

SCHEDULE B

GENERAL BY-LAW

This General By-law, also referred to as the "the By-law" regulates generally the internal business and affairs of Mediagrif Interactive Technologies Inc. ("the Corporation").

PART I – INTERPRETATION

1. Definitions in the By-Law. Unless there exists an express contrary provision or unless the context clearly indicates otherwise:

"**Act**" shall refer to the Canada Business Corporations Act, R.S.C. 1985, c. C-44, and the regulations enacted under the Act, as they may be amended from time to time;

"**Articles**" shall mean the articles of the Corporation as they may be amended from time to time;

"**Board**" shall refer to the Board of Directors of the Corporation;

"**Joint Shareholders**" shall refer to the persons registered as shareholders in respect of the same shares;

"**Meeting**" shall refer to the meeting of the shareholders of the Corporation;

"**Meeting of the Board**" shall mean the meeting of the Board of Directors of the Corporation;

"**Officer**" shall include the Chief Executive Officer ("CEO"), the Chairman of the Board of Directors, the Chief Financial Officer ("CFO"), the Chief Operating Officer ("COO"), any Vice-Presidents, and the Secretary of the Corporation; for the purpose hereof, the CFO and the COO shall be deemed to be Vice-Presidents; and

"**Representative**" shall include any Officer, mandatory or agent of the Corporation, or any person who, at the request of the Corporation,

acts or acted as Officer, mandatory or agent of a company of which the Corporation is an affiliate or a creditor or any person who, at the relevant time, acted in that capacity and shall include any promoter or any incorporator of the Corporation.

2. Definitions in the Act. Subject to the above definitions, the definitions provided for in the Act shall apply to the terms used in the By-law.

3. Interpretation. Words importing the masculine gender shall include the feminine; words importing the singular number shall include the plural and vice versa; and words importing persons shall include individuals, incorporated and unincorporated organizations, partnerships and trusts.

PART II – SHAREHOLDERS

A. NOTICES AND DOCUMENTS

4. Ways of Giving Notices and Documents. Notices and documents may be sent to shareholders by mail, facsimile, or any electronic or other communication facility, provided that any electronic means used is capable of producing a written copy of such notice. Notices and documents shall be deemed to have been provided, delivered or sent (i) when delivered personally or to the recorded address; (ii) when deposited in a post office or post office letter box; or (iii) when they have left the information system of the originator, or another person on behalf of the originator.

5. Untraceable Shareholder. The Corporation shall not be obliged to send notices or documents required by the Act to a shareholder to whom previous notices or documents sent to have been returned to the Corporation or its agent at two (2) consecutive occasions, unless the untraceable shareholder has notified in writing of his new address.

B. MEETINGS

6. Ways Meetings May be Held. The Board may determine, when calling a Meeting, the manner in which such Meeting shall be held, either at a specific place or by means of telephonic, electronic or other communication facilities that enable all participants to communicate adequately with each other during the Meeting, or a combination of the foregoing, as permitted by the Act.

7. Notice of Meeting.

Joint Shareholder - In the case of Joint Shareholders, the notice of Meeting and any document pertaining to the Meeting may be given to whichever of such persons is named first in securities register. Any notice and documents so given shall be sufficient to all of them.

Failure of Giving Notice - The accidental failure to give, deliver or send any notice of a Meeting to any person entitled thereto, the non-receipt of any notice by any such person or any irregularity or error in such notice in the giving, delivery or sending shall not invalidate any action taken at the Meeting held pursuant to such notice or otherwise founded thereon.

Impossibility to Give Notice - In the event that it is impossible or impracticable for any reason whatsoever to give notice as otherwise permitted under the Act, a notice may be given by advertisement published once in a newspaper as the Board may determine.

8. Quorum and Adjournment.

Quorum - The shareholders of 25% of the outstanding shares of the Corporation entitled to vote at a Meeting, present at the Meeting or represented by proxy, shall constitute a quorum for the transaction of business at the Meeting. A person participating in a Meeting by means of telephonic, electronic or other communication facilities shall be deemed for the purposes hereof to be present at the Meeting.

Quorum Present - If a quorum is present at the opening of any Meeting, the shareholders may proceed with the business of the Meeting notwithstanding that a quorum is not present throughout the Meeting.

