

Schedule A  
COGECO CABLE INC.

BY-LAW NO. 4

WHEREAS it is expedient to amend paragraph 3 of By-law No. 1 of the Corporation;

NOW THEREFORE be and it is hereby enacted as By-law No. 4 of the Corporation that paragraph 3 under the heading "DIRECTORS" of By-law No. 1 of the Corporation be repealed and replaced by the following:

"3. Number. Until changed in accordance with the Act, the Corporation shall be managed by a board of directors consisting of a minimum of three and a maximum of eighteen directors, a majority of whom shall be resident Canadians and at least two of whom shall not be officers or employees of the Corporation or any affiliate of the Corporation.

The precise number of directors of the Corporation within such minimum and maximum number of directors is hereby determined to be twelve.

Hereafter, the board of directors of the Corporation is empowered to determine from time to time the number of directors of the Corporation within the minimum and maximum numbers provided for in the Articles and by-laws of the Corporation as the same may be amended from time to time".

ENACTED this 24th day of October 1997.

WITNESS the corporate seal of the Corporation.

  
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President

  
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Secretary