



**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

4399871 CANADA INC.

439987-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Richard G. Shaw
Director - Directeur

December 18, 2006 / le 18 décembre 2006

Date of Incorporation - Date de constitution



Industry Canada Industrie Canada

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION
REPORT ÉLECTRONIQUE

ARTICLES OF
INCORPORATION
(SECTION 6)

STATUTS CONSTITUTIFS
(ARTICLE 6)

Processing Type - Mode de Traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société

4399871 CANADA INC.

2. The province or territory in Canada where the registered office is to be situated -

La province ou le territoire au Canada où se situera le siège social

ON

3. The classes and any maximum number of shares that the corporation is authorized to issue -

Catégories et le nombre maximal d'actions que la société est autorisée à émettre

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors - Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum: 1 Maximum: 7

6. Restrictions, if any, on business the corporation may carry on -

Limites imposées à l'activité commerciale de la société, s'il y a lieu

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

7. Other provisions, if any - Autres dispositions, s'il y a lieu

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

8. Incorporators - Fondateurs

Name(s) - Nom(s)

JAMES M. WALKER

Address (including postal code) - Adresse (inclure le code postal)

114 SEABROOKE DRIVE,
KANATA, ONTARIO, CANADA, K2L 2R4

Signature

JAMES M. WALKER

Canada

Item 3 - Shares / Rubrique 3 - Actions

The Corporation is authorized to issue seven (7) classes of unlimited shares being Class A, Class B, Class C, Class D, Class E, Class F and Class G shares. The shares shall have the following rights, privileges, restrictions and conditions attached to them:

CLASS A SHARES

The rights of the holders of Class A shares, without nominal or par value, include the rights:

- a) to vote at all shareholders meetings except at meetings where only the holders of certain classes of shares have the rights to vote; the holders of Class A shares shall be entitled to one (1) vote for each Class A share held by them respectively; and
- b) to receive the remaining assets of the Corporation upon its dissolution or winding up.

CLASS B SHARES

The rights of the holders of Class B shares, without nominal or par value, include the rights:

- a) to receive a yearly dividend when declared, from time to time, by the Board of Directors; and
- b) to receive, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, always in preference to the holders of Class A shares, but before any distribution of any part of the assets of the Corporation among the holders of Class C, D, E, F and G shares, an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more; provided, however, if the aggregate amount available for distribution to the holders of Class B shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class B share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata. The holders of Class B shares shall not confer a right to any further participation in profits or assets.

The Class B shares may be redeemed by the Corporation at an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more.

The holders of Class B shares shall have the rights to vote; the holders of Class B shares shall be entitled to one (1) vote for each Class B share held by them respectively.

CLASS C SHARES

The rights of the holders of Class C shares, without nominal or par value, include the rights:

- a) to receive a yearly dividend when declared, from time to time, by the Board of Directors; and
- b) to receive, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, always in preference to the holders of Class A shares, but before any distribution of any part of the assets of the Corporation among the holders of Class D, E, F and G, an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more; provided, however, if the aggregate amount available for distribution to the holders of Class C shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class C share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata. The holders of Class C shares shall not confer a right to any further participation in profits or assets.

The Class C shares may be redeemed by the Corporation at an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more.

The holders of Class C shares shall not have the right to vote at any shareholders' meetings.

Each Class C share may, at any time, be converted into Class A shares, on the basis of one (1) Class C share for one (1) Class A share.

CLASS D SHARES

The rights of the holders of Class D shares, without nominal or par value, include the rights:

- a) to receive a yearly dividend when declared, from time to time, by the Board of Directors; and
- b) to receive, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, always in preference to the holders of Class A shares, but before any distribution of any part of the assets of the Corporation among the holders of Class E, F and G, an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more; provided, however, if the aggregate amount available for distribution to the holders of Class D shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class D share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata. The holders of Class D shares shall not confer a right to any further participation in profits or assets.

The Class D shares may be redeemed by the Corporation at an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more.

The holders of Class D shares shall not have the right to vote at any shareholders' meetings.

CLASS E SHARES

The rights of the holders of Class E shares, without nominal or par value, include the rights:

- a) to receive a yearly dividend when declared, from time to time, by the Board of Directors; and
- b) to receive, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, always in preference to the holders of Class A shares, but before any distribution of any part of the assets of the Corporation among the holders of Class F and G, an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more; provided, however, if the aggregate amount available for distribution to the holders of Class E shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class E share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata. The holders of Class E shares shall not confer a right to any further participation in profits or assets.

The Class E shares may be redeemed by the Corporation at an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more.

The holders of Class E shares shall not have the right to vote at any shareholders' meetings.

CLASS F SHARES

The rights of the holders of Class F shares, without nominal or par value, include the rights:

- a) to receive a yearly dividend when declared, from time to time, by the Board of Directors; and
- b) to receive, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, always in preference to the holders of Class A shares, but before any distribution of any part of the assets of the Corporation among the holders of Class G, an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more; provided, however, if the aggregate amount available for distribution to the holders of Class F shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class F share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata. The holders of Class F shares shall not confer a right to any further participation in profits or assets.

