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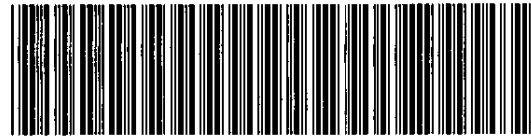
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**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** 7877005 Canada, Inc.  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jordana Sarrell, Esq.  
Name of Person

Jordana Sarrell, PA  
Firm/Company

5499 N. Federal Hwy Ste B  
Address

Boca Raton, FL 33487  
City/State and Zip code

Jordana @ JordanaSarrellPA.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jordana Sarrell at ( 561 ) 347 5151  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &  
Certificate of Status

\$78.75 Filing Fee &  
Certified Copy

\$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

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. 1877005 Canada, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Canada (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. 7/22/11 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. N/A (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 20 Rue des Rigolets Vaudreuil - sur-le-lac QC J7V 8P3 Canada (Principal office address)

5499 N. Federal Hwy Ste B Boca Raton, FL 33407 (Current mailing address)

8. any lawful purpose (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: Jordana Sarrell, Esq

Office Address: 5499 N. Federal Hwy Ste B Boca Raton, Florida 33407 (City) (Zip code)

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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.

[Signature] (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.

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

**A. DIRECTORS**

Chairman: Ilan Garzon

Address: 20 Rue des Rigolots  
Vaudreuil-sur-le-Lac, QC J7V 8P3 Canada

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

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

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

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

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

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

**B. OFFICERS**

President: Ilan Garzon

Address: 20 Rue Des Rigolots  
Vaudreuil-sur-le-Lac, QC J7V 8P3 Canada

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

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

Secretary: \_\_\_\_\_

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

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

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. ILAN GARZON  
(Typed or printed name and capacity of person signing application)

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**Certificate of Incorporation**

*Canada Business Corporations Act*

**Certificat de constitution**

*Loi canadienne sur les sociétés par actions*

7877005 CANADA INC.

Corporate name / Dénomination sociale

787700-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.



Marcie Girouard

Director / Directeur

2011-07-22

Date of Incorporation (YYYY-MM-DD)  
Date de constitution (AAAA-MM-JJ)

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- 1 Corporate name  
Dénomination sociale  
**7877005 CANADA INC.**
- 2 The province or territory in Canada where the registered office is situated  
La province ou le territoire au Canada où est situé le siège social  
**QC**
- 3 The classes and any maximum number of shares that the corporation is authorized to issue  
Catégories et le nombre maximal d'actions que la société est autorisée à émettre  
**See attached schedule / Voir l'annexe ci-jointe**
- 4 Restrictions on share transfers  
Restrictions sur le transfert des actions  
**See attached schedule / Voir l'annexe ci-jointe**
- 5 Minimum and maximum number of directors  
Nombre minimal et maximal d'administrateurs  
**Min. 1 Max. 11**
- 6 Restrictions on the business the corporation may carry on  
Limites imposées à l'activité commerciale de la société  
**See attached schedule / Voir l'annexe ci-jointe**
- 7 Other Provisions  
Autres dispositions  
**See attached schedule / Voir l'annexe ci-jointe**
- 8 **Incorporator's Declaration:** I hereby certify that I am authorized to sign and submit this form.  
**Déclaration des fondateurs :** J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Ilan Garzon  
20 rue des Rigolets, Vaudreuil-  
sur-le-lac QC  
J7V 8P3, Canada

Original signed by / Original signé par  
Ilan Garzon

Ilan Garzon

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota : Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la L.C.S.A.).

SCHEDULE 1

DESCRIPTION OF AUTHORIZED SHARE CAPITAL  
(Form 1, Section 3)

The Corporation is authorized to issue an unlimited number of shares, without par value, of each of the following classes:

CLASS A SHARES  
CLASS B SHARES  
CLASS C SHARES  
CLASS D SHARES  
CLASS E SHARES  
CLASS F SHARES

The Class A, B, C, D, E and F shares respectively confer and are subject to the following rights, privileges, conditions and restrictions:

**1.00 CLASS A SHARES**

1.01 Voting

Class A shares confer upon their holders the right to be convened to, to attend and to vote at all meetings of shareholders of the Corporation. At such meetings, the holders of Class A shares shall, for the purpose of electing directors and for any other purpose, be entitled to one (1) vote per share held.

1.02 Dividends

If, during a financial year of the Corporation (after having provided for the preferred dividends on Class F, Class E and Class D shares), there remains any profits or surplus available for dividend distribution, the holders of Class A shares are entitled, jointly with the holders of Class B shares, to receive a dividend, to the exclusion of other classes of shares, the terms and conditions of which may be determined by the directors at their discretion.

In the event of a declaration by the Board of Directors of the Corporation, of a dividend in favour of the holders of Class A or Class B shares issued and outstanding, each of the holders of Class A shares shall be entitled to receive a portion of the said dividend equal to the ratio of:

- a) the total number of Class A shares registered in the name of the holder in question, at the date determined by the directors, over
- b) the total number of Class A and Class B shares issued and outstanding at the said date.

