prepaid envelope; the notice must be addressed to their last known address and mailed at least 21 days but not more than 60 days before the date set for the meeting.

Where a share is jointly held, any notice of meeting is addressed to the person firstly indicated in the registers as one of the holders, and a notice so transmitted is valid for all joint holders.

Irregularities in the notice of meeting or in the manner of transmission, and the involuntary omission to deliver the notice of meeting to a shareholder or the fact that a shareholder did not receive said notice, do not thereby invalidate any resolution adopted, action performed or measure taken at the meeting.

6. Quorum, Vote and Adjournment. Five persons representing, in person or by proxy, 30% of the outstanding shares of the share capital of the Corporation with voting rights at the meeting, shall constitute the required quorum for conducting business at any meeting of the shareholders.

Subject to the relevant provisions of applicable laws, the articles of incorporation or any other by-law of the Corporation, all matters brought before a meeting of shareholders shall be decided by majority vote and shall constitute the measures taken by all shareholders.

If there is no quorum, the shareholders present and having the right to be counted for the purpose of constituting a quorum shall have the power to adjourn any meeting of the shareholders from time to time and from one place to another (if applicable), without any other notice than one given at the meeting, until there is quorum. Any business that should have been conducted at a meeting prior to its adjournment may be conducted at the reconvened meeting provided there is quorum.

7. Voting Rights and Proxy. Voting shall be conducted either in person or by proxy.

At all meetings of shareholders, each shareholder in attendance and entitled to vote thereat shall be entitled to one vote by show of hands and, when voting is carried out by ballot, each shareholder entitled to vote thereat, present or represented by proxy, shall be entitled to one vote per share carrying the right to vote at such meeting and registered under his or her name on the records of the Corporation at the time of the meeting or, if determined, on the record date. Before or immediately after the result of the vote by show of hands, any shareholder or proxy holder may call for a vote to be carried out by ballot.

8. Chair of the Meeting. The Chair of the Board or, in his or her absence, any member of the Board chosen by a majority of the members of the Board of Directors shall preside any meeting of shareholders. Should the person considered to preside any meeting of shareholders be absent or withdraw, the persons in attendance may choose among themselves a person to perform the duties of the Chair of the meeting. The Chair of the meeting does not have the power to cast the casting vote in the event of a tie.
9. Scrutineers. The Chair of any meeting of shareholders may appoint one or more persons, who need not be shareholders, to act as scrutineers at the meeting.

#### Directors

10. Number. Subject to future amendments in accordance with the relevant provisions of applicable laws, the Board of Directors of the Corporation shall be composed of a minimum of five persons and a maximum of 20 persons.
11. Election. Each Director must be elected at each annual meeting of shareholders. This election shall be carried out by a vote by show of hands unless a ballot thereon is requested. Where there are vacancies on the Board of Directors (vacancies shall be construed as including vacancies, not exceeding two persons, caused by the increase in the number of directors set by resolution of the Board of Directors or the resignation of a director), the directors may fill such vacancies, by resolution, by nominating persons to fill these vacancies and these persons shall hold office for the remainder of the term until they are re-elected, replaced or removed.
12. Quorum. The directors may establish a quorum for meetings of the directors, failing which a majority of the directors holding office shall constitute quorum.
13. Remuneration. The directors may determine their remuneration and have the right to be reimbursed for travel expenses to attend the meetings of the Board of Directors, as well as any other disbursements resulting from the business activities of the Corporation.

14. Meetings of Directors. Immediately after each annual general meeting of shareholders, the elected and attending directors shall meet, without prior notice, and, if quorum is secured, shall appoint the officers of the Corporation and conduct any other business on the agenda.

Meetings of the Board of Directors may be convened at any time by or on the order of the Chair of the Board, the president or a majority of the directors of the Corporation.

15. Notice of Meetings. A notice of any meeting of the Board of Directors, indicating the place (if applicable), date and time of such meeting, must be served upon each director or left at said director's usual residence or place of business, or shall be sent by prepaid mail or sent by fax or electronic means at least two clear days prior to the date of the meeting.

Whenever the Chair of the Board, the president or a majority of the directors of the Corporation considers it urgent to call a meeting of the Board of Directors, such a meeting may be called by giving a notice of at least 12 hours to each director by the most appropriate means in such circumstances, and such notice shall be sufficient to convene said meeting.

Irregularities in the notice of meeting or in the manner in which it is delivered, and the involuntary failure to deliver the notice of meeting to a director or the fact that a director has not received said notice, shall not invalidate any resolution adopted, action performed or measure taken at said meeting.