Adjournment - If a quorum is not present within thirty (30) minutes of the opening of the Meeting, the Meeting shall be adjourned to such date, not less than fifteen (15) days nor more than thirty (30) days thereafter, and to such time and place as may be designated by the Chairman of the Meeting. Except as required by the Act, it shall not be necessary to give notice of the adjourned Meeting other than by advertisement in each newspaper in which notice of the record date for the original Meeting was published. Notwithstanding the foregoing, the Corporation shall not be required to announce by way of advertisement in newspaper the adjournment of the Meeting to a date not more than three (3) business days after the original Meeting to the extent that the only item of business at such adjourned Meeting is the designation by the Chairman of a date, time and place for a further adjournment of the Meeting.

Quorum at Adjournment - At any adjourned Meeting, the shareholders of shares of the Corporation present in person or by proxy, whether they hold more or less than 25% of the outstanding shares of the Corporation entitled to vote at the Meeting, shall constitute a quorum and may transact the business and any amendments thereto for which the Meeting was originally called and any other business

which may come properly before such adjourned Meeting.

9. Chairman and Secretary of Meeting.

The CEO or, failing him any Vice-President, shall chair Meetings. The Secretary or, failing him the Assistant-Secretary shall act as the Secretary at Meetings.

10. Scrutineer. The Chairman of a Meeting or, failing him the Secretary of the Meeting, may appoint one or more persons to act as scrutineers at any Meeting.

11. Procedure at Meetings.

Role of Chairman - The chair of the Meeting shall preside over its deliberations and ensure its orderly conduct. The chair has all powers necessary to ensure that the Meeting is able to effectively conduct the business for which it was called. To this end, the chair shall interpret this code and his or her decisions shall be without appeal. Everyone attending the Meeting, whether or not a shareholder, must comply with the instructions of the chair.

Expression of Resolution - Except in cases where a special resolution is required, the Meeting shall proceed by way of resolution approved by a majority of the votes cast. These proposals must be moved by a shareholder and seconded, except for a proposal set out in the circular.

Right to Speak - Every shareholder has the right to address the Meeting. A shareholder wishing to exercise this right shall ask the chair for the floor.

Speaking Time - Except as provided otherwise in this By-Law, no shareholder may speak for more than five (5) minutes at a time. However, the chair may allow a longer speaking time in exceptional circumstances.

Pertinence and Good Order - A shareholder that has the floor must speak to the matter before the Meeting. Shareholders addressing the Meeting must speak soberly and avoid language that is violent, insulting or injurious to anyone. The chair may direct a shareholder to keep to the matter under discussion or to comply with this standard of conduct. Failing compliance, the chair may deprive the shareholder of the floor.

Shareholder's Proposals - The shareholder that submitted notice of a proposal set out in any circular sent to shareholders is entitled to speak first when the proposal comes before the Meeting. This shareholder must formally move the adoption of the proposal at the beginning or end of his presentation and may speak for a maximum of ten (10) minutes. At the end of the debate, the mover has a three (3) minute right of reply.

Debate on a Shareholder's Proposal - Every shareholder is entitled to speak to a motion, but only once. A Representative may speak as often as he deems appropriate, but for no more than ten (10) minutes for his main speaking time and no more than two (2) minutes for other remarks.

Amendment of a Shareholder's Proposal - A shareholder's proposal may not be amended except with the consent of the mover and the permission of the chair.

General Matters - In the period open to shareholder questions, any shareholder may ask a question to management, state an opinion or raise a matter of general interest to the Corporation. Such a question or remark may be the object of a supplementary question or brief reply but may not give rise to a debate.

12. Voting at the Meetings.

Number of Votes - Subject to the Articles, each shareholder shall be entitled to as many votes as he has securities that carry a right to vote at Meetings. This right shall belong to the shareholders whose names appear in the securities' register on the record date.

Joint Shareholders - In the case of Joint Shareholders and if more than one of such persons is present at any Meeting, in person or by proxy, that one of the said persons so present whose name stands first in securities register in respect of such shares shall alone be entitled to vote in respect thereof.

Voting - Any person entitled to vote at a Meeting may vote in person or by proxy or, in accordance with the Act, by means of a telephonic, electronic or other communications facility, such communication facilities are made available.

