

F09000001634

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(City/State/Zip/Phone #)

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W09-14091

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FILED  
2009 APR 16 A 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** DYNAMIC STRUCTURES LTD.

(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," 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:

Anna Martinello

(Name of Person)

Lang Michener LLP

(Firm/Company)

1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117

(Address)

Vancouver, British Columbia, V6E 4N7 Canada

(City/State and Zip code)

For further information concerning this matter, please call:

Anna Martinello

(Name of Person)

at ( 604 ) 893-2329

(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

*induplicate*  
FILED  
2009 APR 16 A 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 25, 2009

ANNA MARTINELLO  
LANG MICHENER LLP  
POB 11117, 1055 W GEORGIA ST.  
VANCOUVER, BC, V6E 4N7 CANAD,

COPY

SUBJECT: DYNAMIC STRUCTURES LTD.  
Ref. Number: W09000014091

We have received your document for DYNAMIC STRUCTURES LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L07000007374 - DYNAMIC STRUCTURE, LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II

Letter Number: 509A00010134

# Lang Michener LLP

Lawyers - Patent & Trade Mark Agents

Vancouver  
Toronto  
Ottawa

1500 - 1055 West Georgia Street, P.O. Box 11117  
Vancouver, British Columbia, Canada V6E 4N7  
Telephone (604) 689-9111  
Facsimile (604) 685-7084

Web site: [www.langmichener.com](http://www.langmichener.com)  
Direct Line: 604-893-2329 E-Mail: [amartinello@lmls.com](mailto:amartinello@lmls.com)

File no.: 66666-1128

March 16, 2009

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida, USA  
32314

Dear Sir/Madam:

**Empire Dynamic Structures Ltd. (the "Corporation")**  
**Document Number: F95000002975**

In order to update the registration of the above-noted Corporation in the State of Florida, pursuant to the Corporation's merger under the name 7096071 Canada Ltd., and its subsequent name change to Dynamic Structures Ltd., we enclose the following documents, duly executed in duplicate, for filing:

1. Cover Letter and Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida;
2. Cover Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida.

We also enclose the following supporting documents, **duly certified by Industry Canada** (the authorized public official of the Corporation's home jurisdiction):

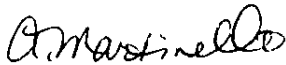
3. Certificate of Existence for Dynamic Structures Ltd., dated February 27, 2009;
4. Certificate of Amalgamation and Articles of Amalgamation for 7096071 Canada Ltd.;
5. Certificate of Amendment for Dynamic Structures Ltd.

Our cheques in the amount of \$52.50 and \$87.50, payable to Florida Department of State, representing the filing fees for items 1 and 2 noted above, and certification fees, are also enclosed.

**Please provide us with confirmation of filing together with a certified copy of the Application by Foreign Corporation for Withdrawal and Application by Foreign Corporation for Authorization to Transact Business, together with Certificates of Status, as soon as possible.**

Thank you for your attention to this matter.

Yours truly,

A handwritten signature in cursive script, appearing to read "A. Martinello".

Anna Martinello  
Corporate Services  
for **Lang Michener LLP**

/agm  
Encls.

# Lang Michener LLP

Lawyers - Patent & Trade Mark Agents

Vancouver  
Toronto  
Ottawa

1500 - 1055 West Georgia Street, P.O. Box 11117  
Vancouver, British Columbia, Canada V6E 4N7  
Telephone (604) 689-9111  
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Web site: [www.langmichener.com](http://www.langmichener.com)  
Direct Line: 604-893-2329 E-Mail: [amartinello@lmls.com](mailto:amartinello@lmls.com)

File no.: T076413-3

April 8, 2009

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida, USA  
32314

Attention: Loria Poole

Dear Sir/Madam:

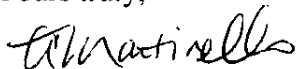
**Dynamic Structures Ltd. (the "Corporation")**  
**Your Ref. # W09000014091**

Further to your letter dated March 25, 2009 (copy enclosed), we advise that the alternate corporate name to be adopted by the above-noted Corporation is "Empire Dynamic Structures Inc.". We have therefore inserted the alternate corporate name in item number 1 of the Application by Foreign Corporation for Authorization to Transact Business in Florida, (the "Application") and enclose same in duplicate.

