



Ministry of
 Consumer and
 Ontario Business Services

CERTIFICATE
 This is to certify that these articles
 are effective on

Minist6re des Services
 aux consommateurs
 et aux entreprises
CERTIFICAT
 Ceci certifie que les pr6sents status
 entrent en vigueur le

1656687

MAY 26 MAI, 2005

[Signature]
 Director / Directrice



Business Corporations Act / Loi sur les soci6t6s par actions

Form I
 Business
 Corporations
 Act

Formule 1
 Loi sur les
 soci6t6s
 par
 actions

ARTICLES OF INCORPORATION
 STATUTS COIVSTITUTIFS

1. The name of the corporation is: (Set out in **BLOCK CAPITAL LETTERS**)
Ddnomination sociale de la soci6t6: (tirer en LETTRES MAJUSCULES SEULEMENT)

1656687							O	N	T	A	R	I	O	L	I	M	I	T	E	D

2. The address of the registered office is:
Adresse du si6ge social.

22 ELKHORN DRIVE. SUITE 251

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et num6ro ou num6ro de la R.R. et, s'il s'agit d'un b6difice 6 bureaux, num6ro du bureau)

TORONTO,

ONTARIO

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(Name of Municipality or Post Office)

(Postal Code)

(Nom de la municipalit6 ou du bureau de poste)

(Code postal)

3. Number (or minimum and maximum number) of directors is/are: minimum/ *minimal* _____ maximum/ *maximal* _____
Nombre (ou nombres minimal et maximal) d'administrateurs: 2 2

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

Premier(s) administrateur(s).

First name, middle names and surname *Pr6nom,*
autres Pr6noms et nom de famille

Address for service, giving Street & No. or R.R. No.,
 Municipality, Province, Country and Postal Code *Domicile*
.61u, y compris la rue et le num6ro, le num6ro de la R.R. ou
le nom de la municipalit6, la province, la pays et le code
postal

Resident Canadian?

Yes or No

R6sident canadien?
Ou/Non

Gabriel Topala
 Daniela Topala

22 Elkhorn Drive, Suite 251
 Toronto, Ontario M2K 1J4

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 compagnie.*

2.

- A) To buy, sell either, at wholesale or retail, manufacture, import, export, and otherwise deal in and with goods, wares, products, services and merchandise of computer software design and consulting, and to carry on a general service business;
- B) To purchase or otherwise acquire and hold real and personal property and rights of every kind and description and in particular business or industrial concerns, buildings, lands hereditaments, contracts, concessions, franchises, annuities, patents, licenses, securities, policies, book debt and any interest in real or personal property;
- C) To issue shares, bonds, debentures, debenture stock, warrants and other securities or obligation in payment either in whole or in part of any property real or personal, claims, privileges, concessions or other advantages which the corporation may lawfully acquire.

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:*

ONE HUNDRED (100) COMMON SHARES WITHOUT PAR VALUE.

Gabriel Topala	50%
Daniela Topala	50%

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 peuvent être mis en série. ^{3.}

N/A

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émision, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:* 4.

No shareholder of the corporation shall be entitled to transfer any share or shares of the corporation without either (a) previous express sanction of the shareholders by a resolution passed at a meeting of the shareholders or by an instrument in writing.

- (1) The directors may from time to time
 - (a) borrow money on the credit of the Corporation; or
 - (b) issue, sell or pledge debt obligations of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the corporation.

The directors may from time to time by resolution delegate all or any of the powers conferred on them by this paragraph to such one or more of the directors or officers of the Corporation as may be specified in such resolution.

- (2) Every director and officer of the Corporation and his heirs, executors and administrators and other legal personal representatives shall from time to time be indemnified and saved harmless by the Corporation from and against,
 - (a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
 - (b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation;

provided always that no director or officer of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in breach of any duty or responsibility imposed upon him under The Business Corporation Act or under any other statute unless, in any action brought against him in his capacity as a director or officer, he has achieved complete or substantial success as a defendant.

- (3) The directors may from time to time by resolution fix in advance a date as the record date for the determination of the shareholders entitled to notice of any meeting of the shareholders, which record date shall
- (a) be not more than fifty (50) days (inclusive of the record date and of the day of the meeting) before the date of such meeting, and
 - (b) if the Corporation is, for purposes of The Business Corporations Act, a corporation that is offering its securities to the public, be not fewer than twenty-one (21) days (exclusive of the record date and of the day of such meeting) before the date of such meeting, or;
 - (c) if the Corporation is, for purposes of The Business Corporations Act, not a corporation that is offering its securities to the public be not fewer than ten (10) days (exclusive of the record date and of the day of such meeting) before the date of such meeting.

Where no such record date for the determination of the shareholders entitled to notice of a meeting of the shareholders is fixed by the directors as aforesaid, such record date shall be at the close of business on the next day preceding the day on which notice of such meeting is given or sent.

- (4) The directors may from time to time by resolution fix in advance a date as the record date for the determination of the shareholders entitled to vote at any meeting of the shareholders, which record date shall be not more than two (2) days, excluding Saturdays and holidays, before the date of such meeting. Where no such record date for the determination of the shareholders entitled to vote at a meeting of the shareholders is fixed by the directors as aforesaid, such record date shall be at the time of the taking of the vote.

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 denomination 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 61u, adresse du siege social ou adresse de l'6tablissement principal, y compris la rue et le num6ro, le numcsro de la R.R., le nom de la municipalitcs et le code postal

TERRY O.R. RIVIERA

11 Glencedar Crescent
Whitby, Ontario L1R 1X2

These articles are signed in duplicate.

Les pr6sents statuts sont sign6,s en double exemplaire.

Signatures of incorporators/*Signatures des fondateurs*



CONSENT TO ACT AS A FIRST DIRECTOR
ACCEPTATION DU PREMIER ADMINISTRATEUR

I, /je soussigné(e), Gabriel Topala
(First name, initials and surname)
(*erdnom, initiales et nom de famille*)

address for service 22 Elkhorn Drive, Suite 251, Toronto, Ontario M2K 1J4
domicile 6lu _____
(Street & No. or R.R. No., Municipality & Postal Code)
(*Rue et numdro, numbro de la R.R., nom de la municipalité et code postal*)

hereby consent to act as a first director of _____ *accepte par la présente de devenir premier*
administrateur de

ONTARIO LIMITED
(Name of Corporation)
(*D6nominacion sociale de la compagnie*)



Signature of the Consenting Person
Signature de l'acceptant