1.03 Return of Capital

Subject to the preferential right of return of capital of the Class F, Class E and Class D shares, in the event of the liquidation or dissolution, voluntary or forced, of the Corporation, or a distribution of its assets to its shareholders for any reason whatsoever, the holders of Class A

shares shall be entitled to receive a return of capital, the amount of which shall be equal to the paid-up capital of the Class A shares held by each of them, respectively, and any dividend declared on said shares and remaining unpaid.

For the purposes of the preceding paragraph, the holders of Class A shares rank equally with the holders of Class B and Class C shares. In the event of an insufficiency of funds to enable the Corporation to effect payment in full of the amounts abovementioned, the holders of Class A shares shall be entitled to receive, up to the amount established by the preceding paragraph, a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the paid-up capital on all Class A shares issued and outstanding at the date of return of capital, over
- b) the paid-up capital on all Class A, Class B and Class C shares issued and outstanding at the said date.

#### 1.04 Additional Participation

In the event of the liquidation or dissolution, voluntary or forced, of the Corporation, the holders of Class A shares are entitled, jointly with the holders of Class B shares, and under reserve of the rules established relative to the return of paid-up capital as stipulated in Article 1.03, to share in the balance of the properties and assets of the Corporation.

For this purpose, each of the holders of Class A shares shall be entitled to receive a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the total number of Class A shares registered in the name of the holder in question, at the date of the sharing, over
- b) the total number of Class A and Class B shares issued and outstanding as at the said date.

#### 1.05 Right of Redemption

The Corporation shall have no right of redemption of Class A shares issued and outstanding.

#### 1.06 Right of Purchase (by mutual agreement)

Subject to the provisions of the Canada Business Corporations Act, the Corporation may purchase or otherwise acquire, by mutual agreement, all or part of the Class A shares issued and outstanding, at such time, in such manner and for such consideration as the Board of Directors and the holders of Class A shares mutually determine.

#### 1.07 Right of Veto

In addition to any approvals required by the Canada Business Corporations Act and as long as there are Class A shares issued and outstanding, the Corporation may not, without the prior approval of the holders of Class A shares:



- a) create new classes of shares having priority over or ranking equally with the Class A shares;
- b) modify, either directly or indirectly, the rights, privileges, conditions and restrictions which are conferred upon the Class A shares, as set forth in the present Schedule;
- c) proceed with its own liquidation or dissolution or effect any reduction of its capital involving the distribution of its assets to the holders of other classes of shares of the Corporation.

The aforementioned approval of the holders of Class A shares shall be validly obtained if a resolution is passed by at least two-thirds (2/3) of the votes cast at a meeting of the holders of Class A shares specifically convened for such purpose, and to which each of the holders of Class A shares is entitled to one vote per share held.

## 2.00 CLASS B SHARES

### 2.01 Voting

Subject to the provisions of the Canada Business Corporations Act and any other stipulation contrary to the present Schedule, the holders of Class B shares do not, as such, have any right to vote, either for the purpose of electing directors or for any other purpose. Furthermore, they do not have the right to be convened to attend nor to attend the meetings of the shareholders of the Corporation.

### 2.02 Dividends

If, during a financial year of the Corporation (after having provided for the preferred dividends on Class F, Class E and Class D shares), there remains any profits or surplus available for dividend distribution, the holders of Class B shares are entitled, jointly with the holders of Class A shares, to receive a dividend, to the exclusion of other classes of shares, the terms and conditions of which may be determined by the directors at their discretion.

In the event of a declaration by the Board of Directors of the Corporation, of a dividend in favour of the holders of Class A or Class B shares issued and outstanding, each of the holders of Class B shares shall be entitled to receive a portion of the said dividend equal to the ratio of:

- a) the total number of Class B shares registered in the name of the holder in question, at the date determined by the directors, over
- b) the total number of Class A and Class B shares issued and outstanding at the said date.

### 2.03 Return of Capital

Subject to the preferential right of return of capital of the Class F, Class E and Class D shares, in the event of the liquidation or dissolution, voluntary or forced, of the Corporation, or a distribution of its assets to its shareholders for any reason whatsoever, the holders of Class B shares shall be entitled to receive a return of capital, the amount of which shall be equal to the paid-up capital of the Class B shares held by each of them, respectively, and any dividend declared on said shares and remaining unpaid.

For the purposes of the preceding paragraph, the holders of Class B shares rank equally with the holders of Class A and Class C shares. In the event of an insufficiency of funds to enable the Corporation to effect payment in full of the amounts abovementioned, the holders of Class B shares shall be entitled to receive, up to the amount established by the preceding paragraph, a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the paid-up capital on all Class B shares issued and outstanding at the date of return of capital, over
- b) the paid-up capital on all Class A, Class B and Class C shares issued and outstanding at the said date.

#### 2.04 Additional Participation

In the event of the liquidation or dissolution, voluntary or forced, of the Corporation, the holders of Class B shares are entitled, jointly with the holders of Class A shares, and under reserve of the rules established relative to the return of paid-up capital as stipulated in Article 2.03, to share in the balance of the properties and assets of the Corporation.

For this purpose, each of the holders of Class B shares shall be entitled to receive a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the total number of Class B shares registered in the name of the holder in question, at the date of the sharing, over
- b) the total number of Class A and Class B shares issued and outstanding as at the said date.