Please note that we have also made a further amendment to items numbers 4 and 6 on the Application which was previously sent to you to show January 1, 2009 as being the date of incorporation and June 20, 1995 as the date first transacted business in Florida.

Please provide us with a certified copy of the Application together with a Certificate of Status as soon as possible.

Yours truly,



Anna Martinello  
Corporate Services  
for **Lang Michener LLP**

/agm  
Encls.

**Cushing, Diane**

**From:** Anna Martinello [amartinello@lmls.com]  
**Sent:** Thursday, April 16, 2009 1:05 PM  
**To:** Cushing, Diane  
**Subject:** RE: Dynamic Structures Ltd. / Authorization for Florida

FILED  
2009 APR 16 A 9:17  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Diane,

**Re: Empire Dynamic Structures Ltd. ("EDSL")  
Dynamic Structures Ltd. ("DSL")**

Sorry for the confusion. Initially I had erroneously inserted the date of April 1, 1995 as being the date of incorporation for DSL. (April 1, 1995 is the date of incorporation for EDSL (EDSL, the non-surviving corporation, merged with DSL, the surviving corporation, on January 1, 2009). Therefore I revised the application by inserting January 1, 2009 as the date of incorporation for DSL.

For item #6 on the application ("*date first transacted business in Florida, if prior to registration*") - I wasn't sure whether to insert the date of January 1, 2009 or June 20, 1995 (June 20, 1995 - being the date of registration in Florida for EDSL). Even though EDSL is not the surviving corporation, the principals in that corporation are the same as those in the surviving corporation, therefore, I interpreted "*if prior to registration*" to be the date that the principals actually carried on business in Florida.

Would you therefore be able to correct item #6 on the application to be January 1, 2009 as the date of transacting business in Florida for DSL, or do you prefer that I send you the revised form. If so, would an electronic copy of the revised form be acceptable?

Thank you.

**Anna Martinello**  
*Corporate Clerk*  
*Corporate Services*  
**Lang Michener LLP**  
*Lawyers - Patent and Trade Mark Agents*  
*Royal Centre, 1055 West Georgia Street, Suite 1500*  
*PO Box 11117*  
*Vancouver, BC Canada V6E 4N7*  
*Telephone: 604 893-2329*  
*Facsimile: 604 685 7084*  
[www.langmichener.ca](http://www.langmichener.ca)

---

**From:** Cushing, Diane [mailto:DCushing@dos.state.fl.us]  
**Sent:** Wednesday, April 15, 2009 11:48 AM  
**To:** Anna Martinello  
**Subject:** Dynamic Structures Ltd. / Authorization for Florida

Anna Martinello

We received your application back in the mail and are a little confused with the changes you made on the application. You originally indicated that the date of incorporation was in 1995 and the date you started

transacting business in Florida was 2009. Now you have reversed those dates. If you were just incorporated in January of 2009 how could the corporation be doing business in Florida in 1995? Please either call me at the number listed below or you can email me back.

Diane C. Cushing  
Regulatory Specialist Supv. II  
(850) 245-6913  
(850) 245-6804 (Fax)

Please take a few minutes to provide feedback on the quality of service you received from our staff. The Florida Department of State values your feedback as a customer. Kurt Browning, Florida's Secretary of State, is committed to continuously assessing and improving the level and quality of services provided to you. Simply click on the link to the "DOS Customer Satisfaction Survey." Thank you in advance for your participation. [DOS\\_Customer\\_Satisfaction\\_Survey](#)

Visit us on the web at <http://www.langmichener.ca>  
-----Notice Regarding Confidentiality of Transmission -----  
This message is intended only for the person to which it is addressed and may contain information that is privileged and confidential. If you are not the intended recipient, you are hereby notified that any dissemination or copying of this communication is prohibited. Please notify us of the error in communication by telephone (604-689-9111) or by return e-mail and destroy all copies of this communication. Thank you.



