



**Ministry of
Government Services**

Ministère des
Services gouvernementaux

Ontario

CERTIFICATE

**This is to certify that these articles
are effective on**

CERTIFICAT

**Ceci certifie que les présents statuts
entrent en vigueur le**

OCTOBER 01 OCTOBRE, 2007

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion (écrire en LETTRES MAJUSCULES SEULEMENT) :

[illegible]

2. The address of the registered office is:

Adresse du siège social :

130 Spy Court

(Street & Number or R.R. Number & 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)

Markham,

Ontario

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(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code /
Code postal)

3. Number of directors is/are: **or** minimum and maximum number of directors is/are:
Nombre d'administrateurs : **ou** nombres minimum et maximum d'administrateurs :
 Number **or** minimum and maximum
 Nombre **ou** minimum et maximum

3	15
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4. The director(s) is/are:

Administrateur(s) :

First name, middle names
and surname

Prénom, autres prénoms et nom
de famille

Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code
Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal

Resident Canadian
State 'Yes' or 'No'
Résident canadien
Oui/Non

Geoffrey F. Hyland

130 Spy Court, Markham, Ontario L3R 5H6

Yes

Richard D. McGraw

130 Spy Court, Markham, Ontario L3R 5H6

Yes

Continued on page 1A

Continued

First name, initials and surname	Address for service	Resident Canadian State Yes or No
Brian A. Robbins	130 Spy Court, Markham, Ontario L3R 5H6	Yes
Ralph J. Zarboni	130 Spy Court, Markham, Ontario L3R 5H6	Yes
Laurie Bennett	130 Spy Court, Markham, Ontario L3R 5H6	Yes
Peter Van Schaik	130 Spy Court, Markham, Ontario L3R 5H6	Yes
Stephen I. Rodgers	130 Spy Court, Markham, Ontario L3R 5H6	Yes

5. **Check A or B**
Cocher A ou B

☐

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

☒

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

EXCO TECHNOLOGIES LIMITED

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Month / mois Day / jour
EXCO TECHNOLOGIES LIMITED	1674700	2007/07/25
EXCO AUTOMOTIVE SOLUTIONS CANADA INC.	1555594	2007/07/25

6. 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.

N/A

7. 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 :
275 Special Shares, an unlimited number of Preferred Shares issuable in series and an unlimited number of Common Shares.

8. 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 :

See pages 4A to 4J

The following are the rights, privileges, restrictions and conditions attaching to the Special Shares of the Corporation, the Preferred Shares of the Corporation and the Common Shares of the Corporation:

1. SPECIAL SHARES

1.1. Ranking of Special Shares

The Special Shares shall be entitled to preference over the Preferred Shares, the Common Shares and over any other shares of the Corporation ranking junior to the Special Shares with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

1.2. Dividends

The holders of the Special Shares shall not be entitled to receive dividends prior to August 15, 1986. Thereafter, the holders of the Special Shares shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation, but always in preference and priority to any payments of dividends on the Preferred Shares, the Common Shares and any shares of any other class ranking junior to the Special Shares in respect of the payment of dividends, out of moneys of the Corporation properly applicable to the payment of dividends, non-cumulative preferential cash dividends at the rate of \$290 per share per annum.

The holders of the Special Shares shall not be entitled to any dividend other than or in excess of the non-cumulative preferential cash dividend hereinbefore provided for. No dividend shall be paid on the Preferred Shares, the Common Shares and any shares of any other class ranking junior to the Special Shares with respect to the payment of dividends in any year unless and until the non-cumulative preferential dividend on all the Special Shares outstanding in respect of such year has been paid in full.

If in any year the board of directors of the Corporation in its discretion shall not declare the non-cumulative preferential dividend or any part thereof on the Special Shares for such year, then the rights of the holders of the Special Shares to such dividend or to any undeclared part thereof for such year shall be forever extinguished.

1.3. Redemption at Option of the Corporation

Subject to applicable law and to the provisions of this clause 1.3, the Corporation may upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Special Shares on payment for each Special Share to be redeemed of an amount equal to the Redemption Price (as hereinafter defined) plus all dividends declared thereon and unpaid up to the redemption date. The Redemption Price shall be \$3,561 per Special Share.