#### 2.05 Right of Redemption

The Corporation shall have no right of redemption of Class B shares issued and outstanding.

#### 2.06 Right of Purchase (by mutual agreement)

Subject to the provisions of the Canada Business Corporations Act, the Corporation may purchase or otherwise acquire, by mutual agreement, all or part of the Class B shares issued and outstanding, at such time, in such manner and for such consideration as the Board of Directors and the holders of Class B shares mutually determine.

#### 2.07 Right of Veto

In addition to any approvals required by the Canada Business Corporations Act and as long as there are Class B shares issued and outstanding, the Corporation may not, without the prior approval of the holders of Class B shares:

- a) create new classes of shares having priority over or ranking equally with the Class B shares;

- b) modify, either directly or indirectly, the rights, privileges, conditions and restrictions which are conferred upon the Class B shares, as set forth in the present Schedule;
- c) proceed with its own liquidation or dissolution or effect any reduction of its capital involving the distribution of its assets to the holders of other classes of shares of the Corporation.

The aforementioned approval of the holders of Class B shares shall be validly obtained if a resolution is passed by at least two-thirds (2/3) of the votes cast at a meeting of the holders of Class B shares specifically convened for such purpose, and to which each of the holders of Class B shares is entitled to one vote per share held.

### **3.00 CLASS C SHARES**

#### **3.01 Voting**

Class C shares confer upon their holders the right to be convened to, to attend and to vote at all meetings of shareholders of the Corporation. At such meetings, the holders of Class C shares shall, for the purpose of electing directors and for any other purpose, be entitled to one hundred (100) votes per share held.

#### **3.02 No Dividend**

The holders of Class C shares are not entitled to dividends.

#### **3.03 Return of Capital**

Subject to the preferential right of return of capital of the Class F, Class E and Class D shares, in the event of the liquidation or dissolution, voluntary or forced, of the Corporation, or a distribution of its assets to its shareholders for any reason whatsoever, the holders of Class C shares shall be entitled to receive a return of capital, the amount of which shall be equal to the paid-up capital of the Class C shares held by each of them, respectively.

For the purposes of the preceding paragraph, the holders of Class C shares rank equally with the holders of Class A and Class B shares. In the event of an insufficiency of funds to enable the Corporation to effect payment in full of the amounts abovementioned, the holders of Class C shares shall be entitled to receive, up to the amount established by the preceding paragraph, a portion of the value of the balance of the properties and assets of the Corporation, equal to the ratio of:

- a) the paid-up capital on all Class C shares issued and outstanding at the date of return of capital, over
- b) the paid-up capital on all Class A, Class B and Class C shares issued and outstanding at the said date.

3.04 Non-Participating

Except with regard to the right to return of capital specifically provided by Article 3.03 of the present Schedule, the holders of Class C shares are not entitled to any additional participation in the profits or assets of the Corporation.

3.05 Right of Redemption

Subject to the provision of the Canada Business Corporations Act, the Class C shares are redeemable at the option of their holders, in consideration of the payment of an amount equal to their issue price.

The procedures set forth in Article 7.02 of the present Schedule shall apply to all redemptions of Class C shares by the Corporation at the option of their holders unless such holders and the Corporation mutually agree to adopt another procedure relative to such redemptions.

3.06 Right of Purchase (by mutual agreement)

Subject to the provisions of the Canada Business Corporations Act, the Corporation may purchase or otherwise acquire, by mutual agreement, all or part of the Class C shares issued and outstanding, at such time, in such manner and for such consideration as the Board of Directors and the holders of Class C shares mutually determine.

3.07 Right of Veto

In addition to any approvals required by the Canada Business Corporations Act and as long as there are Class C shares issued and outstanding, the Corporation may not, without the prior approval of the holders of Class C shares:

- a) create new classes of shares having priority over or ranking equally with the Class C shares;
- b) modify, either directly or indirectly, the rights, privileges, conditions and restrictions which are conferred upon the Class C shares, as set forth in the present Schedule;
- c) proceed with its own liquidation or dissolution or effect any reduction of its capital involving the distribution of its assets to the holders of other classes of shares of the Corporation.

The aforementioned approval of the holders of Class C shares shall be validly obtained if a resolution is passed by at least two-thirds (2/3) of the votes cast at a meeting of the holders of Class C shares specifically convened for such purpose, and to which each of the holders of Class C shares is entitled to one vote per share held.

#### 4.00 CLASS D SHARES

##### 4.01 Voting

Subject to the provisions of the Canada Business Corporations Act and any other stipulation contrary to the present Schedule, the holders of Class D shares do not, as such, have any right to vote, either for the purpose of electing directors or for any other purpose. Furthermore, they do not have the right to be convened to attend nor to attend the meetings of the shareholders of the Corporation.

##### 4.02 Dividends

After having provided for the preferred dividends on Class F and Class E shares, the holders of Class D shares are entitled to receive monthly, at the discretion of the Board of Directors, before a dividend is declared or paid on any other class of shares of the Corporation or funds are allotted thereto from the profits or surplus available for dividend distribution, a non-cumulative monthly dividend equal to one per cent (1%) of the redemption value (as defined in Article 4.05 of the present Schedule) of Class D shares issued and outstanding.

