

Date: 4/2/2009 Time: 1:16 PM

Division of Corporations

Florida Department of State  
Division of Corporations  
Public Access System

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To:

Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : ROETZEL & ANDRESS  
Account Number : I20000000121  
Phone : (239)649-6200  
Fax Number : (239)261-3659

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DEPARTMENT OF STATE  
00 APR -2 PM 3:16

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**McKeil Properties Limited Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	22
Estimated Charge	\$1,220.00

Electronic Filing Menu

Corporate Filing Menu

Help

4-3-09  
402

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

**1. McKeil Properties Limited Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

**2. Province of Ontario, Canada 3. 98-0567708**

(State or country under the law of which it is incorporated)

(FBI number, if applicable)

**4. January 12, 2006**

(Date of incorporation)

**5. perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

**6. February 15, 2008**

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

**7. 208 Hillyard Street, Hamilton, Ontario Canada L8L 6B6**

(Principal office address)

**208 Hillyard Street, Hamilton, Ontario Canada L8L 6B6**

(Current mailing address)

**8. To engage in any lawful act or activity in which corporations may be formed.**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

**9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)**

Name: **R&A Agents, Inc.**

Office Address: **850 Park Shore Drive, 3rd Floor**

**Naples**

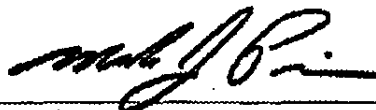
(City)

**Florida 34103**

(Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Blair McKeilAddress: 208 Hillyard Street, Hamilton, Ontario Canada L8L 6B6

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**President: Blair McKeilAddress: 208 Hillyard Street, Hamilton, Ontario Canada L8L 6B6

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Blair McKeilAddress: 208 Hillyard Street, Hamilton, Ontario Canada L8L 6B6

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. Blair McKeil, Sole Director and President

(Typed or printed name and capacity of person signing application)

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Request ID: 011160219  
Demande n° :  
Transaction ID: 38011602  
Transaction n° :  
Category ID: CT  
Catégorie :

Province of Ontario  
Province de l'Ontario  
Ministry of Government Services  
Ministère des Services gouvernementaux

Date Report Produced: 2009/04/02  
Document produit le :  
Time Report Produced: 08:37:38  
Imprimé à :

## **CERTIFICATE OF STATUS ATTESTATION DU STATUT JURIDIQUE**

This is to certify that according to the  
records of the Ministry of Government  
Services

D'après les dossiers du Ministère des  
Services gouvernementaux, nous attestons  
que la société

### **MCKEIL PROPERTIES LIMITED**

Ontario Corporation Number

Numéro matricule de la société (Ontario)

**002091063**

is a corporation incorporated,  
amalgamated or continued under  
the laws of the Province of Ontario.

est une société constituée, prorogée ou née  
d'une fusion aux termes des lois de la  
Province de l'Ontario.

The corporation came into existence on

La société a été fondée le

**JANUARY 12 JANVIER, 2008**

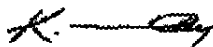
and has not been dissolved.

et n'est pas dissoute.

Dated

Fait le

**APRIL 02 AVRIL, 2009**



Director  
Directrice

The issuance of this certificate in electronic form is authorized by the Ministry of Government Services.

La délivrance du présent certificat sous forme électronique est autorisée par le Ministère des Services gouvernementaux.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2008 - January - 18

(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

2091063 Ontario Inc.

(Name of Corporation) (If the name is to be changed by these articles set out current name)  
(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By/  
Par:

  
(Signature)  
(Signature)

Steven Fletcher

Authorized Signing Officer

(Description of Office)  
(Fonction)

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Request ID: 007753484  
Demande n°:  
Transaction ID: 028349528  
Transaction n°:  
Category ID: CT  
Catégorie:

Province of Ontario  
Province de l'Ontario  
Ministry of Consumer and Business Services  
Ministère des Services aux consommateurs et aux entreprises Imprimé à:  
Companies and Personal Property Security Branch  
Direction des compagnies et des sûretés mobilières

Date Report Produced: 2006/01/12  
Document produit le:  
Time Report Produced: 10:09:32

## Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**2091063 ONTARIO INC.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002091063**

is a corporation incorporated,  
under the laws of the Province of Ontario.

est une société constituée aux termes  
des lois de la province de l'Ontario.

