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Ministry of
Government Services
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CERTIFICATE

**This is to certify that these articles
are effective on:**

**Ministère des
Services gouvernementaux**

CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

1827938

AUGUST 10 AOUT, 2010

K. — *[Signature]*
Director / Directrice

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

ARTICLES OF CONTINUANCE
STATUTS DE MAINTIEN

Form 6
Business
Corporations
Act

Formule 6
Loi sur les
sociétés par
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT) :

[illegible]

2. The corporation is to be continued under the name (if different from 1) :
Nouvelle dénomination sociale de la société (si elle différente de celle inscrite ci-dessus) :

[illegible]

3. Name of jurisdiction the corporation is leaving: / Nom du territoire (province ou territoire, État ou pays) que quitte la société :

ALBERTA

Name of jurisdiction / Nom du territoire

4. Date of incorporation/amalgamation: / Date de la constitution ou de la fusion :

2007/09/17

Year, Month, Année / année, mois, jour

5. The address of the registered office is: / Adresse du siège social en :

70 YORK STREET, SUITE 1410

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 d'un édifice à bureaux, numéro du bureau

ONTARIO

TORONTO

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

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Postal Code/Code postal

6. Number of directors is/are:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1	10
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7. The director(s) is/are: / Administrateur(s)
First name, middle names and surname
Prénom, autres prénoms et nom de famille

Address for service, giving Street & No. or R.R. No.,
Municipality, Province, Country and Postal Code
Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal

Resident Canadian
State 'Yes' or 'No'
Résident canadien
Oui/Non

A. THOMAS D. GRIFFIS

1 St. Thomas St., Suite THA, Toronto, ON M5S 3M5

Y

ELIA CRESPO

2441 Hammond Rd., Mississauga, Ontario L5K 1T3

Y

MICHAEL L. ROUSSEAU

1820 Bay Shore Rd. SW, Calgary, Alberta T2V 3M1

Y

SCOTT HAND

79 South Drive, Toronto, Ontario M4W 1R4

Y

DINO TITARO

70 York Street, Suite 1410, Toronto, ON M5J 1S9

Y

JAMES LADNER

Rigistrasse 5, CH 8802, Kilchberg, Switzerland

N

JOHN ELLIS

44 Shadybrook Dr., Springcreek, Nevada 89815

N

8. 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 société.

None.

9. 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 société est autorisée à émettre :

The Company is authorized to issue:

1. an unlimited number of common shares; and
2. an unlimited number of special shares, issuable in series.

10. 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 qui peut être émise en série :

COMMON SHARES

- (1) Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Company, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each common share held by such holder.
- (2) The holders of common shares shall be entitled to receive dividends if and when declared by the board of directors.
- (3) In the event of any liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled, subject to the rights of holders of shares of any class ranking prior to the common shares, to receive the remaining property or assets of the Company.

SPECIAL SHARES

- (1) The special shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the endorsement thereon of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of special shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.
- (2) The special shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, rank on a parity with the special shares of every other series and be entitled to preference over the special shares and over any other shares of the Company ranking junior to the special shares. The special shares of any series may also be given such other preferences, not inconsistent with these articles, over the special shares and any other shares of the Company ranking junior to the special shares as may be fixed as provided herein.
- (3) If any cumulative dividends or amounts payable on the return of capital in respect of a series of special shares are not paid in full, all series of special shares shall participate rateably in respect of such dividends and return of capital.
- (4) The special shares of any series may be made convertible into special shares of any other series or common shares at such rate and upon such basis as the directors in their discretion may determine.
- (5) Unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of special shares shall be entitled to one vote at a meeting of shareholders.

Voting Restrictions

The holders of shares of a class or of a series of the Company are not entitled to vote separately as a class or series, as the case may be, upon, and shall not be entitled to dissent in respect of, any proposal to amend the articles to:

- (1) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;
- (2) effect an exchange, reclassification or cancellation of the shares of such class or series; or
- (3) create a new class or series of shares equal or superior to the shares of such class or series.

11. 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/h'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

If the Company:

- (a) is not a reporting issuer or mutual fund within the meaning of applicable securities legislation; and
- (b) has not distributed to the public any of its shares or securities convertible into or exchangeable for any of its shares,

then no shares in the capital of the Company shall be transferred without either:

- (i) the previous consent of the board of directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (ii) the previous consent of the holders of at least 51% of the shares of that class for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

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

None.

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.
La société s'est conformée au paragraphe 180(3) de la Loi sur les sociétés par actions.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amaigamated or previously continued on
Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

2009/12/23

Year, Month, Day
année, mois, jour

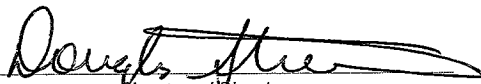
15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.
Le maintien de la société en vertu de la Loi sur les sociétés par actions a le même effet que si la société avait été constituée en vertu de cette loi.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

AMALFI CAPITAL CORPORATION

Name of Corporation / *Dénomination sociale de la société*

By/Par


 Signature / *Signature*

Douglas M. Sturtevant
 Print name of signatory / *Nom du signataire en lettres moulées*

Director
 Description of Office / *Fonction*

These articles **must** be signed by a director or officer of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).

EXHIBIT "A"
TO ARTICLES OF CONTINUANCE

The articles of the Corporation be amended to consolidate the issued and outstanding common shares of the Corporation on the basis of one (1) consolidated new common share for of each two (2) issued and outstanding common shares. In the event the consolidation would result in a shareholder of the Corporation holding a fraction of a common share, no fractional common shares of the Corporation will be issued, but in the event that a shareholder would otherwise be entitled to a fractional share, the number of common shares of the Corporation issued to such shareholder shall be rounded up to the next greater whole number of such common shares, if the fractional entitlement is equal to or greater than 0.5 and shall, without any additional compensation, be rounded down to the next lesser whole number of such shares if the fractional entitlement is less than 0.5. In calculating such fractional interests, all common shares, as the case may be, registered in the name of or beneficially held by such shareholder shall be aggregated.