##### 4.03 Return of Capital

Subject to the preferential right of return of capital of the Class F and Class E shares, in the event of a liquidation or dissolution, voluntary or forced, of the Corporation, or a distribution of its assets to its shareholders for any reason whatsoever, the holders of Class D shares shall be entitled to receive, prior to holders of any other class of shares, an amount equal to the redemption value of the Class D shares held by them, respectively, and any dividend declared on said shares and remaining unpaid.

##### 4.04 Non-Participating

Except with regard to the right to dividends and the right to return of capital specifically provided by Articles 4.02 and 4.03 of the present Schedule, the holders of Class D shares are not entitled to any additional participation in the profits or assets of the Corporation.

##### 4.05 Right of Redemption

Subject to the provisions of the Canada Business Corporations Act and the provisions hereinafter set forth, the Class D shares are redeemable at the option of the Corporation or their holders in consideration of the payment of an amount equivalent to the redemption value (as hereinafter defined) and all dividends then declared on said shares and remaining unpaid.

For the purposes of the preceding paragraph, the redemption value of a Class D share shall be either of the following:

- a) in the case of a Class D share issued for a monetary consideration, the amount of such consideration;

- b) in the case of a Class D share issued for consideration other than monetary, the redemption value of said share represents its respective portion of the fair market value of said consideration received at the time of issue; provided that there shall be deducted from the fair market value of said consideration, the value of any consideration other than the value of the Class D shares issued or paid by the Corporation, if such is the case, in exchange for any such non-monetary consideration.

If the consideration received by the Corporation for the issuance of Class D shares is other than monetary, the Board of Directors shall then determine, by means of a resolution, the fair market value of such consideration which from then on shall serve as the basis for the purpose of determining the redemption value of Class D shares to be issued. The decision of the Board of Directors in this connection shall be final and, subject to the provisions hereinafter set forth, shall be binding upon the Corporation and the holders of Class D shares.

If one or the other of the fiscal authorities having jurisdiction re-evaluate the fair market value established by the Board of Directors in virtue of the preceding paragraph and in consideration of which one or more of the Class D shares have been issued, the redemption value of such shares shall be adjusted accordingly to conform to the fair market value established by said fiscal authorities within the context of an uncontested fiscal assessment, an out-of-court settlement or a final judgment, as the case may be.

Nothing herein shall be construed as impeding or precluding any interested party from contesting any re-evaluation by one or more fiscal authorities through the initiation of appropriate legal proceedings or otherwise.

In the event of a difference between federal and provincial assessments, the adjusted redemption value for the purposes of this Article shall be the least of the amounts established pursuant to an uncontested assessment, an out-of-court settlement or a final judgment, as the case may be.

If, prior to the establishment of an adjusted redemption value, the Corporation redeems one or more of the Class D shares, the Corporation shall then pay the holder of the redeemed shares an amount equal to the difference between the adjusted redemption value and the original redemption value paid for such shares if the original redemption value is inferior to the adjusted redemption value. Conversely, the holder of the redeemed shares, shall, if such be the case, reimburse any sum in excess of the adjusted redemption value that he has received.

The Board of Directors shall determine, concurrently with and as part of any resolution authorizing a redemption of Class D shares effected at the option of the Corporation, the procedure that it intends to follow for this purpose, failing which the procedure described in Article 7.01 of the present Schedule shall apply fully to all redemptions of Class D shares effected at the option of the Corporation in conformity with the above provisions.

The procedures described in Article 7.02 of the present Schedule shall apply to all redemptions of Class D shares effected by the Corporation at the request of any holder of Class D shares unless the said holder and the Corporation mutually agree to another procedure with respect to such redemption.

4.06 Right of Purchase (by mutual agreement)

Subject to the provisions of the Canada Business Corporations Act, the Corporation may purchase or otherwise acquire, by mutual agreement, all or part of the Class D shares issued and outstanding, from such holder, at such time, in such manner and for such consideration as the Board of Directors may agree upon with the holders of the Class D shares thus purchased provided, however, that the consideration paid therefore shall not exceed the redemption value of the Class D shares provided in Article 4.05 of the present Schedule.

4.07 Right of Veto

In addition to any approvals required by the Canada Business Corporations Act and as long as there are Class D shares issued and outstanding, the Corporation may not, without the prior approval of the holders of Class D shares:

- a) create new classes of shares having priority over or ranking equally with the Class D shares;
- b) modify, either directly or indirectly, the rights, privileges, conditions and restrictions which are conferred upon the Class D shares, as set forth in the present Schedule;
- c) proceed with its own liquidation or dissolution or effect any reduction of its capital involving the distribution of its assets to the holders of other classes of shares of the Corporation.

The aforementioned approval of the holders of Class D shares shall be validly obtained if a resolution is passed by at least two-thirds (2/3) of the votes cast at a meeting of the holders of Class D shares specifically convened for such purpose, and to which each of the holders of Class D shares is entitled to one vote per share held.

