

FEBRUARY 27 FÉVRIER, 2012

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

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

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

[illegible]

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

Unit 63-2555 Thomas Street

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Mississauga, Ontario

ONTARIO

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

(Postal Code)
(Code postal)

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

Fixed number

OR minimum and maximum
OU *minimum et maximum*

4. The first director(s) is/are:
Premier(s) administrator(s) :

First name, middle names and surname
Prénom, autres Prénoms et nom de famille

Address for service, giving Street & No. or R.R. No.,
Municipality, Province, Country and Postal Code

Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité, la province, le pays et le code postal

Resident Canadian?
Yes or No
Résident canadien?
Oui/Non

TALAL HMAIDAN

Unit 63
2555 Thomas Street
Mississauga, Ontario, L6M 5P6

Yes

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.

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 société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preference 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 :

The holders of the preference shares shall in each year 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 any or all profits or surplus available for dividends, to non-cumulative dividends, in such amounts as the directors may from time to time determine; if in any 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 the preference shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends hereinbefore provided for; The preference shares shall rank, both as regards dividends and repayment of capital, in priority to all other shares of the Corporation but shall not confer any further right to participate in profits or assets;

The Corporation may, upon giving notice as hereinbefore provided, redeem 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 thereupon and unpaid; not less than thirty (30) days' notice in writing of such redemption shall be redeemed, specifying 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 moneys so deposited;

The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the preference shares 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. In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders 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, the amount paid up thereon and any dividends declared thereon and unpaid no more;

The holders of the preference shares shall not, as such, have any voting rights for the election of directors 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 meeting of shareholders called for the purpose of authorizing the dissolution 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; And any amendment to the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the preference shares or to create preference shares ranking in priority to or on a parity with the preference shares, in addition to the authorization by a special resolution, may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the preference shares duly called for that purpose.

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

No share of the corporation shall be transferred without:

- a) either the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote or not less than a majority of the directors by instrument of instruments in writing signed by all of the directors; or
- b) the express consent of the shareholders of the Corporation expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of all of the shares.

The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation, is hereby limited to fifty (50), two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder.

Any invitation to the public to subscribe for any share or securities in the Corporation is prohibited.

The Corporation may purchase any of its common shares out of surplus.

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

The directors of the Corporation may, without authorization of the shareholders,

- a) borrow money on the credit of the Corporation,
- b) issue, reissue, sell of pledge debt obligations of the Corporation,
- c) subject to the statute under which the Corporation is constituted, 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,

and may by resolution delegate any or all of the foregoing powers to a director, a committee of directors or an officer of the Corporation.

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*

TALAL HMAIDAN

Unit 63
2555 Thomas Street
Mississauga, Ontario, L6M 5P6

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*

TALAL HMAIDAN


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)

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)



Driver's Licence
Permis de conduire

ON
CANADA

1,2 NAME / NOM

HMAIDAN,
TALAL

3 63-2555 THOMAS ST.

MISSISSAUGA, ON, L5M 5P6

4a NUMBER

NUMERO

H5702 - 73206 - 00426

4b ISS/DEL

2011/07/26

4c EXP/EXP

2016/07/21

5 DOB/REF

CC2676030

16 HGT/HAUT

173 cm

6 SEX/SEXE

M

9 CLASS

G2

10 CATEG.

X

12 REST/

COND.

X

3 DOB/DN 1960/04/26

0187341



Talal Hmaidan



ServiceOntario.ca

9. CLASS/ CATEGORIE

Autos/motocycles, (max. 11,000 kg),
véhicules (max. 4000 kg), with G2
restrictions / Autos, mts. veh.
(11000 kg max.), veh. autoroute
(4000 kg max.) - restrict. niv. G2

12. RESTRICTIONS/ CONDITIONS

Corr. Lenses/Vitres corr.

(11000 kg max.), veh. remorque
4000 kg max. - restrict. niv. G2

CC2676030

