



Certificate of Incorporation

Certificat de constitution

**Canada Business
Corporations Act**

**Loi régissant les sociétés
par actions de régime fédéral**

2750538 CANADA INC.

275053-8

Name of Corporation - Dénomination de la société

Number - Numéro

I hereby certify that the above-mentioned Corporation, the Articles of Incorporation of which are attached, was incorporated under the Canada Business Corporations Act.

Je certifie par les présentes que la société mentionnée ci-haut, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la Loi régissant les sociétés par actions de régime fédéral.

Le directeur

Director

September 12, 1991/le 12 septembre 1991

Date of Incorporation - Date de constitution



1 — Name of Corporation / Dénomination de la société
2750538 CANADA INC.

2 — The place in Canada where the registered office is to be situated / Lieu au Canada où doit être situé le siège social
Municipality of Metropolitan Toronto, Province of Ontario

3 — The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The Corporation is authorized to issue an unlimited number of common shares.

4 — Restrictions if any on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
The annexed Schedule 1 is incorporated in this form.

5 — Number (or minimum and maximum number) of directors / Nombre (ou nombre minimum et maximum) d'administrateurs
Minimum 1, Maximum 10

6 — Restrictions if any on business the corporation may carry on / Limites imposées quant aux activités commerciales que la société peut exploiter, s'il y a lieu
N/A

7 — Other provisions if any / Autres dispositions s'il y a lieu
The annexed Schedule 2 is incorporated in this form.

8 — Incorporators / Fondateurs		
Names — Noms	Address (include postal code) / Adresse (inclure le code postal)	Signature
Charles E. Baker	67 Don Valley Drive Toronto, Ontario M4K 2J1	<i>Charles E. Baker</i>

275053-8

SEP 20 1991

SCHEDULE 1

The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding 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 a majority of such shares.

SCHEDULE 2

1. (a) 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 of the Corporation, were, while in that 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

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

2. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, by authentic deed, in particular but without limitation, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, hypothecate, mortgage, pledge, cede or transfer any property, moveable or immoveable, present or future, which it may own.

3. The Corporation has 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.