

CANADA

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Province of Ontario

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In the City of Mississauga

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TO WIT:

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I, JOHN M. McLELLAN, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Mississauga, in said Province, DO CERTIFY AND ATTEST that hereto attached is a copy of a document shown to me and purporting to be a Certificate of Incorporation and Articles of Incorporation, issued by the Province of Ontario, Ministry of Consumer and Business Services, on May 23, 2008 for an Ontario Corporation named TUTTAK FAMILY HOLDINGS LTD., and having an Ontario Corporation number 002173977

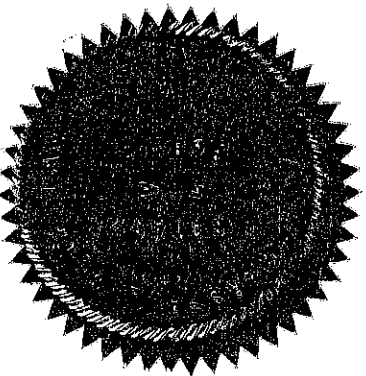
The Document was compared by me to the original, and compares in all respects to original. I therefore certify this to be a true copy of the original seen by me on May 23, 2008. The act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Notarial Seal or Office at the City of Mississauga, in the Regional Municipality of Peel this 2nd day of June, 2008.



JOHN M. McLELLAN

A Notary Public in and for the Province of Ontario



Request ID: 010359419
Demande n°:
Transaction ID: 035543215
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: 2008/05/23
Document produit le:
Time Report Produced: 16:08:43
Imprimé à:

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

TUTAK FAMILY HOLDINGS LTD.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002173977

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 23 MAI, 2008



Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

Name of Corporation
TUTAK FAMILY HOLDINGS LTD.

Ontario Corporation Number
2173977

Request ID
10359419

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name Last Name
John Mclellan

Name of Law Firm
John Mclellan, Barrister and Solicitor

ADDRESS

Street # Street Name
6645 Kitimat Road
Additional Information

Suite #
15
City
Mississauga

Province Country
ONTARIO

Postal Code
L5N 6J3

TELEPHONE #: 905 821 2267

NUANS SEARCH DETAILS

Corporate Name Searched on NUANS (1)
TUTAK FAMILY HOLDINGS LTD.

NUANS Reservation Reference #
93097822

Date of NUANS Report
2008/05/20

Name of Corporation
TUTAK FAMILY HOLDINGS LTD.

Ontario Corporation Number
2173977

Request ID
10359419

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 Consumer and Business Services (MCBS), Companies and Personal Property Security Branch. 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 who are not incorporators, 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 MCBS, Companies and Personal Property Security Branch, 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
JOHN	MCLELLAN

Request ID / Demande n°

10359419

Ontario Corporation Number
Numéro de la compagnie en Ontario

2173977

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT / LOI SUR LES SOCIÉTÉ PAR ACTIONS

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is: Dénomination sociale de la compagnie:
TUTAK FAMILY HOLDINGS LTD.

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

C/O DR. RICHARD TUTAK, PRESIDENT
117 LAKESHORE ROAD EAST

(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'édifice à bureau, numéro du bureau)

MISSISSAUGA
CANADA

ONTARIO
L5G 4T6
(Postal Code/Code postal)

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

3. Number (or minimum and maximum
number) of directors is:

MINIMUM 1

Nombre (ou nombres minimal et maximal)
d'administrateurs:

MAXIMUM 5

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

* RICHARD
TUTAK

Yes

66 COMPASS WAY

MISSISSAUGA ONTARIO
CANADA L5G 4T6

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2173977

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:

The corporation is authorized to issue:

i) an unlimited number of one class of shares designated as 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 holders of the Common shares shall be entitled:

a) to vote at all meetings of Shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote;

b) Subject to the rights of any preference shareholders to receive dividends, the holders of the Common shares shall receive dividends thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the Board of Directors of the Corporation, in their sole discretion, may from time to time determine, and all dividends which are declared on the Common Shares shall be declared and paid in equal amounts per share on all Common shares at the time outstanding.

c) to receive, on a pro rata basis, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

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2173977

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:

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without either:

(a) The consent of the Directors of the Corporation expressed by a resolution passed by the Directors or by an instrument or instruments in writing signed by a majority of the Directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or

(b) The consent of the holders of shares of the Corporation to which are attached at least 51% of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by resolution passed by such shareholders or by an instrument or instruments in writing by such shareholders, which consent may be given either prior or subsequent to the time of transfer of such shares.