16. Chair of Meeting. The Chair of the Board shall preside all meetings of the Board of Directors. In his or her absence, any director appointed by a majority of the members of the Board of Directors shall preside the meeting.
17. Votes. Any business submitted to a vote at a meeting of the Board of Directors shall be decided by a majority of votes. The chair of the meeting is not entitled to a second vote or casting vote in the event of a tie.
18. Indemnification. In addition to the provisions of the applicable laws governing the indemnification of the mandataries of the Corporation, the Board of Directors may contract insurance for directors, officers or their predecessors or any other person who has undertaken or is about to undertake liability for the Corporation or any corporation controlled by the latter, covering the liability they are incurring for having acted as a director or officer of the Corporation, except for the liability resulting from their own negligence or personal fault not related to the performance of their duties.

#### Borrowing Powers

19. General Borrowing Powers. Directors may from time to time:
- (i) borrow money upon the credit of the Corporation;
  - (ii) limit or increase the loan to be contracted;
  - (iii) issue bonds, debentures or other securities of the Corporation and pledge or sell the same for such sums and at such prices as maybe be deemed appropriate;

- (iv) notwithstanding the provisions of the Civil Code, hypothecate, charge or pledge, in whole or in part, the movable or immovable property, present or future, of the Corporation, to secure payment of such bonds, debentures or other securities, and to constitute the above-mentioned hypothec, charge or pledge by deed of trust, in compliance with sections 28 and 29 of the Special Corporate Powers Act (R.S.Q. c. P-16), or in any other manner;
- (v) hypothecate or charge immovables, or pledge or otherwise create a security interest on any movable property of the Corporation, or give these various guarantees to secure the payment of loans contracted by any other means than by the issuance of bonds or debentures, as well as the payment or the execution of any other debts, contracts and undertakings of the Corporation.

The directors may delegate all or each of the powers listed above to such officers or directors of the Corporation to the extent and in the manner they may deem appropriate.

Nothing in the foregoing shall limit or restrict the borrowing by the Corporation on bills of exchange or promissory notes which have been made, drawn, accepted or endorsed by or on behalf of the Corporation.

#### Share Capital

20. Share Certificates. The form and content of certificates representing the shares of the share capital of the Corporation must be approved by the Board of Directors.

These share certificates shall bear the signature of two of the following officers: the president, secretary, vice president or deputy-secretary of the Corporation. Each share certificate must also be countersigned by the transfer agent or registrar agent to be valid.

The signature of these persons may be engraved, lithographed or otherwise reproduced mechanically or digitally on the certificates.

21. Share Transfers. No transfer of shares is valid unless the certificate(s) representing the shares to be transferred is delivered for cancellation.
22. Record Date. The Board of Directors may set a date in the future no more than 60 clear days prior to the date of any meeting of the shareholders of the Corporation, or the date set for the payment of a dividend or the date set for the attribution of rights, as being the record date for determining which shareholders are entitled to receive the notice of meeting of such meeting or of such adjournment, to receive payment of such dividends, or to be given such rights, so that, in such a case, only the shareholders of record as at the close of business on the record date shall be entitled to receive payment of such dividends or be granted such rights, as the case may be, notwithstanding any transfer of shares in the records of the Corporation after said record date.

#### Fiscal Year

23. Fiscal Year. The Corporation's fiscal year ends on the last day of December in each year.

### Negotiable Instruments, Contracts, Judicial Statements

24. Cheques, Bills of Exchange, etc. All cheques, bills of exchange, promissory notes and other negotiable instruments must be signed by the person or officer designated by the Board of Directors. Unless otherwise determined by resolution of the Board of Directors, all endorsements of cheques, bills of exchange, promissory notes or other negotiable instruments payable to the Corporation must be made for collection and deposit to the credit of the Corporation with a bank or duly-authorized depository. These endorsements may be made using a stamp or other device.
25. Contracts, etc. The deeds, agreements, documents, contracts and any other written instrument requiring the signature of the Corporation may be validly executed by the president, a vice president, the secretary, the treasurer, a deputy-secretary or in the manner authorized by the Board of Directors, and all deeds, agreements, documents, contracts and all other written instruments so executed shall be binding on the Corporation, without any further formality or authorization.
26. Judicial Declarations. The president, any vice president, the secretary, the treasurer, a deputy-treasurer or a deputy-secretary, any director or any person appointed by one of the foregoing persons, shall be authorized to make, on behalf of the Corporation, any garnishment declaration, before or after judgement, and answer any examination of facts and articles and other proceedings that may be necessary in a litigation involving the Corporation; to make any application for dissolution or liquidation, or any petition in bankruptcy against any debtor of the Corporation and grant any power of attorney relating to these proceedings; to represent the Corporation at any meeting of creditors in which the Corporation has an interest to protect and to vote and to make any decision at such meetings.