



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 société.*

The Corporation is not restricted by these article 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 société est autorisée à émettre :*

The corporation is authorized to issue:

- (a) an unlimited number of shares without nominal or par values of a class designated as Class "A" Special Shares (the "Class "A" Special Shares"); and
- (b) an unlimited number of shares without nominal or par values of a class designated as Common Shares (the "Common Shares").

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 qui peut être émise en série :*

A. The rights, privileges, restrictions and conditions attached to the Class "A" Special Shares of the Corporation shall be as follows:

#### 1.0 Voting Rights

The holders of the Class "A" Special Shares shall not be entitled as such (except as hereinafter specifically provided and as provided by applicable law) to receive notice of and attend at any meeting of the shareholders of the Corporation, and shall not be entitled to vote at such meetings. The holders of the Class "A" Special Shares shall, however, be entitled to notice of meetings of the shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or substantial portion thereof.

#### 2.0 Non-Cumulative Dividends

##### 2.1 Declaration and Payment of Dividends.

The holders of the Class "A" Special Shares, in priority to the holders of the Common Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation at their discretion out of the moneys of the Corporation properly applicable to the payment of dividends monthly, preferential non-cumulative cash dividends. Each such dividend shall be paid by cheque of the Corporation payable at par at any branch in Canada of the Corporation's banker for the time being. If in any month the board of directors in its discretion has not declared any dividend on the Class "A" Special Shares for such month, then the rights of the holders of the Class "A" Special Shares to such dividend for such month shall be forever extinguished. The holders of the Class "A" Special Shares shall not be entitled to any dividends other than or in excess of the monthly preferential non-cumulative dividends hereinbefore provided for. At any time and from time to time dividends may be declared on the Class "A" Special Shares without any dividend being declared at that or any other time on any other class of shares.

### 3.0 Redemption

3.1 Subject to applicable law, the Corporation may, upon given notice as hereinafter provided, redeem the whole or any part of the then outstanding Class "A" Special Shares on payment for each share to redeemed of an amount (herein referred to as the "Class "A" Redemption Price") equal to the fair market value of the consideration received by the Corporation upon the issue of such share together with all declared and unpaid dividends thereon; provided that if at any time the Minister of National Revenue or any other taxing authority shall make or propose to make any assessment of income tax or any other tax based, directly or indirectly, upon the basis that the fair market value of the consideration received by the Corporation upon the issue of such Class "A" Special Shares at the date of such issue was different from the fair market value determined by the directors on such date, then the Class "A" Redemption Price of such Class "A" Special Share shall be augmented or diminished so that the Class "A" Redemption Price of such Class "A" Special Share shall reflect any assessment by the Minister of National Revenue or other taxing authority from which no appeal is taken, or any agreement reached by the Corporation or any holder of such Class "A" Special Share and such taxing authority in settlement of a dispute regarding such assessment or proposed assessment or any decision by a court of competent jurisdiction regarding the fair market value of such consideration and all necessary adjustments, payments or repayments as may be required to give effect to the foregoing shall be made.

3.2 If less than all the Class "A" Special Shares are at any time to be redeemed, the shares shall be redeemed on a pro rata basis, disregarding fractions, according to the number of Class "A" Special Shares held by each of the holders of Class "A" Special Shares. If a part only of the Class "A" Special Shares represented by any certificate are to be redeemed, a new certificate representing the balance of such shares shall be issued to the holder thereof at the expense of the Corporation upon presentation and surrender of the first mentioned certificate.

3.3 In any case of redemption of the Class "A" Special Shares pursuant to this section 3.0, the Corporation shall not more than 60 days and not less than 30 days before the date specified for redemption, send by prepaid first class mail or deliver to each person who at a date not more than seven days prior to the date of mailing or delivery is a holder of the Class "A" Special Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem the Class "A" Special Shares registered in the name of such holder. Accidental failure or omission to give such notice to one or more holders shall not affect the validity of such redemption, but upon such failure or omission being discovered notice shall be given forthwith to such holder or holders and such notice shall have the same force and effect as if given in due time. Such notice given pursuant to this section shall set out the number of Class "A" Special Shares which are to be redeemed, the number of Class "A" Special Shares held by the person to whom it is addressed, the Class "A" Redemption Price, the date specified for redemption and the office or offices of the Corporation and any other place or places within Canada at which holders of the Class "A" Special Shares may present and surrender certificates representing such shares for redemption. On and after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the Class "A" Special Shares to be redeemed, the Class "A" Redemption Price of such shares on presentation and surrender at the office of the Corporation designated in the aforesaid notice of redemption and at any other place or places within Canada specified in such notice of redemption, of the certificate or certificates representing the Class "A" Special Shares called for redemption.

