

ALM LABS INC.

ARTICLES

Request ID: 010432512
Demande n°:
Transaction ID: 035764171
Transaction n°:
Category ID: CT
Catégorie:

Province of Ontario
Province de l'Ontario
Ministry of Consumer and Business Services
Ministère des Services aux consommateurs et aux entreprises Imprimé à:
Companies and Personal Property Security Branch
Direction des compagnies et des sûretés mobilières

Date Report Produced: 2008/06/17
Document produit le:
Time Report Produced: 12:43:43

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

ALM LABS INC.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002176495

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

JUNE 17 JUIN, 2008



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

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

10432512

2176495

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:
ALM LABS INC.

Dénomination sociale de la compagnie:

2. The address of the registered office is:

Adresse du siège social:

2300 YONGE STREET

Suite 1904

(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

M4P 1E4

(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:

Minimum 1

Nombre (ou nombres minimal et maximal)
d'administrateurs:

Maximum 10

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

Premier(s) administrateur(s):

First name, initials and surname

Resident Canadian

State Yes or No

Prénom, initiales et nom de famille

Résident Canadien

Oui/Non

Address for service, giving Street & No.
or R.R. No., Municipality and Postal Code

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

* GLENN
GRAFF

YES

2300 YONGE STREET Suite 1904

TORONTO ONTARIO
CANADA M4P 1E4

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

10432512

2176495

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 shares without nominal or par value of a class designated as common shares (hereinafter called the "Common Shares").

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

10432512

2176495

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 following rights:

- (a) to vote at all meetings of shareholders;
- (b) subject to applicable law, to receive dividends in such amounts that the directors may at any time, or from time to time, determine; and
- (c) to receive the remaining property of the Corporation upon dissolution.

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

10432512

2176495

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:

- a) No securities of the Corporation, other than non-convertible debt securities, shall be transferred without the express consent of a majority of the Board of Directors of the Corporation, such consent to be signified either by a resolution passed by the Board or by consent in writing signed by a majority of the members of the Board.
- b) The number of security holders that beneficially own, directly or indirectly, securities of the Corporation, other than non-convertible debt securities, is limited to 50, not including employees or former employees of the Corporation or its affiliates, provided that each person is counted as one beneficial owner, unless the person is created or used solely to purchase or hold securities of the Corporation, in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.
- c) The securities of the Corporation, other than non-convertible debt securities, may be distributed only to persons in Section 2.4 of National Instrument 45-106, Prospectus and Registration Exemptions, as promulgated by the Canadian Securities Administrators, as the same may be amended, replaced or substituted from time to time.

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

10432512

2176495

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

Autres dispositions, s'il y a lieu:

The following provisions apply to the Corporation:

(a) The directors of the Corporation may, without authorization of the shareholders of the Corporation,

(i) borrow money upon the credit of the Corporation;

(ii) issue, reissue, sell or pledge debt obligations of the Corporation;

(iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The directors may by resolution delegate any one or all of the powers referred to in this clause to a director, a committee of directors or an officer of the Corporation.

Request ID / Demande n°

10432512

Ontario Corporation Number
Numéro de la compagnie en Ontario

2176495

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*

* GLENN GRAFF

2300 YONGE STREET Suite 1904

TORONTO ONTARIO
CANADA M4P 1E4

Name of Corporation ALM LABS INC.	Ontario Corporation Number 2176495
	Request ID 10432512

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 Consumer and Business Services (MCBS), Companies and Personal Property Security Branch. 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 who are not incorporators, 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 MCBS, Companies and Personal Property Security Branch, 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
Glenn

Last Name
Graff

**CONSENT TO ACT AS A FIRST DIRECTOR
CONSENTEMENT DU PREMIER ADMINISTRATEUR**

I, / Je soussigné(e), Glenn Graff

(First name, middle names and surname)
(Prénom, autres Prénoms et nom de famille)

address for service
domicile élu

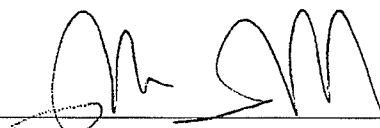
~#1904, 2300 Yonge Street, Toronto ON M4P 1E4

(Street & No. or R.R. No., Municipality, Province, Country & Postal Code)
(Rue et numéro, ou numéro de la R.R., nom de la municipalité, province, pays et code postal)

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

ALM LABS INC.

(Name of Corporation)
(Dénomination sociale de la société)



(Signature of the Consenting Person)
(Signature de l'acceptant)

Glenn Graff

BY-LAWS

ALM LABS INC.
(the “Corporation”)

TABLE OF CONTENTS

ARTICLE 1 - DEFINITIONS AND INTERPRETATION	1
1.1 Definitions.....	1
1.2 Interpretation.....	3
1.3 Headings and Table of Contents	3
ARTICLE 2 - GENERAL	3
2.1 Registered Office	3
2.2 Corporate Seal.....	3
2.3 Financial Year	4
2.4 Execution of Documents.....	4
2.5 Resolutions in Writing	5
2.6 Divisions	5
ARTICLE 3 - DIRECTORS	5
3.1 General.....	5
3.2 Qualification.....	6
3.3 Election	6
3.4 Fixing Number of Directors	6
3.5 Term of Office.....	6
3.6 Ceasing to Hold Office.....	6
3.7 Resignation of a Director	7
3.8 Removal	7
3.9 Vacancies	7
3.10 Remuneration	7
3.11 Power to Borrow	8
3.12 Delegation of Power to Borrow	8
ARTICLE 4 - COMMITTEES.....	8
4.1 Appointment.....	8
4.2 Provisions Applicable	8
ARTICLE 5 - MEETINGS OF DIRECTORS	9
5.1 Place of Meetings.....	9
5.2 Calling of Meetings.....	9
5.3 Notice of Meetings	9
5.4 Regular Meetings	10
5.5 First Meeting of New Board	10
5.6 Participation by Telephone	10
5.7 Chairman.....	10
5.8 Quorum	10
5.9 Voting.....	10
5.10 Auditor	11

ARTICLE 6 - STANDARD OF CARE OF DIRECTORS AND OFFICERS	11
6.1 Standard of Care.....	11
6.2 Liability for Acts of Others	11
ARTICLE 7 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS	11
7.1 Indemnification by Corporation	11
7.2 Insurance	13
7.3 Directors' Expenses	13
7.4 Performance of Services for Corporation.....	13
ARTICLE 8 - INTEREST OF DIRECTORS AND OFFICERS IN CONTRACTS	13
8.1 Disclosure of Interest	13
8.2 Time of Disclosure by Director.....	13
8.3 Time of Disclosure by Officer	14
8.4 Time of Disclosure in Extraordinary Cases	14
8.5 Voting by Interested Director.....	14
8.6 Remaining directors deemed quorum	14
8.7 Shareholder approval	15
8.8 Nature of Disclosure	15
8.9 Effect of Disclosure.....	15
8.10 Confirmation by Shareholders	15
ARTICLE 9 – OFFICERS	16
9.1 Officers.....	16
9.2 Appointment of President or Chairman of the Board and Secretary.....	16
9.3 Remuneration and Removal of Officers.....	16
9.4 Duties of Officers may be Delegated	16
9.5 Chairman of the Board	16
9.6 President.....	16
9.7 Managing Director	16
9.8 General Manager.....	17
9.9 Vice-President and Executive Vice-President.....	17
9.10 Secretary.....	17
9.11 Treasurer and Chief Financial Officer	17
9.12 Assistant Secretary and Assistant Treasurer	17
9.13 Delegation of Board Powers	18
9.14 Vacancies	18
9.15 Variation of Powers and Duties	18
9.16 Chief Executive Officer	18
ARTICLE 10 - MEETINGS OF SHAREHOLDERS	18
10.1 Calling of Meetings.....	18
10.2 Annual Meeting.....	18
10.3 Special Meeting.....	19
10.4 Place of Meetings.....	19
10.5 Notice	19
10.6 Contents of Notice.....	19
10.7 Waiver of Notice	19
10.8 Notice of Adjourned Meetings.....	20
10.9 Record Date for Notice	20
10.10 Omission of Notice	20

10.11	List of Shareholders.....	20
10.12	Shareholders Entitled to Vote.....	21
10.13	Persons Entitled to be Present.....	21
10.14	Proxies	21
10.15	Revocation of Proxies.....	21
10.16	Deposit of Proxies	22
10.17	Joint Shareholders.....	22
10.18	Chairman and Secretary.....	22
10.19	Scrutineers	22
10.20	Votes to Govern.....	22
10.21	Show of Hands.....	23
10.22	Ballots.....	23
10.23	Votes on Ballots.....	23
10.24	Adjournment.....	23
10.25	Quorum.....	23
10.26	Only One Shareholder	24
ARTICLE 11 - SHARES AND TRANSFERS		24
11.1	Issuance.....	24
11.2	Commissions.....	24
11.3	Register of Transfers	24
11.4	Lien on Shares.....	24
11.5	Share Certificates	24
11.6	Transfer Agent	25
11.7	Transfer of Shares	26
11.8	Defaced, Destroyed, Stolen or Lost Certificates	26
11.9	Joint Shareholders	26
11.10	Deceased Shareholders	26
ARTICLE 12 - DIVIDENDS		27
12.1	Declaration of Dividends	27
12.2	Joint Shareholders	27
12.3	Dividends from Funds Derived from Operations.....	27
ARTICLE 13 - RECORD DATES.....		27
13.1	Fixing Record Dates.....	27
13.2	No Record Date Fixed.....	28
13.3	Notice of Record Date.....	28
13.4	Effect of Record Date.....	28
ARTICLE 14 - CORPORATE RECORDS AND INFORMATION		28
14.1	Keeping of Corporate Records.....	28
14.2	Access to Corporate Records	29
14.3	Copies of Certain Corporate Records.....	29
14.4	Report to Shareholders	30
14.5	No Discovery of Information	30
14.6	Conditions for Inspection.....	30
ARTICLE 15 - NOTICES.....		30
15.1	Method of Giving.....	30
15.2	Shares Registered in More Than One Name	31

15.3	Persons Becoming Entitled by Operation of Law	31
15.4	Deceased Shareholder	31
15.5	Signature to Notice.....	31
15.6	Proof of Service.....	31
15.7	Computation of Time	31
15.8	Waiver of Notice	32

BY-LAW NO. 1

A by-law relating generally to the
transaction of the business and affairs of
ALM LABS INC.
(herein called the "Corporation")

BE IT PASSED AND MADE as a by-law of the Corporation as follows:

ARTICLE 1 - DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law, unless there is something in the subject matter or context inconsistent therewith,

- (i) "Act" means the Business Corporations Act of Ontario, as amended or re-enacted from time to time, and includes the regulations made pursuant thereto;
- (ii) "affiliate" means an affiliated body corporate, and one body corporate shall be deemed to be affiliated with another body corporate if, but only if, one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person;
- (iii) "articles" means the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, a special Act and any other instrument by which the Corporation is incorporated;
- (iv) "auditor" means the auditor of the Corporation;
- (v) "board" means the board of directors of the Corporation;
- (vi) "by-law" means a by-law of the Corporation;
- (vii) "Chairman of the Board", "President", "Vice-President", "Secretary", "Treasurer", "Managing Director", "General Manager", "Assistant Secretary", "Assistant Treasurer" or any other officer means such officer of the Corporation;
- (viii) "committee" means a committee appointed pursuant to section 4.1 of this by-law;
- (ix) "director" means a director of the Corporation;
- (x) "day" means a clear day and a period of days shall be deemed to commence the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period except that if the last day of the period falls on a Sunday or holiday the period shall terminate at midnight of the day next following that is not a Sunday or holiday;

- (xi) "employee" means an employee of the Corporation;
- (xii) "number of directors" means the number of directors set out in the articles or, where a minimum and maximum number of directors is set out in the articles, the number of directors as shall be determined from time to time by special resolution or, if the special resolution empowers the directors to determine the number, by resolution of the directors;
- (xiii) "officer" means an officer of the Corporation;
- (xiv) "person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator or other legal representative;
- (xv) "resident Canadian" means an individual who is,
 - (A) a Canadian citizen ordinarily resident in Canada,
 - (B) a Canadian citizen not ordinarily resident in Canada who is a member of a class of persons prescribed by the Act for the purposes of the definition of "resident Canadian", or
 - (C) a permanent resident within the meaning of the Immigration Act of Canada and ordinarily resident in Canada, except a permanent resident who has been ordinarily resident in Canada for more than one year after the time at which he first became eligible to apply for Canadian citizenship;
- (xvi) "shareholder" means a shareholder of the Corporation;
- (xvii) "special resolution" means a resolution that is
 - (A) submitted to a special meeting of the shareholders of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at such meeting by at least two-thirds of the votes cast, or
 - (B) consented to in writing by each shareholder of the Corporation entitled to vote at such a meeting or his or her attorney authorized in writing;
- (xviii) "subsidiary" means in relation to another body corporate, a body corporate which
 - (A) is controlled by
 - (1) that other, or
 - (2) that other and one or more bodies corporate each of which is controlled by that other, or

- (3) two or more bodies corporate each of which is controlled by that other; or
- (B) is a subsidiary of a body corporate that is that other's subsidiary;
- (xix) "unanimous shareholder agreement" means
 - (A) a written agreement among all the shareholders or among all the shareholders and one or more persons who are not shareholders that restricts in whole or in part the powers of the directors to manage or supervise the management of the business and affairs of the Corporation, or
 - (B) a written declaration made by a person who is the beneficial owner of all the issued shares of the Corporation that restricts in whole or in part the powers of the directors to manage or supervise the management of the business and affairs of the Corporation;

subject to the foregoing, the words and expressions herein contained shall have the same meaning as corresponding words and expressions in the Act.

1.2 Interpretation

In each by-law and resolution, unless there is something in the subject matter or context inconsistent therewith, the singular shall include the plural and the plural shall include the singular and the masculine shall include the feminine. Wherever reference is made in this or any other by-law or in any special resolution to any statute or section thereof, such reference shall be deemed to extend and refer to any amendment to or re-enactment of such statute or section, as the case may be.

1.3 Headings and Table of Contents

The headings and table of contents in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of the provisions of this by-law.

ARTICLE 2 - GENERAL

2.1 Registered Office

The Corporation may by resolution of the directors change the location of its registered office within the municipality or geographic township specified in the articles.

2.2 Corporate Seal

The Corporation may have a corporate seal which shall be adopted and may be changed by resolution of the directors.

2.3 Financial Year

The directors may by resolution fix the financial year end of the Corporation and the directors may from time to time by resolution change the financial year end of the Corporation.

2.4 Execution of Documents

- (a) Instruments in writing requiring execution by the Corporation may be signed on behalf of the Corporation by
 - (i) the Chairman of the Board
 - (ii) the Chief Executive Officer
 - (iii) the President
 - (iv) the Executive Vice President
 - (v) the Chief Financial Officer
 - (vi) any two persons, one of whom holds the office of Managing Director, Vice-President or director, and the other of whom holds one of the said offices or the office of Secretary, Assistant Secretary, Treasurer, or Assistant Treasurer, or
 - (vii) any two directors,

and all instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board may from time to time by resolution appoint any officer or officers or any other person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing.

