



Industry Canada

Industrie Canada

**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

7289812 CANADA INC.

728981-2

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Richard G. Shaw
Director - Directeur

December 3, 2009 / le 3 décembre 2009

Date of Incorporation - Date de constitution

Canada



Industry Canada Industrie Canada

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

ELECTRONIC TRANSACTION REPORT RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

ARTICLES OF INCORPORATION (SECTION 6)

STATUTS CONSTITUTIFS (ARTICLE 6)

Processing Type - Mode de Traitement: Intermediary/Intermédiaire

1. Name of Corporation - Dénomination de la société
7289812 CANADA INC.

2. The province or territory in Canada where the registered office is to be situated -
La province ou le territoire au Canada où se situera le siège social
ON

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
The annexed schedule is incorporated in this form.
L'annexe ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu
The annexed schedule is incorporated in this form.
L'annexe ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors - Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 3 Maximum: 10

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
The annexed schedule is incorporated in this form.
L'annexe ci-jointe fait partie intégrante de la présente formule.

7. Other provisions, if any - Autres dispositions, s'il y a lieu
The annexed schedule is incorporated in this form.
L'annexe ci-jointe fait partie intégrante de la présente formule.

8. Incorporators - Fondateurs

Name(s) - Nom(s)
JAMES KIRKE

Address (including postal code) - Adresse (inclure le code postal)
94 INDIAN ROAD CRESCENT,
TORONTO, ONTARIO, CANADA, M6P 2G3

Signature
JAMES KIRKE

Canada

Item 3 - Shares / Rubrique 3 - Actions

An unlimited number of Common Shares and an unlimited number of Preference Shares, issuable in series.

3.00 The following rights, privileges, restrictions and conditions shall be attached to the Preference Shares, issuable in series:

3.01 The Preference Shares may at any time or from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by the board of directors of the Corporation. The directors shall by resolution fix, from time to time, before the issue of any series of Preference Shares, the designation, preferences, rights, restrictions, conditions, limitations, priorities as to payment of dividends and/or distribution on liquidation, dissolution or winding up, or prohibitions attaching thereto including without limiting the generality of the foregoing, the provision of a purchase fund, the right of the Corporation to purchase such shares for cancellation, the rate of preferential dividends, the dates of payment thereof, the date or dates from which any such preferential dividends shall accrue, redemption rights including purchase or redemption price, terms and conditions of redemption, conversion rights and any sinking fund or other provisions, and authorize the issuance thereof.

3.02 The directors before the issue of any Preference Shares of a series shall file with the Director appointed under the Canada Business Corporations Act or any successor statute of the laws of Canada which is from time to time in force, articles of amendment designating such series and specifying the conditions, limitations, priorities as to the payment of dividends and/or distribution on liquidation, dissolution or winding up, and prohibitions attached thereto, and shall obtain a certificate from the Director with respect thereto.

3.03 The Preference Shares of each series shall be entitled to preference over the Common Shares and any other shares ranking junior to the Preference Shares with respect to priority in payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, and may also be given such other preferences over the Common Shares and any other shares ranking junior to the Preference Shares as may be determined with respect to the respective series authorized to be issued.

3.04 Unless the directors otherwise determine in the articles of amendment, the holder of each share of a series of Preference Shares shall not be entitled as such, except as required by law, to receive notice or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting, but shall be entitled to receive notice of meetings of shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

3.05 The following rights, privileges, restrictions and conditions shall be attached to the Common Shares:

3.06 Subject to the restrictions appearing in the conditions attaching to the Preference Shares, the holders of the Common Shares shall be entitled to receive dividends, if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine, and subject as aforesaid the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.

3.07 In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property of the Corporation amongst its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets or property of the Corporation upon such a distribution in priority to the Common Shares, be entitled to receive all property and assets of the Corporation properly distributable to the shareholders of the Corporation.

3.08 The holders of the Common Shares shall be entitled to vote at all meetings of the shareholders of the Corporation, other than at meetings of the holders of the Preference Shares meeting separately as a class, and at all such meetings each such holder shall have one vote for each Common Shares held.

3.09 Any Common Shares to be purchased by the Corporation shall be purchased:

(i) with the written consent of the holders of all of the Common Shares; or

(ii) pursuant to tenders received by the Corporation upon a request for tenders addressed to all of the holders of the Common Shares, and the Corporation shall accept only the lowest tenders. If in response to an invitation for tenders, two or more Common Shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each such tender in a manner such that the Corporation will have thereby accepted the same percentage (calculated to the nearest whole share) of the total number of Common Shares respectively offered in

accepted the same percentage (calculated to the nearest whole share) of the total number of Common Shares respectively offered in each such tender.

Item 4 - Restrictions on Share Transfers / Rubrique 4 - Restrictions sur le transfert des actions.

None

Item 6 - Restrictions - Business / Rubrique 6 - Restrictions - activité commerciale

None

Item 7 - Other Provisions / Rubrique 7 - Autres dispositions

The directors may from time to time, in such amounts and on such terms as they deem expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) 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.

The directors may from time to time delegate to a director, a committee of directors or an officer of the Corporation as may be designated by the directors all or any of the powers conferred on the directors above to such extent and in such manner as the directors shall determine with respect to each such delegation.

The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting or any duly called shareholders meeting, but the number of additional directors shall not at any time exceed one third of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.