

F99000005473

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

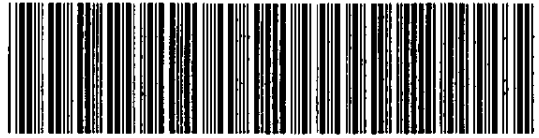
(Business Entity Name)

(Document Number)

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10 JAN 13 PM 5:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

CONF  
2/5/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** 1192926 ONTARIO LTD, INC.  
Name of Corporation

**DOCUMENT NUMBER:** F99000005473

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David Poynton  
Name of Contact Person

\_\_\_\_\_  
Firm/Company

2104 - 100 Hayden Street  
Address

Toronto, Ontario M4Y 3C7  
City/State and Zip Code

dep5cp@sympatico.ca (no change)  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Poynton at ( 416 ) 815-8558  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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

(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F99000005473

1192926 Ontario Ltd, Inc.

(Document number of corporation (if known))

1. 1192926 Ontario Ltd, Inc.  
(Name of corporation as it appears on the records of the Department of State)

2. Ontario 3. 1999  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_

5. 1810632 Ontario Limited, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

David Poynton  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David Poynton  
(Typed or printed name of person signing)

President, / Director  
(Title of person signing)

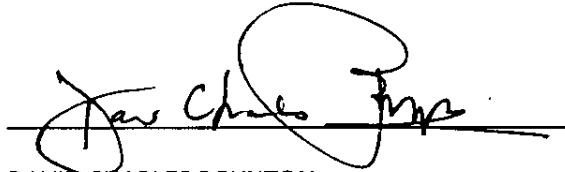
10 JAN 15 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVAL  
AND  
FILED

## NOTARIAL CERTIFICATE

I, DAVID CHARLES POYNTON, A NOTARY PUBLIC FOR AND IN THE PROVINCE OF ONTARIO, CANADA, HEREBY CERTIFY THAT ATTACHED HERETO IS A TRUE AND COMPLETE COPY OF ARTICLES OF AMALGHAMATION WHEREBY **1192926 ONTARIO LTD.** AMALGAMATED WITH ANOTHER ONTARIO CORPORATION TO BECOME **1810632 ONTARIO LIMITED**, EFFECTIVE JANUARY 1, 2010.

AND BEING ASKED, I HAVE SIGNED AND AFFIXED MY NOTARIAL SEAL.

DATED AT TORONTO THIS 5<sup>TH</sup> DAY OF JANUARY 2010.

A handwritten signature in black ink, appearing to read "David Charles Poynton", is written over a horizontal line. The signature is stylized and cursive.

DAVID CHARLES POYNTON

My Appointment does not expire.

A small, handwritten mark or signature in the bottom right corner of the page, consisting of a few strokes.

1810632

Ontario  
**CERTIFICATE**

This is to certify that these articles  
 are effective on

**CERTIFICAT**

Ceci certifie que les présents statuts  
 entrent en vigueur le

**JANUARY 01 JANVIER, 2010**

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

Form 4  
 Business  
 Corporations  
 Act

Formule 4  
 Loi sur les  
 sociétés par  
 actions

**ARTICLES OF AMALGAMATION  
 STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
 Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

1810632	O	N	T	A	R	I	O	L	I	M	I	T	E	D						

2. The address of the registered office is:  
 Adresse du siège social:

2104 -100 Hayden Street

Street & Number or R.R. Number & if Multi-Office Building give Room No. /  
 Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Toronto

ONTARIO

M 4 Y 3 C 7

Name of Municipality or Post Office /  
 Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:  
 Nombre d'administrateurs:

Fixed number  
 Nombre fixe

OR minimum and maximum  
 OU minimum et maximum

1	3
---	---

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

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
David Charles Poynton	2104-100 Hayden Street Toronto Ontario M4Y 3C7	Yes

5. Method of amalgamation, check A or B  
*Méthode choisie pour la fusion – Cocher A ou B :*

A - **Amalgamation Agreement / Convention de fusion :**



The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.  
*Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

or  
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**



The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.  
*Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
*Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de*

and are more particularly set out in these articles.  
*et sont énoncés textuellement aux présents statuts.*

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
1192926 ONTARIO LIMITED	1192926	2009	12	03
2026321 ONTARIO LIMITED	2026321	2009	12	03

6. 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 société.*

**None.**

7. 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 société est autorisée à émettre :*

**An unlimited number of common shares.**

8. 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 qui peut être émise en série :*

**Not applicable.**



9. 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 restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

**No shares in the capital of the Corporation may be transferred without the consent of the directors of the Corporation expressed by a resolution of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.**

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were while in that employment and have continued after termination of that employment to be shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

2) Any invitation to the public to subscribe for any securities of the Corporation is prohibited.