- (b) The corporate seal of the Corporation (if any) may be affixed to instruments in writing signed as aforesaid by any person authorized to sign the same or at the direction of any such person.
- (c) The term "instruments in writing" as used herein shall include deeds, contracts, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, conveyances, transfers and assignments of shares, instruments of proxy, powers of attorney, stocks, bonds, debentures or other securities or any paper writings.
- (d) Subject to the provisions of section 11.5 hereof, the signature or signatures of an officer or director, person or persons appointed as aforesaid by resolution of the directors, may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all instruments in writing executed or issued by or on behalf of the Corporation and all instruments in writing on which the signature or signatures of any of the foregoing officers, directors or persons shall be so reproduced,

by authorization by resolution of the directors, shall be deemed to have been manually signed by such officers or persons whose signature or signatures is or are so reproduced and shall be as valid as if they had been signed manually and notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such instruments in writing.

2.5 Resolutions in Writing

- (a) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or such committee of directors.
- (b) A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders unless a written statement with respect to the subject matter of the resolution is submitted by a director or representations in writing are submitted by the auditor in accordance with the Act.
- (c) Where the Corporation has only one shareholder, or only one holder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting.

2.6 Divisions

The board may cause the business and operations of the Corporation or any part thereof to be divided into one or more divisions upon such basis, including without limitation, types of business or operations, geographical territories, product lines or goods or services, as the board may consider appropriate in each case. From time to time the board or any person authorized by the board may authorize, upon such basis as may be considered appropriate in each case:

- (i) the further division of the business and operations of any such division into sub-units and the consolidation of the business and operations of any such divisions or sub-units;
- (ii) the designation of any such division or sub-unit by, and the carrying on of the business and operations of any such division or sub-unit under, a name other than the name of the Corporation; and
- (iii) the appointment of officers for any such division or sub-unit, the determination of their powers and duties, and the removal of any such officer so appointed without prejudice to such officer's rights under any employment contract or in law, provided that any such officer shall not, as such, be an officer of the Corporation.

ARTICLE 3 - DIRECTORS

3.1 General

Subject to any unanimous shareholder agreement, the directors shall manage or supervise the management of the business and affairs of the Corporation.

3.2 Qualification

- (a) The following persons are disqualified from being a director:
 - (i) a person who is less than eighteen (18) years of age,
 - (ii) a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere,
 - (iii) a person who is not an individual, and
 - (iv) a person who has the status of bankrupt.
- (b) Unless the articles otherwise provide, a director is not required to hold shares issued by the Corporation.
- (c) Unless the Corporation is a non-resident corporation, not less than 25% of the directors shall be resident Canadians, but where the Corporation has less than four directors, at least one director shall be a resident Canadian.

3.3 Election

Subject to the provisions of the Act the directors shall be elected at the first meeting of shareholders and at each succeeding annual meeting of the shareholders.

3.4 Fixing Number of Directors

If the articles provide for a minimum and maximum number of directors, the number of directors of the Corporation and the number of directors to be elected at the annual meeting of the shareholders shall be such number as shall be determined from time to time by special resolution or, if the special resolution empowers the directors to determine the number, by resolution of the directors.

3.5 Term of Office

Subject to the provisions of the articles, the term of office of a director not elected for an expressly stated term shall commence at the close of the meeting of shareholders at which he is elected and shall terminate at the close of the first annual meeting of shareholders following his or her election. If an election of directors is not held at the proper time the incumbent directors continue in office until their successors are elected.

3.6 Ceasing to Hold Office

A director ceases to hold office when

- (i) he dies or, subject to section 3.7 of this bylaw, he resigns;
- (ii) he is removed from office in accordance with the provisions of the Act or the by-laws; or

- (iii) he becomes disqualified from being a director under the Act or by-laws.

3.7 Resignation of a Director

A director may resign his or her office as a director by giving to the Corporation his or her written resignation, which resignation shall become effective at the later of

- (i) the time at which such resignation is received by the Corporation, or
- (ii) the time specified in the resignation.

3.8 Removal

Subject to the provisions of the Act, the shareholders may by resolution at an annual or special meeting of shareholders remove any director or directors from office and may by resolution at such meeting elect any person to fill the vacancy created by the removal of such director, failing which the vacancy created by the removal of such director may be filled by the directors.

3.9 Vacancies

- (a) Subject to the provisions of the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from
 - (i) an increase in the number of directors or in the maximum number of directors, as the case may be, or
 - (ii) a failure to elect the number of directors required to be elected at any meeting of shareholders.
- (b) A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.
- (c) If there is not a quorum of directors, or if there has been a failure to elect the number of directors required by the articles or by section 3.4 hereof, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any shareholder.
- (d) Subject to the articles or by-laws, where there is a vacancy or vacancies on the board, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

3.10 Remuneration

Subject to the articles, the by-laws and any unanimous shareholder agreement, the directors may fix the remuneration of the directors, officers and employees of the Corporation.

3.11 Power to Borrow

Unless the articles or by-laws or a unanimous shareholder agreement otherwise provide, the directors may without authorization of the shareholders from time to time

- (i) borrow money upon the credit of the Corporation;
- (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
- (iii) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

3.12 Delegation of Power to Borrow

Unless the articles or by-laws or a unanimous shareholder agreement otherwise provide, the directors may by resolution delegate any or all of the powers referred to in section 3.11 of this by-law to a director, a committee or an officer.

ARTICLE 4 - COMMITTEES

4.1 Appointment

Subject to the Act, the articles or the by-laws, the directors may appoint from their number one or more committees and may by resolution delegate to any such committee any of the powers of the directors.

4.2 Provisions Applicable

The following provisions shall apply to any committee appointed by the directors:

- (i) unless otherwise provided by resolution of the directors, each member of a committee shall continue to be a member thereof until the expiration of his or her term of office as a director;
- (ii) the directors may from time to time by resolution specify which member of a committee shall be the chairman thereof and, subject to the provisions of section 4.1 of this by-law, may by resolution modify, dissolve or reconstitute a committee and make such regulations with respect to and impose such restrictions upon the exercise of the powers of a committee as the directors think expedient;
- (iii) the meetings and proceedings of a committee shall be governed by the provisions of the by-laws of the Corporation for regulating the meetings and proceedings of the board so far as the same are applicable thereto and are not superseded by any regulations or restrictions made or imposed by the directors pursuant to the foregoing provisions hereof;

- (iv) the members of a committee as such shall be entitled to such remuneration for their services as members of a committee as may be fixed by resolution of the directors, who are hereby authorized to fix such remuneration;
- (v) unless otherwise provided by resolution of the board, the Secretary of the Corporation shall be the secretary of any committee;
- (vi) subject to the provisions of section 4.1 of this by-law, the directors shall fill vacancies in a committee by appointment from among their number; and
- (vii) unless otherwise provided by resolution of the board, meetings of a committee may be convened by the direction of any member thereof.

ARTICLE 5 - MEETINGS OF DIRECTORS

5.1 Place of Meetings

Meetings of the board and of any committee may be held at any place within or outside Ontario. In any financial year of the Corporation, a majority of the meetings of the board and a majority of the meetings of any committee need not be held within Canada.

5.2 Calling of Meetings

A meeting of the board may be called at any time by the Chairman of the Board, the President (if he is a director), a Vice-President (if he is a director) or any two of the directors and the Secretary shall cause notice of a meeting of directors to be given when so directed by any such person or persons.

5.3 Notice of Meetings

- (a) Notice of any meeting of the board specifying the time and, except where the meeting is to be held as provided for in section 5.6 of this by-law, the place for the holding of such meeting shall be given in accordance with the terms of section 15.1 hereof to every director not less than two days before the date of the meeting.
- (b) Notice of an adjourned meeting of the board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- (c) Meetings of the board may be held at any time without formal notice if all the directors are present or if all the directors who are not present, in writing or by cable, telegram or any form of transmitted or recorded communication, waive notice or signify their consent to the meeting being held without formal notice. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director either before or after such meeting. Attendance of a director at a meeting of the board is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.4 Regular Meetings

The board may by resolution fix a day or days in any month or months for the holding of regular meetings at a time and place specified in such resolution. A copy of any resolution of the board specifying the time and place for the holding of regular meetings of the board shall be sent to each director at least two days before the first of such regular meetings and no other notice shall be required for any of such regular meetings.

5.5 First Meeting of New Board

For the first meeting of the board to be held immediately following the election of directors at an annual or other meeting of the shareholders or for a meeting of the board at which a director is appointed to fill a vacancy in the board, no notice need be given to the newly elected or appointed director or directors.

5.6 Participation by Telephone

If all the directors present at or participating in the meeting consent, a meeting of the board or of a committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present in person at that meeting for the purposes of the Act and this by-law.

5.7 Chairman

The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and who is present at the meeting: Chairman of the Board, Managing Director, President or a Vice-President. If no such officer is present, the directors present shall choose one of their number to be chairman.

5.8 Quorum

- (a) Subject to the articles and subsection 5.8(b) of this by-law, a majority of the number of directors or minimum number of directors required by the articles constitutes a quorum at any meeting of the board, but in no case shall a quorum be less than two-fifths of the number of directors or minimum number of directors, as the case may be.
- (b) Where the Corporation has fewer than three directors, the director or both directors, as the case may be, must be present at any meeting of the board to constitute a quorum.
- (c) Directors shall not transact business at a meeting of directors unless a quorum of the board is present.

5.9 Voting

All questions arising at any meeting of the board shall be decided by a majority of votes. In case of an equality of votes, the chairman of the meeting shall not have, in addition to his or her original vote, a second or casting vote.

5.10 Auditor

The auditor shall be entitled to attend at the expense of the Corporation and be heard at meetings of the board on matters relating to his or her duties as auditor.

ARTICLE 6 - STANDARD OF CARE OF DIRECTORS AND OFFICERS

6.1 Standard of Care

Every director and officer in exercising his or her powers and discharging his or her duties to the Corporation shall,

- (i) act honestly and in good faith with a view to the best interests of the Corporation; and
- (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.2 Liability for Acts of Others

Subject to the provisions of section 6.1 of this by-law, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipts or acts for conformity or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless the same are occasioned by his or her own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

ARTICLE 7 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

7.1 Indemnification by Corporation

- (a) The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, or another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection 7.1(a) of this by-

law, but the individual shall repay the money to the Corporation if the individual does not fulfil the conditions set out in subsection 7.1(c) of this by-law.

- (c) The Corporation shall not indemnify an individual identified in subsection 7.1(a) of this by-law unless:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- (d) The Corporation shall, subject to the approval of the Ontario Superior Court of Justice, indemnify an individual referred to in subsection 7.1(a) of this by-law, or advance moneys under subsection 7.1(b) of this by-law, in respect of an action by or on behalf of the Corporation or other entity to obtain a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in subsection 7.1(a) of this by-law, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in clauses 7.1(c)(i) and 7.1(c)(ii) of this by-law.
- (e) Notwithstanding anything in this Article, an individual referred to in subsection 7.1(a) of this by-law is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is made a party because of the individual's association with the Corporation or other entity as described in subsection 7.1(a) of this by-law, if the individual seeking the indemnity:
 - (i) was not judged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
 - (ii) fulfils the conditions set out in clauses 7.1(c)(i) and 7.1(c)(ii) of this by-law.
- (f) The Corporation shall also indemnify an individual referred to in subsection 7.1(a) of this by-law in such other circumstances as the Act or the law permits or requires. Nothing in these by-laws shall limit the right of any person entitled to claim indemnity apart from the provisions of these by-laws.
- (g) The Corporation may from time to time enter into agreements pursuant to which the Corporation agrees to indemnify one or more persons in accordance with the provisions of this section.

7.2 Insurance

The Corporation may, from time to time as the Board may determine, purchase and maintain insurance for the benefit of an individual referred to in subsection 7.1(a) of this by-law against any liability incurred by the individual,

- (i) in the individual's capacity as a director or officer of the Corporation; or
- (ii) in the individual's his or her capacity as a director or officer, or a similar capacity, of another entity, of the individual acts or acted in that capacity at the Corporation's request.

7.3 Directors' Expenses

The directors shall be reimbursed for their out-of-pocket expenses incurred in attending board, committee or shareholders' meetings or otherwise in respect of the performance by them of their duties and no confirmation by the shareholders of any such reimbursement shall be required.

7.4 Performance of Services for Corporation

Subject to Article 8 of this by-law, if any director or officer shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Corporation, the fact of his or her being a director or officer shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE 8 - INTEREST OF DIRECTORS AND OFFICERS IN CONTRACTS

8.1 Disclosure of Interest

A director or officer who,

- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- (ii) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest.

8.2 Time of Disclosure by Director

The disclosure required by section 8.1 of this by-law shall be made, in the case of a director,

- (i) at the meeting at which a proposed contract or transaction is first considered;
- (ii) if the director was not then interested in a proposed contract or transaction, at the first meeting after he becomes so interested;

- (iii) if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he becomes so interested; or
- (iv) if a person who is interested in a contract or transaction later becomes a director, at the first meeting after he becomes a director.

8.3 Time of Disclosure by Officer

The disclosure required by section 8.1 of this by-law shall be made, in the case of an officer who is not a director,

- (i) forthwith after he becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of directors;
- (ii) if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after he becomes so interested; or
- (iii) if a person who is interested in a contract or transaction later becomes an officer, forthwith after he becomes an officer.

8.4 Time of Disclosure in Extraordinary Cases

Notwithstanding sections 8.2 and 8.3 of this by-law, where section 8.1 of this by-law applies to a director or officer in respect of a material contract or transaction or proposed material contract or transaction that, in the ordinary course of the Corporation's business, would not require approval by the directors or shareholders, the director or officer shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest forthwith after the director or officer becomes aware of the contract or transaction or proposed contract or transaction.

8.5 Voting by Interested Director

A director referred to in section 8.1 of this by-law shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is,

- (i) one relating primarily to his or her remuneration as a director of the Corporation or an affiliate;
- (ii) one for indemnity or insurance pursuant to the provisions of the Act; or
- (iii) one with an affiliate.

8.6 Remaining directors deemed quorum

If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of subsection (5), the remaining directors shall be deemed to constitute a quorum for the purposes of voting on the resolution.

8.7 Shareholder approval

Where all of the directors are required to make disclosure as described under section 8.1 above, the contract or transaction may be approved only by the shareholders.

8.8 Nature of Disclosure

For the purposes of this Article, a general notice to the directors by a director or officer disclosing that he or she is a director or officer of or has a material interest in a person, or that there has been a material change in the director's or officer's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person, is a sufficient disclosure of interest in relation to any such contract or transaction.

8.9 Effect of Disclosure

Where a material contract is made or a material transaction is entered into between the Corporation and a director or officer of the Corporation, or between the Corporation and another person of which a director or officer of the Corporation is a director or officer or in which he has a material interest,

- (i) the director or officer is not accountable to the Corporation or its shareholders for any profit or gain realized from the contract or transaction; and
- (ii) the contract or transaction is neither void nor voidable,

by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his or her interest in accordance with sections 8.2, 8.3, 8.4 or 8.6 of this by-law, as the case may be, and the contract or transaction was reasonable and fair to the Corporation at the time it was so approved.

