

IN THE MATTER OF: The formation of a Company called
Bilcon of Nova Scotia, Corporation

- and -

IN THE MATTER OF: The Nova Scotia Companies Act

I, Wyman W. Webb, of Truro, in the County of Colchester, Province of
Nova Scotia, Barrister and Solicitor of the Supreme Court of Nova Scotia, do solemnly
declare:

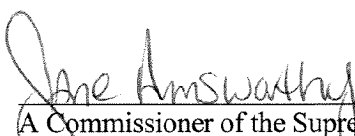
THAT I have been the solicitor engaged in the formation of

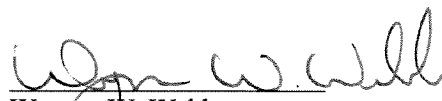
BILCON OF NOVA SCOTIA, CORPORATION

That there has been compliance with each and every requirement of the
Nova Scotia Companies Act in respect of registration and of matters precedent and
incidental thereto.

AND I make this solemn declaration conscientiously believing it to be
true and knowing it to be of the same force and effect as if made under oath and by
virtue of the Canada Evidence Act.

DECLARED before me at Truro,)
in the County of Colchester,)
Province of Nova Scotia, this)
24th day of April, 2002.)
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A Commissioner of the Supreme
Court of Nova Scotia


Wyman W. Webb