**5.00 CLASS E SHARES**

5.01 Voting

Subject to the provisions of the Canada Business Corporations Act and any other stipulation contrary to the present Schedule, the holders of Class E shares do not, as such, have any right to vote, either for the purpose of electing directors or for any other purpose. Furthermore, they do not have the right to be convened to attend nor to attend the meetings of the shareholders of the Corporation.

5.02 Dividends

After having provided for the preferred dividends on Class F shares, the holders of Class E shares are entitled to receive monthly, at the discretion of the Board of Directors, before a dividend is declared or paid on any other class of shares of the Corporation or funds are allotted thereto from the profits or surplus available for dividend distribution, a non-cumulative monthly dividend equal to three quarters of one per cent (0.75%) of the redemption value (as defined in Article 5.05 of the present Schedule) of said Class E shares.

### 5.03 Return of Capital

Subject to the preferential right of return of capital of the Class F, in the event of a liquidation or dissolution, voluntary or forced, of the Corporation, or a distribution of its assets to its shareholders for any reason whatsoever, the holders of Class E shares shall be entitled to receive, prior to holders of any other class of shares, an amount equal to the redemption value of the Class E shares held by them, respectively, and any dividend declared on said shares and remaining unpaid.

### 5.04 Non-Participating

Except with regard to the right to dividends and the right to return of capital specifically provided by Articles 5.02 and 5.03 of the present Schedule, the holders of Class E shares are not entitled to any additional participation in the profits or assets of the Corporation.

### 5.05 Right of Redemption

Subject to the provisions of the Canada Business Corporations Act and the provisions hereinafter set forth, the Class E shares are redeemable at the option of the Corporation or their holders in consideration of the payment of an amount equivalent to the redemption value (as hereinafter defined) and all dividends then declared on said shares and remaining unpaid.

For the purposes of the preceding paragraph, the redemption value of a Class E share shall be either of the following:

- a) in the case of a Class E share issued for a monetary consideration, the amount of such consideration;
- b) in the case of a Class E share issued for consideration other than monetary, the redemption value of said share represents its respective portion of the fair market value of said consideration received at the time of issue; provided that there shall be deducted from the fair market value of said consideration, the value of any consideration other than the value of the Class E shares issued or paid by the Corporation, if such is the case, in exchange for any such non-monetary consideration.

If the consideration received by the Corporation for the issuance of Class E shares is other than monetary, the Board of Directors shall then determine, by means of a resolution, the fair market value of such consideration which from then on shall serve as the basis for the purpose of determining the redemption value of Class E shares to be issued. The decision of the Board of Directors in this connection shall be final and, subject to the provisions hereinafter set forth, shall be binding upon the Corporation and the holders of Class E shares.

If one or the other of the fiscal authorities having jurisdiction re-evaluate the fair market value established by the Board of Directors in virtue of the preceding paragraph and in consideration of which one or more of the Class E shares have been issued, the redemption value of such shares shall be adjusted accordingly to conform to the fair market value established by said fiscal authorities within the context of an uncontested fiscal assessment, an out-of-court settlement or a final judgment, as the case may be.



Nothing herein shall be construed as impeding or precluding any interested party from contesting any re-evaluation by one or more fiscal authorities through the initiation of appropriate legal proceedings or otherwise.

In the event of a difference between federal and provincial assessments, the adjusted redemption value for the purposes of this Article shall be the least of the amounts established pursuant to an uncontested assessment, an out-of-court settlement or a final judgment, as the case may be.

If, prior to the establishment of an adjusted redemption value, the Corporation redeems one or more of the Class E shares, the Corporation shall then pay the holder of the redeemed shares an amount equal to the difference between the adjusted redemption value and the original redemption value paid for such shares if the original redemption value is inferior to the adjusted redemption value. Conversely, the holder of the redeemed shares, shall, if such be the case, reimburse any sum in excess of the adjusted redemption value that he has received.

The Board of Directors shall determine, concurrently with and as part of any resolution authorizing a redemption of Class E shares effected at the option of the Corporation, the procedure that it intends to follow for this purpose, failing which the procedure described in Article 7.01 of the present Schedule shall apply fully to all redemptions of Class E shares effected at the option of the Corporation in conformity with the above provisions.

The procedures described in Article 7.02 of the present Schedule shall apply to all redemptions of Class E shares effected by the Corporation at the request of any holder of Class E shares unless the said holder and the Corporation mutually agree to another procedure with respect to such redemption.

#### 5.06 Right of Purchase (by mutual agreement)

Subject to the provisions of the Canada Business Corporations Act, the Corporation may purchase or otherwise acquire, by mutual agreement, all or part of the Class E shares issued and outstanding, from such holder, at such time, in such manner and for such consideration as the Board of Directors may agree upon with the holders of the Class E shares thus purchased provided, however, that the consideration paid therefore shall not exceed the redemption value of the Class E shares provided in Article 5.05 of the present Schedule.

#### 5.07 Right of Veto

In addition to any approvals required by the Canada Business Corporations Act and as long as there are Class E shares issued and outstanding, the Corporation may not, without the prior approval of the holders of Class E shares:

- a) create new classes of shares having priority over or ranking equally with the Class E shares;
- b) modify, either directly or indirectly, the rights, privileges, conditions and restrictions which are conferred upon the Class E shares, as set forth in the present Schedule;
- c) proceed with its own liquidation or dissolution or effect any reduction of its capital involving the distribution of its assets to the holders of other classes of shares of the Corporation.

