

Request ID / Demande n°

9180858

Ontario Corporation Number
Numéro de la compagnie en Ontario

2136927

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES COMPAGNIES

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*

CARLAW CAPITAL II CORP.

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

245

CARLAW AVENUE

Suite 500

(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)

TORONTO

ONTARIO

CANADA

M4M 2S1

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

(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 10

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*

* AMAR
BHALLA

YES

245 CARLAW AVENUE Suite 500

TORONTO ONTARIO
CANADA M4M 2S1

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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.

The Corporation is not restricted by these articles of incorporation from carrying on any business or businesses or from exercising any power or powers.

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 is authorized to issue an unlimited number of shares without nominal or par value of a class designated as common shares (hereinafter called the "Common Shares").

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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:*

The rights of the holders of the Common Shares include the rights:

- (a) to vote at all meetings of shareholders;
- (b) subject to applicable law, to receive dividends in such amounts that the directors may at any time, or from time to time, determine; and
- (c) to receive the remaining property of the Corporation upon dissolution.

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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:

No security holder of the Corporation shall be entitled to transfer registered or beneficial ownership of any security or securities of the Corporation without either:

(a) the consent of the holders of more than fifty per cent of the Common Shares for the time being outstanding expressed by a resolution passed by the votes of the holders of more than fifty per cent of the Common Shares for the time being outstanding at a meeting of the holders of the Common Shares or by a resolution in writing signed by all the holders of the Common Shares for the time being outstanding or by an instrument or instruments in writing signed by the holders of more than fifty per cent of the Common Shares for the time being outstanding; or

(b) the consent of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors of the Corporation or by a resolution in writing signed by all the directors of the Corporation or by an instrument or instruments in writing signed by a majority of directors of the Corporation.

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

The following provisions apply to the Corporation:

- (a) The directors of the Corporation may, without authorization of the shareholders of the Corporation,
 - (i) borrow money upon the credit of the Corporation;
 - (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) 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 by resolution delegate any one or all of the powers referred to in this clause to a director, a committee of directors or an officer of the Corporation.

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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*

* AMAR BHALLA

245 CARLAW AVENUE Suite 500

TORONTO ONTARIO
CANADA M4M 2S1

Request ID: 009180858
Demande n°:
Transaction ID: 032309076
Transaction n°:
Category ID: CT
Catégorie:

Province of Ontario
Province de l'Ontario
Ministry of Consumer and Business Services
Ministère des Services aux consommateurs et aux entreprises
Companies and Personal Property Security Branch
Direction des compagnies et des sûretés mobilières

Date Report Produced: 2007/05/22
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Time Report Produced: 14:59:02
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Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

CARLAW CAPITAL II CORP.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002136927

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

MAY 22 MAY, 2007



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