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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

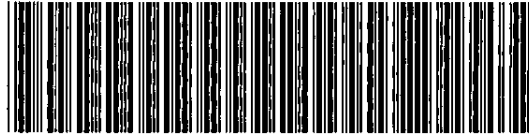
(Business Entity Name)

(Document Number)

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2012 OCT 25 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

OCT. 26 2012

EXAMINER



LOOPSTRA NIXON LLP

BARRISTERS AND SOLICITORS

Allan J. Ritchie
Direct Line: 416-746-4754
E-mail: aritchie@loonix.com
Allan J. Ritchie Professional Corporation

October 6, 2012

Florida Department of State
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314 USA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern,

Re: Application for a Foreign Registration – Our File No. MOLP001

We are the Canadian lawyers for the following entities:

- 2283248 Ontario Limited (“228”)
- T&M Limited Partnership (“T&M”)
- Moody’s Limited Partnership (“Moody’s”)

Previously, each of T&M and Moody’s attempted to register as foreign limited partnerships carrying on business in the State of Florida. As can be seen from the attached deficiency letters, both registrations were rejected for the following reasons (i) improper suffix, and (ii) the fact that the sole general partner (228) of each of T&M and Moody’s was not previously registered as a foreign corporation in the State of Florida.

We have been advised by State Department staff that we may resubmit the application package and therefore enclose the following:

- Application for registration as a foreign corporation on behalf of 228; and
- Application for registration as a foreign limited partnership on behalf of each of T&M and Moody’s including revised suffix.

We also enclose the filing fee (US\$70) in respect of the application by 228 for registration. We note that the filings fees in respect of Moody’s and T&M were enclosed with the previous applications.

Please do not hesitate to contact me if you have any questions.

Yours very truly,

LOOPSTRA NIXON LLP



COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: 2283248 ONTARIO LIMITED

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:

ALLAN J. RITCHIE

Name of Person

LOOPSTRA NIXON LLP

Firm/Company

135 QUEENS PLATE DRIVE SUITE 600

Address

TORONTO, ONTARIO M9W 6V7

City/State and Zip code

ARITCHIE@LOONIX.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ALLAN J. RITCHIE

Name of Person

at (416) 748-4754

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

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TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. 2283248 ONTARIO LIMITED 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 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. APRIL 29, 2011 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)

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

7. 7612 DARCEL AVENUE, MISSISSAUGA, ONTARIO L4T 2Y1
(Principal office address)

SAME
(Current mailing address)

8. SOLE PURPOSE IS TO ACT AS A GENERAL PARTNER OF T&M LIMITED PARTNERSHIP AND MOODY'S LIMITED PARTNERSHIP
(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: JULIE LAIBLE, EA

Office Address: 121 DUNDEE ROAD

DAYTONA BEACH FL, Florida 32118
(City) (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.

Julie Laible EA
(Registered agent's signature)

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

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: MAHAMOUD POOTOOLAL

Address: 7612 DARCEL AVENUE, MISSISSAUGA, ONTARIO L4T 2Y1

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: MAHAMOUD POOTOOLAL

Address: 7612 DARCEL AVENUE, MISSISSAUGA, ONTARIO L4T 2Y1

Vice President: N/A

Address: _____

Secretary: MAHAMOUD POOTOOLAL

Address: 7612 DARCEL AVENUE, MISSISSAUGA, ONTARIO L4T 2Y1

Treasurer: N/A

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. MAHAMOUD POOTOOLAL, PRESIDENT

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

NOTARIAL CERTIFICATE OF TRUE COPY

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TALLAHASSEE, FLORIDA

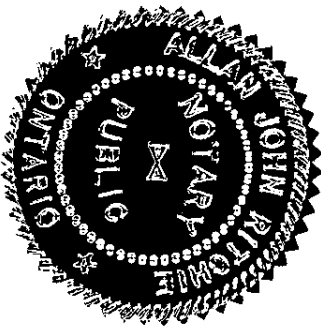
CANADA)
)
Province of Ontario)
)
To Wit)