8.10 Confirmation by Shareholders

Notwithstanding anything in this Article, a director or officer, acting honestly and in good faith, is not accountable to the Corporation or to its shareholders for any profit or gain realized from any such contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the Corporation at the time it was approved, is not by reason only of the director's or officer's interest therein void or voidable, where,

- (i) the contract or transaction is confirmed or approved by special resolution at a meeting of the shareholders duly called for that purpose; and
- (ii) the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting or in the information circular required pursuant to the provisions of the Act.

ARTICLE 9 – OFFICERS

9.1 Officers

Subject to the articles, by-laws and any unanimous shareholder agreement, the board may, annually or as often as may be required, by resolution appoint a President or Chairman of the Board and a Secretary. In addition, the board may from time to time by resolution appoint such other officers as the board determines to be necessary or advisable in the interests of the Corporation, which officers shall, subject to the Act, have such authority and perform such duties as may from time to time be prescribed by resolution of the board. None of the said officers, other than the Chairman of the Board, need be a member of the board. Any two or more offices of the Corporation may be held by the same person, except those of President and Vice-President. If the same person holds both the office of Secretary and the office of Treasurer, he may be known as Secretary-Treasurer.

9.2 Appointment of President or Chairman of the Board and Secretary

At the first meeting of the board after each annual meeting of shareholders, the board may appoint a President or Chairman of the Board and a Secretary.

9.3 Remuneration and Removal of Officers

The remuneration of all officers shall be determined from time to time by the board. The fact that any officer is a director or shareholder shall not disqualify him or her from receiving such remuneration as may be so determined. All officers shall be subject to removal by resolution of the board at any time.

9.4 Duties of Officers may be Delegated

In case of the absence or inability to act of the Chairman of the Board or the President, or any other officer of the Corporation, or for any other reason that the board may deem sufficient, the board may delegate the powers of such officer to any other officer or to any director for the time being.

9.5 Chairman of the Board

The Chairman of the Board shall, if present, preside at all meetings of directors and shareholders. He shall sign all instruments which require his or her signature and shall perform all duties incident to his or her office, and shall have such other powers and perform such other duties as may from time to time be prescribed by resolution of the board.

9.6 President

The President shall sign all instruments which require his or her signature and shall perform all duties incident to his or her office, and shall have such other powers and perform such other duties as may from time to time be prescribed by resolution of the board.

9.7 Managing Director

Subject to the Act, articles and by-laws, the directors may appoint from their number a Managing Director, and may delegate to such Managing Director any of the powers of the directors. The Managing

Director shall have such other powers and perform such other duties as may from time to time be prescribed by resolution of the board.

9.8 General Manager

The General Manager shall have such authority to manage the business of the Corporation and perform such duties as may from time to time be prescribed by resolution of the board.

9.9 Vice-President and Executive Vice-President

During the President's absence or inability or refusal to act, the President's duties may be performed and his or her powers may be exercised by the Vice-President or Executive Vice-President, or if there are more than one, by the Vice-Presidents or Executive Vice-Presidents in order of seniority or designation (as determined by the board), except that no Vice-President or Executive Vice-President shall preside at a meeting of the board unless he is a director. A Vice-President or Executive Vice-President shall also have such other authority and perform such other duties as may from time to time be prescribed by resolution of the board.

9.10 Secretary

The Secretary shall give, or cause to be given, all notices required to be given to shareholders, directors, auditors and members of any committee. He shall enter or cause to be entered in the books kept for that purpose minutes of all proceedings at meetings of directors and of shareholders. He shall be the custodian of the seal (if any) of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such other authority and perform such other duties as may from time to time be prescribed by resolution of the board.

9.11 Treasurer and Chief Financial Officer

The Treasurer or Chief Financial Officer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board may by resolution direct. He shall at all reasonable times exhibit his or her books and accounts to any director upon application at the office of the Corporation during business hours. He shall sign or countersign such instruments as require his or her signature and shall perform all duties incident to his or her office or that are properly required of him or her by resolution of the board. He may be required to give such bond for the faithful performance of his or her duties as the board in its uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. The Treasurer or Chief Financial Officer shall also have such other authority and perform such other duties as may from time to time be prescribed by resolution of the board.

9.12 Assistant Secretary and Assistant Treasurer

- (a) During the Secretary's absence or inability or refusal to act, the Assistant Secretary shall perform all the duties of the Secretary. The Assistant Secretary shall also have such other authority and perform such other duties as may from time to time be prescribed by resolution of the board.

- (b) During the Treasurer's absence or inability or refusal to act, the Assistant Treasurer shall perform all the duties of the Treasurer. The Assistant Treasurer shall also have such other authority and perform such other duties as may from time to time be prescribed by resolution of the board.

9.13 Delegation of Board Powers

In accordance with the by-laws and subject to the provisions of the Act, the board may from time to time by resolution delegate to any officer or officers power to manage the business and affairs of the Corporation.

9.14 Vacancies

If any office of the Corporation shall for any reason be or become vacant, the directors by resolution may appoint a person to fill such vacancy.

9.15 Variation of Powers and Duties

Notwithstanding the foregoing, the board may from time to time and subject to the provisions of the Act, add to or limit the powers and duties of an office or of an officer occupying any office.

9.16 Chief Executive Officer

- (a) The board may by resolution designate any one of the officers (including the Chairman of the Board, if any) as the Chief Executive Officer of the Corporation and may from time to time by resolution rescind any such designation and designate another officer as the Chief Executive Officer of the Corporation.
- (b) The officer designated as the Chief Executive Officer of the Corporation pursuant to subsection (a) of this section shall exercise general supervision over the affairs of the Corporation.

ARTICLE 10 - MEETINGS OF SHAREHOLDERS

10.1 Calling of Meetings

A meeting of shareholders may be called at any time by resolution of the board or by the Chairman of the Board or by the President, and the Secretary shall cause notice of a meeting of shareholders to be given when directed so to do by resolution of the board or by the Chairman of the Board or by the President.

10.2 Annual Meeting

Subject to the provisions of the Act, the Corporation shall hold an annual meeting of shareholders not later than eighteen (18) months after the Corporation comes into existence and subsequently not later than fifteen (15) months after holding the last preceding annual meeting for the purpose of considering the financial statements and the auditor's report, electing directors and appointing auditors.

10.3 Special Meeting

Subject to the provisions of the Act, a special meeting of shareholders may be called at any time and may be held in conjunction with an annual meeting of shareholders.

10.4 Place of Meetings

Subject to the articles and any unanimous shareholder agreement, a meeting of shareholders shall be held at such place in or outside Ontario as the directors determine or, in the absence of such a determination, at the place where the registered office of the Corporation is located.

10.5 Notice

Notice of the time and place of each meeting of shareholders shall be given in the manner provided in section 15.1 in this by-law, in the case of an offering Corporation, not less than twenty-one (21) days, and in the case of any other Corporation, not less than ten (10) days, but, in either case, not more than fifty (50) days, before the date of the meeting to each director, to the auditor and to each shareholder entitled to vote at such meeting. A notice of a meeting is not required to be sent to shareholders who were not registered on the records of the Corporation or its transfer agent on the record date determined under subsection 10.9(a) of this by-law but failure to receive a notice does not deprive a shareholder of the right to vote at the meeting.

10.6 Contents of Notice

The notice of a meeting of shareholders shall state the day, hour and place of the meeting, and shall state or be accompanied by a statement of

- (i) the nature of any special business to be transacted at the meeting in sufficient detail to permit a shareholder to form a reasoned judgment thereon, and
- (ii) the text of any special resolution or by-law to be submitted to the meeting.

For the purposes of this section "special business" includes all business transacted at a special meeting of shareholders and all business transacted at an annual meeting of shareholders, except consideration of the minutes of an earlier meeting, the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor.

10.7 Waiver of Notice

A shareholder and any other person entitled to attend a meeting of shareholders may in any manner and at any time waive notice of a meeting of shareholders, and attendance of any such person at a meeting of shareholders is a waiver of notice of the meeting, except where he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.8 Notice of Adjourned Meetings

- (a) If a meeting of shareholders is adjourned for less than thirty (30) days, it is not necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned.
- (b) If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

10.9 Record Date for Notice

- (a) The directors may by resolution fix in advance a time and date as the record date for the determination of the shareholders entitled to receive notice of a meeting of the shareholders, which record date shall not precede by more than sixty (60) days or by less than thirty (30) days the date on which the meeting is to be held. 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,
 - (i) at the close of business on the day immediately preceding the day on which notice of such meeting is given, or
 - (ii) if no notice is given, the day on which the meeting is held;
- (b) If a record date is fixed pursuant to subsection (a) of this section, unless notice of the record date is waived in writing by every holder of a share of the class or series affected whose name is set out in the securities register at the close of business on the day the directors fix the record date, notice thereof shall be given, not less than seven days before the date so fixed, in accordance with section 13.3 hereof.

10.10 Omission of Notice

Subject to the provisions of the Act, the accidental omission to give notice of any meeting of shareholders to any person entitled thereto or the non-receipt of any notice by any such person shall not invalidate any resolution passed or any proceedings taken at any meeting of shareholders.

10.11 List of Shareholders

- (a) The Corporation shall prepare a list of shareholders entitled to receive notice of a meeting, arranged in alphabetical order and showing the number of shares held by each shareholder, which list shall be prepared,
 - (i) if a record date is fixed under subsection 10.9(a) of this by-law not later than ten days after such record date; or
 - (ii) if no record date is fixed,
 - (A) at the close of business on the day immediately preceding the day on which notice is given, or

- (B) where no notice is given, on the day on which the meeting is held.
- (b) A shareholder may examine the list of shareholders,
 - (i) during usual business hours at the registered office of the Corporation or at the place where its central securities register is maintained, and
 - (ii) at the meeting of shareholders for which the list was prepared.

10.12 Shareholders Entitled to Vote

Where the Corporation fixes a record date under subsection 10.9(a) of this by-law, a person named in the list prepared under section 10.11 of this by-law is entitled to vote the shares shown opposite his or her name at the meeting to which the list relates, except to the extent that,

- (i) the person has transferred any of his or her shares after the record date; and
- (ii) the transferee of those shares,
 - (A) produces properly endorsed share certificates, or
 - (B) otherwise establishes that he owns the shares,

and demands, not later than ten days before the meeting, or such shorter period before the meeting as the by-laws of the Corporation may provide, that his or her name be included in the list before the meeting, in which case the transferee is entitled to vote such shares at the meeting.

10.13 Persons Entitled to be Present

The only persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat and the President, the Secretary, the directors, the scrutineer or scrutineers and the auditor and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

10.14 Proxies

- (a) Every shareholder entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, as his or her nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.
- (b) A proxy shall be executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized and shall conform with the requirements of the Act.

10.15 Revocation of Proxies

A shareholder may revoke a proxy

- (i) by depositing an instrument in writing executed by him or her or by his or her attorney authorized in writing,
 - (A) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used, or
 - (B) with the chairman of the meeting on the day of the meeting or an adjournment thereof; or
- (ii) in any other manner permitted by law.

10.16 Deposit of Proxies

The directors may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of shareholders before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.

10.17 Joint Shareholders

Where two (2) or more persons hold shares jointly, one of those holders present at a meeting of shareholders may in the absence of the others vote the shares, but if two (2) or more of those persons are present, in person or by proxy, they shall vote as one on the shares jointly held by them.

10.18 Chairman and Secretary

- (a) The chairman of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: Chairman of the Board, President, Managing Director or, in the absence of the aforesaid officers, a Vice-President who is a director. If there is no such officer or if at a meeting none of them is present within fifteen (15) minutes after the time appointed for the holding of the meeting the shareholders present shall choose a person from their number to be the chairman.
- (b) The Secretary shall be the secretary of any meeting of shareholders, but if the Secretary is absent, the chairman shall appoint some person who need not be a shareholder to act as secretary of the meeting.

10.19 Scrutineers

The chairman of any meeting of shareholders may appoint one or more persons to act as scrutineer or scrutineers at such meeting and in that capacity to report to the chairman such information as to attendance, representation, voting and other matters at the meeting as the chairman shall direct.

10.20 Votes to Govern

At all meetings of shareholders every question shall, unless otherwise required by law, the articles, the by-laws, or a unanimous shareholder agreement, be determined by the majority of the votes

duly cast on the question. In case of an equality of votes, the chairman presiding at the meeting shall not have a second or casting vote in addition to the vote or votes to which he may be entitled as a shareholder.

10.21 Show of Hands

At all meetings of shareholders, every question submitted to the meeting shall be decided by a show of hands unless a ballot thereon is required by the chairman or is demanded by a shareholder or proxyholder present and entitled to vote. Upon a show of hands every person present who is either a shareholder entitled to vote or the duly appointed proxyholder of such a shareholder shall have one vote. Before or after a vote by a show of hands has been taken upon any question, the chairman may require, or any shareholder or proxyholder present and entitled to vote may demand, a ballot thereon. Unless a ballot is demanded, an entry in the minutes of a meeting of shareholders to the effect that the chairman declared a motion to be carried is admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

10.22 Ballots

If a ballot is required by the chairman of the meeting or is duly demanded by any shareholder or proxyholder and the demand is not withdrawn, a ballot upon the question shall be taken in such manner and at such time as the chairman of the meeting shall direct.

10.23 Votes on Ballots

Unless the articles otherwise provide, upon a ballot each shareholder who is present in person or represented by proxy shall be entitled to one vote for each share in respect of which he is entitled to vote at the meeting and the result of the ballot shall be the decision of the meeting.

10.24 Adjournment

The chairman presiding at a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the meeting from time to time and from place to place and, subject to the provisions of the Act and subsection 10.8(b) of this by-law no notice of such adjournment or of the adjourned meeting need be given to the shareholders. Subject to the provisions of the Act, any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such meeting.

10.25 Quorum

At any meeting of shareholders, two (2) individuals present in person, each of whom is either a shareholder entitled to attend and vote at such meeting or the proxyholder of such a shareholder appointed by means of a valid proxy, shall be a quorum for the choice of a chairman (if required) and for the adjournment of the meeting. For all other purposes a quorum for any meeting of shareholders (unless a greater number of shareholders and/or a greater number of shares are required by the Act or by the articles or the by-laws) shall be two (2) individuals present in person, each of whom is either a shareholder entitled to attend and vote at such meeting or the proxyholder of such a shareholder appointed by means of a valid proxy, holding or representing by proxy not less than 51% of the total number of the issued shares of the Corporation for the time being enjoying voting rights at such meeting. No business shall be transacted at any meeting of shareholders while the requisite quorum is not present.

10.26 Only One Shareholder

Where the Corporation has only one shareholder, or only one holder of any class or series of shares, that shareholder present in person or by proxy constitutes a meeting.

ARTICLE 11 - SHARES AND TRANSFERS

11.1 Issuance

Subject to the provisions of the Act, the articles and any unanimous shareholder agreement, shares of the Corporation, or options to purchase the whole or any part of the authorized and unissued shares of the Corporation, may be issued at such time and to such persons and for such consideration as the directors may by resolution determine, but no share shall be issued until it is fully paid in money or in property or past service that is not less in value than the fair equivalent of the money that the Corporation would have received if the share had been issued for money.