**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. DYNAMIC STRUCTURES LTD. INC.

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

EMPIRE DYNAMIC STRUCTURES INC.

(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. January 1, 2009

(Date of incorporation)

5. \_\_\_\_\_

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

6. June 20, 1995

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

7. 717 Jarvis Avenue, Winnipeg, Manitoba R2W 3B4

(Principal office address)

717 Jarvis Avenue, Winnipeg, Manitoba R2W 3B4

(Current mailing address)

8. INSTALLATION AND COMMISSIONING OF AMUSEMENT PARK RIDES

(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: CT CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation

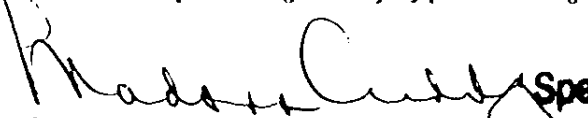
(City)

Florida 33324 US

(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)

**Madonna Cuddihy**

**Special Assistant Secretary**

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: \_\_\_\_\_

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

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

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

Director: **SEE ATTACHED LIST**

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

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

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

**B. OFFICERS**

President: **SEE ATTACHED LIST**

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

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 listed in number 12 of the application)

14. **Allan Francis, Director and Secretary**

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

FILED  
2009 APR 6 A 9 17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**LIST OF DIRECTORS AND OFFICERS FOR**  
**DYNAMIC STRUCTURES LTD.**

**Guy Nelson**

*Director and Chief Executive Officer*

257 Dawlish Avenue  
Toronto, Ontario M4N 1J2

**Brett Third**

*Director and President*

1631 Emerson Court  
North Vancouver, BC V7H 2T6

**Robert Third**

*Director and Vice-President*

900 Cascade Court  
Coquitlam, BC V3J 6E6

**Jeffrey N. Mullins**

*Director*

2792 Norland Avenue  
Burnaby, Vancouver V5B 3A6

**Allan Francis**

*Director and Secretary*

52 Oakridge Bay  
Winnipeg, Manitoba R2M 4G9

**David Halliday**

*Director and Vice-President*

20338 – 124<sup>th</sup> Street  
Maple Ridge, BC V2X 7J5

**David Carefoot**

*Treasurer*

24 Magnolia Drive  
Oakbank, Manitoba R0E 1J2

**Dennis Wong**

*Chief Financial Officer*

78 Fawcett Road  
Coquitlam, BC V3K 6V5

**Darryl Laycock**

*Assistant Secretary*

717 Jarvis Street  
Winnipeg, Manitoba R2W 3B4



Industry Canada    Industrie Canada

Canada Business    Loi canadienne sur  
Corporations Act    les sociétés par actions

FILED  
2009 APR 16 A 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY THAT THE  
ATTACHED IS A TRUE COPY OF THE  
DOCUMENT MAINTAINED IN THE  
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LA PRÉSENTE,  
QUE LE DOCUMENT CI-JOINT EST  
UNE COPIE EXACTE D'UN  
DOCUMENT CONTENU DANS LES  
LIVRES TENUS PAR LE DIRECTEUR.

Deputy Director - Directeur adjoint

Date





Industry Canada

Industrie Canada

**CERTIFICATE OF EXISTENCE**  
**s. 263.1(c)**

**CERTIFICAT D'EXISTENCE**  
**s. 263.1(c)**

Dynamic Structures Ltd.

450517-4

\_\_\_\_\_  
Name of corporation-Dénomination sociale

\_\_\_\_\_  
Corporation number-Numéro de la société

I HEREBY CERTIFY that the corporation  
named above was in existence under the  
*Canada Business Corporations Act* as of  
2009-01-01.

JE CERTIFIE, par les présentes, que la société  
ci-dessus mentionnée existait en vertu de la *Loi  
canadienne sur les sociétés par actions* au  
2009-01-01.