These articles of incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

**JANUARY 12 JANVIER, 2006**



Director/Directrice  
Business Corporations Act/Loi sur les sociétés par actions

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TALLAHASSEE, FLORIDA

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Ontario Corporation Number  
Numéro de la compagnie en Ontario

2091063

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/ LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS1. The name of the corporation is:  
2091063 ONTARIO INC.

Dénomination sociale de la compagnie

2. The address of the registered office is:

Adresse du siège social:

c/o BLAIR MCKEIL  
208 HILLYARD STREET

(Street &amp; Number, or R.R. Number &amp; if Multi-Office Building give Room No.)

(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'édifice à bureau, numéro du bureau)

HAMILTON

CANADA

(Name of Municipality or Post Office)

(Nom de la municipalité ou du bureau de poste)

ONTARIO

L8L 6B6

(Postal Code/Code postal)

3. Number (or minimum and maximum  
number) of directors is:

Minimum 1

Nombre (ou nombres minimal et maximal)  
d'administrateurs:

Maximum 10

4. The first director(s) is/are:

Premier(s) administrateur(s):

First name, initials and surname

Prénom, initiales et nom de famille

Address for service, giving Street & No.  
or R.R. No., Municipality and Postal Code

Resident Canadian

Résident Canadien

State Yes or No

Oui/Non

Domicile éln, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal\* BLAIR DANIEL  
MCKEIL

YES

76 RIDGE ROAD WEST,  
R.R. #1  
GRIMSBY ONTARIO  
CANADA L3M 4E7

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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

None.

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TALLAHASSEE, FLORIDA

6. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

An unlimited number of Class "A" common shares without nominal or par value, an unlimited number of Class "B" common shares without nominal or par value, an unlimited number of Class A Special shares and an unlimited number of Class B Special shares

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TALLAHASSEE, FLORIDA

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

## CLASS "A" COMMON SHARES

1. The Class "A" common shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:
- (a) the holders of the Class "A" common shares shall be entitled to receive notice of and attend all meetings of shareholders of the corporation, except meetings of other classes of shareholders, and each common share shall confer the right to one vote in person, or by proxy at all such meetings of shareholders of the Corporation;
  - (b) subject to the prior rights, attaching to the special shares of the Corporation, the holders of the Class "A" and "B" common shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, in equal amounts per share.
  - (c) subject to the prior rights attaching to the special shares of the Corporation each Class "A" common share shall only be entitled to dividends when and as determined by the Board of Directors.

## CLASS "B" COMMON SHARES

2. The Class "B" common shares shall have attached hereto, as a class, the following rights, privileges, restrictions and conditions;
- (a) the holders of the Class "B" common shares shall be entitled to receive notice of all shareholders meetings, but save for those shareholders meetings called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking of a substantial part thereof, shall not be entitled to any right to vote.
  - (b) subject to the prior rights, attaching to the special shares of the Corporation, the holders of Class "A" common shares and Class "B" common shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, in equal amounts per share.
  - (c) subject to the prior rights attaching to the special shares of the Corporation each Class "B" common share shall be entitled to dividends when and as determined by the Board of Directors.

3. The Class "A" and Class "B" common shares shall rank on a pari passu basis in all respects save and except for voting rights.