The Class F shares may be redeemed by the Corporation at an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more; and

The holders of Class F shares shall not have the right to vote at any shareholders' meetings.

CLASS G SHARES

The rights of the holders of Class G shares, without nominal or par value include the rights:

a) to receive, in priority to the rights to the holders of Class A shares, a fixed non-cumulative dividend of eight percent (8%) per year calculated on the redeemable value at the time, and in the manner, determined, from time to time, by the Board of Directors. The holders of Class G shares shall not have the right to receive any further dividends; and

b) to receive, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, always in preference to the holders of Class A shares, but before any distribution of any part of the assets of the Corporation among the holders of Class G, an amount equal to 100% of the amount paid for such shares together with any declared and unpaid dividends and no more; provided, however, if the aggregate amount available for distribution to the holders of Class G shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class G share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata. The holders of Class G shares shall not confer a right to any further participation in profits or assets.

The holders of Class G shares shall not have the right to vote at any shareholders' meetings, nor will they have the right to receive notices of meetings nor to assist at any meetings, except when it is to amend the rights, privileges, restrictions and conditions attached to Class G shares.

The holders of Class G shares may, at any time and from time to time, at their option, in writing, have their Class G shares redeemed in whole or in parts, by the Corporation at an amount equal to the fair market price of the Class G shares at the time of the conversion into Class A shares together with any declared and unpaid dividends and no more.

The Class G shares may be redeemed by the Corporation, in whole or in parts, at an amount equal to the fair market price of the Class A shares at the time of the conversion into Class G shares together with any declared and unpaid dividends and no more.

No dividend can be declared or paid to any other classes of shares of the Corporation which would result in the reduction of the fair market value of the Class A shares at the time and date of the conversion into Class G shares.

Any amendments to the articles of the Corporation to delete or vary any rights, privileges, restrictions, limitations, prohibitions and conditions attaching to Class A, Class B, Class C, Class D, Class E, Class F or Class G or to create special shares ranking in priority to or on a parity with the Class A, Class B, Class C, Class D, Class E, Class F or Class G, in addition to the authorization by a special resolution, must be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A, Class B, Class C, Class D, Class E, Class F and the holders of Class G shares duly called for that purpose, the two (2) votes having been called separately.

Item 4 - Restrictions on Share Transfers / Rubrique 4 - Restrictions sur le transfert des actions

The Corporation is to be a private Corporation with the following restrictions, limitations and prohibitions:

- a) the shares of the capital stock of the Corporation may only be transferred with the consent of the Board of Directors, expressed by resolution;
- b) the number of its shareholders, not including employees and former employees who, while in the employment of the Corporation were, and following the termination of that employment, continue to be, shareholders of the Corporation, is limited to fifty (50), two or more persons holding one or more shares jointly being counted as one shareholder; and
- c) any invitation to the public to subscribe for any shares or debentures of the Corporation is prohibited.

Item 6 - Restrictions - Business / Rubrique 6 - Restrictions - activité commerciale

None

Item 7 - Other Provisions / Rubrique 7 - Autres dispositions

The other provisions to the Articles are:

1. If authorized by By-law which is duly made by the Directors and confirmed by ordinary Resolution, the Directors of the Corporation may from time to time:

- a) borrow money upon the credit of the Corporation;
- b) issue, re-issue, sell or pledge debt obligations of the Corporation;
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired to secure any debt obligation of the Corporation; and
- d) delegate the powers contained in this Article to such Officers or Directors of the Corporation and to such extent and in such manner as may be set out in the By-laws.

Nothing herein restricts or limits the borrowing of money by the Corporation on bills of exchange or promissory notes, made, drawn, accepted or endorsed by or on behalf of the Corporation.

2. Any vacancy among the Directors shall be filled by a vote of the shareholders.

3. Notwithstanding the provisions of the Civil Code of the Province of Quebec, hypothecate, mortgage or pledge the movable or immovable property, present or future, of the Corporation, to secure any such debentures or other securities, or give part only of such guaranty for such purposes: and constitute the hypothec, mortgage or pledge above mentioned, by trust deed, in accordance with section 27 of An Act Respecting the Special Powers of Legal Persons, R.S.Q. chapter P-16, or in any other manner.

4. Hypothecate or mortgage the immovable property of the Corporation or pledge or otherwise affect the movable property, or give all such guaranties, to secure the payment of liens made otherwise than by the issue of debentures, as well as the payment or issue of debentures, the payment or performance of any other debt, contract or obligation of the Corporation.

5. It will be a condition of the Articles that the Articles or a unanimous Shareholders Agreement may require a greater number of votes of Directors or Shareholders than that required by the Act to effect any action.

6. It will be a condition of the Articles that, unless provided otherwise in the By-laws, the Directors may meet in any place and upon such notice as the by-laws require.