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9. Other provisions, (if any, are):

Autres dispositions, s'il y a lieu:

1. That without in any way limiting any powers of the Corporation, the Corporation may, for the purpose of securing any bonds, debentures, or debenture stock which it is by law entitled to issue, hypothecate, mortgage or pledge, and cede and transfer, any property, movable or immovable, present or future, which it may own in the Province of Quebec;

2. That the number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons, who, having been formerly in the employment, and have continued after the termination of that employment to be shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

3. That any invitation to the public to subscribe for any securities of the Corporation is hereby prohibited.

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Numéro de la compagnie en Ontario

2173977

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*

* RICHARD TUTAK

66 COMPASS WAY

MISSISSAUGA ONTARIO
CANADA L5G 4T6

JOHN MCLELLAN
Barrister & Solicitor

Telephone: (905) 821-2267
Fax: (905) 821-2283

Unit 15
6645 Kipling Road
Mississauga, Ontario
L5N 6J3

File 08-210

June 2, 2008

Tutak Family Holdings Ltd.
66 Compass Way
Mississauga, Ontario
L5G 4T8

Attention: Dr. Richard Tutak, President

Dear Sir:

Re: Incorporation of TUTAK FAMILY HOLDINGS LTD.

Pursuant to your instructions, we have now completed the incorporation of TUTAK FAMILY HOLDINGS LTD., (the "Corporation"). While complete details of the organization of the Corporation are contained in the minute book of the Corporation, we thought it would be useful to summarize for you the more important matters relevant to the Corporation.

INCORPORATION

The Corporation was incorporated under the Business Corporations Act, (Ontario) (the "Act"), by a Certificate of Incorporation dated May 23, 2008. The Ontario corporation number assigned to the Corporation and shown on the Certificate is 002173977. The Corporation is a "private company". The Charter of the Corporation (called the "Articles") provides that:

1. the number of shareholders is limited to fifty (not including persons who are in the employment of the Corporation) with two or more persons holding one or more shares jointly being counted as a single shareholder;
2. no shares of the Corporation may be transferred without either:
 - (a) the consent of the directors of the Corporation expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or
 - (b) the consent of the holders of shares of the Corporation to which are attached at least

51% of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by resolution passed by such shareholders or by an instrument or instruments in writing by such shareholders, which consent may be given either prior or subsequent to the time of transfer of such shares;

3. the Corporation cannot offer its securities to the public.

CAPITAL

- i) an unlimited number of one class of shares designated as Common Shares;

Your accountants specifically instructed me to only include one class of common shares at this time. This means that later, if your wife or family members are to have different classes of shares we will need to amend the articles.

A share cannot be issued until the consideration for the share is fully paid in money or in property or past service that is not less in value than the fair equivalent of the money that the Corporation would have received if the share had been issued for money. The consideration for the issue of shares in the capital of the Corporation is to be determined by the directors. In determining whether property or past service is the fair equivalent of money consideration, the directors may take into account reasonable charges and expenses of organization and re-organization and payments for property and past service reasonable expected to benefit the Corporation. Property does not include a promissory note or a promise to pay from the person to whom the shares are to be issued or a person not dealing at arm's length with such person.

ISSUE OF SHARES

The present issued capital of the Corporation consists of 100 common shares registered as follows:

DR. RICHARD TUTAK - 100 Common

POWERS

The Corporation has the capacity and the rights, powers and privileges of a natural person. The Articles of the Corporation do not include any restrictions on the Corporation's activities and it may therefore engage in any lawful business. The Corporation may carry on business in each province of Canada to the extent that the law of such jurisdiction permits. An extra-provincial licence is required in most provinces before the Corporation may carry on business in such provinces. By virtue of a reciprocal arrangement with Quebec, corporations incorporated in Ontario are able to carry on business in that province without obtaining an extra-provincial license.

The Corporation has the capacity to carry on its business, conduct its affairs and exercise its powers in any jurisdiction outside Canada to the extent that the laws of such jurisdiction permit.

The Corporation should also consider whether any local, municipal or other licensing and registration requirements (including sales tax licenses) must be met before commencement of business.