## CLASS A SPECIAL SHARES

The Class A Special shares shall, as a class have attached thereto the following rights, privileges, restrictions, conditions and limitations;

## Dividends

- (1) The holder of the Class A Special shares in each year shall in the

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SECRETARY OF STATE

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:

discretion of the Directors, for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at a rate determined from time to time by the Board of Directors on the redemption amount of the Class A Special shares at the time of their issuance by the Corporation;

#### Redemption Amount

ii) The 'Redemption Amount' for each of the Class A Special shares shall be equal to the aggregate fair market value of the property transferred to the Corporation as consideration for the issue of Class A Special shares (the 'property') as of the date of the transfer (the 'Valuation Date') less the fair market value of the non share considerations if any, given by the Corporation to such shareholder at the time of the transfer divided by the number of Class A Special shares issued. The fair market value of the property transferred and of the non-share consideration given, if any, shall be determined as of the date of the transfer by the Board of Directors; provided that if at any time Canada Revenue Agency or other taxing authority shall assert by assessment, re-assessment or otherwise that the fair market value of the property at the Valuation Date was other than the amount determined by the Board of Directors, then, with respect to all redemptions made on or after such time, the aggregate Redemption Amount for all of the Class A Special shares on the Redemption Date shall be varied to an amount which shall be equal to:

a) such amount as may be agreed to by the taxing authority, the Corporation and the Class A Special shareholders to have been the fair market value of the property on the Valuation Date; or

b) in the absence of such agreement, such amount as shall be determined by a court having jurisdiction in the manner (after all appeal rights have been exhausted or all times for appeal have expired without appeals having been taken) to be the fair market value of the property on the Valuation Date; and

the Redemption Amount per share with respect to all redemptions on or after such time shall be varied to an amount equal to the aggregate Redemption Amount on the Valuation Date as varied less the amount paid for redemption of Class A Special shares prior to such time divided by the number of Class A Special shares not redeemed at such time.

#### Redeemable at the Option of the Corporation

(iii) The corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A Special shares on payment for each share to

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TALLAHASSEE, FLORIDA

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series  
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions  
que peut être émise en série:

be redeemed of the Redemption Amount, together with all dividends declared thereon and unpaid; not less than thirty (30) days written notice of such redemption shall be given by mailing such notice to the registered holders of the Class A Special shares to be redeemed, specifying the date and place or places of such redemption; if notice of any such redemption be given by the corporation in the manner aforesaid and an amount sufficient to redeem the shares shall be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class A Special shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment thereof out of the moneys so deposited;

**Redeemable at the Option of the Holder (Retraction)**

(iv) The holder of a Class A Special share may, upon giving notice as hereinafter provided, require the corporation to redeem the whole or any part of the Class A Special Shares then held by him on payment for each share to be redeemed of the Redemption Amount, together with all dividends declared thereon and unpaid; not less than thirty (30) days written notice of such requirement to redeem shall be given by mailing such notice to the Secretary of the corporation at the corporation's head office; upon receipt of such notice, the corporation shall, on or before the expiration of the time allowed for redemption, pay to the registered shareholder an amount sufficient to redeem the shares and upon such payment, the corporation shall require the surrender of such share certificate;

**Liquidation, Dissolution or Winding Up**

(v) In the event of the liquidation, dissolution, or winding up of the corporation, or any other distribution of assets or property of the corporation among its shareholders for the purposes of winding up its affairs, the holders of the Class A Special shares shall be entitled to receive from the assets and property of the corporation, a sum equivalent to the Redemption Amount of all Class A Special shares held by them respectively before any amount shall be paid or any property or assets of the corporation to the holders of any of the Common shares or the holders of the Class B Special shares, or any other class ranking junior to the Class A Special shares. After payment to the holders of the Class A Special shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the corporation;

**Non-Participation**

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TALLAHASSEE, FLORIDA

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

(vi) The Class A Special shares shall rank both as regard to dividends and return of capital in priority to all other shares of the corporation, but shall not confer any further right to participate in profits or assets.

