



Certificate of Incorporation

Canada Business Corporations Act

Certificat de constitution

Loi canadienne sur les sociétés par actions

AYLEN CAPITAL INC.

Corporate name / Dénomination sociale

765999-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Aïssa Aomari

Deputy Director / Directeur adjoint

2010-10-28

Date of Incorporation (YYYY-MM-DD)

Date de constitution (AAAA-MM-JJ)



FORM 1
ARTICLES OF INCORPORATION
(SECTION 6)

FORMULAIRE 1
STATUTS CONSTITUTIFS
(ARTICLE 6)

Form 1

1 - Name of the Corporation AYLEN CAPITAL INC.	Désignation sociale de la société
2 - The province or territory in Canada where the registered office is situated (do not indicate the full address) Ontario	La province ou le territoire au Canada où est situé le siège social (n'indiquez pas l'adresse complète)
3 - The classes and any maximum number of shares that the corporation is authorized to issue The annexed schedule is incorporated in this form.	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
4 - Restrictions, if any, on share transfers None.	Restrictions sur le transfert des actions, s'il y a lieu
5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) Minimum: 3 Maximum: 20	Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases) Minimum: <input type="text"/> Maximal: <input type="text"/>
6 - Restrictions, if any, on the business the corporation may carry on None.	Limites imposées à l'activité commerciale de la société, s'il y a lieu
7 - Other provisions, if any Whenever the Articles of the Corporation provide for a minimum and a maximum number of directors, the number may be determined by the directors from time to time.	Autres dispositions, s'il y a lieu

8 - Incorporator's Declaration: I hereby certify that I am authorized to sign and submit this form.	Déclaration des fondateurs : J'affirme que je suis autorisé à signer et à soumettre le présent formulaire.
Print Name(s) - Nom(s) en lettres imprimées JOHN D. PENNAL	Signature

Note:
 Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota:
 Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

SCHEDULE I

ARTICLE 3.

The shares of the Corporation shall consist of an unlimited number of common shares, an unlimited number of class A common shares, and an unlimited number of preferred shares issuable in series and the rights, privileges, restrictions and conditions attaching to each class of shares of the Corporation are as follows:

1. PREFERRED SHARES

1.1 The preferred shares shall be issuable in series and the Board of Directors of the Corporation shall have the right, from time to time, to fix the number of shares in, and to determine the designation, rights, privileges, restrictions and conditions attaching to, the preferred shares of each series subject to the limitations, if any, set out in the Articles of the Corporation.

1.2 The holders of any series of the preferred shares shall be entitled to receive in priority to the holders of class A common shares, common shares and of shares of any other class of the Corporation ranking subordinate to the preferred shares, as and when declared by the Board of Directors of the Corporation, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such preferred shares form part.

1.3 Upon any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among shareholders for the purpose of winding up its affairs, before any amount shall be paid to or any assets distributed among the holders of class A common shares, common shares or of shares of any other class of the Corporation ranking subordinate to the preferred shares, the holders of the preferred shares shall be entitled to receive with respect to the shares of each series thereof all amounts which may be provided in the Articles of the Corporation to be payable thereon in respect of return of capital, premium and accumulated dividends remaining unpaid, including all cumulative dividends, whether or not declared. Unless the Articles of the Corporation otherwise provide with respect to any series of the preferred shares, after payment to the holders of the preferred shares of the amounts provided in the Articles of the Corporation to be payable to them, such holders shall not be entitled to share in any further distribution of the assets of the Corporation.

1.4 Unless the Articles of the Corporation otherwise provide with respect to any series of the preferred shares, the holders of the preferred shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting: provided that at any meeting of shareholders at which, notwithstanding the foregoing, the holders of the preferred shares are required or entitled by law to vote separately as a class or a series, each holder of the preferred shares of any series thereof shall be entitled to cast one vote in respect of each such share held.

1.5 The holders of the preferred shares shall not be entitled to vote separately as a class and, unless the Articles of the Corporation otherwise provide, the holders of any series of the preferred shares shall not be entitled to vote separately as a series, pursuant to subsection 176(1) of the *Canada Business Corporations Act*, upon a proposal to amend the Articles of the Corporation in the case of an amendment of a kind referred to in paragraphs (a), (b) and (c) of such subsection.