In case a part only of the Special Shares is at any time to be redeemed, the Special Shares so to be redeemed may be selected in such manner as the board of directors of the Corporation in its sole discretion shall by resolution determine or redemption may be effected on a pro rata basis disregarding fractions. If a part only of the Special Shares represented by any certificate shall be redeemed, a new certificate representing the balance of such shares shall be issued to the holder thereof at the expense of the Corporation upon presentation and surrender of the first mentioned certificate.

In any case of redemption of Special Shares, the Corporation shall at least thirty (30) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Special Shares. Such notice shall set out the number of Special Shares held by the person to whom it is addressed which are to be redeemed, the redemption price and the date on which redemption is to take place. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Special Shares to be redeemed the redemption price of such shares on presentation and surrender, at the registered office of the Corporation or at any other place or places within Canada specified in such notice of redemption, of the certificate or certificates representing the

Special Shares so called for redemption. Such payment shall be made by cheques payable at par at any branch of the Corporation's bankers for the time being in Canada. From and after the date specified for redemption in any such notice, the Special Shares called for redemption shall cease to be entitled to dividends or any other participation in assets of the Corporation and the holders thereof shall not be entitled to exercise any of the other rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation and surrender of the certificates in accordance with the foregoing provisions, in which case the right of such holders shall remain unaffected. The Corporation shall have the right at anytime after the mailing of notice of its intention to redeem Special Shares to deposit the redemption price of the Special Shares so called for redemption, or of such of the said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, to a special account at any chartered bank or any trust company in Canada named in such notice, to be paid without interest to or to the order of the respective holders of Special Shares called for redemption upon presentation and surrender to such bank or trust company of certificates representing such shares. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Special Shares in respect of which such deposit shall have been made shall be deemed to be redeemed and the rights of the holders thereof shall be limited to receiving without interest their proportionate part of the amount so deposited upon presentation and surrender of the certificates held by them respectively. Any interest allowed on any such deposit shall belong to the Corporation.

1.4. Purchase for Cancellation

The Corporation may at any time or from time to time purchase for cancellation all or any part of the outstanding Special Shares at the lowest price or prices at which, in the opinion of the board of directors of the Corporation, such shares are then obtainable but not exceeding an amount per share equal to the Redemption Price plus all dividends declared thereon and unpaid up to the date of purchase, together with the costs of such purchase.

1.5. Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Special Shares shall be entitled to receive from the property and assets of the Corporation an amount equal to the Redemption Price of the Special Shares held by them respectively, together with an amount equal to all dividends declared thereon and unpaid up to the date of distribution, the whole before any amount shall be paid by the Corporation or any property or assets of the Corporation shall be distributed to holders of the Preferred Shares, the Common Shares and shares of any other class ranking junior to the Special Shares. After payment to the holders of the Special Shares of the amounts so payable to them, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

1.6. Notices

Any notice, cheque, notice of redemption or other communication from the Corporation herein provided for shall be either sent to the holders of the Special Shares by ordinary unregistered mail, postage prepaid, or delivered by hand to their respective addresses appearing on the books of the Corporation or, in the event of the address of any such holder not so appearing, then at the last address known to the Corporation of such holder. Accidental failure to give any such notice, notice of redemption or other communication to one or more holders of Special Shares shall not affect the validity thereof, but, upon such failure being discovered, a copy of the notice, notice of redemption or other communication, as the case may be, shall be sent or delivered forthwith to such holder or holders. Unless otherwise provided herein, any notice, certificate or other communication from a holder of Special Shares herein provided for shall be either sent to the Corporation by ordinary unregistered mail, postage prepaid, or delivered by hand to the Corporation, at its registered office.

1.7. Voting Rights

Subject to the *Business Corporations Act* of the Province of Ontario and, in particular, to the rights of the holders of other classes of shares to vote separately as a class, the

holders of the Special Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and shall be entitled to one vote thereat for each Special Share held.