The aforementioned approval of the holders of Class E shares shall be validly obtained if a resolution is passed by at least two-thirds (2/3) of the votes cast at a meeting of the holders of Class E shares specifically convened for such purpose, and to which each of the holders of Class E shares is entitled to one vote per share held.

## **6.00 CLASS F SHARES**

### **6.01 Voting**

~~Subject to the provisions of the Canada Business Corporations Act and any other stipulation contrary to the present Schedule, the holders of Class F shares do not, as such, have any right to vote, either for the purpose of electing directors or for any other purpose. Furthermore, they do not have the right to be convened to attend nor to attend the meetings of the shareholders of the Corporation.~~

### **6.02 Dividends**

The holders of Class F shares are entitled to receive monthly, at the discretion of the Board of Directors, before a dividend is declared or paid on any other class of shares of the Corporation or funds are allotted thereto from the profits or surplus available for dividend distribution, a monthly and cumulative dividend equal to one-twelfth (1/12) of the prime rate of the Corporation's bank in effect on the first day of each month during which such dividend is declared, calculated on the redemption value of said Class F shares (as defined in Article 6.05 of the present Schedule).

### **6.03 Return of Capital**

In the event of a liquidation or dissolution, voluntary or forced, of the Corporation, or a distribution of its assets to its shareholders for any reason whatsoever, the holders of Class F shares shall be entitled to receive, prior to holders of any other class of shares, an amount equal to the redemption value of the Class F shares held by them, respectively, as well as any and all dividends accumulated on said shares and remaining unpaid, whether such dividends have been declared or not.

### **6.04 Non-Participating**

Except with regard to the right to dividends and the right to return of capital specifically provided by Articles 6.02 and 6.03 of the present Schedule, the holders of Class F shares are not entitled to any additional participation in the profits or assets of the Corporation.

### **6.05 Right of Redemption**

Subject to the provisions of the Canada Business Corporations Act and the provisions hereinafter set forth, the Class F shares are redeemable at the option of the Corporation or their holders in consideration of the payment of an amount equivalent to the redemption value (as hereinafter defined) and all dividends accumulated on said shares whether declared or not, and remaining unpaid.

For the purposes of the preceding paragraph, the redemption value of a Class F share shall be either of the following:

- a) in the case of a Class F share issued for a monetary consideration, the amount of such consideration;
- b) in the case of a Class F share issued for consideration other than monetary, the redemption value of said share represents its respective portion of the fair market value of said consideration received at the time of issue; provided that there shall be deducted from the fair market value of said consideration, the value of any consideration other than the value of the Class F shares issued or paid by the Corporation, if such is the case, in exchange for any such non-monetary consideration.

If the consideration received by the Corporation for the issuance of Class F shares is other than monetary, the Board of Directors shall then determine, by means of a resolution, the fair market value of such consideration which from then on shall serve as the basis for the purpose of determining the redemption value of Class F shares to be issued. The decision of the Board of Directors in this connection shall be final and, subject to the provisions hereinafter set forth, shall be binding upon the Corporation and the holders of Class F shares.

If one or the other of the fiscal authorities having jurisdiction re-evaluate the fair market value established by the Board of Directors in virtue of the preceding paragraph and in consideration of which one or more of the Class F shares have been issued, the redemption value of such shares shall be adjusted accordingly to conform to the fair market value established by said fiscal authorities within the context of an uncontested fiscal assessment, an out-of-court settlement or a final judgment, as the case may be.

Nothing herein shall be construed as impeding or precluding any interested party from contesting any re-evaluation by one or more fiscal authorities through the initiation of appropriate legal proceedings or otherwise.

In the event of a difference between federal and provincial assessments, the adjusted redemption value for the purposes of this Article shall be the least of the amounts established pursuant to an uncontested assessment, an out-of-court settlement or a final judgement, as the case may be.

If, prior to the establishment of an adjusted redemption value, the Corporation redeems one or more of the Class F shares, the Corporation shall then pay the holder of the redeemed shares an amount equal to the difference between the adjusted redemption value and the original redemption value paid for such shares if the original redemption value is inferior to the adjusted redemption value. Conversely, the holder of the redeemed shares, shall, if such be the case, reimburse any sum in excess of the adjusted redemption value that he has received.

The Board of Directors shall determine, concurrently with and as part of any resolution authorizing a redemption of Class F shares effected at the option of the Corporation, the procedure that it intends to follow for this purpose, failing which the procedure described in Article 7.01 of the present Schedule shall apply fully to all redemptions of Class F shares effected at the option of the Corporation in conformity with the above provisions.

The procedures described in Article 7.02 of the present Schedule shall apply to all redemptions of Class F shares effected by the Corporation at the request of any holder of Class F shares

unless the said holder and the Corporation mutually agree to another procedure with respect to such redemption.

