Industry Canada | Industrie Canada

Certificate of Incorporation

Canada Business Corporations Act

Certificat de constitution

Loi canadienne sur les sociétés par actions

CAPITAL K45 CORPORATION

K45 CAPITAL CORPORATION

Name of corporation-Dénomination de la société

404156-9

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*.

Director - Directeur

April 8, 2002 / le 8 avril 2002

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: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société

CAPITAL K45 CORPORATION
K45 CAPITAL CORPORATION

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

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

The annexed Schedule 1 is incorporated in this form.
L'annexe 1 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 2 is incorporated in this form.
L'annexe 2 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 3 is incorporated in this form.
L'annexe 3 ci-jointe fait partie intégrante de la présente formule.

7. Other provisions, if any - Autres dispositions, s'il y a lieu

The annexed Schedule 4 is incorporated in this form.
L'annexe 4 ci-jointe fait partie intégrante de la présente formule.

8. Incorporators - Fondateurs

Name(s) - Nom(s)	Address (including postal code) - Adresse (inclure le code postal)	Signature
LOUISE ST-PIERRE	70, DALHOUSIE, SUITE 500, QUEBEC, QUEBEC, CANADA, G1K 7A6	LOUISE ST-PIERRE

Canada

SCHEDULE / ANNEXE 1

Description of the capital stock of the corporation:

The corporation is authorised to issue an unlimited number of common shares.

The privileges and restrictions attaching to common shares:

Common shares shall confer upon their holders the right to vote at all meetings of shareholders.

In the event of a liquidation, winding-up or other distribution of assets, the holders of common shares partake in the remaining assets of the corporation in pro-portion to the number of shares held.

The holders of common shares are entitled to receive any dividend declared by the board of directors.

SCHEDULE / ANNEXE 2

Restrictions on share transfers:

The shares of the corporation may not be sold, assigned, transferred, given in warranty or otherwise disposed of without the consent of the directors expressed by resolution.

SCHEDULE / ANNEXE 3

None

SCHEDULE / ANNEXE 4

8. Other provisions:

8.1 Closed company

8.1.1 The number of the shareholders of the corporation is limited to fifty (50), exclusive of present or former employees of the corporation or of any subsidiary.

8.1.2 Any distribution to the public of securities issued by the corporation is prohibited.

8.2 Borrowing powers

The directors may by resolution when they deem it expedient:

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;

c) Create a security interest, mortgage, pledge or grant a hypothec, even a floating hypothec, on all or part of the property of the corporation, or on a universality of property, movable or immovable , present or future, corporeal or incorporeal, to secure any obligation of the corporation, even if it does not carry on an enterprise, in accordance with section 27 of the Special Corporate Powers Act (R.S.Q., c. P-16);

d) Delegate by resolution to one or several directors, officers or other employees of the corporation, or to any other person, at the board of directors' discretion, any or all of the above mentioned powers;

e) Any or all of the powers provided for under the above sub-paragraphs a) to d) inclusively, may be amended by by-law.