

EXHIBIT 1

SMIF HOLDINGS INC.

DIRECTORS' RESOLUTIONS

The undersigned, being all of the directors of SMIF HOLDINGS INC. (the "Corporation"), hereby sign the following resolutions pursuant to subsection 117(1) of the *Business Corporations Act* (Alberta):

REPLACEMENT OF MINUTE BOOK

WHEREAS the minute book of the Corporation has been lost and it is necessary to confirm who the directors, officers and shareholders of the Corporation are and to create a new minute book of the Corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. It is hereby confirmed that as of this date the following persons are the directors of the Corporation:

Ken Carter
Christopher Talbot

2. It is further confirmed that the following are the officers of the Corporation each holding the position shown opposite their respective names:

Ken Carter - President & Treasurer
Christopher Talbot - Secretary

3. It is further confirmed that the following are all of the current shareholders of the Corporation each holding the number and class of shares shown opposite their respective names:

<u>Shareholders Name</u>	<u>Number and Class of Shares Held</u>
CARTER MANAGEMENT CO. INC.	50 Class "A" Common
POWER PLAY ART LTD.	50 Class "A" Common

4. Any share certificates representing shares in the capital of the Corporation that may have been issued are hereby cancelled and any shareholder that is in possession of any such certificate is hereby required to surrender such share certificate to the Corporation.

5. The forms of share certificates for the Class "A" Common Shares in the capital of the Corporation which are annexed hereto are hereby approved and adopted.

6. The Secretary of the Corporation is hereby authorized and directed to issue to the persons listed in paragraph 3 above share certificates representing the number and class of shares shown opposite their respective names.

7. The Secretary of the Corporation is further authorized and directed to prepare Transfer and Securities Registers to show that as of today's date the aforementioned shares represent all the issued and outstanding shares of the Corporation.

8. All previously existing By-laws of the Corporation are hereby repealed.

9. By-law No. 1 of the Corporation, being a by-law relating generally to the conduct of the business and affairs of the Corporation, is hereby enacted.

10. By-law No. 2 of the Corporation, being a by-law respecting the borrowing of money, the giving of guarantees and the giving of security by the Corporation, is hereby enacted.

11. The registered office of the Corporation is located at 4500, 855 - 2nd Street S.W., Calgary, Alberta T2P 4K7.

DATED the 23rd day of January, 2006.



KEN CARTER



CHRISTOPHER TALBOT