1.8. Conversion into Common Shares

(a) Right of Conversion

Upon and subject to the terms and conditions hereinafter set forth, the holders of Special Shares shall have the right, at any time after a receipt has been issued by any securities regulatory authority in Canada for a final prospectus of the Corporation offering its Common Shares to the public, to convert the Special Shares into fully paid and non-assessable Common Shares on the following basis: each Special Share shall be convertible into that number of Common Shares that is equal to the quotient obtained by dividing the Redemption Price by the net proceeds per Common Share (after deducting underwriting fees but before deducting other expenses of issue) received by the Corporation pursuant to such offering.

(b) Exercise of Right

The conversion right herein provided for may be exercised by notice in writing given to the Corporation at its registered office accompanied by the certificate or certificates representing the Class A Common Shares in respect of which the holder thereof desires to exercise such right of conversion. Such notice shall be signed by the holder or by his duly authorized agent and shall specify the number of Special Shares which the Holder desires to have converted. If less than all the Special Shares represented by any certificate or certificates accompanying any such notice are to be converted, the holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Special Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be converted.

(c) Certificates

On any conversion of Special Shares, the certificate or certificates representing the Common Shares resulting therefrom shall be issued at the expense of the Corporation in the

name of the holder of the Special Shares converted or in such name or names as such holder may direct in writing (either in the notice referred to in subclause 1.8(b) hereof or otherwise).

(d) Timing

The right of a holder of Special Shares to convert the same into Common Shares shall be deemed to have been exercised, and the holder of Special Shares to be converted (or any person or persons in whole name or names such holder of Special Shares shall have directed a certificate or certificates representing Common Shares to be issued as provided in subclause 1.8(c) hereof) shall be deemed to have become a holder of Common Shares, for all purposes, on the date or dates of receipt by the Corporation of the certificate or certificates representing the Special Shares to be converted accompanied by notice in writing as referred to in subclause 1.8(b) hereof, notwithstanding any delay in the delivery of the certificate or certificates representing the Common Shares into which such Special Shares have been converted.

1.9. Amendment with Approval of Holders of Special Shares

The rights, privileges, restrictions and conditions attaching to the Special Shares may be added to, changed or removed but only with the approval of holders of Special Shares given as hereinafter specified.

1.10. Approval of Holders of Special Shares

The approval of the holders of Special Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Special Shares or of any other matters requiring the consent of the holders of the Special Shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution signed by all the holders of Special Shares or passed by the affirmative vote of at least 66 2/3% of the votes cast at a meeting of the holders of the Special Shares duly called for that purpose.

The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders. On every

poll taken at every meeting of holders of Special Shares, each holder of Special Shares entitled to vote thereat shall have one vote in respect of each Special Share held.

1.11. Restrictions in respect of certain Amendments

Notwithstanding anything herein contained, the holders of Special Shares shall not be entitled to vote separately as a class or to dissent in respect of a proposal to amend the articles of the Corporation to,

- (a) increase or decrease the maximum number of Special Shares the Corporation is authorized to issue, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Special Shares;
- (b) effect an exchange, reclassification or cancellation of the Special Shares; or
- (c) create a new class or series of shares equal or superior to the Special Shares, except in the case of a series under section 25 of the *Business Corporations Act* of the Province of Ontario.

2. PREFERRED SHARES

2.1. Directors' Right to Issue in One or More Series

The Preferred Shares may at any time or from time to time be issued in one or more series. Before any shares of a particular series are issued the board of directors of the Corporation shall fix the number of shares that will form such series and shall, subject to the limitations set out herein, by resolution determine the designation, rights, privileges, restrictions and conditions to be attached to the Preferred Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate, amount or method of calculation of dividends thereon, the time and place of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption thereof, conversion rights (if any), the voting rights attached thereto (if any), and the terms and conditions of any share purchase plan or sinking fund, the whole subject to the filing with the Director (as defined in the *Business Corporations Act* of the Province of Ontario) of Articles of Amendment

containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the board of directors.

2.2. Ranking of Preferred Shares

The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to accumulated dividends and return of capital. The Preferred Shares shall be entitled, subject to the prior rights of the holders of the Special Shares, to preference over the Common Shares of the Corporation and over any other shares ranking junior to the Preferred Shares with respect to priority in the payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. If any dividends or amounts payable on a return of capital in the event of the liquidation, dissolution or winding-up of the Corporation are not paid in full, the Preferred Shares of all series shall participate ratably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were repaid in full; provided however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Preferred Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Preferred Shares of any series may also be given such other preferences not inconsistent with clauses 2.1 to 2.5 hereof over the Common Shares and over any other shares ranking junior to the Preferred Shares as may be determined in the case of such series of Preferred Shares.