3) The board of directors may from time to time without the authorization of the shareholders, in such amounts and on such terms as it deems expedient;

(a) borrow money upon the credit of the Corporation;

(b) issue, re-issue, sell or pledge debt obligations of the Corporation;

(c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

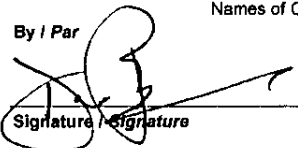
4) Subject to the Business Corporations Act (Ontario) the Corporation has a lien on any share registered in the name of a shareholder for any debt of that shareholder to the Corporation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.*
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.*

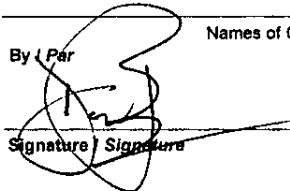
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

1192926 ONTARIO LIMITED

Names of Corporations / Dénomination sociale des sociétés		
<i>By / Par</i>		
	DAVID POYNTON	PRESIDENT
<i>Signature / Signature</i>	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

2026321 ONTARIO LIMITED

Names of Corporations / Dénomination sociale des sociétés		
<i>By / Par</i>		
	DAVID POYNTON	PRESIDENT
<i>Signature / Signature</i>	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés		
<i>By / Par</i>		
<i>Signature / Signature</i>	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés		
<i>By / Par</i>		
<i>Signature / Signature</i>	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés		
<i>By / Par</i>		
<i>Signature / Signature</i>	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

0

**STATEMENT OF DIRECTORS OF**

**1192926 ONTARIO LIMITED**  
(the "Corporation")

**AMALGAMATION**

THE UNDERSIGNED, DAVID POYNTON, BEING A DIRECTOR OF THE CORPORATION, HEREBY STATES THAT:

- (a) there are reasonable grounds for believing that,
  - (i) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due, and
  - (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
- (b) there are reasonable grounds for believing that,
  - (i) no creditor will be prejudiced by the amalgamation, or
  - (ii) adequate notice has been given to all known creditors of the amalgamating corporations;

3rd day of December, 2009.

  
\_\_\_\_\_  
David Poynton

✓

**STATEMENT OF DIRECTORS OF**

**2026321 ONTARIO LIMITED**  
(the "Corporation")

**AMALGAMATION**

THE UNDERSIGNED, DAVID POYNTON, BEING A DIRECTOR OF THE CORPORATION, HEREBY STATES THAT:

- (a) there are reasonable grounds for believing that,
  - (i) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due, and
  - (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
- (b) there are reasonable grounds for believing that,
  - (i) no creditor will be prejudiced by the amalgamation, or
  - (ii) adequate notice has been given to all known creditors of the amalgamating corporations;

3rd day of December, 2009.

  
\_\_\_\_\_  
David Poynton

Schedule B

**THIS AMALGAMATION AGREEMENT** made the 3rd day of December, 2009.

**BETWEEN:**

**1192926 ONTARIO LIMITED**, a corporation incorporated under the laws of the Province of Ontario, (hereinafter called "**1192926**")

- and -

**2026321 ONTARIO LIMITED**, a corporation incorporated under the laws of the Province of Ontario, (hereinafter called "**2026321**")

**WHEREAS;**

1. 1192926 was incorporated under the *Business Corporations Act* (Ontario), the "Act" or a predecessor of the legislation and is governed by the Act;
2. 2026321 was incorporated under the Act, or a predecessor of that legislation and is governed by the Act;
3. 1192926 and 2026321, acting under the authority contained in the Act, have agreed to amalgamate upon the terms and conditions hereinafter set out;
4. 1192926 and 2026321 have each made full disclosure to one another of all their respective assets and liabilities;
5. the authorized capital of 1192926 consists of an unlimited number of common shares, of which 100 common shares are issued and outstanding;
6. the authorized capital of 2026321 consists of an unlimited number of common shares, of which 100 common shares are issued and outstanding;

**AND WHEREAS** it is desirable that the said amalgamation should be effected.

**NOW THEREFORE THIS AMALGAMATION AGREEMENT WITNESSETH** as follows:

1. In this Agreement:
  - (a) "Amalgamating Corporations" means 1192926 and 2026321, the parties hereto;
  - (b) "Amalgamated Corporation" or "Corporation" means the corporation continuing from the amalgamation of the Amalgamating Corporations;
  - (c) "Amalgamation Agreement" or "Agreement" means this Amalgamation Agreement.



2. The Amalgamating Corporations and each of them do hereby agree to amalgamate on January 1, 2010 under the provisions of section 174 and section 175 of the Act, and to continue as one corporation under the terms and conditions hereinafter set out.