1.6 Any meeting of shareholders at which the holders of the preferred shares are required or entitled by law to vote separately as a class or a series shall, unless the Articles of the Corporation otherwise provide, be called and conducted in accordance with the by-laws of the Corporation; provided that no amendment to or repeal of the provisions of such by-laws made after the date of the first issue of any of the preferred shares by the Corporation shall be applicable to the calling and conduct of meetings of holders of the preferred shares voting separately as a class or as a series unless such amendment or repeal has been theretofore approved by an ordinary resolution adopted by the holders of the preferred shares voting separately as a class.

2. CLASS A COMMON SHARES and COMMON SHARES

2.1 Each holder of class A common shares and common shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and at each such meeting shall have one vote for each share of each such class held by that holder.

2.2 Subject to paragraph 2.1, the holders of common shares shall not be entitled to vote separately as a class pursuant to subsection 176(1) of the *Canada Business Corporations Act*, upon a proposal to amend the Articles of the Corporation in the case of an amendment of a kind referred to in paragraphs (a), (b) and (c) of such subsection.

2.3 Holders of the class A common shares and common shares shall be entitled to receive and the Corporation shall pay thereon, out of the monies of the Corporation properly applicable to the payment of dividends, any dividend, if, as and when declared by the board of directors of the Corporation. The class A common shares and common shares shall rank equally as to dividends and all dividends declared in any fiscal year shall be declared and paid in equal or equivalent amounts per share on all the class A common shares and common shares at the time outstanding without preference or distinction.

2.4 In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, all property and assets of the Corporation shall be paid and distributed equally to the holders of the class A common shares and common shares without preference or distinction.

2.5

- (i) Upon and subject to the terms and conditions hereinafter set forth, the class A common shares are convertible, at any time and from time to time at the option of the Corporation into common shares on the basis of one common share as then constituted for every one class A common share so converted.
- (ii) The Corporation shall, upon the occurrence of a Triggering Event (as hereinafter defined), cause the conversion of all of the class A common shares into common shares of the Corporation on the basis of one common share as then constituted for every one class A common share so converted. The Corporation shall, upon the occurrence of a Triggering Event, notify each person who has had their class A common shares so converted (as the case may be), that the holder's class A common shares have been converted into common shares. Holders of class A common shares whose shares have been so converted shall be entitled to receive all declared and unpaid dividends and other distributions on or in respect of such

shares immediately prior to the Triggering Event.

- (iii) On any conversion of class A common shares, the share certificate for common shares resulting therefrom shall be issued in the name of the registered holder of the class A common shares so converted or in such name or names as such registered holder may direct in writing, provided that such registered holder shall pay any governmental or other tax imposed in respect of such conversion.
- (iv) Immediately following conversion of the class A common shares, as set out herein, any class A common shares which have been converted into common shares shall cease to be outstanding and shall cease to be entitled to dividends or to any other participation in the distribution of the assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation. The Corporation shall issue to the holders of the converted class A common shares certificates representing the common shares to which such holder is entitled; provided, however, that if a holder of class A common shares is entitled to less than a whole common share, the Corporation shall issue to the holder thereof one whole common share in lieu thereof.
- (v) In the event of the class A common shares or the common shares being, at any time while any class A common shares are outstanding, consolidated, subdivided, reclassified or otherwise changed into a lesser or greater number of shares of the same class or a lesser or greater or the same number of shares of a different class or different classes of shares of the Corporation, appropriate adjustments shall contemporaneously be made to the rights (including, without limitation, the conversion right attached to the class A common shares) privileges, restrictions and conditions attaching to the common shares and the class A common shares, respectively, so as to preserve in all respects the rights conferred on the holders of the class A common shares by these provisions.

2.6

- (i) "Triggering Event" means the date on which the Corporation completes an Initial Public Offering (as defined below).
- (ii) "Initial Public Offering" means the distribution by the Corporation of common shares to the public pursuant to a prospectus filed in Ontario or a registration statement filed with the U.S. Securities and Exchange Commission and the listing and posting for trading of the common shares on The Toronto Stock Exchange, TSX-V or CNSX, or the quotation of the common shares on the NASDAQ National Market or the NASDAQ SmallCap Market, or on such other recognized stock exchange or quotation system as may be approved by all of the shareholders of the Corporation entitled to vote.