\_\_\_\_\_  
Aïssa Aomari  
Deputy Director - Directeur adjoint

February 27, 2009 / le 27 février 2009

Issuance date - Date d'émission

**Canada**



Industry Canada    Industrie Canada  
Canada Business    Loi canadienne sur  
Corporations Act    les sociétés par actions

I HEREBY CERTIFY THAT THE  
ATTACHED IS A TRUE COPY OF THE  
DOCUMENT MAINTAINED IN THE  
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LA PRÉSENTE,  
QUE LE DOCUMENT CI-JOINT EST  
UNE COPIE EXACTE D'UN  
DOCUMENT CONTENU DANS LES  
LIVRES TENUS PAR LE DIRECTEUR.

  
Deputy Director - Directeur adjoint

Date





Industry Canada

Industrie Canada

**Certificate  
of Amendment**

**Canada Business  
Corporations Act**

**Certificat  
de modification**

**Loi canadienne sur  
les sociétés par actions**

Dynamic Structures Ltd.

450517-4

Name of corporation-D énomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the  
above-named corporation were amended:

Je certifie que les statuts de la société  
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- ☐ a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw  
Director - Directeur

February 13, 2009 / le 13 février 2009

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION  
REPORT

RAPPORT DE LA TRANSACTION  
ÉLECTRONIQUE

Canada Business Loi canadienne sur les  
Corporations Act sociétés par actions

ARTICLES OF AMENDMENT  
(SECTIONS 27 OR 177)

CLAUSES MODIFICATRICES  
(ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société 7096071 Canada Ltd.	2. Corporation No. - N° de la société 450517-4
--	---

3. The articles of the above-named corporation are amended as follows:  
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The corporation changes its name to:  
Dynamic Structures Ltd.

Date Name - Nom  
2009-02-13 ALLAN FRANCIS

Signature

Capacity of - en qualité  
DIRECTOR

Page 1 of 1

Canada





Industry Canada

Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

7096071 Canada Ltd.

450517-4

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

January 1, 2009 / le 1 janvier 2009

\_\_\_\_\_  
Date of Amalgamation - Date de fusion

Canada



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA) La Loi canadienne sur les sociétés par actions (LCSA)

**FORM 9  
ARTICLES OF AMALGAMATION  
(SECTION 185)**

**FORMULAIRE 9  
STATUTS DE FUSION  
(ARTICLE 185)**

**Form 9**

1 -- Name of the Amalgamated Corporation

Dénomination sociale de la société issue de la fusion

**7096071 Canada Ltd.**

2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address)

La province ou le territoire au Canada où se situera le siège social (n'indiquez pas l'adresse complète)

**British Columbia**

3 -- The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

**An unlimited number of Common shares.**

4 -- Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

**See Schedule 1 that is incorporated in this form.**

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: **1**

Maximum: **10**

Minimal:

Maximal:

6 -- Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

**None**

7 -- Other provisions, if any

Autres dispositions, s'il y a lieu

**See Schedule 2 that is incorporated in this form.**

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

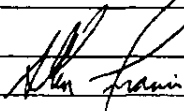
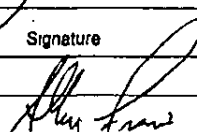
☐ 183

☒ 184(1)

☐ 184(2)

9 -- Declaration I hereby certify that I am a director or an officer of the corporation

Déclaration J'atteste que je suis un administrateur ou un dirigeant de la société

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No N° de la société	Signature
7096071 Canada Ltd.	709607-1	
Empire Dynamic Structures Ltd.	313322-2	

Note

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 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)

## **SCHEDULE 1**

### **RESTRICTIONS ON SHARE TRANSFERS**

No shares of the Corporation shall be transferred without the approval of the Directors evidenced by resolution of the Board, provided that approval of any transfer of shares may be given as aforesaid after the said transfer has been effected upon the records of the Corporation, in which event, unless said resolution stipulates otherwise, the said transfer shall be valid and shall take effect as of the date of its entry upon the books of the Corporation.

## **SCHEDULE 2**

### **OTHER PROVISIONS**

1. The number of shareholders is limited to 50 not including persons who are in the employment of the Corporation and persons, who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be shareholders of the Corporation, two or more persons holding one or more shares jointly being counted as a single shareholder.
2. Any invitation to the public to subscribe for any securities of the Corporation is prohibited.
3. The directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors so appointed shall not at any time exceed 1/3 of the number of directors elected at the previous annual meeting of the Corporation.