Non-Voting

(vii) The holders of the Class A Special shares shall not be entitled to receive notice of or to attend any meetings of the shareholders of the corporation and shall not be entitled to vote at any such meeting; the holders of the Class A Special shares shall, however, be entitled to notice of meeting of the shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertaking or a substantial part thereof.

Change in Preferences

(viii) Any resolution of the corporation authorizing an amendment of articles to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class A Special shares shall require, in addition to the authorization by a special resolution, the approval of at least two-thirds (2/3) of the votes cast at a meeting of the shareholders of the Class A Special Shares duly called for the purpose of considering such amendment of the articles of incorporation;

Restrictions on Transfer

(ix) There are no restrictions on the transfer of any Class A Special shares by the holders thereof except as may be imposed under the provisions of the Ontario Business Corporations Act or the Income Tax Act (Canada);

Prohibition on Dividends

(x) The corporation shall be prohibited from paying dividends on any issued and outstanding shares of the corporation if payment of the dividend would result in the corporation having insufficient net assets to redeem the Class A Special shares for their aggregate Redemption Amount including all declared and unpaid dividends;

Failure to Redeem, Erosion of Net Assets

(xi) Where the corporation fails to redeem the Class A Special shares after receiving notice pursuant to paragraph (iv) herein, or where the net assets of the corporation are less than the aggregate Redemption Amount of all issued and outstanding Class A Special shares then, the holders of the Class A Special shares may, with the approval of at least two-thirds (2/3) of the votes cast at

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SECRETARY OF STATE  
TREASURY  
FLORIDA

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series.  
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relative à chaque catégorie d'actions que peut être émise en série:

a meeting of the holders of the Class A Special shares duly called for the purpose requires that the corporation pay dividends to the holders of the Class A Special shares at the rate determined in accordance with paragraph (i) herein on a cumulative basis, until such time as the shares required to be redeemed by the holders thereof are redeemed or the net assets of the corporation equal or exceed the aggregate Redemption Amount of all issued and outstanding Class A Special shares.

#### CLASS B SPECIAL SHARES

The Class B Special shares shall, as a class have attached thereto the following rights, privileges, restrictions, conditions and limitations;

#### Dividends

- (i) The holder of the Class B Special shares in each year shall in the discretion of the Directors, for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at a rate determined from time to time by the Board of Directors on the redemption amount of the Class B Special shares at the time of their issuance by the Corporation;

#### Redemption Amount

- (ii) The 'Redemption Amount' for each of the Class B Special shares shall be equal to the aggregate fair market value of the property transferred to the Corporation as consideration for the issue of Class B Special shares (the 'property') as of the date of the transfer (the 'Valuation Date') less the fair market value of the non share considerations if any, given by the Corporation to such shareholder at the time of the transfer divided by the number of Class B Special shares issued. The fair market value of the property transferred and of the non-share consideration given, if any, shall be determined as of the date of the transfer by the Board of Directors; provided that if at any time Canada Revenue Agency or other taxing authority shall assert by assessment, re-assessment or otherwise that the fair market value of the property at the Valuation Date was other than the amount determined by the Board of Directors, then, with respect to all redemptions made on or after such time, the aggregate Redemption Amount for all of the Class B Special shares on the Redemption Date shall be varied to an amount which shall be equal to:

- (a) such amount as may be agreed to by the taxing authority, the Corporation and the Class B Special shareholders to have been the fair market value of the property on the Valuation Date; or

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TREASURER  
ADMINISTRATIVE SERVICES  
REGISTRATION

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions, que peut être émise en série;

(b) in the absence of such agreement, such amount as shall be determined by a court having jurisdiction in the manner (after all appeal rights have been exhausted or all times for appeal have expired without appeals having been taken) to be the fair market value of the property on the Valuation Date; and

the Redemption Amount per share with respect to all redemptions on or after such time shall be varied to an amount equal to the aggregate Redemption Amount on the Valuation Date as varied less the amount paid for redemption of Class B Special shares prior to such time divided by the number of Class B Special shares not redeemed at such time.

