

BY-LAW NO. 2

A by-law relating to the borrowing of money and the issuing of securities of

GOODEN PERFECT CORPORATION
(hereinafter referred to as the "Corporation")

1. Borrowing Powers

Without limiting the borrowing powers of the Corporation, as set forth in the *Business Corporations Act* (Ontario), the Directors may, from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation, including without limitation, bonds, debentures, notes or other similar obligations of the Corporation whether secured or unsecured;
- (c) give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any persons; and
- (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired, real or personal, movable or immovable, property of the Corporation, including without limitation, book debts, rights, powers, franchises and undertakings, to secure any present or future indebtedness, liabilities or other obligations of the Corporation.

2. Delegation of Powers

The Directors may, from time to time, by resolution delegate any or all of the powers referred to in section 1 of this by-Law to a Director, a committee of Directors or one or more Officers.

3. Prior By-laws

Any provision of any prior by-law of the Corporation which is inconsistent with any provision of this by-law is deemed to be repealed and superseded by the provision of this by-law to the extent of such inconsistency.

DATED this 1st day of January, 2015.

WITNESS the hands of the authorized officers and the corporate seal of the Corporation.

Victoria Gooden, President

c/s

Peter S. Perfect, Secretary