Vote of the Chairman - The Chairman of the Meeting shall be entitled to a second or casting vote in case of a tie vote.

Declaration by Chairman - A declaration by the Chairman of a Meeting that a vote taken upon a question has been carried, unanimously or by particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact.

PART III – DIRECTORS AND REPRESENTATIVES

A. POWERS OF DIRECTORS

13. Remuneration and Expenses The directors may fix their own remuneration as well as the remuneration of the members of any committee of the Board without having to pass a resolution to this end.

14. Banking Arrangements The banking business of the Corporation, or any part thereof, shall be transacted with such banks,

trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Corporation by such one or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

15. Financial year. The directors shall determine the date of the end of the financial year of the Corporation.

16. Execution of Instruments. The Board may appoint Representatives by resolution to execute and deliver contracts, documents or instruments in writing generally or to sign manually or by facsimile signature and deliver specific contracts, documents or instruments in writing. The term "contracts, documents or instruments in writing" as used in this By-law shall include deeds, mortgages, charges, conveyances, transfers and assignments of property of all kinds including specifically but without limitation transfers and assignments of shares, warrants, bonds, debentures or other securities and all paper writings.

B. MEETINGS OF THE BOARD

17. Notices to Directors. Notices and documents required by the Act, Articles, and by-laws to be sent to the directors may be sent by registered or certified mail, by delivery or electronically, as long as reception thereof can be confirmed.

18. Notice of Meeting of the Board. The notice of Meeting of the Board shall specify the place, date and time of such meeting, along with the details of the matters to be dealt with at such meeting, and shall be accompanied by all relevant documentation. Unless special events require otherwise, the directors shall receive notice and documentation pertaining to the Meetings of the Board at least two (2) business days before the date set for such Meetings of the Board.

19. Regular Meetings of the Board. The Board shall meet at least four (4) times per year, with at least one Meeting of the Board per quarter, at the place, date and time it determinates.

20. Annual Meeting. Each year, immediately after the annual Meeting, provided there was a quorum, a Meeting of the Board made up of the newly-elected directors shall be held for the purposes of appointing the Representatives (including the Officers) of the Corporation, and to deal with any question which may be raised thereat.

21. Quorum. The quorum for any Meeting of the Board shall be the majority of the directors. The quorum has to be maintained for all the reunion. If quorum is not obtained within thirty (30) minutes of the opening of the meeting, the meeting shall be adjourned to a later date. A second notice of at least one (1) business day shall be given to the directors regarding such adjourned meeting. The quorum at such new meeting shall be the same as the initial meeting. If there's no quorum at this new meeting or that a director whose presence is necessary to have a quorum is absent, it shall be adjourned to a later date to be at least two (2) business days after the date of the second meeting upon written notice to that effect. Such new meeting shall proceed and that, notwithstanding the fact that the quorum is obtained or not.

22. President and Secretary of Meeting. The Chairman of the Board or, in his absence, the CEO or, in his absence, any Vice-President, shall chair all Meetings of the Board, and the Secretary of the Corporation shall act as the secretary thereof. In the absence of these persons, the directors shall choose a Chairman from their number, and, as the case may be, any person to act as secretary of the meeting.

23. Duties of Chairman. The Chairman of a Meeting of the Board shall be responsible for the proper conduct of such meeting and, generally, shall establish reasonable and impartial rules of procedure to be followed, subject

to the Act, the by-laws or rules of procedure usually followed during deliberating assemblies.

24. Vote. Each director may cast one vote. All questions submitted to the Board shall be decided by a majority vote of directors in attendance and voting. Voting by proxy shall not be permitted.

25. Meeting By Way of Technical Means. Directors may, with the consent of the other directors, which consent may be given before, during or after the meeting, in a specific manner for a given meeting or in a general manner for all subsequent meetings, participate in a Meeting of the Board by way of technical means, such as a telephone or video conference, which enable them to communicate simultaneously and instantaneously with the other directors or persons attending, or participating in the meeting.