6.06 Right of Purchase (by mutual agreement)

Subject to the provisions of the Canada Business Corporations Act, the Corporation may purchase or otherwise acquire, by mutual agreement, all or part of the Class F shares issued and outstanding, from such holder, at such time, in such manner and for such consideration as the Board of Directors may agree upon with the holders of the Class F shares thus purchased provided, however, that the consideration paid therefore shall not exceed the redemption value of the Class F shares provided in Article 6.05 of the present Schedule.

6.07 Right of Veto

In addition to any approvals required by the Canada Business Corporations Act and as long as there are Class F shares issued and outstanding, the Corporation may not, without the prior approval of the holders of Class F shares:

- a) create new classes of shares having priority over or ranking equally with the Class F shares;
- b) modify, either directly or indirectly, the rights, privileges, conditions and restrictions which are conferred upon the Class F shares, as set forth in the present Schedule;
- c) proceed with its own liquidation or dissolution or effect any reduction of its capital involving the distribution of its assets to the holders of other classes of shares of the Corporation.

*The aforementioned approval of the holders of Class F shares shall be validly obtained if a resolution is passed by at least two-thirds (2/3) of the votes cast at a meeting of the holders of Class F shares specifically convened for such purpose, and to which each of the holders of Class F shares is entitled to one vote per share held.*

**7.00 REDEMPTION PROCEDURES**

7.01 Redemption at the Option of the Corporation

Subject to any provision to the contrary in a unanimous shareholders' agreement, if a redemption of Class D, Class E or Class F shares is authorized by the Board of Directors of the Corporation pursuant to the provisions set forth in this Schedule, the procedure governing such redemption shall be as set forth below:

7.01.01 Notice

Not later than ten (10) working days following the adoption, by the Board of Directors, of a resolution authorizing the redemption of shares in conformity with the provisions of this Schedule, the secretary of the Corporation shall forward a written notice to each holder whose shares are to be redeemed. The said notice shall specify the place and the method of payment of the price as well as the date set for the redemption and, if only a part of the shares held by the recipient to be redeemed, the number of shares held by the recipient that are to be redeemed. The said notice must be sent by registered or certified mail to the address of the

holder of said shares appearing in the shareholders register of the Corporation or, failing this, to the last known address of the holder.

#### 7.01.02 Availability of Funds and Delivery of Share Certificates

Not later than the date set for the share redemption, the Corporation shall deposit, at the place specified in the notice, an amount equal to the redemption price, which must be made available upon delivery of the share certificates, duly endorsed, representing the redeemed shares. If only a part of the shares represented by the said certificates are redeemed, said payment must also be accompanied by a new share certificate representing the unredeemed shares.

Effective on the date set for the redemption, the rights and privileges of the shares to be redeemed shall expire unless the Corporation fails to pay the redemption price of the shares in accordance with the aforementioned provisions, in which case the rights of the holders of such shares shall remain in effect until such failure has been remedied.

#### 7.01.03 Failure to Deliver Share Certificates

In the event of the failure of designated holders to deliver the share certificates representing the shares redeemed in accordance with the aforementioned provisions, the Corporation shall then be entitled to deposit the redemption price of such shares in a special account in a Canadian chartered bank or trust corporation. Written notice of such deposit shall be given to the registered holders and the redemption price thus deposited shall be paid without interest to such holders, on delivery to the bank or trust corporation of the certificates representing such shares. Pursuant to said deposit, the shares shall be considered to have been redeemed and the rights of their holders shall be limited to receiving from the depository the redemption price of such shares without interest, upon delivery of the appropriate share certificates.

#### 7.01.04 Partial Redemption

In the event that the redemption authorized by the Board of Directors involves only part of a class of shares and if such partial redemption affects a class of shares held by more than one holder, such partial redemption shall be effected among all the holders of said shares in proportion to the number of shares then held by each holder, without taking into account fractional shares, or in such other manner as mutually agreed upon between the Board of Directors and the said holders.

### 7.02 Redemption at the Option of the Holder

Subject to any provision to the contrary in a unanimous shareholders' agreement, if a redemption of Class C, Class D, Class E or Class F shares is requested by one or several of the registered holders by virtue of a right conferred under the provisions of this Schedule, the procedure governing such redemption shall be as set forth below:

#### 7.02.01 Notice

Not later than five (5) working days following the date of receipt by the Corporation of a written notice from a holder requesting the redemption of his shares, in accordance with the rights accorded under the present Schedule, the secretary of the Corporation shall immediately advise the Board of Directors of such notice and the Board of Directors shall, within fifteen (15) days

following the date of receipt of said notice, confirm or refuse the redemption of said shares in writing.

If the Corporation is unable to proceed with the redemption of the shares as a result of restrictions imposed by the Canada Business Corporations Act, written notice from the Board of Directors explaining clearly the reasons for refusal to comply with the request for redemption or, should the occasion arise, the number of shares that the Corporation is able to redeem in conformity with said Act.

7.02.02 Delivery of Share Certificates

The written notice requesting the redemption of shares shall be accompanied with delivery of the certificates representing the shares to be redeemed failing which the request shall be deemed invalid.

7.02.03 Delay of Payment

In the case of any redemption of shares effected in conformity with this Article 7.02, the redemption price shall be payable not later than ninety (90) days following receipt of the notice of redemption by the Corporation and the redemption shall be deemed to have taken place upon the date of payment of the redemption price by the Corporation.