Redeemable at the Option of the Corporation

(iii) The corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class B Special shares on payment for each share to be redeemed of the Redemption Amount, together with all dividends declared thereon and unpaid; not less than thirty (30) days written notice of such redemption shall be given by mailing such notice to the registered holders of the Class B Special shares to be redeemed, specifying the date and place or places of such redemption; if notice of any such redemption be given by the corporation in the manner aforesaid and an amount sufficient to redeem the shares shall be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class B Special shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment thereof out of the moneys so deposited;

Redeemable at the Option of the Holder (Retraction)

(iv) The holder of a Class B Special Share may, upon giving notice as hereinafter provided, require the corporation to redeem the whole or any part of the Class B Special Shares then held by him on payment for each share to be redeemed of the Redemption Amount, together with all dividends declared thereon and unpaid; not less than thirty (30) days written notice of such requirement to redeem shall be given by mailing such notice to the Secretary of the corporation at the corporation's head office; upon receipt of such notice, the corporation shall, on or before the expiration of the time allowed for redemption, pay to the registered shareholder an amount sufficient to redeem the shares and upon such payment, the corporation shall require the surrender of such share certificate;

Liquidation, Dissolution or Winding Up

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SECRETARY OF STATE

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:

(v) In the event of the liquidation, dissolution, or winding up of the corporation, or any other distribution of assets or property of the corporation among its shareholders for the purposes of winding up its affairs, the holders of the Class B Special shares shall be entitled, after payment of the Redemption Amount to all holders of the issued and outstanding Class A Special shares, to receive from the assets and property of the corporation, a sum equivalent to the Redemption Amount of all Class B Special shares held by them respectively before any amount shall be paid or any property or assets of the corporation to the holders of any of the Common shares or any other class ranking junior to the Class B Special shares. After payment to the holders of the Class B Special shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the corporation;

#### Non-Participation

(vi) The Class B Special shares shall rank both as regard to dividends and return of capital in priority to all other shares of the corporation, save for Class A Special shares, but shall not confer any further right to participate in profits or assets.

#### Voting

(vii) The holders of the Class B Special Shares shall be entitled to receive notice of and to attend annual and special meetings of the shareholders of the corporation and to one (1) vote in respect of each Class B Special share held at all such meetings.

#### Restrictions on Transfer

(viii) There are no restrictions on the transfer of any Class B Special shares by the holders thereof except as may be imposed under the provisions of the Ontario Business Corporations Act or the Income Tax Act (Canada);

#### Prohibition on Dividends

(ix) The corporation shall be prohibited from paying dividends on any issued and outstanding shares of the corporation if payment of the dividend would result in the corporation having insufficient net assets to redeem the Class B Special shares for their aggregate Redemption Amount including all declared and unpaid dividends;

#### Failure to Redeem, Erosion of Net Assets

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

(x) Where the corporation fails to redeem the Class B Special shares after receiving notice pursuant to paragraph (iv) herein, or where the net assets of the corporation less the aggregate redemption value of the Class A Special shares are less than the aggregate Redemption Amount of all issued and outstanding Class B Special shares then, the holders of the Class B Special shares may, with the approval of at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class B Special shares duly called for the purpose require that the corporation pay dividends to the holders of the Class B Special shares at the rate determined in accordance with paragraph (i) herein on a cumulative basis, until such time as the shares required to be redeemed by the corporation are redeemed or the net assets of the corporation less the aggregate Redemption Amount of all issued and outstanding Class A Special shares equal or exceed the aggregate Redemption Amount of all issued and outstanding Class B Special shares.

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

The right to transfer shares of the Corporation shall be restricted in that no transfer of any share of the Corporation shall be valid, until such transfer shall have been approved by the Board of Directors of the Corporation.