11.2 Commissions

The directors may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of his or her purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

11.3 Register of Transfers

Subject to the Ontario *Securities Transfer Act, 2006* ("STA"), no transfer of a share shall be registered in a securities register except upon presentation of the certificate, if any, issued by the Corporation, representing the share with an endorsement which complies with the STA made on or delivered with it, duly executed by an appropriate person as provided by the STA, together with such assurance that the endorsement is genuine and effective as the Board may from time to time prescribe, on payment of all applicable taxes and any reasonable fees prescribed by the Board, on compliance with the restrictions on issue, transfer or ownership authorized by the Articles or any Unanimous Shareholder Agreement and on satisfaction of any lien referred to in Section 11.4 of these by-laws.

11.4 Lien on Shares

Except where it has shares listed on a stock exchange recognized by the Ontario Securities Commission, subject to the provisions of the Act, the Corporation has a lien on a share registered in the name of a shareholder or his or her legal representative for a debt of that shareholder to the Corporation. Such lien may be enforced by the Corporation in any manner permitted by law.

11.5 Share Certificates

- (a) Unless otherwise provided in the Articles, the Board may provide by resolution that all or any classes and series of shares or other securities shall be uncertificated securities, provided that such resolution shall not apply to securities represented by a certificate until such certificate is surrendered to the Corporation.

- (b) Subject to subsection 11.5(a) of these by-laws, every holder of one or more securities of the Corporation is entitled at his or her option to a security certificate or to a non-transferable written acknowledgement of his or her right to obtain a security certificate from the Corporation, stating the number, class or series of securities held by him or her as shown in the securities register. The certificates shall be in such form as the Board may from time to time approve and need not be under corporate seal. Unless otherwise ordered by the Board, any such certificate shall be signed manually
- (c) Security certificates and acknowledgements of a shareholder's right to a security certificate, respectively, shall (subject to compliance with the provisions of the Act) be in such form as the directors may from time to time by resolution approve and, unless otherwise provided by resolution of the board, such certificates and acknowledgements may be signed by:

- (i) the Chairman of the Board, the President or a Vice-President, and
- (ii) the Secretary or an Assistant Secretary holding office at the time of signing,

and notwithstanding any change in the persons holding such offices between the time of actual signing and the issuance of any certificate or acknowledgement and notwithstanding that the Chairman of the Board, the President, Vice-President, Secretary or Assistant Secretary signing may not have held office at the date of the issuance of such certificate or acknowledgement, any such certificate or acknowledgement so signed shall be valid and binding upon the Corporation.

- (d) Notwithstanding the provisions of section 2.4 of this by-law, the signature of the Chairman of the Board, the President or a Vice-President may be printed, engraved, lithographed or otherwise mechanically reproduced upon certificates and acknowledgements for shares of the Corporation, and certificates and acknowledgements so signed shall be deemed to have been manually signed by the Chairman of the Board, the President or a Vice-President whose signature is so printed, engraved, lithographed or otherwise mechanically reproduced thereon and shall be as valid as if they had been signed manually. Where the Corporation has appointed a transfer agent pursuant to subsection 11.6 (a) of this by-law the signature of the Secretary or Assistant Secretary may also be printed, engraved, lithographed or otherwise mechanically reproduced, and when countersigned by or on behalf of a transfer agent, share certificates and acknowledgements so signed shall be as valid as if they had been signed manually.

11.6 Transfer Agent

- (a) For each class of securities and warrants issued by it, the Corporation may, from time to time, appoint or remove
 - (i) a trustee, transfer agent or other agent to keep the securities register and the register of transfers and one or more persons or agents to keep branch registers; and
 - (ii) a registrar, trustee or agent to maintain a record of issued security certificates and warrants;

and the person or persons appointed pursuant to this subsection shall be referred to in this by-law as a "transfer agent".

- (b) Subject to compliance with the provisions of the Act, the directors may by resolution provide for the transfer and the registration of transfers of shares of the Corporation in one or more places. A transfer agent shall keep all necessary books and registers of the Corporation for the registration and transfer of such shares of the Corporation. All share certificates issued by the Corporation for shares for which a transfer agent has been appointed as aforesaid shall be countersigned by or on behalf of the said transfer agent.

11.7 Transfer of Shares

Subject to the restrictions on transfer set forth in the articles, shares of the Corporation shall be transferable on the books of the Corporation in accordance with the applicable provisions of the Act.

11.8 Defaced, Destroyed, Stolen or Lost Certificates

Where the owner of a share or shares of the Corporation claims that the certificate for such share or shares has been lost, apparently destroyed or wrongfully taken, the Corporation shall issue a new share certificate in place of the original share certificate if such owner

- (i) so requests before the Corporation has notice that shares represented by the original certificate have been acquired by a bona fide purchaser;
- (ii) files with the Corporation an indemnity bond sufficient in the Corporation's opinion to protect the Corporation and any transfer agent from any loss that it or any of them may suffer by complying with the request to issue a new share certificate; and
- (iii) satisfies any other reasonable requirements imposed by the Corporation.

11.9 Joint Shareholders

If two (2) or more persons are registered as joint holders of any share or shares, the Corporation is not bound to issue more than one share certificate in respect thereof and delivery of a share certificate to one of such persons is sufficient delivery to all of them.

11.10 Deceased Shareholders

In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register or register of transfers in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation or any of its transfer agents.

ARTICLE 12 - DIVIDENDS

12.1 Declaration of Dividends

Subject to the provisions of the Act and the articles, the directors may from time to time declare and the Corporation may pay dividends to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation.

12.2 Joint Shareholders

- (a) In case several persons are registered as joint holders of any share or shares of the Corporation, the cheque for any dividend payable to such joint holders shall, unless such joint holders otherwise direct, be made payable to the order of all such joint holders and if more than one address appears on the books of the Corporation in respect of such joint holding the cheque shall be mailed to the first address so appearing.
- (b) In case several persons are registered as the joint holders of any share or shares of the Corporation, any one of such persons may give effectual receipts for all dividends and payments on account of dividends on such shares and/or payments in respect of the redemption of such shares.

12.3 Dividends from Funds Derived from Operations

Subject to the provisions of the Act, the Corporation may, if

- (i) for the time being it carries on as its principal business the business of operating a producing mining, gas or oil property owned and controlled by it;
- (ii) at least seventy-five per cent (75%) of its assets are of a wasting character; or
- (iii) it was incorporated for the purpose of acquiring the assets or a substantial part of the assets of a body corporate and administering such assets for the purpose of converting them into cash and distributing the cash among the shareholders;

declare and pay dividends out of the funds derived from its operations notwithstanding that the value of the net assets of the Corporation may be thereby reduced to less than its stated capital of all classes if the payment of the dividends does not reduce the value of its remaining assets to an amount insufficient to meet all the liabilities of the Corporation, exclusive of its stated capital of all classes.

ARTICLE 13 - RECORD DATES

13.1 Fixing Record Dates

For the purpose of determining shareholders

- (i) entitled to receive payment of a dividend;
- (ii) entitled to participate in a liquidation or distribution; or

- (iii) for any other purpose except the right to receive notice of or to vote at a meeting,

the directors may fix in advance a date as the record date for such determination of shareholders, but such record date shall not precede by more than fifty (50) days the particular action to be taken.

13.2 No Record Date Fixed

If no record date is fixed pursuant to section 13.1 hereof, the record date for the determination of shareholders for any purpose other than to establish a shareholder's right to receive notice of a meeting or to vote shall be at the close of business on the day on which the directors pass the resolution relating thereto.

13.3 Notice of Record Date

If a record date is fixed, unless notice of the record date is waived in writing by every holder of a share of the class or series affected whose name is set out in the securities register at the close of business on the day the directors fix the record date, notice thereof shall be given, not less than seven days before the date so fixed,

- (i) by advertisement in a newspaper published or distributed in the place where the Corporation has its registered office and in each place in Canada where it has a transfer agent or where a transfer of its shares may be recorded; and
- (ii) by written notice to each stock exchange in Canada on which the shares of the Corporation are listed for trading.

13.4 Effect of Record Date

In every case where a record date is fixed pursuant to section 13.1 hereof in respect of the payment of a dividend, the making of a liquidation distribution or the issue of warrants or other rights to subscribe for shares or other securities, only shareholders of record at the record date shall be entitled to receive such dividend, liquidation distribution, warrants or other rights.

ARTICLE 14 - CORPORATE RECORDS AND INFORMATION

14.1 Keeping of Corporate Records

- (a) The Corporation shall prepare and maintain, at its registered office or at such other place in Ontario designated by the directors:
 - (i) the articles and the by-laws and all amendments thereto, and a copy of any unanimous shareholder agreement known to the directors,
 - (ii) minutes of meetings and resolutions of shareholders;
 - (iii) a register of directors in which are set out the names and residence addresses, while directors, including the street and number, if any, of all persons who are or have been directors with the several dates on which each became or ceased to be a director;

(iv) a securities register in which are recorded the securities issued by the Corporation in registered form, showing with respect to each class or series of securities

(A) the names, alphabetically arranged, of persons who,

(1) are or have been within six years registered as shareholders and the address including the street and number, if any, of every such person while a holder, and the number and class of shares registered in the name of such holder,

(2) are or have been within six years registered as holders of debt obligations of the Corporation and the address including the street and number, if any, of every such person while a holder, and the class or series and principal amount of the debt obligations registered in the name of such holder, or

(3) are or have been within six years registered as holders of warrants of the Corporation, other than warrants exercisable within one year from the date of issue and the address including the street and number, if any, of every such person while a registered holder, and the class or series and number of warrants registered in the name of such holder; and

(B) the date and particulars of the issue of each security and warrant.

(b) In addition to the records described in subsection (a) of this section, the Corporation shall prepare and maintain adequate accounting records and records containing minutes of meetings and resolutions of the directors and any committee. The records described in this subsection shall be kept at the registered office of the Corporation or at such other place in Ontario as is designated by the directors and shall be open to examination by any director during normal business hours of the Corporation.

(c) The Corporation shall also cause to be kept a register of transfers in which all transfers of securities issued by the Corporation in registered form and the date and other particulars of each transfer shall be set out.

14.2 Access to Corporate Records

Shareholders and creditors of the Corporation and their agents and legal representatives may examine the records referred to in subsection 14.1(a) of this by-law during the usual business hours of the Corporation and may take extracts therefrom, free of charge. If the Corporation is an offering corporation, any other person may examine such records during the usual business hours of the Corporation and may take extracts therefrom upon payment of a reasonable fee.

14.3 Copies of Certain Corporate Records

A shareholder is entitled upon request and without charge to one copy of the articles and by-laws and of any unanimous shareholder agreement.

14.4 Report to Shareholders

A copy of the financial statements of the Corporation, a copy of the auditor's report, if any, to the shareholders and a copy of any further information respecting the financial position of the Corporation and the results of its operations required by the articles, the by-laws or any unanimous shareholder agreement which are to be placed before an annual meeting of shareholders pursuant to the Act shall be sent to each shareholder not less than ten (10) days before such annual meeting of shareholders (or, if the Corporation is an offering Corporation, not less than twenty-one (21) days) or before the signing of a resolution in accordance with the Act in lieu of such annual meeting, except to a shareholder who has informed the Corporation in writing that he does not wish to receive a copy of those documents.

14.5 No Discovery of Information

Except as specifically provided for in this Article, and subject to all applicable law, no shareholder shall be entitled to or to require discovery of any information respecting any details or conduct of the Corporation's business which in the opinion of the directors would be inexpedient or inadvisable in the interests of the Corporation to communicate to the public.

14.6 Conditions for Inspection

The board may from time to time by resolution determine whether and to what extent and at what times and place and under what conditions or regulations the accounts and books of the Corporation or any of them shall be open to the inspection of shareholders, and no shareholder shall have any right to inspect any account or book or document of the Corporation, except as specifically provided for in this Article or as otherwise provided for by statute or as authorized by resolution of the board.

ARTICLE 15 - NOTICES

15.1 Method of Giving

Any notice, communication or other document to be sent or given by the Corporation to a shareholder, director, officer, or auditor of the Corporation under any provision of the Act, the articles or by-laws shall be sufficiently sent and given if delivered personally to the person to whom it is to be given or if delivered to his or her last address as shown in the records of the Corporation or its transfer agent or if mailed by prepaid ordinary mail or air mail in a sealed envelope addressed to him or her at his or her last address as shown on the records of the Corporation or its transfer agent or if sent by any means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the records of the Corporation of any shareholder in accordance with any information believed by him or her to be reliable. A notice, communication or document so delivered shall be deemed to have been sent and given when it is delivered personally or delivered at the address aforesaid. A notice, communication or document so mailed shall be deemed to have been sent and given on the day it is deposited in a post office or public letter box and shall be deemed to be received by the addressee on the fifth day after such mailing. A notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication corporation or agency or its representative for dispatch.

15.2 Shares Registered in More Than One Name

All notices or other documents with respect to any shares of the Corporation registered in the names of two or more persons as joint shareholders shall be addressed to all of such persons and sent to the address or addresses for such persons as shown in the records of the Corporation or its transfer agent but notice to one of such persons shall be sufficient notice to all of them.

15.3 Persons Becoming Entitled by Operation of Law

Subject to the provisions of the Act, every person who by operation of law, transfer or by any other means whatsoever shall become entitled to any share or shares of the Corporation shall be bound by every notice or other document in respect of such share or shares which previous to his or her name and address being entered on the records of the Corporation shall be duly given to the person or persons from whom he derives his or her title to such share or shares.

15.4 Deceased Shareholder

Any notice or document delivered or sent by mail or left at the address of any shareholder as such address appears on the records of the Corporation shall, notwithstanding that such shareholder is then deceased and whether or not the Corporation has notice of his or her death, be deemed to have been duly given or served in respect of the shares whether held solely or jointly with other persons by such shareholder until some other person is entered in his or her stead on the records of the Corporation as the holder or one of the joint holders thereof and such service of such notice shall for all purposes be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators and on all persons, if any, interested with him or her in such shares.

15.5 Signature to Notice

The signature, if any, to any notice to be given by the Corporation may be written, stamped, typewritten, printed or otherwise mechanically reproduced in whole or in part.

15.6 Proof of Service

A certificate of the Chairman of the Board, the President, a Vice-President, the Secretary or the Treasurer or of any other officer in office at the time of the making of the certificate or of a transfer officer of any transfer agent or branch transfer agent of shares of any class of the Corporation as to facts in relation to the delivery or mailing or service of any notice or other document to any shareholder, director, officer or auditor or publication of any notice or other document shall, in the absence of evidence to the contrary, be proof thereof.

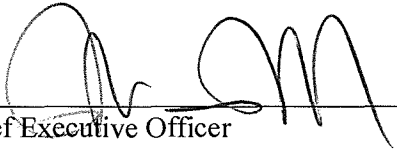
15.7 Computation of Time

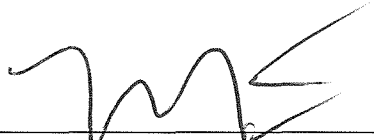
Where a given number of days' notice or notice extending over any period is required to be given, the number of days or period shall be computed in accordance with the definition of "day" contained in section 1.1 of this by-law.