26. Adjournment. The Chairman of a Meeting of the Board, with the consent of the majority of the directors in attendance, may adjourn such meeting to another place, date and time, which shall be at least one (1) business day after such meeting by providing notice of the meeting to the directors (except in case of emergency). The reconvening of any meeting so adjourned may take place without notice if the place, the date and the time of the adjourned Meeting are announced at the original meeting. Upon reconvening of the meeting, the directors may validly decide on any matter, which was not settled at the original meeting, provided a quorum is present. The directors who constituted the quorum at the original meeting need not be those constituting the quorum at the reconvened meeting. If a quorum does not exist at the reconvened meeting, the meeting shall be deemed to have ended at the previous meeting when the adjournment was pronounced.

27. Validity. Decisions made during the course of a Meeting of the Board shall be valid notwithstanding any irregularity, thereafter

discovered, in the calling of the meeting of the Board.

C. COMMITTEES OF THE BOARD

28. Meetings of the Committees of the Board. Meetings of the committees of the Board shall be subject, with all necessary changes, to the rules and to the procedures that govern the meetings of the Board.

29. Committees of the Board. The Board may create advisory committees which it deem necessary and appoint any person to serve thereon, whether or not such person be a director of the Corporation. The powers of these committees shall be limited to those powers delegated to them by the directors and such committees shall only have access to such information as the directors may determine. Members of these committees shall be entitled for their services to a compensation, which the Board shall fix without having to pass a resolution to this end, and to the reimbursement of fees and expenses incurred in the discharge of their duties

D. REPRESENTATIVES

30. Officers.

Appointment - The Board appoints any competent individual as CEO, Chairman of the Board, the CFO, the COO, the Vice-Presidents, or the Secretary of the Corporation or assistants to such persons.

Chairman of the Board - The directors may appoint a Chairman of the Board who shall be a director. If a Chairman of the Board is appointed, the directors may delegate to him all of the powers and duties conferred by the by-laws on the CEO as well as any other powers which the directors may determine.

CEO - Subject to the control of the directors, the CEO shall supervise, administer and manage generally the business and the affairs of the Corporation, except for the powers reserved to the Directors.

CFO - The CFO shall manage generally the finances of the Corporation. He shall be responsible for all funds, securities, books, receipts or discharges and other documents of the Corporation. He shall deposit all money and other valuables in the name and to the credit of the Corporation in the bank or financial institution chosen by the directors.

COO - The COO shall manage generally the operations of the Corporation. He shall direct all day-to-day operations of the business including product management and customer service.

Vice-Presidents - In the absence of the CEO or in the event of the latter's inability, refusal or failure to act, the Vice-President shall possess all the powers and assume all the duties of the CEO, save that no Vice-President shall chair a meeting of the Board or a meeting of the shareholders who is not otherwise qualified to attend such meeting as a director or as a shareholder, as the case may be may act on the basis of seniority.

Secretary - The Secretary shall act as secretary at all meetings of the Board and of the committees of the Board, unless the latter decides otherwise, as well as at all the meetings of the shareholders. He shall ensure that all notices are given and that all documents are sent in accordance with the provisions the Act and he shall keep, in the Corporate Records Book, the minutes of meetings of shareholders, of the Board and of any Committee of the Board, and resolutions thereof. Moreover, he shall ensure the maintenance and the updating of all books, registers, reports, certificates and other documents of the Corporation. He shall also be responsible for the filing of the records of the latter. He shall countersign the minutes and the security certificates.

E. INDEMNITY OF DIRECTORS AND OFFICERS

31. Principle. Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation shall indemnify each director or officer or former director or officer and each other individual who acts or has acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, provided (1) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity; and (2) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

32. Advance of Monies. Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation shall at his request advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to hereinabove in accordance with the Act.

33. Approval of a Court. Notwithstanding the foregoing, any such indemnity or advance of monies in respect of an action hereinabove referred to by or on behalf of the Corporation or other entity to procure judgement in its favour shall be subject to approval of a court.

PART V REPEAL AND EFFECTIVE DATE

34. Repeal. Upon the date of this General By-law, becoming effective, former By-law No.1A shall be repealed.

35. Validity of Previous Acts. Such repeal shall not affect the previous operation of former By-law No.1A or affect the validity of any act done, resolution passed, or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such By-law No.1A prior to its repeal.

36. Effective Date. This General By-Law shall become effective July 10, 2002 where it has been passed by a resolution of the directors as long as it is confirmed by a resolution of the shareholders, in accordance with the Act.