GULFSTREAM ACQUISITION 1 CORP.

CERTIFIED TRUE COPY OF CONSTATING DOCUMENTS

The undersigned, Mark Attanasio, Chief Executive Officer and a director of Gulfstream Acquisition 1 Corp. (the "**Company**"), does hereby certify on behalf of the Company, and not in his personal capacity, that attached hereto as Exhibit A is a true and correct copy of the constating documents of the Company, which have not been further amended, modified or repealed in any manner and which remain in full force and effect as of the date hereof.

DATED the 28th day of January, 2013.

/s/Mark Attanasio
Mark Attanasio
Chief Executive Officer and Director

EXHIBIT A

Constating Documents

Request ID: 014327239
Demande n°:
Transaction ID: 047897075
Transaction n°:
Category ID: CT
Catégorie:

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

Date Report Produced: 2012/06/08
Document produit le:
Time Report Produced: 13:13:26
Imprimé à:

Certificate of Incorporation
Certificat de constitution

This is to certify that

Ceci certifie que

GULFSTREAM ACQUISITION 1 CORP.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

002331145

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

JUNE 08 JUIN, 2012

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

Request ID / *Demande n°*

14327239

Ontario Corporation Number
Numéro de la compagnie en Ontario

2331145

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:*

GULFSTREAM ACQUISITION 1 CORP.

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

130 ADELAIDE STREET WEST Suite 701

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

ONTARIO
M5H 2K4
(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

* CHARLES
SHIN

YES

181 WEDGEWOOD DRIVE

OAKVILLE ONTARIO
CANADA L6H 4R6

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14327239	2331145

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*	MARK ATTANASIO 68 FIFESHIRE ROAD TORONTO ONTARIO CANADA M2L 2G8	YES
*	MARK KOROL 1351 KAZELTON BOULEVARD BURLINGTON ONTARIO CANADA L7P 4T9	YES

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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.

THERE ARE NO RESTRICTIONS.

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 COMMON SHARES AND AN UNLIMITED NUMBER OF PREFERENCE 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:

(a) The holders of common shares shall be entitled to one (1) vote for each common share held by them at all meetings of shareholders of the Corporation other than meetings of the holders of another class of shares, to receive the remaining property of the Corporation upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after all rights of the holders of the preference shares have been satisfied and to receive such dividends as are declared payable on the common shares as a separate class by the board of directors in its discretion.

(b) The preference shares may be issuable in series and, subject to the Business Corporations Act, the directors may, by resolution, if none of the shares of any particular series are issued, amend the Articles of Incorporation of the Corporation and authorize the amendment of the Articles of Incorporation, as the case may be, to do one or more of the following:

(i) determine the maximum number of shares of that series that the Corporation is authorized to issue, determine that there is no such maximum number or alter any such determination;

(ii) create an identifying name of the shares of that series, or alter any such identifying name; and

(iii)attach special rights or restrictions to the shares of that series, or alter any such special rights or restrictions.

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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:

Not Applicable

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

(a) Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless:

(A) the consent of the directors of the Corporation is obtained; or (ii) the consent of shareholders holding not less than 51% of the shares entitled to vote at such time is obtained; or

(B) in the case of securities which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions on transfer are complied with.

(b) The Corporation may purchase any of its common shares.

(c) 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, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations secured or unsecured) of the Corporation;

(iii) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immoveable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

(d) Section 9(a)(A) does not apply to the Corporation in the event the Corporation becomes a reporting issuer under the applicable legislation of a securities regulatory authority.

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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

* CHARLES SHIN

181 WEDGEWOOD DRIVE

OAKVILLE ONTARIO
CANADA L6H 4R6

* MARK ATTANASIO

68 FIFESHIRE ROAD

TORONTO ONTARIO
CANADA M2L 2G8

* MARK KOROL

1351 KAZELTON BOULEVARD

BURLINGTON ONTARIO
CANADA L7P 4T9

Name of Corporation	Ontario Corporation Number
GULFSTREAM ACQUISITION 1 CORP.	2331145
	Request ID
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ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name	Last Name
George	Crossman

Name of Law Firm

Beard Winter LLP

ADDRESS

Street #	Street Name	Suite #
130	Adelaide Street West	701

Additional Information	City
	Toronto

Province	Country	Postal Code
ONTARIO	CANADA	M5H 2K4

TELEPHONE #: 416-593-5555

NUANS SEARCH DETAILS

Corporate Name Searched on NUANS (1)	NUANS Reservation Reference #
GULFSTREAM ACQUISITION 1 CORP.	106051507
	Date of NUANS Report
	2012/06/04