15.8 Waiver of Notice

Any shareholder (or his or her duly appointed proxyholder), director, officer, auditor or member of a committee may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under any provisions of the Act, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board which may be given in any manner.

PASSED AND MADE this 17th day of June, 2008.



Chief Executive Officer

Executive Vice-President

**MINUTES
OF DIRECTORS**

**MINUTES
OF SHAREHOLDERS**

**SPECIAL
RESOLUTIONS**

TO: **ALM LABS INC.**
(the "Corporation")

AND TO: **THE DIRECTORS THEREOF**

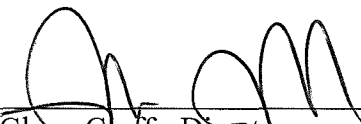
SUBSCRIPTION FOR SHARES

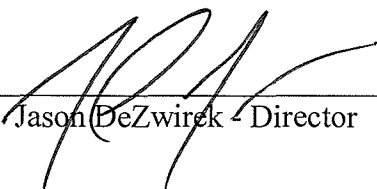
The undersigned hereby subscribes for and agrees to take up, as registered and beneficial owner, 100 Common Shares of the Corporation and tenders herewith the sum of \$100.00 in lawful money of Canada in full payment of the subscription price for such shares.

The undersigned hereby requests that the said shares be allotted to the undersigned and that such shares be issued as fully paid and non-assessable and that a certificate representing such shares be issued in the name of the undersigned or as the undersigned may in writing direct.

DATED this 17th day of June, 2008.

AVID LIFE MEDIA INC.

Per: 
Glenn Graff - Director

Per: 
Jason DeZwirek - Director

ALM LABS INC.
(the "Corporation")

The following resolutions, signed by the sole director of the Corporation, are hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario):

BY-LAW NO. 1

RESOLVED THAT:

1. By-law No. 1 of the Corporation, being a by-law regulating the business and affairs of the Corporation, is hereby made; and
2. the proper officers of the Corporation be authorized and directed to sign By-law No. 1 and place such by-law in the front portion of the minute book of the Corporation under the heading "By-laws".

FORM OF SHARE CERTIFICATE

RESOLVED THAT:

the form of share certificate and blank endorsement thereon for the Common Shares of the Corporation which is annexed hereto as Schedule "A", is approved and adopted as the form of share certificate for the Common Shares of the Corporation.

ISSUE OF SHARES

RESOLVED THAT:

1. 100 Common Shares in the capital of the Corporation be issued to Avid Life Media Inc. (the "**Subscriber**") pursuant to the subscription therefor which subscription has been inserted in the minute book of the Corporation immediately in front of this resolution;
2. the director hereby fixes the sum of \$100.00 as the consideration for the issuance of such shares; and
3. the Corporation having received payment in full for such shares, such shares shall be issued as fully paid and non-assessable and a certificate therefor be issued in the name of the Subscriber or as the Subscriber may in writing direct.

APPOINTMENT OF OFFICERS

RESOLVED THAT:

the following persons are hereby appointed officers of the Corporation to hold the offices set opposite their respective names at the pleasure of the board:

Glenn Graff	-	Chief Executive Officer
Steve Bloom	-	Chief Financial Officer
Jason Meretsky	-	Executive Vice-President

FINANCIAL YEAR

WHEREAS the by-laws of the Corporation provide that the directors of the Corporation may by resolution fix the financial year of the Corporation;

RESOLVED THAT:

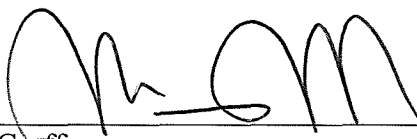
1. The first financial period of the Corporation is hereby fixed as the period from and including the date of incorporation to and including December 31, 2008; and
2. Each subsequent financial year of the Corporation is hereby fixed as the period from and including January 1st in each calendar year to and including December 31st in the following calendar year.

CORPORATE RECORDS

RESOLVED THAT:

all registers and other corporate records required to be prepared and maintained by the Corporation pursuant to the *Business Corporations Act*, but excluding accounting records, shall be kept at the offices of Aird & Berlis LLP, Suite 1800, 181 Bay Street, Toronto, Ontario, M5J 2T9.

DATED this 17th day of June, 2008.



Glenn Graff

No. CS- _____

Incorporated under the law of the Province of Ontario

Common Shares

"SPECIMEN"

THIS CERTIFIES THAT

is the registered holder of _____

Common Shares of _____

VISION OPPORTUNITY FUND (GP) INC.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers
this _____ day of _____

President

Secretary

Schedule "A"

FOR VALUE RECEIVED, the undersigned hereby assigns and transfers unto

_____ Common Shares

represented by the within Certificate.

DATED _____ (year) _____

IN THE PRESENCE OF

ALM LABS INC.

(the "Corporation")

The following resolutions, signed by the sole shareholder of the Corporation entitled to vote thereon, are hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario) (the "Act"):

CONFIRMATION OF BY-LAW NO. 1

RESOLVED THAT:

By-law No. 1 of the Corporation in the form made by the director of the Corporation is hereby confirmed without variation or amendment.

FIXING NUMBER OF DIRECTORS

WHEREAS the articles of the Corporation provide that the number of directors of the Corporation is a minimum of one (1) and a maximum of ten (10);

NOW THEREFORE BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. the number of directors of the Corporation, and the number of directors of the Corporation to be elected at any annual meeting of the shareholders of the Corporation, is hereby determined to be two (2) until changed in a manner permitted by the Act; and
2. hereafter, the directors of the Corporation are empowered to determine from time to time the number of directors of the Corporation, and the number of directors of the Corporation to be elected at any annual meeting of the shareholders of the Corporation, provided such number shall not be less than the minimum number, nor more than the maximum number, of directors of the Corporation provided for in the articles of the Corporation, as the same may be amended from time to time.

ELECTION OF DIRECTORS

WHEREAS the articles of the Corporation provide that the number of directors of the Corporation is a minimum of one (1) and a maximum of ten (10);

AND WHEREAS by special resolution the number of directors of the Corporation and the number of directors of the Corporation to be elected at any annual meeting of the shareholders of the Corporation has been determined to be two (2) until changed in a manner permitted by the Act.

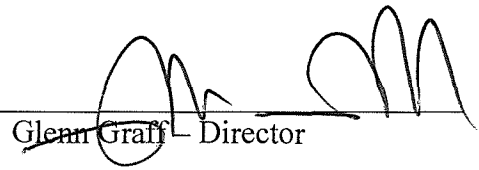
NOW THEREFORE BE IT RESOLVED THAT:

1. Glenn Graff and Jason DeZwirek are hereby elected the directors of the Corporation to hold office until the close of the first annual meeting of shareholders or until their successors are elected or appointed.

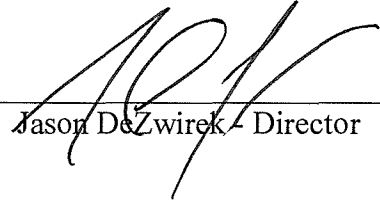
DATED this 17th day of June, 2008.

AVID LIFE MEDIA INC.

Per: _____


Glenn Graff - Director

Per: _____


Jason DeZwirek - Director

TO: ALM LABS INC.
(the "Corporation")

AND TO: THE DIRECTORS AND SHAREHOLDERS THEREOF

DIRECTOR'S CONSENT

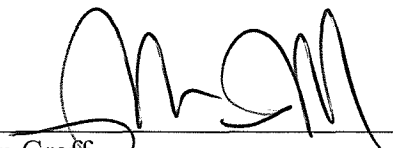
The undersigned hereby:

- (a) consents to act as a director of the Corporation;
- (b) acknowledges and declares that the undersigned is:
 - (i) at least 18 years of age and does not have the status of a bankrupt; and
 - (ii) a Canadian citizen ordinarily resident in Canada;
- (c) declares that the undersigned's residence address is:

42 Owen Boulevard, Toronto, Ontario, M2P 1E9
- (d) undertakes to advise the Corporation in writing forthwith of any change in the undersigned's citizenship or residence, including a change in residence address; and
- (e) consents to the holding of any meeting of the directors or of a committee of directors of the Corporation by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

In the event the undersigned revokes this consent or resigns from the board of directors, this consent shall cease to have effect from the date of receipt in writing by the Corporation of such revocation or the effective date of such resignation.

DATED this 17th day of June, 2008.



Glenn Graff

TO: ALM LABS INC.
(the "Corporation")

AND TO: THE DIRECTORS AND SHAREHOLDERS THEREOF

DIRECTOR'S CONSENT

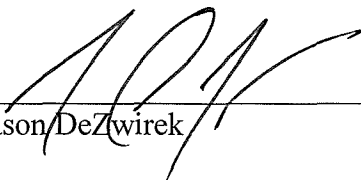
The undersigned hereby:

- (a) consents to act as a director of the Corporation;
- (b) acknowledges and declares that the undersigned is:
 - (i) at least 18 years of age and does not have the status of a bankrupt; and
 - (ii) a Canadian citizen ordinarily resident in Canada;
- (c) declares that the undersigned's residence address is:

18 Brookfield Road, Toronto, Ontario, M2P 1A9
- (d) undertakes to advise the Corporation in writing forthwith of any change in the undersigned's citizenship or residence, including a change in residence address; and
- (e) consents to the holding of any meeting of the directors or of a committee of directors of the Corporation by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

In the event the undersigned revokes this consent or resigns from the board of directors, this consent shall cease to have effect from the date of receipt in writing by the Corporation of such revocation or the effective date of such resignation.

DATED this 17th day of June, 2008.



Jason DeZwirek

TO: ALM LABS INC.
(the "Corporation")

AND TO: THE DIRECTORS THEREOF

AUDIT EXEMPTION

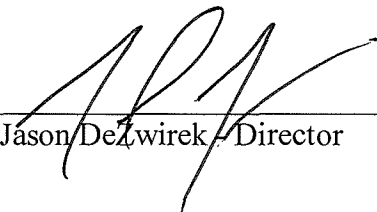
WHEREAS the Corporation is not an offering corporation within the meaning ascribed to that term in the *Business Corporations Act* (Ontario) (the "Act");

NOW THEREFORE the undersigned, being the sole shareholder of the Corporation hereby consents to the Corporation being exempt from the requirements of Part XII of the Act regarding the appointment and duties of an auditor in respect of the first financial year of the Corporation.

DATED this 17th day of June, 2008.

AVID LIFE MEDIA INC.

Per: 
Glenn Graff – Director

Per: 
Jason DeZwirek – Director

ALM LABS INC.
(the "Corporation")

The following resolution, signed by all of the directors of the above Corporation, are hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario):

CHANGE OF ADDRESS OF REGISTERED OFFICE

RESOLVED THAT:

1. the address of the registered office of the Corporation within the City of Toronto is changed from:

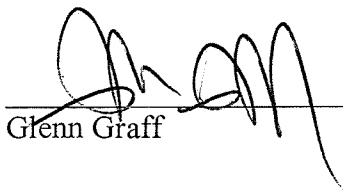
2300 Yonge Street,
Suite 1906
Toronto, Ontario
M4P 1E4

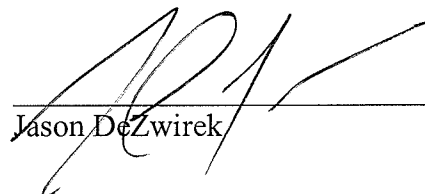
to:

2300 Yonge Street
Suite 1710
Toronto, Ontario
M4P 1E4

2. any director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to send a Form 1, Notice of Change to the Ministry of Government and Consumer Services pursuant to the *Corporations Information Act* (Ontario) and to sign and deliver all documents and to do all things necessary or advisable in connection with the foregoing.

DATED this 9th day of December, 2008.


Glenn Graff


Jason DeZwirek

ALM LABS INC.
(the “Corporation”)

The following resolutions, signed by all of the directors of the Corporation, are hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario):

CHANGE OF ADDRESS OF REGISTERED OFFICE

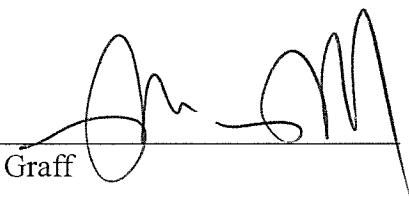
RESOLVED THAT:

1. the address of the registered office of the Corporation within the City of Toronto is changed from 2300 Yonge Street, Suite 1710, Toronto, Ontario, M4P 1E4 to:

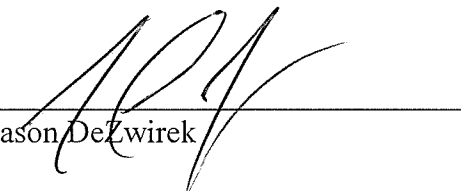
20 Eglinton Ave. West
Suite 1200
Toronto, Ontario
M4R 1K8

2. any director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to send a Form 1, Notice of Change to the Ministry of Government Services pursuant to the *Corporations Information Act* and to sign and deliver all documents and to do all things necessary or advisable in connection with the foregoing.

DATED the 14th day of July, 2009.



Glenn Graff



Jason DeZwirek

TO: ALM LABS INC.

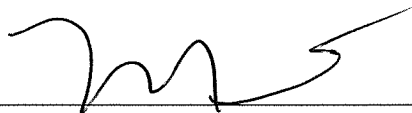
AND TO: THE DIRECTORS THEREOF

I, the undersigned, hereby resign as Executive Vice-President of the above Corporation. This resignation shall take effect immediately.

DATED the 31st day of July, 2009.

WITNESS:

)
)
)
)
)
)



Jason Meretsky

RESIGNATION

TO: THE BOARD OF DIRECTORS OF ALM LABS INC.
(the "Corporation")

FROM: GLENN GRAFF

The undersigned hereby resigns as a member of the Board of Directors of the Corporation and as an officer holding the position of Chief Executive Officer, such resignation to be effective as of the date hereof.

DATED as of this 14th day of June, 2010.


Glenn Graff

ALM LABS INC.

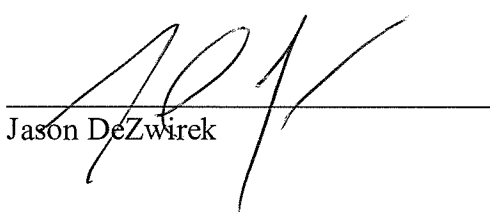
The following resolutions, signed by all of the directors of ALM Labs Inc. (the "**Corporation**"), are hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario) (the "**Act**"):

APPOINTMENT OF OFFICERS

RESOLVED THAT:

3. Noel Biderman is hereby appointed as President and Chief Executive officer of the Corporation to hold such office at the pleasure of the board of directors of the Corporation;
4. any director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to send a Form 1, Notice of Change to the Ministry of Government Services pursuant to the *Corporations Information Act* and to sign and deliver all documents and to do all things necessary or advisable in connection with the foregoing.