3. The name of the amalgamated Corporation shall be 1192926 Ontario Ltd.

4. The registered office of the Amalgamated Corporation shall be located in the City of Toronto, in the Province of Ontario.

5. The address of the registered office of the Amalgamated Corporation shall be 2104-100 Hayden Street, Toronto, Ontario, M4Y 3C7.

6. There shall be no restrictions on the business that the Amalgamated Corporation may carry on or the powers the Amalgamated Corporation may exercise.

7. The classes and any maximum number of shares that the Amalgamated Corporation is authorized to issue shall be an unlimited number of common shares

8. The issued and outstanding shares in the capital of each of the Amalgamating Corporations shall be respectively converted into issued and outstanding shares in the capital of the Amalgamated Corporation as follows:

(a) the 1 issued and outstanding common shares of 1192926 shall be converted into 1 common share of the Amalgamated Corporation;

(b) the 100 issued and outstanding common shares of 2026321 shall be converted into 100 common shares of the Amalgamated Corporation;

After the filing of Articles of Amalgamation in respect of this Agreement and the issue of a Certificate of Amalgamation in respect thereof, the shareholders of the Amalgamating Corporations when requested by the Amalgamated Corporation shall surrender the certificates representing the shares held by them in the Amalgamating Corporations and subject to the provisions of the Act, in return shall be entitled to receive certificates for shares of the Amalgamated Corporation on the basis aforesaid.

9. The stated capital attributable to the common shares of the Amalgamated Corporation shall be equal to the aggregate stated capital attributable to all of the issued and outstanding shares of each of 1192926 and 2026321 immediately prior to amalgamation.

10. All of the shares of the Amalgamated Corporation issued in accordance with the foregoing shall be deemed to have been issued as fully-paid and non-assessable and the Amalgamated Corporation shall be deemed to have received the full consideration for the issue thereof.

11. The board of directors of the Amalgamated Corporation, until otherwise changed in accordance with the Act, shall consist of a minimum of one (1) director and a maximum of three (3) directors, and the first director of the Amalgamated Corporation shall be:

<u>Name</u>	<u>Residence Address</u>	<u>Canadian Resident</u>
David Poynton	2104-100 Hayden Street Toronto, Ontario M4Y 3C7	Yes

The said first director shall hold office until the first annual meeting of the Amalgamated Corporation, or until his successors are elected, in accordance with the by-laws of the Corporation and the Act. The subsequent directors shall be elected each year thereafter at either a general meeting or the annual meeting of the shareholders by a majority of the votes cast at such meeting or by written resolution signed by all of the shareholders of the Amalgamated Corporation entitled to vote in lieu thereof. The affairs and business of the Amalgamated Corporation shall be under the management of the board of directors from time to time, subject to the provisions of the Act.

12. The by-laws of 1192926 shall, so far as applicable, be the by-laws of the Amalgamated Corporation, until repealed or amended in the normal manner provided for in the Act. The proposed by-laws of the Amalgamated Corporation may be examined at the registered office of the Corporation.

13. Subject to the provisions of the Act, the following provisions shall apply to the Amalgamated Corporation:

(a) The right to transfer shares of the corporation shall be restricted in that:

No shares in the capital of the Corporation may be transferred without the consent of the directors of the Corporation expressed by a resolution of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

(b) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were while in that employment and have continued after termination of that employment to be shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(c) Any invitation to the public to subscribe for any securities of the Corporation is prohibited.

14. Upon the shareholder of the Amalgamating Corporations adopting this Agreement in accordance with the requirements of the Act, Articles of Amalgamation in prescribed form, together with all supporting documents required by the Act, shall be sent to the Director under the Act.
15. Upon the endorsement of the Certificate of Amalgamation under the Act:
- (a) the Amalgamating Corporations are amalgamated and continue as one corporation effective on that date under the terms and conditions prescribed in this Agreement;
  - (b) the Amalgamated Corporation possess all the property, rights, privileges and franchises and is subject to all liabilities, and all contracts, disabilities and debts of each of the Amalgamating Corporations; and
  - (c) the Articles of Amalgamation are deemed to be the Articles of the Incorporation of the Amalgamated Corporation and, except for purposes of subsection 117(1) of the Act, the Certificate of Amalgamation of the Act, is deemed to be the Certificate of Incorporation of the Amalgamated Corporation.

**IN WITNESS WHEREOF** this Amalgamation Agreement has been duly executed by the parties as witnessed by the signatures below.

**1192926 ONTARIO LTD.**

Per: \_\_\_\_\_

  
David Poynton, President

**2026321 ONTARIO Inc.**

Per: \_\_\_\_\_

  
David Poynton, President