Name of Corporation	Ontario Corporation Number
GULFSTREAM ACQUISITION 1 CORP.	2331145
	Request ID
	14327239

ELECTRONIC INCORPORATION TERMS AND CONDITIONS

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario *Business Corporations Act* (OBCA) with the Ministry of Government Services.
Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

1) The applicant is required to obtain an Ontario biased or weighted NUANS search report for the proposed name. The applicant must provide the NUANS name searched, the NUANS reservation number and the date of the NUANS report. The NUANS report must be kept in electronic or paper format at the corporation's registered office address.

2) All first directors named in the articles must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.

3) A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the Service Providers under contract with the Ministry.

4) The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MGS, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.

5) The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the Service Providers under contract with the Ministry.

6) Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.

7) The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them.

I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

First Name	Last Name
Charles	Shin

BY-LAW NO. 1

A by-law relating generally to the
transaction of the business and affairs of

GULFSTREAM ACQUISITION 1 CORP.

(the "**Corporation**")

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ARTICLE 1
INTERPRETATION

1.1 Definitions

In the by-laws of the Corporation, capitalized terms used but not otherwise defined will have the same meaning as in the Act. In addition:

(a) "**Act**" means the *Business Corporations Act* (Ontario) and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;

(b) "**Articles**" means all instruments that would be defined as "articles" of the Corporation under the Act;

(c) "**Board**" means the board of directors of the Corporation;

(d) "**by-laws**" means this by-law as amended or restated and all other by-laws of the Corporation in force and effect;

(e) "**Chairperson**" means the Chairperson of the Board;

(f) "**contracts, documents or instruments in writing**" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings;

(g) "**meeting of shareholders**" includes an annual meeting of shareholders and a special meeting of shareholders;

(h) "**recorded address**" means, in the case of a shareholder, the shareholder's address as recorded in the securities register of the Corporation; and in the case of joint shareholders, the address appearing in the Corporation's securities register in respect of that joint holding, or the first address appearing if there is more than one; and in the case of a director, the director's latest address as shown in the records of the Corporation or in the most recent notice of directors or notice of change of directors as filed under the *Corporations Information Act* (Ontario), whichever is more current;

(i) "**resident Canadian**" has the meaning given to that term in the Act;

(j) "**Signing Officer**" means a person authorized to execute, on behalf of the Corporation, contracts, documents or other instruments in writing under Section 2.1 of this by-law or share certificates under Section 55(1) of the Act;

(k) "**STA**" means the *Securities Transfer Act, 2006* (Ontario); and

(l) "**Unanimous Shareholder Agreement**" means a written agreement among all the shareholders of the Corporation or among all those shareholders and a person who is not a shareholder, or a written declaration of the beneficial owner of all of the issued shares of the Corporation, that restricts in whole or in part the powers of the directors to manage the business and affairs of the Corporation.

1.2 Gender and Number

In the by-laws, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders.

1.3 "Including"

The words "includes" or "including" as used in this by-law mean includes or including without limitation.

1.4 Headings

The division of this by-law into articles and sections and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of this bylaw.

1.5 Unanimous Shareholder Agreement and Articles Govern

Where any provision of the by-laws conflicts with a Unanimous Shareholder Agreement or the Articles, the Unanimous Shareholder Agreement or Articles, as the case may be, will govern.

ARTICLE 2
BUSINESS OF THE CORPORATION

2.1 Execution of Instruments

Contracts, documents or instruments in writing may be signed on behalf of the Corporation by any director or officer. In addition, the Board may direct the manner in which, and the person or persons by whom any specific, or general class of, contract, document or instrument in writing may or will be signed on behalf of the Corporation. If at any time there is only one director of the Corporation, then documents or instruments requiring the corporate seal may be signed by that sole director, acting alone.

2.2 Voting Rights in Other Bodies Corporate

The Signing Officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation, in favour of any person or persons as may be determined by those Signing Officers. In addition, the Board may by resolution direct the manner in which, and the person or persons by whom, any specific voting right or class of voting rights may or will be exercised.

2.3 Banking Arrangements

The Corporation's banking business, including the borrowing of money and the granting of security, will be transacted with any banks, trust companies or other organizations as may be designated by or under the authority of the Board. The Corporation's banking business will be transacted under any agreements, instructions and delegations of powers that the Board prescribes.

