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Province of Ontario
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

C O R P O R A T E C A T A L Y S T A C Q U I S I T I O N I N C .

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

0 0 2 3 2 1 0 0 1

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

M A R C H 1 9 M A R S , 2 0 1 2



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

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14076156

Ontario Corporation Number
Numéro de la compagnie en Ontario

2321001

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:*
CORPORATE CATALYST ACQUISITION INC.

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

181 BAY STREET Suite 4400

(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 M5J 2T3
(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 <i>Prénom, initiales et nom de famille</i>	Resident Canadian <i>Résident Canadien</i>	State Yes or No <i>Oui/Non</i>
Address for service, giving Street & No. or R.R. No., Municipality and Postal Code	<i>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</i>	

* PAUL YES
KELLY

289 MAPLE GROVE DRIVE

OAKVILLE ONTARIO
CANADA L6J 4V9

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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.

The Corporation is not restricted by these articles of incorporation 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 compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of common shares (hereinafter called the "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 rights of the holders of the Common Shares include the rights

- (a) to vote at all meetings of shareholders;
- (b) to receive dividends as and when declared by the directors; and
- (c) to receive the remaining property of the Corporation upon dissolution.

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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:

Securities of the Corporation, other than non-convertible debt securities, shall not be transferred without:

(a) the consent of either:

(i) the directors evidenced by a resolution passed or signed by them and recorded in the books of the Corporation; or

(ii) the holders of a majority in number of the outstanding voting shares of the Corporation, or

(b) where the securities are not shares, the restrictions on transfer contained in the applicable security holders' agreement, having been complied with.

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

Autres dispositions, s'il y a lieu:

The Corporation shall be entitled to a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

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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*

* PAUL KELLY

289 MAPLE GROVE DRIVE

OAKVILLE ONTARIO
CANADA L6J 4V6

Name of Corporation
CORPORATE CATALYST ACQUISITION INC.

Ontario Corporation Number
2321001

Request ID
14076156

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name Last Name
Candace Martin
Name of Law Firm
McMillan LLP (CM)

ADDRESS

Street # Street Name Suite #
181 Bay Street 4400
Additional Information City
Brookfield Place Toronto
Province Country Postal Code
ONTARIO CANADA M5J 2T3

TELEPHONE #: 416.307.4095

NUANS SEARCH DETAILS

Corporate Name Searched on NUANS (1)
CORPORATE CATALYST ACQUISITION INC.

NUANS Reservation Reference #
105221138

Date of NUANS Report
2012/03/01

Name of Corporation
CORPORATE CATALYST ACQUISITION INC.

Ontario Corporation Number
2321001

Request ID
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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 Government Services. 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 named in the articles 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 MGS, 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
Paul

Last Name
Kelly