2.3. Voting Rights

Except as hereinafter referred to or as required by law or in accordance with any voting rights which may from time to time be attached to any series of Preferred Shares, the holders of the Preferred Shares as a class shall not be entitled as such to receive notice of, to

attend or to vote at any meeting of the shareholders of the Corporation but are 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 the business of the Corporation.

2.4. Amendment with Approval of Holders of Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class may be added to, changed or removed but only with the approval of the holders of Preferred Shares given as hereinafter specified.

2.5. Approval of Holders of Preferred Shares

The approval of the holders of Preferred Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Preferred Shares as a class or of any other matter requiring the consent of the holders of the Preferred Shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by the affirmative vote of at least 66-2/3% of the votes cast at a meeting of the holders of Preferred Shares duly called for that purpose.

The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Preferred Shares as a class, or at a joint meeting of the holders of two or more series of Preferred Shares, each holder of Preferred Shares entitled to vote thereat shall have one vote in respect of each \$1.00 of the issue price of each Preferred Share held by him.

3. COMMON SHARES

3.1. Dividends

All dividends in excess of the dividends on the Special Shares, the Preferred Shares and any shares of any other class ranking senior to the Common Shares with respect to the payment of dividends shall be paid to the holders of the Common Shares.

3.2. Liquidation

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall be entitled to receive all of the property and assets of the Corporation after payment to the holders of the Special Shares, the Preferred Shares and any shares of any other class ranking senior to the Common Shares of the amounts to which the holders of such shares are entitled.

3.3. Voting Rights

Subject to the *Business Corporations Act* of the Province of Ontario and, in particular, to the rights of the holders of other classes of shares to vote separately as a class, the holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and shall be entitled to one vote thereat for each Common Share held.

9. 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 :

N/A

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

N/A

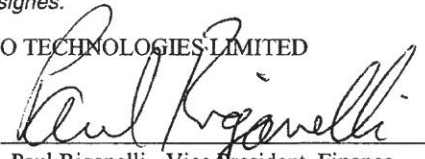
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

EXCO TECHNOLOGIES LIMITED

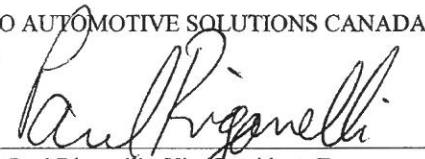
Per:



Paul Riganelli - Vice President, Finance
and Chief Financial Officer

EXCO AUTOMOTIVE SOLUTIONS CANADA
INC.

Per:



Paul Riganelli - Vice President, Treasurer
and Secretary

Schedule "A" to Articles of Amalgamation of

EXCO TECHNOLOGIES LIMITED

STATEMENT OF DIRECTOR OR OFFICER

The undersigned, being the Vice President, Finance and Chief Financial Officer of **EXCO TECHNOLOGIES LIMITED** and the Vice President, Treasurer and Secretary of **EXCO AUTOMOTIVE SOLUTIONS CANADA INC.**, the amalgamating corporations referred to in the Articles of Amalgamation to which this schedule is attached as Schedule "A", hereby states that:

1. there are reasonable grounds for believing that each of **EXCO TECHNOLOGIES LIMITED** and **EXCO AUTOMOTIVE SOLUTIONS CANADA INC.** is, and the amalgamated corporation will be, able to pay its liabilities as they become due and the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
2. there are reasonable grounds for believing that no creditor of **EXCO TECHNOLOGIES LIMITED** or **EXCO AUTOMOTIVE SOLUTIONS CANADA INC.** will be prejudiced by the amalgamation;
3. no creditors of **EXCO TECHNOLOGIES LIMITED** or **EXCO AUTOMOTIVE SOLUTIONS CANADA INC.** have notified **EXCO TECHNOLOGIES LIMITED** or **EXCO AUTOMOTIVE SOLUTIONS CANADA INC.** that they object to the amalgamation and therefore clause 178(2)(c) of the *Business Corporations Act* (Ontario) (the "Act") is not applicable; and
4. with respect to clause 178(2)(d) of the Act this clause is not applicable in light of the statement made in reference to clause 178(2)(c) of the Act.