If only a part of a class of shares is redeemed, a new share certificate representing the unredeemed portion shall accompany payment of the redemption price.

Effective on the date set for the redemption, the rights and privileges of the shares to be redeemed shall expire unless the Corporation fails to pay the redemption price of the shares in accordance with the aforementioned provisions, in which case the rights of the holder of such shares shall remain in effect.

7.02.04 Individual Rights

All share redemptions effected at the request of a holder in conformity with this Article 7.02 shall be considered an individual right conferred upon each holder of shares deemed redeemable at the option of the holder and the redemption or redemptions shall be effected in the order that the requests for redemption are received from the holder or holders.

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SCHEDULE 2

RESTRICTIONS ON SHARE TRANSFERS

(Form 1, Section 4)

Subject to the provisions of a unanimous shareholders' agreement, no share in the capital stock of the Corporation may be transferred without the consent of the Board of Directors evidenced by a resolution duly adopted by same.

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SCHEDULE 3

RESTRICTIONS ON BUSINESS OF CORPORATION  
(Form 1, Section 6)

No restrictions.

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SCHEDULE 4

OTHER PROVISIONS  
(Form 1, Section 7)

**1.00 CORPORATION'S BORROWING POWERS**

Without in any way limiting the Corporation's powers, the Board of Directors may without the consent of the shareholders:

- a) borrow money upon the credit of the Corporation;
- b) issue debentures or other securities of the Corporation, and pledge or sell the same for such sums and at such prices as may be deemed expedient; and
- c) hypothecate the immovable and movable or otherwise affect the movable property of the Corporation.

**2.00 RESTRICTIONS ON TRANSFER OF SECURITIES**

Subject to a security holders' agreement, no securities, other than shares and non-convertible debt securities, of the Corporation may be transferred without the consent of the Board of Directors evidenced by a resolution duly adopted by same.

**3.00 QUORUM OF THE BOARD OF DIRECTORS**

Unless otherwise decided by the shareholders at a special or annual general meeting, the presence of the minimum number of directors required by the articles shall constitute a quorum at any meeting of the Board of Directors of the Corporation.

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Industry  
Canada

Industrie  
Canada

**Form 2**

**Initial Registered Office Address  
and First Board of Directors**

*Canada Business Corporations Act  
(CBCA) (s. 19 and 106)*

**Formulaire 2**

**Siège social initial et premier  
conseil d'administration**

*Loi canadienne sur les sociétés par  
actions (LCSA) (art. 19 et 106)*

1 Corporate name / Dénomination sociale  
**7877005 CANADA INC.**

2 Address of registered office / Adresse du siège social  
**17 Grand Boulevard  
Île-Perrot QC J7V 8P3.**

3 Additional address / Autre adresse

4 Members of the board of directors / Membres du conseil d'administration

<b>Ilan Garzon</b>	<b>20 rue des Rigolets, Vaudreuil-sur-le-lac QC J7V 8P3, Canada</b>	<b>Resident Canadian Résident Canadien Yes / Oui</b>
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5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.  
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par  
**Ilan Garzon**

---

**Ilan Garzon**  
**514-993-4697**

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).  
Nota : Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

2011-07-22

Corporations Canada  
9th floor, Jean Edmonds Towers South  
365 Laurier Avenue West  
Ottawa, Ontario K1A 0C8

Corporations Canada  
9e étage, Tour Jean Edmonds sud  
365, avenue Laurier ouest  
Ottawa (Ontario) K1A 0C8

## Corporation Information Sheet

Canada Business Corporations Act (CBCA)

## Fiche de renseignements concernant la société

Loi canadienne sur les sociétés par actions (LCSA)

7877005 CANADA INC.

Corporation Number	787700-5	Numéro de société
Corporation Key Required for changes of address or directors online	31003384	Clé de société Requise pour mettre à jour en ligne l'adresse du siège social ou l'information concernant les administrateurs
Anniversary Date Required to file annual return	07-22 (mm-dd/mm-jj)	Date anniversaire Requise pour le dépôt du rapport annuel
Annual Return Filing Period Starting in 2012	07-22 to/au 09-20 (mm-dd/mm-jj)	Période pour déposer le rapport annuel Débutant en 2012

### Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the CBCA. To understand the corporation's reporting obligations, consult **Keeping Your Corporation in Good Standing** (enclosed or available on our website).

### Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with existing business names and trademarks (including those set out in the NUANS® search report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on business. For additional information, consult **Protecting Your Corporate Name** (enclosed or available on our website).

### Obligations de déclaration

Une société peut être dissoute si elle omet de déposer un document requis par la LCSA. Pour connaître les obligations de déclaration de la société veuillez consulter la brochure **Maintenir votre société en conformité**, ci-jointe ou disponible dans notre site Web.

### Dénomination sociale

En dépit du fait que Corporations Canada ait approuvé la dénomination sociale, il faut savoir que la société assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le rapport de recherche NUANS<sup>MD</sup>). La société devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de l'autorité législative où la société mène ses activités. Pour obtenir de l'information supplémentaire, veuillez consulter le document **Protection de la dénomination sociale** ci-joint ou disponible dans notre site Web.