3.4 Such notice required to be given in this section 3.0 may be waived when and if the registered holders of the Class "A" Special Shares to be redeemed signify their consent to such waiver and executes a waiver in favour of the Corporation relieving the Corporation from the obligation of giving notice to such registered holders.

3.5 Payment in respect of the Class "A" Special Shares being redeemed shall be made by cheque in the amount of the Class "A" Redemption Price payable to the holder thereof at par any branch in Canada of any Canadian chartered bank in an amount equal to the Class "A" Redemption Price. Such cheque shall satisfy and discharge all liability of the Corporation for the Class "A" Redemption Price, to the extent of the amount represented thereby, unless such cheque is not paid on due presentation. From and after the date specified for redemption in any such notice of redemption, the Class "A" Special Shares called for redemption shall cease to be entitled to dividends or any other participation in the assets of the Corporation and the holders thereof shall not be entitled to exercise any of their other rights as shareholders in respect thereof unless payment of the Class "A" Redemption Price shall not be made upon presentation and surrender of the certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected. The Corporation shall have the right, at any time after the mailing or delivery of notice of its intention to redeem Class "A" Special Shares, to deposit the Class "A" Redemption Price of the Class "A" Special Shares so called for redemption, or of such of the Class "A" Special Shares which are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, to a special account maintained by the Corporation with a branch of a Canadian chartered bank designated by the Corporation in the notice of redemption (the "Class "A" Trustee") to be paid without interest to or to the order of the respective holders of Class "A" Special Shares whose shares have been called for redemption, upon presentation and surrender to the Class "A" Trustee of the certificates representing such shares. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is later, the Class "A" Special Shares in respect of which such deposit shall have been made shall be deemed to have been redeemed and the rights of the holders thereof shall be limited to receiving their proportion of the amount so deposited without interest, upon presentation and surrender to the Class "A" Trustee of the certificate or certificates representing the Class "A" Special Shares being redeemed. Any interest allowed on any such deposit shall belong to the Corporation. Notwithstanding the foregoing, the Class "A" Redemption Price, to the extent that it is represented by a cheque which has not been presented for payment or moneys on deposit with the Class "A" Trustee which have not been claimed by the sixth anniversary of the relevant redemption date, shall, subject to applicable legislation, be forfeited to the Corporation.

#### 4.0 Retraction

4.1 Subject to applicable law, each holder of Class "A" Special Shares shall be entitled at any time and from time to time to require the Corporation to redeem all or any part of the Class "A" Special Shares registered in the name of such holder by payment for each share to be redeemed of an amount equal to the Class "A" Redemption Price, namely the paid up capital of such share together with all declared and unpaid dividends thereon.

4.2 Each holder of Class "A" Special Shares who elects to have the Corporation redeem all or any part of the Class "A" Special Shares registered in the name of that holder shall deposit at the registered office of the Corporation the certificate or certificates representing the Class "A" Special Shares which that holder desires to have redeemed by the Corporation. The Corporation shall redeem the Class "A" Special Shares in respect of which certificates have been deposited by paying the Class "A" Redemption Price to the holder of Class "A" Special Shares entitled thereto.

4.3 Payment of the Class "A" Redemption Price made in accordance with the foregoing provisions shall be made by cheque in the amount of the Class "A" Redemption Price payable to or to the order of the holder of Class "A" Special Shares entitled thereto at par at any branch in Canada of a Canadian chartered bank in a principal amount equal to the Class "A" Redemption

Price. Such cheque shall satisfy and discharge all liability of the Corporation for the Class "A" Redemption Price, to the extent of the amount represented thereby, unless such cheque is not paid on due presentation. The Class "A" Special Shares in respect of which payment is made in accordance with the forgoing provisions shall be deemed to have been redeemed on the date on which such payment is made and the holders thereof shall cease to be entitled to dividends or to exercise any of the rights of holders thereof from such date, unless payment of the Class "A" Redemption Price is not made as aforesaid in which event the rights of the holders of such Class "A" Special Shares shall remain unimpaired. Notwithstanding the foregoing, the Class "A" Redemption Price, to the extent that it is represented by a cheque which has not been presented for payment by the sixth anniversary of the relevant retraction date, shall, subject to applicable laws, be forfeited to the Corporation.

