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

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Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

2363219 ONTARIO LTD.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002363219

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

FEBRUARY 28 FÉVRIER, 2013



Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

Request ID / Demande n°
15112297

Ontario Corporation Number
Numéro de la compagnie en Ontario
2363219

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:*
2363219 ONTARIO LTD.

2. The address of the registered office is: *Adresse du siège social:*
C/O MOHAJER LAW OFFICE
5140 YONGE STREET **Suite 1530**

 (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 **M2N 6L7**
 (Name of Municipality or Post Office) (Postal Code/Code postal)
 (Nom de la municipalité ou du bureau de poste)

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 *Resident Canadian State Yes or No*
Prénom, initiales et nom de famille Résident Canadien Oui/Non

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

- * **BABAK** **YES**
AKBARI BALDERLOU
5140 YONGE STREET Suite 1530

TORONTO ONTARIO
CANADA M2N 6L7

Request ID / Demande n°
15112297

Ontario Corporation Number
Numéro de la compagnie en Ontario
2363219

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.

None.

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:

An unlimited number of common shares without par value and an unlimited number of preference shares with or without par value.

Request ID / Demande n°
15112297

Ontario Corporation Number
Numéro de la compagnie en Ontario
2363219

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:*

(1) Common shares

The holders of the common shares are entitled to vote at all meetings of shareholders, to receive dividend and to receive the remaining property of the Corporation upon dissolution;

(2) Preference Shares

(a) The holders of the preference shares shall on each fiscal year of the Corporation in the discretion of the directors, but always in preference and priority to any payment of dividends on the common shares for such year, be entitled, out of the moneys of the Corporation properly applicable to payment of dividends, to non-cumulative dividends at a rate as declared by the directors from time to time; if in any fiscal year, after providing for the full dividend on the preference shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to dividends on the common shares; the holders of preference shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at a rate as declared by the directors from time to time.

(b) the preference shares shall rank, both as regards dividend and return of capital, in priority to all other shares of the Corporation but shall not confer any future right to participate in the profits or assets.

(c) Subject to the provisions of the Business Corporations Act, the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the preference shares on payment for each share to be redeemed of the amount paid up thereon, together with all dividends declared thereon and unpaid; in case a part only of the then outstanding preference shares is at any time to be redeemed. The shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rate, disregarding fractions, and the directors may make such adjustment as may be necessary to avoid the redemption of fractional parts of shares. The Corporation shall at least thirty (30) days before the date specified for redemption, send to each person who at the date of sending is a registered holder of preference shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such preference shares; such notice may be mailed in a prepaid envelope addressed to each such shareholder at his address as it appears on the records of the Corporation or its transfer agent. Alternatively, such notice may be delivered personally to each shareholders; provided, however, that accidental failure to give any such notice to one or more of such

Request ID / Demande n°
15112297

Ontario Corporation Number
Numéro de la compagnie en Ontario
2363219

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:*

shareholders shall not affect the validity of the redemption: such notice shall set out the redemption price, the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the preference shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefore out of the money so deposited; after the redemption price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid. Notice shall be given to the holders of any preference shares called for redemption who have failed to present the certificates representing such shares within two (2) months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said preference shares upon presentation of the certificates representing such shares called for redemption at the trust company or chartered bank.

(d) The Corporation shall have the Right at its option at any time and from time to time purchase the whole or any part of the preference share at the lowest price at which, in the opinion of the directors. Such shares are obtainable but not exceeding the amount paid up thereon, together with all dividends declared thereon and unpaid.

(e) In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, the holder of the preference shares shall be entitled to receive before any distribution of any part of the assets of the Corporation among the holders of any other shares, an amount equal to the amount paid up thereon and any dividends declared thereon and unpaid and no more.

(f) The holders of the preference shares shall not, as such, have any voting rights for the election of director or for any other purpose nor shall they be entitled to attend shareholders meetings; holders of preference shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorization of the Corporation or the sale of its undertaking or a substantial part thereof; holders of common shares on the record date for voting, if any, shall be entitled to one (1) vote for each common share held by them at all shareholders meetings;

(g) Subject to the provisions of the Business Corporations Act and the term hereof, any of the foregoing paragraphs may be altered, amended or repealed

Request ID / Demande n°
15112297

Ontario Corporation Number
Numéro de la compagnie en Ontario
2363219

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:*

or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said preference shares by articles of amendment, but no such alternation, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of preference shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of preference shares of the Corporation entitled to vote at such a meeting or his attorney authorized in writing.

Request ID / Demande n°
15112297

Ontario Corporation Number
Numéro de la compagnie en Ontario
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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 transfer of the ownership of shares or issue of any shares shall take place without the consent of the majority of shareholders of the corporation, marked in a special meeting of the shareholders.

Request ID / Demande n°
15112297

Ontario Corporation Number
Numéro de la compagnie en Ontario
2363219

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

(a) The number of shareholders, exclusive of a person who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, are limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

Request ID / Demande n°
15112297

Ontario Corporation Number
Numéro de la compagnie en Ontario
2363219

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*

* BABAK AKBARI BALDERLOU
5140 YONGE STREET Suite 1530

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