ARTICLE 3
BOARD

3.1 Fixed Board and Election of Directors

Where the Articles provide for a fixed number of directors, the number to be elected to the Board will be that number set out in the Articles as may be amended from time to time.

3.2 Floating Board and Election of Directors

Where the Articles provide for a minimum and maximum number of directors, the number to be elected to the Board will be the number fixed by resolution of the shareholders, or, if the shareholders have conferred that power to the directors, by resolution of the directors from time to time or, if the number is not fixed, the number within that minimum and maximum elected at the annual meeting of shareholders.

ARTICLE 4
MEETINGS OF DIRECTORS

4.1 First Meeting of New Board

Provided a quorum of the Board is present for the first meeting of directors to be held following the election of directors at an annual or special meeting of the shareholders, or for a meeting of directors at which a director is appointed to fill a vacancy on the Board, no notice of that meeting need be given to the newly elected or appointed director or directors in order for that meeting to be duly constituted.

4.2 Meetings of Directors

Meetings of the Board may be held at any place within or outside Ontario and on the dates and times as determined by the Board. In any financial year of the Corporation, it will not be necessary that a majority of the meetings of the Board be held at a place in Canada.

4.3 Meeting by Telephone, etc.

If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by those means is deemed to be present at that meeting.

4.4 Notice of Meeting

Notice of the time and place of each meeting of the Board will be given to each director not less than 48 hours before the time when the meeting is to be held but if the President considers it a matter of urgency that a meeting of the Board be convened, he or she may give notice of a meeting by telephone or electronic means no less than one hour before the meeting. No notice of a meeting will be necessary if all the directors in office are present or if those absent waive notice of that meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.5 Quorum

Subject to the Articles, a majority of the number of directors of the Corporation in office at the time the meeting is held constitutes a quorum at any meeting of directors, provided that if the Corporation has fewer than three directors, all directors must be present at any meeting of directors to constitute a quorum, and provided that in no case will a quorum be less than two-fifths of the number of directors, or the minimum number of directors, as the case may be. If no quorum exists solely because a director has been excluded from participation at a meeting under Section 132(5) of the Act, the remaining directors will be deemed to constitute a quorum for the purposes of voting on the resolution on which the excluded director is prohibited from voting.

4.6 Chair

The chair of any meeting of the Board will be selected in descending order from the following list of officers, with the position going to the first selected officer who has been appointed, who is a director, and who is present at the meeting:

(a) the Chairperson;

(b) the Managing Director;

(c) the President;

(d) a Vice-President.

If all those officers are absent, or unable or unwilling to act, the directors present at the meeting will choose one of their number to be chair of the meeting.

4.7 Votes to Govern

At all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

4.8 Remuneration and Expenses

Subject to the Articles or any Unanimous Shareholder Agreement, the directors will be paid remuneration for their services in the manner and amounts determined by the Board. The directors will also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee of the Board. Nothing in the by-laws will preclude any director from serving the Corporation in any other capacity and receiving remuneration for that service.

ARTICLE 5
COMMITTEES

5.1 Committees of the Board

The Board may appoint from its members one or more committees of directors, however designated, and delegate to any committee any of the powers of the Board except those which, under the Act, a committee of directors has no authority to exercise. The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of that committee who would have been entitled to vote on that resolution at a meeting of that committee. Meetings of any committee may be held at any place within or outside Ontario.

5.2 Advisory Bodies

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Corporation's directors or shareholders.

5.3 Procedure

Unless otherwise determined by the Board, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

ARTICLE 6
OFFICERS

6.1 Appointment

The Board, in its discretion, may appoint any officers as the Board may determine, including one or more assistants to any of those officers. All officers will be individuals selected for appointment at the discretion of the Board, each of whom may, but need not be, a director, unless otherwise specified below. The power of the Board to determine the powers and duties of the Corporation's officers is subject to the Act, the Articles, the by-laws and any Unanimous Shareholder Agreement.

6.2 Chairperson

The Board may appoint from its membership a Chairperson. If appointed, the Chairperson will exercise any other powers and perform any other duties as the Board may specify. During the absence or disability of the Chairperson, the Chairperson's duties will be performed and the Chairperson's powers exercised by the Managing Director, if any, or by any other officer who is designated by the Board to exercise those powers.

6.3 Powers and Duties of Officers

The powers and duties of any officer appointed by the Board will be those that the Board may specify. The Board may, vary, add to, or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the Chief Executive Officer otherwise directs. To the extent not otherwise so specified or delegated, and subject to the Act, the powers and duties of the officers of the Corporation will be those usually pertaining to their respective offices.