DATED the 27th day of August, 2007.



PAUL RIGANELLI

Schedule "B" to Articles of Amalgamation of

EXCO TECHNOLOGIES LIMITED

RESOLUTION OF THE BOARD OF DIRECTORS OF

EXCO TECHNOLOGIES LIMITED

"Amalgamation"

WHEREAS Exco Technologies Limited (the "Corporation") is the sole shareholder of and has agreed to amalgamate with Exco Automotive Solutions Canada Inc. pursuant to Subsection (1) of Section 177 of the *Business Corporations Act* (Ontario) (the "Act");

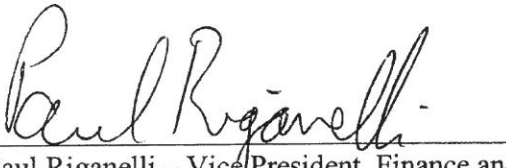
On motion made, seconded and carried, IT WAS RESOLVED THAT:

1. the amalgamation of the Corporation with Exco Automotive Solutions Canada Inc., pursuant to Subsection (1) of Section 177 thereof, is hereby approved;
2. effective upon issuance of a Certificate of Amalgamation pursuant to Section 178 of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares of the authorized capital of Exco Automotive Solutions Canada Inc., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation;
5. the name of the amalgamated corporation shall be Exco Technologies Limited;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
7. the stated capital of each class of shares of the amalgamated corporation issued and outstanding immediately following the issuance of a Certificate of Amalgamation shall be equal to the stated capital of the corresponding class of shares of the Corporation issued and outstanding immediately prior to the issuance of the said certificate;
8. the certificates evidencing the common shares of the amalgamated corporation shall be the same as the certificates evidencing the common shares of the Corporation; and

9. any one officer or director of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of **Exco Technologies Limited** passed at a meeting of the directors of the Corporation held on the 25th day of July, 2007, which resolution is in full force and effect unamended as at the date hereof.

DATED the 27 day of August, 2007.

A handwritten signature in cursive script, reading "Paul Riganelli", written over a horizontal line.

Paul Riganelli – Vice President, Finance and
Chief Financial Officer

Schedule "B" to Articles of Amalgamation of

EXCO TECHNOLOGIES LIMITED

RESOLUTION OF THE BOARD OF DIRECTORS OF

EXCO AUTOMOTIVE SOLUTIONS CANADA INC.

"Amalgamation

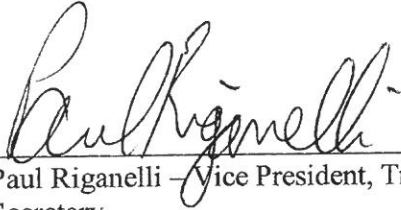
WHEREAS Exco Automotive Solutions Canada Inc. (the "Corporation") is the subsidiary of and has agreed to amalgamate with Exco Technologies Limited pursuant to Subsection (1) of Section 177 of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

1. the amalgamation of the Corporation with Exco Technologies Limited, pursuant to Subsection (1) of Section 177 of the Act, is hereby approved;
2. effective upon issuance of a Certificate of Amalgamation pursuant to Section 178 of the Act the shares in the capital of the Corporation, including all such shares of which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of Exco Technologies Limited;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Exco Technologies Limited;
5. the name of the amalgamated corporation shall be Exco Technologies Limited;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
7. the certificates evidencing the common shares of the amalgamated corporation shall be the same as the certificates evidencing the common shares of Exco Technologies Limited; and
8. any one officer or director of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of **Exco Automotive Solutions Canada Inc.** passed by the signatures of all the directors of the Corporation who would be entitled to vote on the resolution at a meeting of the directors pursuant to the *Business Corporations Act* (Ontario) on the 25th day of July, 2007, which resolution is in full force and effect unamended as at the date hereof.

DATED the 27th day of August, 2007.

A handwritten signature in cursive script, appearing to read "Paul Riganelli", written over a horizontal line.

Paul Riganelli - Vice President, Treasurer and Secretary