DATED the 14th day of June, 2010.



Jason DeZwirek

RESIGNATION

TO: THE BOARD OF DIRECTORS OF ALM LABS INC.
(the "Corporation")

FROM: STEVEN BLOOM

The undersigned hereby resigns as an officer holding the position of Chief Financial Officer, such resignation to be effective as of the 7th of September, 2010.

DATED as of this 31st day of August, 2010.



Steven Bloom

ALM LABS INC.

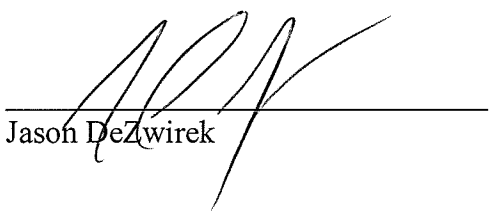
The following resolutions, signed by all of the directors of ALM Labs Inc. (the “**Corporation**”), are hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario) (the “**Act**”):

APPOINTMENT OF OFFICERS

RESOLVED THAT:

1. Andre Kleynhans is hereby appointed as the Chief Financial Officer and Secretary of the Corporation to hold such office at the pleasure of the board of directors of the Corporation;
2. any director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to send a Form 1, Notice of Change to the Ministry of Government Services pursuant to the *Corporations Information Act* and to sign and deliver all documents and to do all things necessary or advisable in connection with the foregoing.

DATED the 7th day of September, 2010.



Jason DeZwirek

ALM LABS INC.

The following resolutions, signed by the shareholders of ALM Labs Inc. (the "**Corporation**"), are hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario) (the "**Act**"):

ELECTION OF NEW DIRECTOR

WHEREAS the Articles of the Corporation provide for a minimum of one (1) and a maximum of ten (10) directors;

AND WHEREAS the board of directors is currently composed of two (2) directors and there is a vacancy on the board that the Corporation wishes to fill.

BE IT RESOLVED THAT:

1. Noel Biderman is hereby elected as a director of the Corporation, to hold office until the close of the next annual meeting of shareholders or until his successor has been duly elected or appointed, subject to the provisions of the Corporation's bylaws and the Act.
2. any director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to send a Form 1, Notice of Change to the Ministry of Government Services pursuant to the *Corporations Information Act* and to sign and deliver all documents and to do all things necessary or advisable in connection with the foregoing.

DATED the 7th day of September, 2010.

AVID LIFE MEDIA INC.

Per: _____

Jason DeZwirek
Director

TO: ALM LABS INC.
(the "Corporation")

AND TO: THE DIRECTORS AND SHAREHOLDER THEREOF

DIRECTOR'S CONSENT

The undersigned hereby:

- (a) consents to act as a director of the Corporation;
- (b) acknowledges and declares that the undersigned is:
 - (i) at least 18 years of age and does not have the status of a bankrupt;
and
 - (ii) a Canadian citizen ordinarily resident in Canada;
- (c) declares that the undersigned's residence address is:

42 Viewmount Avenue
Toronto, Ontario
M6B 1T4
- (d) undertakes to advise the Corporation in writing forthwith of any change in the undersigned's citizenship or residence, including a change in residence address; and
- (e) consents to the holding of any meeting of the directors or of a committee of directors of the Corporation by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

In the event the undersigned revokes this consent or resigns from the board of directors, this consent shall cease to have effect from the date of receipt in writing by the Corporation of such revocation or the effective date of such resignation.

DATED this 7th day of September, 2010.



Noel Biderman

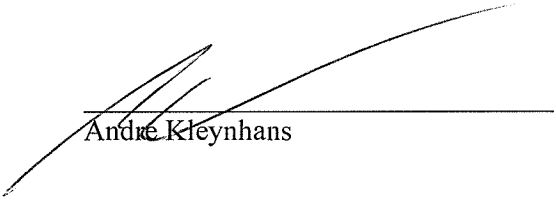
RESIGNATION

TO: THE BOARD OF DIRECTORS OF ALM LABS INC.
(the "Corporation")

FROM: ANDRÉ KLEYNHANS

The undersigned hereby resigns as an officer holding the position of Chief Financial Officer and Secretary, such resignation to be effective as of the 30th of June, 2011.

DATED as of this 30th day of June, 2011.



André Kleynhans

ALM LABS INC.

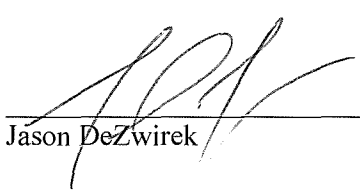
The following resolutions, signed by all of the directors of ALM Labs Inc. (the "**Corporation**"), hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario) (the "**Act**"):

APPOINTMENT OF OFFICERS

RESOLVED THAT:

1. Mike Dacks is hereby appointed as the VP & General Counsel and Secretary of the Corporation to hold such office at the pleasure of the board of directors of the Corporation;
2. any director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to send a Form 1, Notice of Change to the Ministry of Government Services pursuant to the *Corporations Information Act* and to sign and deliver all documents and to do all things necessary or advisable in connection with the foregoing.

DATED the 8th day of September, 2011.



Jason DeZwirek



Noel Biderman

TO: AVID LIFE MEDIA INC.
AVID D.I.Y. LIFE INC.
ALM LABS INC.
AVID DATING LIFE INC.
COUGAR LIFE INC.
ESTABLISHED MEN INC.
HOT OR NOT INC.
MABO MEDIA GROUP INC.
PERSONAL LIFESTYLE MEDIA INC.

AND TO: THE DIRECTORS THEREOF

I, the undersigned, hereby resign as Vice-President, General Counsel and Secretary of the above Corporations. This resignation shall take effect immediately.

DATED this 9th day of December, 2011.

WITNESS:



)
)
)
)
)
)
)

Mike Dacks



**ALM LABS INC.
(the "Corporation")**

The following resolution, signed by all of the directors of the Corporation, is hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario):

APPOINTMENT OF OFFICERS

WHEREAS Mike Dacks has resigned as Vice-President, General Counsel and Secretary of the Corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. the resignation of Mike Dacks as Vice-President, General Counsel and Secretary of the Corporation is hereby acknowledged;
2. Jonathan Pollack is hereby appointed Secretary of the Corporation to hold such office at the pleasure of the board; and
3. any director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to send a Form 1, Notice of Change to the Ministry of Government pursuant to the *Corporations Information Act* and to sign and deliver all documents and to do all things necessary or advisable in connection with the foregoing.

DATED this 9th day of December, 2011.

Jason DeZwirek

Noel Biderman

DIRECTORS' REGISTER

(

SHAREHOLDERS' REGISTER

As of July 18th, 2008

Alm Labs Inc.

SHAREHOLDERS' REGISTER

Date of most recent transaction: 7/18/08

[illegible]

OFFICERS' REGISTER

ALM LABS INC. OFFICERS' REGISTER

NAME & RESIDENTIAL ADDRESS	OFFICE HELD	Date Became an Officer			Date Ceased to be an Officer		
		DD	MM	YY	DD	MM	YY
Bloom, Steven 20 Eglinton Avenue West, 1200 Toronto, Ontario, Canada M4R 1K8	Chief Financial Officer	17	6	2008	7	9	2010
Graff, Glenn 20 Eglinton Avenue West, 1200 Toronto, Ontario, Canada M4R 1K8	Chief Executive Officer	17	6	2008	14	6	2010
Meretsky, Jason 20 Eglinton Avenue West, 1200 Toronto, Ontario, Canada M4R 1K8	Executive Vice-President	17	6	2008	31	7	2009
Biderman, Noel 20 Eglinton Avenue West, 1200 Toronto, Ontario, Canada M4R 1K8	President	14	6	2010			
Biderman, Noel 20 Eglinton Avenue West, 1200 Toronto, Ontario, Canada M4R 1K8	Chief Executive Officer	14	6	2010			
Kleynhans, Andre 20 Eglinton Ave. West, 1200 Toronto, Ontario, Canada M4R 1K8	Secretary	7	9	2010	30	6	2011
Kleynhans, Andre 20 Eglinton Ave. West, 1200 Toronto, Ontario, Canada M4R 1K8	Chief Financial Officer	7	9	2010	30	6	2011
Dacks, Mike 20 Eglinton Avenue West, 1200 Toronto, Ontario, Canada M4R 1K8	Secretary	8	9	2011	9	12	2011
Dacks, Mike 20 Eglinton Avenue West, 1200 Toronto, Ontario, Canada M4R 1K8	Vice-President	8	9	2011	9	12	2011
Dacks, Mike 20 Eglinton Avenue West, 1200 Toronto, Ontario, Canada M4R 1K8	General Counsel	8	9	2011	9	12	2011
Pollack, Jonathan 355 St. Clair Avenue West, 1806 Toronto, Ontario, Canada M5P 1N5	Secretary	9	12	2011			

TRANSFER REGISTER

73070035

SHAREHOLDERS' LEDGER

SECURITIES

Name: Avid Life Media Inc.

Address: 2300 Yonge Street, 1904
Toronto, Ontario, Canada, M4P 1E4

Class: Common

Date (yyyy-mm-dd)	Details of transaction	Number of		Consideration received (\$)		Number of securities	
		Transfer	Certificate	Per Security	Total	Transacted	Held
2008-07-18	Issuance	—	CS-1	1.00	100.00	100	100

DEBT OBLIGATIONS

[illegible]

FORMS FILED

FOR MINISTRY OF GOVERNMENT SERVICES RECEIPT PURPOSES ONLY



Ministry of
Government Services

Ministère des Services
gouvernementaux

Companies and Personal
Property Security Branch
393 University Ave Suite 200
Toronto ON M5G 2M2

Direction des compagnies
et des sûretés mobilières
393 av., University, bureau 200
Toronto ON M5G 2M2

Page/Page 1 of/de 4

Form 1 - Ontario Corporation
Formule 1 - Personnes morales de l'Ontario

Initial Return/Notice of Change/ Rapport Initial/Avis de modification Corporations Information Act/Loi sur les renseignements exigés des personnes morales

	Initial Return Rapport Initial	Notice of Change Avis de modification
1. Business Corporation/ Société par actions	☐	☒
Not-For-Profit Corporation/ Personne morale sans but lucratif	☐	☐

Please type or print all information in block capital letters using black ink.
Prière de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire.

2. Ontario Corporation Number Numéro matricule de la personne morale en Ontario 002176495	3. Date of Incorporation or Amalgamation/ Date de constitution ou fusion Year/Année Month/Mois Day/Jour 2008 06 17	Disclaimer: This reporting format has been developed by OnCorp using data contained in the ONBIS database. As such, the Ministry of Government Services can neither be held responsible for any errors/omissions related to this product nor for the accuracy of the ONBIS data contained therein.
4. Corporation Name Including Punctuation/Raison sociale de la personne morale, y compris ponctuation ALM LABS INC.		

5. Address of Registered or Head Office/Adresse du siège social c/o / a/s			This filing was submitted to the <i>Ministry of Government Services</i> on/ Ce dépôt a été soumis au <i>ministère des services gouvernementaux</i> : 1/19/2012 11:01:36 AM Request ID/Code de référence SINEO: 013892609
Street No./No civique 20			
Street Name/Nom de la rue EGLINTON AVENUE WEST		Suite/Bureau 1200	
Street Name (cont'd)/Nom de la rue (suite)			
City/Town/Ville TORONTO		ONTARIO, CANADA	
Postal Code/Code postal M4R 1K8			

6. Mailing Address/Adresse postale			☐ Same as Registered or Head Office/ Même que siège social ☐ Not Applicable/ Ne s'applique pas
Street No./No civique 20			
Street Name/Nom de la rue EGLINTON AVENUE WEST		Suite/Bureau 1200	
Street Name (cont'd)/Nom de la rue (suite)			
City/Town/Ville TORONTO			
Province, State/Province, État ON	Country/Pays CA	Postal Code/Code postal M4R 1K8	

7. Language of Preference/Langue préférée	English - Anglais ☒	French - Français ☐
---	---	--

8. Information on Directors/Officers must be completed on Schedule A as requested. If additional space is required, photocopy Schedule A./Les renseignements sur les administrateurs ou les dirigeants doivent être fournis dans l'Annexe A, tel que demandé. Si vous avez besoin de plus d'espace, vous pouvez photocopier l'Annexe A.

Number of Schedule A(s) submitted/Nombre d'Annexes A présentées **3** (At least one Schedule A must be submitted/Au moins une Annexe A doit être présentée)

9. (Print or type in full of the person authorizing filing / Dactylographier ou inscrire le prénom et le nom en caractères d'imprimerie de la personne qui autorise l'enregistrement)

I/Je **NOEL BIDERMAN**

certify that the information set out herein, is true and correct.
atteste que les renseignements précités sont véridiques et exacts.

Check appropriate box
Cocher la case pertinente
D) ☒ Director/Administrateur
O) ☐ Officer /Dirigeant

P) ☐ Other individual having knowledge of the
affairs of the Corporation/Autre personne
ayant connaissance des activités de la
personne morale

NOTE/REMARQUE: Sections 13 and 14 of the Corporations Information Act provide penalties for making false or misleading statements or omissions. Les articles 13 et 14 de la Loi sur les renseignements exigés des personnes morales prévoient des peines en cas de déclaration fausse ou trompeuse, ou d'omission.

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario
Schedule A/Annexe A

Page/Page 2 of/de 4

Please type or print all information in block capital letters using black ink.