6.4 Agents and Attorneys

The Board will have power to appoint agents or attorneys for the Corporation in or out of Ontario with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

6.5 Term of Office

The Board, in its discretion, may remove and replace any officer of the Corporation, without prejudice to that officer's rights under any employment contract. Otherwise, each officer appointed by the Board will hold office until a successor is appointed or that officer resigns.

ARTICLE 7
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.1 Limitation of Liability

(a) Except as otherwise provided in the Act, no person referred to in Section 7.2 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation, unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.2 Indemnity

(a) Subject to the Act, the Corporation will indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity of another entity, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding to which he or she is involved because of his or her association with the Corporation or other entity if:

(i) he or she acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at Corporation's request; and

(ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

(b) The right to indemnity provided in this Section 7.2 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in Section 7.2(a), which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in Section 7.2(a). The Corporation will also indemnify the persons listed in Section 7.2(a) in any other circumstances that the Act permits or requires. Nothing in the by-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the by-laws.

7.3 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 7.2(a) against any liabilities and in any amounts as the Board may determine and as are permitted by the Act.

ARTICLE 8
SHARES

8.1 Issue

Subject to the Act, the Articles and any Unanimous Shareholder Agreement, the Board may issue, or grant options to purchase, the whole or any part of the authorized and unissued shares of the Corporation at the times, to the persons, and for the consideration as the Board determines. No share will be issued until it is fully paid as provided by the Act.

8.2 Registration of Transfer

Subject to the STA, no transfer of a share or other security of the Corporation will be registered in the Corporation's securities register unless:

(a) under the terms of the share or other security, the proposed transferee is eligible to have the share or security registered in that person's name;

(b) the Corporation is presented with the certificate representing the share or other security, with an endorsement which complies with the STA made on or delivered with it, together with any reasonable assurance that the endorsement is genuine and effective that the Board may prescribe;

(c) all applicable taxes are paid;

(d) the transfer can be made in compliance with the provisions of the STA relating to any demand that the Corporation not register the transfer;

(e) the transfer can be made in compliance with any restrictions on transfer set out in any applicable statute or in the constating documents of the Corporation or any agreement among the security holders of the Corporation;

(f) there is satisfaction of any lien referred to in Sections 8.3 and 8.4; and

(g) the transfer is rightful, or to a protected purchaser as defined in the STA.

8.3 Lien on Shares

The Corporation has a lien on any share or shares registered in the name of a shareholder or a shareholder's legal representative for any debt of that shareholder to the Corporation.

8.4 Enforcement of Lien

The Corporation may enforce the lien referred to in Section 8.3 by any means permitted by law and:

(a) where the shares are redeemable pursuant to the Articles, by redeeming the shares and applying the redemption price to the debt;

(b) subject to the Act, by purchasing the shares for cancellation for a price equal to the book value of the shares and applying the proceeds to the debt;

(c) by selling the shares to any third party whether or not that party is at arms length to the Corporation, including to any officer or director of the Corporation, for the best price which the directors consider to be obtainable for the shares; or

(d) by refusing to register a transfer of the shares until the debt is paid.

8.5 Share Certificates

Every holder of one or more shares of the Corporation will be entitled, upon request, to a share certificate in respect of the shares held by that shareholder that complies with the Act, or to a non-transferable written acknowledgement of that shareholder's right to obtain a share certificate from the Corporation in respect of the shares held by that shareholder. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, will be in the form approved by the Board.

8.6 Replacement of Share Certificates

The Board or any officer or agent designated by the Board may in its or that person's discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated, or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken on payment of a reasonable fee and on terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the Board may prescribe, whether generally or in any particular case.

ARTICLE 9
MEETINGS OF SHAREHOLDERS

9.1 Place and Time of Meetings

Subject to the Act, the Articles and any Unanimous Shareholder Agreement, meetings of shareholders will be held at any place in or outside Ontario and at the dates and times as determined by the Board, or, in the absence of a determination as to place, at the place where the registered office of the Corporation is located. A meeting held by electronic means as provided in Section 9.2 will be deemed to be held at the place where the registered office of the Corporation is located.

9.2 Meeting by Electronic Means

Unless the Articles provide otherwise, a meeting of the shareholders may be held by telephonic or electronic means and a shareholder who, through those means, votes at the meeting or establishes a communications link to the meeting will be deemed for the purposes of the. Act to be present at the meeting.