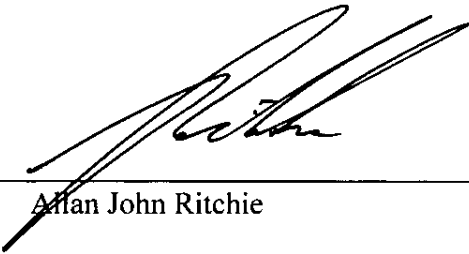
**TO ALL WHOM THESE PRESENTS
MAY COME, BE SEEN OR KNOWN**

I, **ALLAN JOHN RITCHIE**, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Toronto, in the said Province,

DO CERTIFY AND ATTEST that the paper-writing hereto annexed is a true copy of a document produced and shown to me and purporting to be Certificate and Articles of Incorporation dated April 29th 2011 for 2283248 ONTARIO LIMITED, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Notarial Seal of Office at the City of Toronto, this 6th day of October, 2012.





Allan John Ritchie

A Notary Public in and for the Province of Ontario

Request ID: 013126440
Demande n°:
Transaction ID: 044211750
Transaction n°:
Category ID: CT
Catégorie:

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

Date Report Produced: 2011/04/29
Document produit le:
Time Report Produced: 10:15:55
Imprimé à:

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

2283248 ONTARIO LIMITED

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002283248

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

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

These articles of incorporation
are effective on

Les présents statuts constitutifs
entrent en vigueur le

APRIL 29 AVRIL, 2011



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

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

13126440

2283248

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is:

Dénomination sociale de la compagnie:

2283248 ONTARIO LIMITED

2. The address of the registered office is:

Adresse du siège social:

7612 DARCEL AVENUE

(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 édifice à bureau, numéro du bureau)

MISSISSAUGA

CANADA

(Name of Municipality or Post Office)

(Nom de la municipalité ou du bureau de poste)

ONTARIO

L4T 2Y1

(Postal Code/Code postal)

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

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

Minimum 1

Maximum 15

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

Premier(s) administrateur(s):

First name, initials and surname

Prénom, initiales et nom de famille

Resident Canadian

State Yes or No

Résident Canadien

Oui/Non

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

Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal

* MAHAMOUD
FOOTOOLAL

YES

7612 DARCEL AVENUE

MISSISSAUGA ONTARIO
CANADA L4T 2Y1

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

13126440

2283248

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

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

There are no such restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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

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

The Corporation shall be authorized to issue an unlimited number of common shares.

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Ontario Corporation Number
Numéro de la compagnie en Ontario

2283248

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

None.

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13126440

Ontario Corporation Number
Numéro de la compagnie en Ontario

2283248

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

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

Except in the case of a transfer of shares from a deceased shareholder to his personal representative, no transfer of any share shall be effective without either,

(a) the previous consent of the directors of the Corporation expressed by a resolution passed by the board of directors, or by an instrument or instruments in writing signed by all the directors, or

(b) the previous consent of the holders of the shares having voting rights for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by all the shareholders having voting rights.

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Ontario Corporation Number
Numéro de la compagnie en Ontario

13126440

2283248

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

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

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

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

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

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

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

(c) The outstanding securities of the Corporation are beneficially owned, directly or indirectly, by not more than fifty (50) persons, not including employees and former employees of the Corporation or its affiliates, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.

(d) The Corporation is hereby prohibited from making an invitation to the public to subscribe for any securities of the Corporation.

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Ontario Corporation Number
Numéro de la compagnie en Ontario

2283248

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

First name, initials and last name
or corporate name

*Prénom, initiale et nom de
famille ou dénomination sociale*

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

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

* Mahamoud Pootoolal

7612 Darcel Avenue

Mississauga ONTARIO
CANADA L4T 2Y1