Prrière de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire

Ontario Corporation Number
Numéro matricule de la personne
morale en Ontario

002176495

Date of Incorporation or Amalgamation
Date de constitution ou fusion
Year/Année Month/Mois Day/Jour

2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

BIDERMAN

First Name/Prénom

NOEL

Middle Names/Autres prénoms

Street Number/Numéro civique

20

Suite/Bureau

1200

Street Name/Nom de la rue

EGLINTON AVENUE WEST

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☒ YES/OUI

☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)/
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

Date Appointed/
Date de nomination

PRESIDENT/PRÉSIDENT

Year/Année Month/Mois Day/Jour

2010 06 14

SECRETARY/SECRÉTAIRE

Year/Année Month/Mois Day/Jour

TREASURER/TRÉSORIER

Year/Année Month/Mois Day/Jour

GENERAL MANAGER/
DIRECTEUR GÉNÉRAL

Year/Année Month/Mois Day/Jour

Date Ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

*OTHER TITLES (Please Specify)

*AUTRES TITRES (Veuillez préciser)

Chair / Président du conseil	
Chair Person / Président du conseil	
Chairman / Président du conseil	
Chairwoman / Présidente du conseil	
Vice-Chair / Vice-président du conseil	
Vice-President / Vice-président	
Assistant Secretary / Secrétaire adjoint	
Assistant Treasurer / Trésorier adjoint	
Chief Manager / Directeur exécutif	
Executive Director / Directeur administratif	
Managing Director / Administrateur délégué	
Chief Executive Officer / Directeur général	☒
Chief Financial Officer / Agent en chef des finances	
Chief Information Officer / Directeur général de l'information	
Chief Operating Officer / Administrateur en chef des opérations	
Chief Administrative Officer / Directeur général de l'administration	
Comptroller / Contrôleur	
Authorized Signing Officer / Signataire autorisé	
Other (Untitled) / Autre (sans titre)	

*OTHER/AUTRE

Year/Année Month/Mois Day/Jour

2010 06 14

Year/Année Month/Mois Day/Jour

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

BIDERMAN

First Name/Prénom

NOEL

Middle Names/Autres prénoms

Street Number/Numéro civique

20

Suite/Bureau

1200

Street Name/Nom de la rue

EGLINTON AVENUE

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☒ YES/OUI

☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)/
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour

2010 09 07

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

Date Appointed/
Date de nomination

PRESIDENT/PRÉSIDENT

Year/Année Month/Mois Day/Jour

SECRETARY/SECRÉTAIRE

Year/Année Month/Mois Day/Jour

TREASURER/TRÉSORIER

Year/Année Month/Mois Day/Jour

GENERAL MANAGER/
DIRECTEUR GÉNÉRAL

Year/Année Month/Mois Day/Jour

Date Ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

*OTHER TITLES (Please Specify)

*AUTRES TITRES (Veuillez préciser)

Chair / Président du conseil	
Chair Person / Président du conseil	
Chairman / Président du conseil	
Chairwoman / Présidente du conseil	
Vice-Chair / Vice-président du conseil	
Vice-President / Vice-président	
Assistant Secretary / Secrétaire adjoint	
Assistant Treasurer / Trésorier adjoint	
Chief Manager / Directeur exécutif	
Executive Director / Directeur administratif	
Managing Director / Administrateur délégué	
Chief Executive Officer / Directeur général	
Chief Financial Officer / Agent en chef des finances	
Chief Information Officer / Directeur général de l'information	
Chief Operating Officer / Administrateur en chef des opérations	
Chief Administrative Officer / Directeur général de l'administration	
Comptroller / Contrôleur	
Authorized Signing Officer / Signataire autorisé	
Other (Untitled) / Autre (sans titre)	

*OTHER/AUTRE

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario

Schedule A/Annexe A

Page/Page 3 of/de 4

Please type or print all information in block capital letters using black ink.
 Prière de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire

Ontario Corporation Number
 Numéro matricule de la personne morale en Ontario
 002176495

Date of Incorporation or Amalgamation
 Date de constitution ou fusion
 Year/Année Month/Mois Day/Jour
 2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille: DACKS
 First Name/Prénom: MIKE
 Middle Names/Autres prénoms:
 Street Number/Numéro civique: 20 Suite/Bureau: 1200
 Street Name/Nom de la rue: EGLINTON AVENUE WEST
 Street Name(cont'd)/Nom de la rue (suite):
 City/Town/Ville: TORONTO
 Province, State/Province, État: ON Country/Pays: CA Postal Code/Code postal: M4R 1K8

*OTHER TITLES (Please Specify) *AUTRES TITRES (Veuillez préciser)
Chair / Président du conseil
Chair Person / Président du conseil
Chairman / Président du conseil
Chairwoman / Présidente du conseil
Vice-Chair / Vice-président du conseil
Vice-President / Vice-président
Assistant Secretary / Secrétaire adjoint
Assistant Treasurer / Trésorier adjoint
Chief Manager / Directeur exécutif
Executive Director / Directeur administratif
Managing Director / Administrateur délégué
Chief Executive Officer / Directeur général
Chief Financial Officer / Agent en chef des finances
Chief Information Officer / Directeur général de l'information
Chief Operating Officer / Administrateur en chef des opérations
Chief Administrative Officer / Directeur général de l'administration
Comptroller / Contrôleur
Authorized Signing Officer / Signataire autorisé
Other (Unfilled) / Autre (sans titre)

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
 Résident canadien ☐ YES/OUI ☐ NO/NON (Resident Canadian applies to directors of business corporations only.)/
 (Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)
 Date Elected/Date d'élection: Year/Année Month/Mois Day/Jour: Date ceased/Date de cessation: Year/Année Month/Mois Day/Jour:

Officer Information/Renseignements relatifs aux dirigeants

	PRESIDENT/PRÉSIDENT	SECRETARY/SECRÉTAIRE	TREASURER/TRÉSORIER	GENERAL MANAGER/ DIRECTEUR GÉNÉRAL	*OTHER/AUTRE
Date Appointed/ Date de nomination	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour
Date Ceased/ Date de cessation	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille: DEZWIREK
 First Name/Prénom: JASON
 Middle Names/Autres prénoms:
 Street Number/Numéro civique: 2300 Suite/Bureau: 1710
 Street Name/Nom de la rue: YONGE STREET
 Street Name(cont'd)/Nom de la rue (suite):
 City/Town/Ville: TORONTO
 Province, State/Province, État: ON Country/Pays: CA Postal Code/Code postal: M4P 1E4

*OTHER TITLES (Please Specify) *AUTRES TITRES (Veuillez préciser)
Chair / Président du conseil
Chair Person / Président du conseil
Chairman / Président du conseil
Chairwoman / Présidente du conseil
Vice-Chair / Vice-président du conseil
Vice-President / Vice-président
Assistant Secretary / Secrétaire adjoint
Assistant Treasurer / Trésorier adjoint
Chief Manager / Directeur exécutif
Executive Director / Directeur administratif
Managing Director / Administrateur délégué
Chief Executive Officer / Directeur général
Chief Financial Officer / Agent en chef des finances
Chief Information Officer / Directeur général de l'information
Chief Operating Officer / Administrateur en chef des opérations
Chief Administrative Officer / Directeur général de l'administration
Comptroller / Contrôleur
Authorized Signing Officer / Signataire autorisé
Other (Unfilled) / Autre (sans titre)

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
 Résident canadien ☒ YES/OUI ☐ NO/NON (Resident Canadian applies to directors of business corporations only.)/
 (Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)
 Date Elected/Date d'élection: Year/Année Month/Mois Day/Jour: Date ceased/Date de cessation: Year/Année Month/Mois Day/Jour:

Officer Information/Renseignements relatifs aux dirigeants

	PRESIDENT/PRÉSIDENT	SECRETARY/SECRÉTAIRE	TREASURER/TRÉSORIER	GENERAL MANAGER/ DIRECTEUR GÉNÉRAL	*OTHER/AUTRE
Date Appointed/ Date de nomination	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour
Date Ceased/ Date de cessation	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario
Schedule A/Annexe A

Page/Page 4 of/de 4

Please type or print all information in block capital letters using black ink.
Prière de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire

Ontario Corporation Number
Numéro matricule de la personne morale en Ontario

002176495

Date of Incorporation or Amalgamation
Date de constitution ou fusion

Year/Année Month/Mois Day/Jour
2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

POLLACK

First Name/Prénom

JONATHAN

Middle Names/Autres prénoms

Street Number/Numéro civique

20

Suite/Bureau

1200

Street Name/Nom de la rue

EGLINTON AVENUE WEST

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

*OTHER TITLES (Please Specify)
*AUTRES TITRES (Veuillez préciser)

Chair / Président du conseil
Chair Person / Président du conseil
Chairman / Président du conseil
Chairwoman / Présidente du conseil
Vice-Chair / Vice-président du conseil
Vice-President / Vice-président
Assistant Secretary / Secrétaire adjoint
Assistant Treasurer / Trésorier adjoint
Chief Manager / Directeur exécutif
Executive Director / Directeur administratif
Managing Director / Administrateur délégué
Chief Executive Officer / Directeur général
Chief Financial Officer /
Agent en chef des finances
Chief Information Officer /
Directeur général de l'information
Chief Operating Officer /
Administrateur en chef des opérations
Chief Administrative Officer /
Directeur général de l'administration
Comptroller / Contrôleur
Authorized Signing Officer /
Signataire autorisé
Other (Unfilled) / Autre (sans titre)

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☒ YES/OUI

☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

Date Appointed/
Date de nomination

PRESIDENT/PRÉSIDENT

Year/Année Month/Mois Day/Jour

SECRETARY/SECRÉTAIRE

Year/Année Month/Mois Day/Jour

2011 12 09

TREASURER/TRÉSORIER

Year/Année Month/Mois Day/Jour

GENERAL MANAGER/
DIRECTEUR GÉNÉRAL

Year/Année Month/Mois Day/Jour

*OTHER/AUTRE

Year/Année Month/Mois Day/Jour

Date Ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

First Name/Prénom

Middle Names/Autres prénoms

Street Number/Numéro civique

Suite/Bureau

Street Name/Nom de la rue

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

Province, State/Province, État

Country/Pays

Postal Code/Code postal

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☒ YES/OUI

☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

Date Appointed/
Date de nomination

PRESIDENT/PRÉSIDENT

Year/Année Month/Mois Day/Jour

SECRETARY/SECRÉTAIRE

Year/Année Month/Mois Day/Jour

TREASURER/TRÉSORIER

Year/Année Month/Mois Day/Jour

GENERAL MANAGER/
DIRECTEUR GÉNÉRAL

Year/Année Month/Mois Day/Jour

*OTHER/AUTRE

Year/Année Month/Mois Day/Jour

Date Ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

FOR MINISTRY OF GOVERNMENT SERVICES RECEIPT PURPOSES ONLY



Ministry of
Government Services

Ministère des Services
gouvernementaux

Companies and Personal
Property Security Branch
393 University Ave Suite 200
Toronto ON M5G 2M2

Direction des compagnies
et des sûretés mobilières
393 av., University, bureau 200
Toronto ON M5G 2M2

Page/Page 1 of/de 4

Form 1 - Ontario Corporation
Formule 1 - Personnes morales de l'Ontario

Initial Return/Notice of Change/ Rapport Initial/Avis de modification Corporations Information Act/Loi sur les renseignements exigés des personnes morales

Please type or print all information in block capital letters using black ink.
Prière de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire.

	Initial Return Rapport Initial	Notice of Change Avis de modification
1. Business Corporation/ Société par actions	☐	☒
Not-For-Profit Corporation/ Personne morale sans but lucratif	☐	☐

2. Ontario Corporation Number Numéro matricule de la personne morale en Ontario 002176495	3. Date of Incorporation or Amalgamation/ Date de constitution ou fusion Year/Année Month/Mois Day/Jour 2008 06 17
---	---

Disclaimer:

This reporting format has been developed by OnCorp using data contained in the ONBIS database. As such, the Ministry of Government Services can neither be held responsible for any errors/omissions related to this product nor for the accuracy of the ONBIS data contained therein.

4. Corporation Name Including Punctuation/Raison sociale de la personne morale, y compris ponctuation
ALM LABS INC.

5. Address of Registered or Head Office/Adresse du siège social
c/o / a/s

Street No./No civique **20** Street Name/Nom de la rue **EGLINTON AVENUE WEST** Suite/Bureau **1200**

Street Name (cont'd)/Nom de la rue (suite)

City/Town/Ville **TORONTO** **ONTARIO, CANADA**

Postal Code/Code postal **M4R 1K8**

This filing was submitted to the Ministry of Government Services on/
Ce dépôt a été soumis au ministère des services gouvernementaux :
10/12/2011 3:07:27 PM
Request ID/Code de référence SINEO: 013607856

6. Mailing Address/Adresse postale

Street No./No civique

Street Name/Nom de la rue Suite/Bureau

Street Name (cont'd)/Nom de la rue (suite)

City/Town/Ville

Province, State/Province, État Country/Pays Postal Code/Code postal

- ☒ Same as Registered or Head Office/
Même que siège social
- ☐ Not Applicable/
Ne s'applique pas

7. Language of Preference/Langue préférée English - Anglais ☒ French - Français ☐

8. Information on Directors/Officers must be completed on Schedule A as requested. If additional space is required, photocopy Schedule A./Les renseignements sur les administrateurs ou les dirigeants doivent être fournis dans l'Annexe A, tel que demandé. Si vous avez besoin de plus d'espace, vous pouvez photocopier l'Annexe A.

Number of Schedule A(s) submitted/Nombre d'Annexes A présentées **3** (At least one Schedule A must be submitted/Au moins une Annexe A doit être présentée)

9. (Print or type in full of the person authorizing filling / Dactylographier ou inscrire le prénom et le nom en caractères d'imprimerie de la personne qui autorise l'enregistrement)

I/Je **MIKE DACKS**

I certify that the information set out herein, is true and correct.
atteste que les renseignements précités sont véridiques et exacts.

Check appropriate box
Cocher la case pertinente

D) ☐ Director/Administrateur

O) ☒ Officer /Dirigeant

P) ☐ Other individual having knowledge of the affairs of the Corporation/Autre personne ayant connaissance des activités de la personne morale

NOTE/REMARQUE: Sections 13 and 14 of the Corporations Information Act provide penalties for making false or misleading statements or omissions. Les articles 13 et 14 de la Loi sur les renseignements exigés des personnes morales prévoient des peines en cas de déclaration fausse ou trompeuse, ou d'omission.

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario
Schedule A/Annexe A

Page/Page 2 of/de 4

Please type or print all information in block capital letters using black ink.
Veuillez dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire

Ontario Corporation Number
Numéro matricule de la personne morale en Ontario

002176495

Date of Incorporation or Amalgamation
Date de constitution ou fusion

Year/Année Month/Mois Day/Jour

2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

First Name/Prénom

Middle Names/Autres prénoms

BIDERMAN

NOEL

Street Number/Numéro civique

Suite/Bureau

20

1200

Street Name/Nom de la rue

EGLINTON AVENUE

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien



YES/OUI



NO/NON

(Resident Canadian applies to directors of business corporations only.)
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected

Date d'élection

Year/Année Month/Mois Day/Jour

2010

09

07

Date ceased/

Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

PRESIDENT/PRÉSIDENT

SECRETARY/SECRÉTAIRE

TREASURER/TRÉSORIER

GENERAL MANAGER/
DIRECTEUR GÉNÉRAL

Date Appointed/
Date de nomination

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Date Ceased/

Date de cessation

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

First Name/Prénom

Middle Names/Autres prénoms

BIDERMAN

NOEL

Street Number/Numéro civique

Suite/Bureau

20

1200

Street Name/Nom de la rue

EGLINTON AVENUE WEST

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien



YES/OUI



NO/NON

(Resident Canadian applies to directors of business corporations only.)
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected

Date d'élection

Year/Année Month/Mois Day/Jour

Date ceased/

Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

PRESIDENT/PRÉSIDENT

SECRETARY/SECRÉTAIRE

TREASURER/TRÉSORIER

GENERAL MANAGER/
DIRECTEUR GÉNÉRAL

Date Appointed/
Date de nomination

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Date Ceased/

Date de cessation

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

*OTHER TITLES (Please Specify)
*AUTRES TITRES (Veuillez préciser)

Chair / Président du conseil

Chair Person / Président du conseil

Chairman / Président du conseil

Chairwoman / Président du conseil

Vice-Chair / Vice-président du conseil

Vice-President / Vice-président

Assistant Secretary / Secrétaire adjoint

Assistant Treasurer / Trésorier adjoint

Chief Manager / Directeur exécutif

Executive Director / Directeur administratif

Managing Director / Administrateur délégué

Chief Executive Officer / Directeur général

Chief Financial Officer /

Agent en chef des finances

Chief Information Officer /

Directeur général de l'information

Chief Operating Officer /

Administrateur en chef des opérations

Chief Administrative Officer /

Directeur général de l'administration

Comptroller / Contrôleur

Authorized Signing Officer /

Signataire autorisé

Other (Untitled) / Autre (sans titre)