#### 5.0 Liquidation, Dissolution, Winding Up

5.1 In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class "A" Special Shares shall, in priority to any other class of shares, be entitled to receive an amount equal to the Class "A" Redemption Price in respect of each Class "A" Special Share held before any amount shall be paid to the holders of any shares ranking junior to the Class "A" Special Shares. Except as provided above the holders of Class "A" Special Shares shall not be entitled to any further participation further in the assets of the Corporation.

B. The rights, privileges, restrictions and conditions attached to the Common Shares of the Corporation shall be as follows:

#### 1.0 Voting Rights

The holders of the Common Shares shall be entitled to vote at all meetings of shareholders and shall be entitled as a class to receive notice of and to attend at any meeting of the shareholders and to vote separately as a class upon a proposal to change the registered office of the corporation.

#### 2.0 Dividends

2.1 Subject to applicable law and the prior rights of any class of shares ranking in priority to the Common Shares, the directors may at any time or from time to time declare dividends on the Common Shares in such amounts as the directors at such time or times determine. Subject to the prior rights of any class of shares ranking in priority to the Common Shares, at any time dividends may be declared on the Common Shares without any dividends being declared at that or any other time on the shares of any other class. In no event shall any dividend be declared or paid on the common shares or any other shares of the Corporation ranking in junior to the Class "A" Special Shares if, in the opinion of the directors, the payment of such dividend would reduce the net realizable value of the assets minus all of the liabilities of the Corporation (determined in accordance with the directors considered to be generally accepted accounting and valuation principles) to an amount which is less than the product of the Class "A" Redemption Price per Class "A" Special Share times the number of Class "A" Special Shares issued and outstanding immediately before the time of payment of such dividend.

#### 3.0 Liquidation, Dissolution, Winding Up

3.1 Subject to the prior rights of any class of shares ranking in priority to the Common Shares, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon a liquidation, dissolution or winding up of the affairs of the Corporation.

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 restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

The issue, transfer or ownership of shares is restricted in that no share or shares shall be transferred without:

- (a) the previous consent of the holders of more than fifty percent (50%) 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 (50%) 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 in instrument or instruments in writing signed by the holders of the more than fifty per cent of the Common Shares for the time being outstanding; or
- b) the previous consent of the directors of the Corporation expressed by a resolution passed by the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by all directors or by an instrument or instrument in writing signed by a majority of directors of the Corporation.

9. Other provisions if any:  
*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, re-issue, sell or pledge debt obligations of the Corporation;
- (iii) subject to the provisions of the Business Corporations Act, 1982,

as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any persons; and

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or substantially 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.

(b) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment, to be shareholders of the Corporation, is limited to not more than fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.

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



10. The names and addresses of the incorporators are:  
*Noms et adresses des fondateurs :*

First name, middle names and surname or corporate name  
*Prénom, autres prénoms et nom de famille ou dénomination sociale*

Full address for service or if a corporation, the address of the registered or head office giving street & No. or R.R. No., municipality, province, country and postal code  
*Domicile élu au complet ou, dans le cas d'une société, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro ou le numéro de la R.R., la municipalité, la province, le pays et le code postal*

NILESH LEUVA

208 HAMMERSLEY BLVD, MARKHAM,  
 ON - L6E2C9

ANILABEN PATEL

18 CHAD CRESCENT, SCARBOROUGH,  
 ON - M1B 2Z6

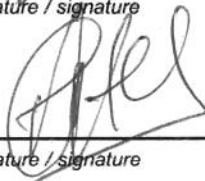
These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

Full name(s) and signature(s) of incorporator(s). In the case of a corporation set out the name of the corporation and the name and office of the person signing on behalf of the corporation  
*Nom(s) au complet et signature(s) du ou des fondateurs. Si le fondateur est une société, indiquer la dénomination sociale et le nom et le titre de la personne signant au nom de la société*

  
 \_\_\_\_\_  
*Signature / signature*

NILESH LEUVA

\_\_\_\_\_  
 Name of incorporator (or corporation name & signatories name and office)  
*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)*

  
 \_\_\_\_\_  
*Signature / signature*

ANILABEN PATEL

\_\_\_\_\_  
 Name of incorporator (or corporation name & signatories name and office)  
*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)*

\_\_\_\_\_  
*Signature / signature*

\_\_\_\_\_  
 Name of incorporator (or corporation name & signatories name and office)  
*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)*

\_\_\_\_\_  
*Signature / signature*

\_\_\_\_\_  
 Name of incorporator (or corporation name & signatories name and office)  
*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)*