9.3 Notice of Meetings

Notice of the time and place of each meeting of shareholders will be given, not less than 10 days and not more than 50 days before the date of the meeting, to each director, to the auditor of the Corporation, and to each shareholder who is entitled to vote at the meeting. Notice of a meeting of shareholders called for any business other than consideration of the financial statements and auditor's report, election of directors, and reappointment of the incumbent auditor will state the nature of that business in sufficient detail to permit a shareholder to form a reasoned judgment concerning that business, and will state the text of any special resolution or by-law to be submitted to the meeting.

9.4 Chair, Secretary and Scrutineers

The chair of any meeting of shareholders will be selected in descending order from the following list of officers, with the position going to the first selected officer who has been appointed, and who is present at the meeting:

(a) the Chairperson;

(b) the Managing Director;

(c) the President;

(d) a Vice-President.

If no such officer is present within 15 minutes after the time appointed for holding the meeting, the persons present and entitled to vote at the meeting will choose a person from their number to be chair of the meeting. The Secretary of the Corporation will be secretary of any meeting of shareholders, but if the Secretary of the Corporation is not present, the chair of the meeting will appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chair of the meeting with the consent of the shareholders and persons present and entitled to vote at the meeting.

9.5 Persons Entitled to be Present

The only persons entitled to be present at a meeting of the shareholders will be those entitled to vote at that meeting, the directors and auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

9.6 Quorum

The holders of a majority of the shares entitled to vote at a meeting of shareholders, whether present in person or represented by proxy, will constitute a quorum at that meeting. If a quorum is present at the opening of a meeting of shareholders, the shareholders present or represented may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the time appointed for a meeting of shareholders, or within any reasonable time following that time as the shareholders present may determine, the shareholders present may adjourn the meeting to a fixed time and place not less than seven days later but may not transact any other business. At that adjourned meeting the holders of shares carrying voting rights who are present or represented will constitute a quorum and may transact the business for which the meeting was originally called, notwithstanding that this quorum is not present throughout the meeting.

9.7 Votes to Govern

Unless otherwise required by the Act, the Articles, any Unanimous Shareholder Agreement, the by-laws or applicable law, every question at every meeting of shareholders will be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting will not be entitled to a second or casting vote.

9.8 Manner of Voting

(a) Voting at a meeting of shareholders will be by show of hands, except where a ballot is demanded by a shareholder or proxyholder entitled to vote at the meeting. Even if a vote has already been taken by a show of hands, any shareholder or proxyholder entitled to vote at the meeting on that matter may require a ballot on that matter and the subsequent ballot result will he dispositive of the outcome.

(b) Otherwise, where no ballot is required or demanded following a vote by a show of hands upon a question, a declaration by the chairperson of the meeting that the vote upon the question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting will be prima ,facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of that question, and the result of the vote taken will be the decision of the shareholders with respect to that question.

(c) A ballot, if demanded, will be taken in the manner the chair of the meeting directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present will be entitled, in respect of the shares which he is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles, and the result of the ballot will be the decision of the shareholders with respect to that question.

(d) If an electronic or telephonic meeting of shareholders is held then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Corporation has made available for the purpose.

9.9 Addresses of Shareholders

Every shareholder will furnish to the Corporation an address to or at which all notices and documents intended for the shareholder will be sent. If no address appears in the records of the Corporation, any notice or document may be sent to that address which the Secretary of the Corporation deems to be the most likely to result in the notice or document reaching the shareholder.

ARTICLE 10
DIVIDENDS AND RIGHTS

10.1 Dividends

Subject to the Act, the Articles and any Unanimous Shareholder Agreement, the Board may declare and the Corporation may pay dividends to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation or, subject to the Act, may be paid in money or property.

10.2 Dividends and Other Amounts

A dividend or other amount payable in cash with respect to the outstanding shares of the Corporation may be paid by cheque drawn on a financial institution or by electronic means to or to the order of each registered holder of shares of the class or series in respect of which it is to be paid. Cheques may be sent by prepaid ordinary mail or delivered to a registered holder at that holder's recorded address, unless that holder has otherwise directed. In the case of joint holders, a cheque or payment by electronic means will, unless those joint holders have otherwise directed, be made payable to the order of all of those joint holders and if more than one address is recorded in the securities register of the Corporation in respect of the joint holding, the cheque will be mailed or delivered to the first address so recorded or the amount paid by electronic means to the first address or account so recorded. The mailing or electronic delivery of a dividend or other amount, as provided in this section, unless it is not paid on due presentation, or the payment of the dividend in the manner directed by the registered holder, net of any tax, levy, or duty which the Corporation was required to and did withhold, will satisfy and discharge all liability for the sum to which a holder is entitled.