The Articles are deemed to state that the directors may, without 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 applicable law, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) 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, owned or subsequently acquired, to secure any obligation of the Corporation.

ORGANIZATION

A general by-law ("By-law number 1") relating to the business affairs of the Corporation has been enacted. By-law Number 1 amplifies various relevant provisions of the Act and must be read in conjunction with those provisions. The by-law provides for, among other things, the quorum and procedure for directors' and shareholders' meetings, the execution of documents, and the method of payment of dividends.

BANKING

You had not yet chosen a bank at the time of giving me instructions. The banking resolution of the Corporation passed by the directors provides that the President or the Secretary may sign cheques on the bank account of the Corporation.

DIRECTORS

The Corporation has a minimum number of one director and a maximum number of five directors. The present number of directors within these limits has been fixed by special resolution at one, of whom a majority constitute a quorum for the transaction of business. As required by the Act, a copy of this special resolution has been filed with the office of the Ministry of Consumer and Commercial Relations. The present directors are:

DR. RICHARD TUTAK

A director is required to be an individual of not less than eighteen years of age. Individuals who have been found by a court to be of unsound mind or who have the status of bankrupt are disqualified from being directors. It is not necessary for a director or officer also to be a shareholder of the Corporation. A majority of directors must be resident Canadians or if there are only one or two directors that director or one of the two directors must be resident Canadians. A resident Canadian includes a Canadian citizen ordinarily resident in Canada or a permanent resident, within the meaning of the Immigration Act (Canada), except a permanent resident who has been ordinarily resident in Canada for more than one year after the time at which he first became eligible to apply for Canadian citizenship. At present, a permanent resident becomes eligible to apply for Canadian citizenship after three years.

The Corporation is required to file with the Ministry of Consumer and Commercial Relations a notice in prescribed form of every change in the directors of the Corporation within 10 days after such change occurs. A copy of this notice is required to be kept at the registered office of the Corporation. Any change in the number or minimum and maximum number of directors specified in the Articles may only be effected by the Corporation obtaining an amendment to its Articles. The Corporation may provide, by means of a special resolution passed by the shareholders, that a change in the number of directors within the limits provided by the Articles may be effected by a simple directors' resolution, rather than by means of a special resolution of shareholders. A copy of the special resolution, empowering the directors to fix such number and of any directors' resolution fixing the number must be delivered to the office of the Ministry of Consumer and Commercial Relations within ten days after it is passed, as must any special resolution of the shareholders fixing the number within the limits provided by the Articles.

OFFICERS

The officers of the Corporation need not be shareholders or directors. One or more officers may be held by the same person.

The Corporation's present officers are:

DR. RICHARD TUTAK	-	President
DR. RICHARD TUTAK	-	Secretary

AUDITOR AND ACCOUNTANT

The Corporation may resolve not to appoint an auditor in respect of a financial year upon the written consent of all shareholders except where:

- (a) any of the securities of the Corporation are, or were, part of a distribution to the

public, remain outstanding and are held by more than one person, or

- (b) the gross operating revenues of the Corporation and its affiliates resident in Canada as shown in the most recent financial statements exceed \$5,000,000 or the assets of the Corporation and its affiliates resident in Canada as shown in those financial statements exceed \$2,5000.00.

By written consent of all shareholders, the Corporation is exempt from the appointment of an auditor for its current financial year.

At each annual meeting, the shareholders must appoint an auditor to hold office until the close of the next succeeding annual meeting unless it is resolved not to appoint an auditor as set out above.

An auditor is entitled to receive notice of every meeting of shareholders and, at the expense of the Corporation, to attend and be heard at such meetings on matters relating to his duties as auditor.

You have advised me that MacGillivray and Co. are the accountants for the Corporation..

REGISTERED OFFICE

The registered office of the Corporation is stated in the Articles to be situated in the City of Mississauga. The location of the registered office within the present municipality was shown as shown in the Articles as Suite 332, 117 Lakeshore Road East, Mississauga, Ontario L5G 4T6. Any change in this address within the present municipality may be effected by resolution of the directors. Any change in location from one municipality to another may be effected only by an amendment to the Articles.

The Corporation is required to file with the Ministry of Consumer and Commercial Relations a notice in prescribed form of every change of address of its registered office within 10 days after such change occurs.

