

INCUMBENCY CERTIFICATE

We, the undersigned, being the President and Secretary respectively of XYZ N.W.T. Holdings Ltd. (the "Company") do hereby certify that the following are the shareholders, directors and officers of the Company:

OFFICERS

| Name | Title | Specimen Signature |
|---------------|--------------|---------------------------|
| John Borrower | President | _____ |
| Jane Borrower | Secretary | _____ |

DIRECTORS: (Names Only)

John Borrower
Jane Borrower

SHAREHOLDERS:

| Name of Shareholders | Class "A" Voting | Class "B" Preferred |
|-----------------------------|-------------------------|----------------------------|
| John Borrower | 25 | 61,320 |
| Jane Borrower | 25 | 61,320 |

DATED this 25th day of May, 1988.

President

Secretary