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TREASURER  
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9. Other provisions, (if any, are):

*Autres dispositions, s'il y a lieu:*

(a) That the board of directors may from time to time, in such amounts and on such terms as it deems expedient:

(i) borrow money on the credit of the Corporation;

(ii) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other evidences of indebtedness or guarantee, secured or unsecured) of the Corporation;

(iii) to the extent permitted by the Business Corporations Act (as from time to time amended) give directly or indirectly financial assistance to any person by means of a loan, a guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and

(iv) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

(b) To the extent permitted by the Business Corporations Act (as from time to time amended), that the board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.

(c) That the outstanding securities of the Corporation are beneficially owned, directly or indirectly, by not more than thirty-five persons or companies, exclusive of:

(i) persons or companies that are, or at the time they last acquired securities of the Corporation were, accredited investors (as defined under applicable Ontario securities laws, as may be amended from time to time); and

(ii) current or former directors, officers or employees of the Corporation or a corporation, company, syndicate, partnership, trust or unincorporated organization (each, an "Entity") affiliated (as defined under applicable Ontario securities laws, as may be amended from time to time) with the Corporation, or current or former consultants (as defined under applicable Ontario securities laws, as may be amended from time to time), who in each case beneficially own only securities of the Corporation that were issued as compensation by, or under an incentive plan of, the Corporation or an Entity

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9. Other provisions, (if any, are):

*Autres dispositions, s'il y a lieu:*

affiliated with the Corporation;

provided that:

(A) two or more persons who are the joint registered holders of one or more securities of the Corporation shall be counted as one beneficial owner of those securities; and

(B) an Entity shall be counted as one beneficial owner of the securities of the Corporation unless such Entity has been created or is being used primarily for the purpose of acquiring or holding securities of the Corporation, in which event each beneficial owner of an equity interest in the Entity or each beneficiary of the Entity, as the case may be, shall be counted as a separate beneficial owner of those securities of the Corporation.

(d) That subject to the provisions of the Business Corporations Act, the Corporation shall have a lien on the shares registered in the name of a shareholder who is indebted to the Corporation to the extent of such debt.

(e) That subject to the provisions of the Business Corporations Act, the Corporation may purchase any of its issued shares.

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10. The names and addresses of the incorporators are  
Nom et adresse des fondateurs

First name, initials and last name  
or corporate name

Prénoms, initiale et nom de  
famille ou dénomination sociale

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code

Domicile élu, adresse du siège social ou adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

\* BLAIR DANIEL MCKEIL

76 RIDGE ROAD WEST,  
R.R. #1  
GRIMSBY ONTARIO  
CANADA L3M 4E7

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ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATIONCONTACT PERSON

First Name	Last Name
Scott	Henderson
Name of Law Firm	
Brechin & Huffman	

ADDRESS

Street #	Street Name	Suite #
3365	Harvester Road	
Additional Information	City	
	Burlington	
Province	Country	Postal Code
ONTARIO	CANADA	L7N 3N2

<u>TELEPHONE #:</u>	905-681-2476
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Name of Corporation 2091063 ONTARIO INC.	Ontario Corporation Number 2091063
Request ID 7553484	

**ELECTRONIC INCORPORATION****TERMS AND CONDITIONS**

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario Business Corporations Act (OBCA) with the Ministry of Consumer and Business Services (MCBS), Companies and Personal Property Security Branch. Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

- 1) The applicant is required to obtain an Ontario biased or weighted NUANS search report for the proposed name. The applicant must provide the NUANS name searched, the NUANS reservation number and the date of the NUANS report. The NUANS report must be kept in electronic or paper format at the corporation's registered office address.
- 2) All first directors who are not incorporators, must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.
- 3) A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the Service Providers under contract with the Ministry.
- 4) The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MCBS, Companies and Personal Property Security Branch, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.
- 5) The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the Service Providers under contract with the Ministry.
- 6) Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.
- 7) The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them.

I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

First Name  
BLAIRm

Last Name  
McKEIL

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