10.3 Non-receipt of Payment

In the event of non-receipt of any cheque or electronic payment by the person to whom it is sent, the Corporation will issue to that person a replacement cheque or send again by electric means, an equivalent amount on the terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the Board prescribes.

10.4 Unclaimed Dividends

Any dividend unclaimed after a period of 15 years from the date on which the same has been declared to be payable will be forfeited and will revert to the Corporation.

ENACTED by the directors under the *Business Corporations Act* (Ontario).

DATED June 8, 2012

Charles Shin, Chairman

Mark Korol, Secretary

RESOLVED that the foregoing by-law is hereby enacted by the board of directors of the Corporation pursuant to the provisions of the *Business Corporations Act* (Ontario), as evidenced by their signatures hereto.

Charles Shin

Mark Korol

Mark Attanasio

CONFIRMED by all the shareholders of the Corporation entitled to vote under the *Business Corporations Act* (Ontario).

DATED June 8, 2012

Charles Shin

RESOLVED that the foregoing by-law is hereby enacted by the board of directors of the Corporation pursuant to the provisions of the *Business Corporations Act* (Ontario), as evidenced by their signatures hereto.

✓

Charles Shin

Mark Korol

Mark Attanasio

CONFIRMED by all the shareholders of the Corporation entitled to vote under the *Business Corporations Act* (Ontario).

DATED June 8, 2012

✓

Charles Shin

BYLAW NO. 2

A by-law respecting the borrowing of money and the issuing of securities by:

GULFSTREAM ACQUISITION 1 CORP.

(herein called the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Without limiting the borrowing powers of the Corporation as set forth in the Ontario Business Corporations Act (the "Act"), the Directors of the Corporation may, from time to time without the authorization of the Shareholders:

   (a) borrow money upon the credit of the Corporation;

   (b) issue, re-issue, sell or pledge debt obligations of the Corporation;

   (c) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

   (d) charge, 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.

2. The Directors may, from time to time, by resolution delegate any or all of the powers referred to in paragraph 1 of this by-law to a director, a committee of directors or one or more officers of the Corporation.

ENACTED as of the 8th day of June, 2012.

Charles Shin, Chairman

Mark Korol, Secretary

RESOLVED that the foregoing by-law is hereby enacted by the board of directors of the Corporation pursuant to the provisions of the Business Corporations Act, as evidenced by their signatures hereto.

DATED as of the 8th day of June, 2012

Charles Shin

Mark Korol

[redacted]

BYLAW NO. 2

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   (a) borrow money upon the credit of the Corporation;

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2. The Directors may, from time to time, by resolution delegate any or all of the powers referred to in paragraph 1 of this by-law to a director, a committee of directors or one or more officers of the Corporation.

ENACTED as of the 8th day of June, 2012.

Charles Shin, Chairman

Mark Korol, Secretary

RESOLVED that the foregoing by-law is hereby enacted by the board of directors of the Corporation pursuant to the provisions of the Business Corporations Act, as evidenced by their signatures hereto.

DATED as of the 8th day of June, 2012

Charles Shin

Mark Attanasio

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2. The Directors may, from time to time, by resolution delegate any or all of the powers referred to in paragraph 1 of this by-law to a director, a committee of directors or one or more officers of the Corporation.

ENACTED as of the 8th day of June, 2012.

Charles Shin, Chairman

Mark Korol, Secretary

RESOLVED that the foregoing by-law is hereby enacted by the board of directors of the Corporation pursuant to the provisions of the Business Corporations Act, as evidenced by their signatures hereto.

DATED as of the 8th day of June, 2012

Charles Shin

Mark Attanasio

[illegible]

. In lieu of confirmation at a general meeting of the shareholders, the undersigned, being the shareholder of the Corporation entitled to vote at a meeting of shareholders, hereby confirm in writing the foregoing by-law in accordance with the Ontario Business Corporations Act.

DATED as of the 8th day of June, 2012.

Charles Shin

Mark Korol

In lieu of confirmation at a general meeting of the shareholders, the undersigned, being the shareholder of the Corporation entitled to vote at a meeting of shareholders, hereby confirm in writing the foregoing by-law in accordance with the Ontario Business Corporations Act.

DATED as of the 8th day of June, 2012.

Charles Shin