FINANCIAL YEAR END

I fixed the year end at the calendar year end. If you or your accountant wish to amend the year end, please advise so we can prepare the appropriate resolution. The financial year end may not be changed without the consent of Revenue Canada. Any financial year may not exceed 53 weeks. The Corporation's financial statements for each financial year in a form previously approved by the directors must be placed before the shareholders at an annual meeting which must take place within six months of the financial year end.

TRANSACTION OF BUSINESS

By-law number 1 provides that meetings of the directors may be held at any place as long as a quorum is present. This by-law also states that notice of every directors' meetings be given to each director at least forty-eight hours before the meeting is to be held. Generally, a notice of a meeting of the directors need not specify the purpose of the business to be transacted at the meeting. A director may in any manner not waive notice of a meeting of directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting unless the director attends for the purpose of objecting to the transaction of business at the meeting on the grounds it was not lawfully called. A director may, if all the directors present or participating in the meeting consent, participate in a directors' meeting by telephone (or other communications facilities) which permits all persons participating in the meeting to communicate with each other. Under these circumstances, such director is deemed to be present at the meeting.

Meetings of the shareholders may be held at such place within or outside of Ontario as the directors may determine. In the absence of such determination, a shareholders' meeting is to be held at the registered office of the Corporation. A quorum for a meeting of shareholders is two shareholders representing twenty-five percent of the shares entitled to vote thereat.

At least ten but not more than fifty days' of notice is required for a meeting of shareholders. "Day" means a clear day and does not include the day of mailing (or equivalent transmittal) of the notice and the day of the meeting. Sundays and holidays are excluded in this determination if they fall on the last day of the period.

The first annual meeting must be called not later than eighteen months after incorporation and subsequently not later than fifteen months after the holding of the last preceding annual meeting. A shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of a meeting of shareholders and the attendance of any such person at a meeting of shareholders is a waiver of notice of the meeting unless the shareholder attends for the purpose of objecting to the transaction of business at the meeting on the grounds it was not lawfully called.

Any by-law or resolution authorized at any time during the Corporation's existence by the signatures of all of the directors or all of the shareholders is as valid as if it had been passed at a meeting of the directors or shareholders.

EXECUTION OF INSTRUMENTS

Section 2.01 of By-law number 1 provides that documents or instruments in writing required to be executed by the Corporation under corporate seal may be signed on behalf of the Corporation by any two directors, any two officers, or a director with an officer. Any document or instrument in writing not required to be executed under corporate seal may be signed by any director or officer. In addition

to the foregoing the directors may direct, from time to time, the manner in which and the person or persons by whom any particular document or instrument is to be signed by the Corporation.

The directors have provided for the Corporation to have a seal. However, an instrument or agreement executed on behalf of the Corporation is not invalid merely because the corporate seal is not affixed.

CORPORATE RECORDS AND SEAL

As authorized by the directors, we are keeping the corporate records, including the corporate seal, at our offices.

MANDATORY FILINGS

Under the Corporation Information Act (Ontario), the Corporation is required to file with the Ministry of Consumer and Commercial Relations within 60 days of incorporation an Initial Notice setting out, among other things, the full names and residential addresses of the directors and officers together with the street address of the registered office. This notice has been prepared and delivered to the office of the Minister. The Corporation must also file with the Minister a notice in the required form of every change in the information shown on the notice within ten days after such change or changes take place.

In addition, the Corporation must complete any returns which may be required by any appropriate statutes in provinces where the Corporation carries on its business or is licensed or registered.

TAX RETURNS

Federal income tax returns under the Income Tax Act (Canada) and Ontario tax returns under the Corporations Tax Act (Ontario) must be filed within six months of the end of the fiscal year and instalments paid where applicable. Consideration must also be given by the Corporation's auditor or accountant to the filing of any appropriate returns where other provincial taxes and duties are eligible.

GENERALLY

The Corporation must set out its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods and services issued or made by or on behalf of the Corporation. If it is proposed that the Corporation carry on business under a name or style different from its full

name, we recommend that you consider trade mark protection. Registration of such name or style may also be required under provincial legislation.

If you have any questions with respect to the foregoing or if we can be of further assistance, please do not hesitate to contact the writer. Since we have completed the organization of the Corporation, we enclose our account which we trust you will find satisfactory.

Yours sincerely,

A handwritten signature in dark ink, appearing to read 'John M. McLellan', written in a cursive style.

John M. McLellan

JMM/cr
Encl.