*OTHER/AUTRE

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario

Schedule A/Annexe A

Page/Page 3 of/de 4

Please type or print all information in block capital letters using black ink.
Veuillez dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire

Ontario Corporation Number
Numéro matricule de la personne morale en Ontario

002176495

Date of Incorporation or Amalgamation
Date de constitution ou fusion

2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

DACKS

First Name/Prénom

MIKE

Middle Names/Autres prénoms

Street Number/Numéro civique

20

Suite/Bureau

1200

Street Name/Nom de la rue

EGLINTON AVENUE WEST

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☐ YES/OUI☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

	PRESIDENT/PRÉSIDENT	SECRETARY/SECRÉTAIRE	TREASURER/TRÉSORIER	GENERAL MANAGER/ DIRECTEUR GÉNÉRAL
Date Appointed/ Date de nomination	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour
Date Ceased/ Date de cessation	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour

*OTHER TITLES (Please Specify) *AUTRES TITRES (Veuillez préciser)	
Chair / Président du conseil	
Chair Person / Président du conseil	
Chairman / Président du conseil	
Chairwoman / Présidente du conseil	
Vice-Chair / Vice-président du conseil	
Vice-President / Vice-président	
Assistant Secretary / Secrétaire adjoint	
Assistant Treasurer / Trésorier adjoint	
Chief Manager / Directeur exécutif	
Executive Director / Directeur administratif	
Managing Director / Administrateur délégué	
Chief Executive Officer / Directeur général	
Chief Financial Officer / Agent en chef des finances	
Chief Information Officer / Directeur général de l'information	
Chief Operating Officer / Administrateur en chef des opérations	
Chief Administrative Officer / Directeur général de l'administration	
Comptroller / Contrôleur	
Authorized Signing Officer / Signataire autorisé	
Other (Unfilled) / Autre (sans titre)	

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

DEZWIREK

First Name/Prénom

JASON

Middle Names/Autres prénoms

Street Number/Numéro civique

2300

Suite/Bureau

1710

Street Name/Nom de la rue

YONGE STREET

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4P 1E4

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☒ YES/OUI☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour

2008 06 17

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

	PRESIDENT/PRÉSIDENT	SECRETARY/SECRÉTAIRE	TREASURER/TRÉSORIER	GENERAL MANAGER/ DIRECTEUR GÉNÉRAL
Date Appointed/ Date de nomination	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour
Date Ceased/ Date de cessation	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour

*OTHER/AUTRE	
Year/Année Month/Mois Day/Jour	
Year/Année Month/Mois Day/Jour	

*OTHER TITLES (Please Specify) *AUTRES TITRES (Veuillez préciser)	
Chair / Président du conseil	
Chair Person / Président du conseil	
Chairman / Président du conseil	
Chairwoman / Présidente du conseil	
Vice-Chair / Vice-président du conseil	
Vice-President / Vice-président	
Assistant Secretary / Secrétaire adjoint	
Assistant Treasurer / Trésorier adjoint	
Chief Manager / Directeur exécutif	
Executive Director / Directeur administratif	
Managing Director / Administrateur délégué	
Chief Executive Officer / Directeur général	
Chief Financial Officer / Agent en chef des finances	
Chief Information Officer / Directeur général de l'information	
Chief Operating Officer / Administrateur en chef des opérations	
Chief Administrative Officer / Directeur général de l'administration	
Comptroller / Contrôleur	
Authorized Signing Officer / Signataire autorisé	
Other (Unfilled) / Autre (sans titre)	

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario
Schedule A/Annexe A

Page/Page 4 of/de 4

Please type or print all information in block capital letters using
back ink.
Préférez le dactylographier les renseignements ou de les écrire en
caractères d'imprimerie à l'encre noire

Ontario Corporation Number
Numéro matricule de la personne
morale en Ontario

002176495

Date of Incorporation or Amalgamation
Date de constitution ou fusion
Year/Année Month/Mois Day/Jour

2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

KLEYNHANS

First Name/Prénom

ANDRE

Middle Names/Autres prénoms

Street Number/Numéro civique

20

Suite/Bureau

1200

Street Name/Nom de la rue

EGLINTON AVE. WEST

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

*OTHER TITLES (Please Specify)
*AUTRES TITRES (Veuillez préciser)

Chair / Président du conseil

Chair Person / Président du conseil

Chairman / Président du conseil

Chairwoman / Présidente du conseil

Vice-Chair / Vice-président du conseil

Vice-President / Vice-président

Assistant Secretary / Secrétaire adjoint

Assistant Treasurer / Trésorier adjoint

Chief Manager / Directeur exécutif

Executive Director / Directeur administratif

Managing Director / Administrateur délégué

Chief Executive Officer / Directeur général

Chief Financial Officer /

Agent en chef des finances

Chief Information Officer /

Directeur général de l'information

Chief Operating Officer /

Administrateur en chef des opérations

Chief Administrative Officer /

Directeur général de l'administration

Comptroller / Contrôleur

Authorized Signing Officer /

Signataire autorisé

Other (Unlisted) / Autre (sans titre)

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☐ YES/OUI

☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

PRESIDENT/PRÉSIDENT

Year/Année Month/Mois Day/Jour

SECRETARY/SECRÉTAIRE

Year/Année Month/Mois Day/Jour

TREASURER/TRÉSORIER

Year/Année Month/Mois Day/Jour

GENERAL MANAGER/
DIRECTEUR GÉNÉRAL

Year/Année Month/Mois Day/Jour

Date Appointed/
Date de nomination

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Date Ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

*OTHER/AUTRE

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

First Name/Prénom

Middle Names/Autres prénoms

Street Number/Numéro civique

Suite/Bureau

Street Name/Nom de la rue

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

Province, State/Province, État

Country/Pays

Postal Code/Code postal

*OTHER TITLES (Please Specify)
*AUTRES TITRES (Veuillez préciser)

Chair / Président du conseil

Chair Person / Président du conseil

Chairman / Président du conseil

Chairwoman / Présidente du conseil

Vice-Chair / Vice-président du conseil

Vice-President / Vice-président

Assistant Secretary / Secrétaire adjoint

Assistant Treasurer / Trésorier adjoint

Chief Manager / Directeur exécutif

Executive Director / Directeur administratif

Managing Director / Administrateur délégué

Chief Executive Officer / Directeur général

Chief Financial Officer /

Agent en chef des finances

Chief Information Officer /

Directeur général de l'information

Chief Operating Officer /

Administrateur en chef des opérations

Chief Administrative Officer /

Directeur général de l'administration

Comptroller / Contrôleur

Authorized Signing Officer /

Signataire autorisé

Other (Unlisted) / Autre (sans titre)

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☐ YES/OUI

☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

PRESIDENT/PRÉSIDENT

Year/Année Month/Mois Day/Jour

SECRETARY/SECRÉTAIRE

Year/Année Month/Mois Day/Jour

TREASURER/TRÉSORIER

Year/Année Month/Mois Day/Jour

GENERAL MANAGER/
DIRECTEUR GÉNÉRAL

Year/Année Month/Mois Day/Jour

Date Appointed/
Date de nomination

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Date Ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

*OTHER/AUTRE

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

Year/Année Month/Mois Day/Jour

FOR MINISTRY OF GOVERNMENT SERVICES RECEIPT PURPOSES ONLY



Ministry of
Government Services

Ministère des Services
gouvernementaux

Companies and Personal
Property Security Branch
393 University Ave Suite 200
Toronto ON M5G 2M2

Direction des compagnies
et des sûretés mobilières
393 av., University, bureau 200
Toronto ON M5G 2M2

Page/Page 1 of/de 4

Form 1 - Ontario Corporation Formule 1 - Personnes morales de l'Ontario

Initial Return/Notice of Change/ Rapport Initial/Avis de modification Corporations Information Act/Loi sur les renseignements exigés des personnes morales

Please type or print all information in block capital letters using black ink.
Prière de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire.

	Initial Return Rapport Initial	Notice of Change Avis de modification
1. Business Corporation/ Société par actions	☐	☒
Not-For-Profit Corporation/ Personne morale sans but lucratif	☐	☐

2. Ontario Corporation Number Numéro matricule de la personne morale en Ontario 002176495	3. Date of Incorporation or Amalgamation/ Date de constitution ou fusion Year/Année Month/Mois Day/Jour 2008 06 17
--	--

Disclaimer:

This reporting format has been developed by OnCorp using data contained in the ONBIS database. As such, the Ministry of Government Services can neither be held responsible for any errors/omissions related to this product nor for the accuracy of the ONBIS data contained therein.

4. Corporation Name Including Punctuation/Raison sociale de la personne morale, y compris ponctuation ALM LABS INC.
--

5. Address of Registered or Head Office/Adresse du siège social c/o / a/s		
Street No./No civique 20		
Street Name/Nom de la rue EGLINTON AVENUE WEST		Suite/Bureau 1200
Street Name (cont'd)/Nom de la rue (suite)		
City/Town/Ville TORONTO		
Postal Code/Code postal M4R 1K8		
ONTARIO, CANADA		

This filing was submitted to the Ministry of Government Services on/
Ce dépôt a été soumis au ministère des services gouvernementaux :
9/13/2010 4:28:43 PM
Request ID/Code de référence SINEO: 012511587

6. Mailing Address/Adresse postale		
Street No./No civique 20		
Street Name/Nom de la rue EGLINTON AVENUE WEST		Suite/Bureau 1200
Street Name (cont'd)/Nom de la rue (suite)		
City/Town/Ville TORONTO		
Province, State/Province, État ON	Country/Pays CA	Postal Code/Code postal M4R 1K8

- ☐ Same as Registered or Head Office/
Même que siège social
- ☐ Not Applicable/
Ne s'applique pas

7. Language of Preference/Langue préférée	English - Anglais ☒	French - Français ☐
---	--	---

8. Information on Directors/Officers must be completed on Schedule A as requested. If additional space is required, photocopy Schedule A./Les renseignements sur les administrateurs ou les dirigeants doivent être fournis dans l'Annexe A, tel que demandé. Si vous avez besoin de plus d'espace, vous pouvez photocopier l'Annexe A.

Number of Schedule A(s) submitted/Nombre d'Annexes A présentées	3	(At least one Schedule A must be submitted/Au moins une Annexe A doit être présentée)
---	---	---

9. (Print or type in full of the person authorizing filling / Dactylographier ou inscrire le prénom et le nom en caractères d'imprimerie de la personne qui autorise l'enregistrement)

I/Je RONAN LEVY

certify that the information set out herein, is true and correct.
atteste que les renseignements précités sont véridiques et exacts.

Check appropriate box
Cocher la case pertinente

D) ☐ Director/Administrateur

O) ☐ Officer /Dirigeant

P) ☒ Other individual having knowledge of the affairs of the Corporation/Autre personne ayant connaissance des activités de la personne morale

NOTE/REMARQUE: Sections 13 and 14 of the Corporations Information Act provide penalties for making false or misleading statements or omissions. Les articles 13 et 14 de la Loi sur les renseignements exigés des personnes morales prévoient des peines en cas de déclaration fausse ou trompeuse, ou d'omission.

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario

Schedule A/Annexe A

Page/Page 2 of/de 4

Please type or print all information in block capital letters using black ink.

Prière de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire

Ontario Corporation Number
Numéro matricule de la personne morale en Ontario

002176495

Date of Incorporation or Amalgamation
Date de constitution ou fusion
Year/Année Month/Mois Day/Jour

2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

BIDERMAN

First Name/Prénom

NOEL

Middle Names/Autres prénoms

Street Number/Numéro civique

20

Suite/Bureau

1200

Street Name/Nom de la rue

EGLINTON AVENUE WEST

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☒ YES/OUI

☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)/
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected

Date d'élection

Year/Année Month/Mois Day/Jour

2010 06 14

Date ceased/

Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

Date Appointed/
Date de nomination

Date Ceased/
Date de cessation

PRESIDENT/PRÉSIDENT
Year/Année Month/Mois Day/Jour
2010 06 14

SECRETARY/SECRÉTAIRE
Year/Année Month/Mois Day/Jour

TREASURER/TRÉSORIER
Year/Année Month/Mois Day/Jour

GENERAL MANAGER/
DIRECTEUR GÉNÉRAL
Year/Année Month/Mois Day/Jour

OTHER/AUTRE
Year/Année Month/Mois Day/Jour
2010 06 14

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

BIDERMAN

First Name/Prénom

NOEL

Middle Names/Autres prénoms

Street Number/Numéro civique

20

Suite/Bureau

1200

Street Name/Nom de la rue

EGLINTON AVENUE

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☒ YES/OUI

☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)/
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected

Date d'élection

Year/Année Month/Mois Day/Jour

2010 09 07

Date ceased/

Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

Date Appointed/
Date de nomination

Date Ceased/
Date de cessation

PRESIDENT/PRÉSIDENT
Year/Année Month/Mois Day/Jour

SECRETARY/SECRÉTAIRE
Year/Année Month/Mois Day/Jour

TREASURER/TRÉSORIER
Year/Année Month/Mois Day/Jour

GENERAL MANAGER/
DIRECTEUR GÉNÉRAL
Year/Année Month/Mois Day/Jour

OTHER/AUTRE
Year/Année Month/Mois Day/Jour

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario

Schedule A/Annexe A

Page/Page 3 of/de 4

Please type or print all information in block capital letters using black ink.
 Prière de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire

Ontario Corporation Number
 Numéro matricule de la personne morale en Ontario
 002176495

Date of Incorporation or Amalgamation
 Date de constitution ou fusion
 Year/Année Month/Mois Day/Jour
 2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille: DEZWIREK
 First Name/Prénom: JASON
 Middle Names/Autres prénoms:
 Street Number/Numéro civique: 2300 Suite/Bureau: 1710
 Street Name/Nom de la rue: YONGE STREET
 Street Name(cont'd)/Nom de la rue (suite):
 City/Town/Ville: TORONTO
 Province, State/Province, État: ON Country/Pays: CA Postal Code/Code postal: M4P 1E4

***OTHER TITLES (Please Specify)**
***AUTRES TITRES (Veuillez préciser)**
 Chair / Président du conseil
 Chair Person / Président du conseil
 Chairman / Président du conseil
 Chairwoman / Présidente du conseil
 Vice-Chair / Vice-président du conseil
 Vice-President / Vice-président
 Assistant Secretary / Secrétaire adjoint
 Assistant Treasurer / Trésorier adjoint
 Chief Manager / Directeur exécutif
 Executive Director / Directeur administratif
 Managing Director / Administrateur délégué
 Chief Executive Officer / Directeur général
 Chief Financial Officer / Agent en chef des finances
 Chief Information Officer / Directeur général de l'information
 Chief Operating Officer / Administrateur en chef des opérations
 Chief Administrative Officer / Directeur général de l'administration
 Comptroller / Contrôleur
 Authorized Signing Officer / Signataire autorisé
 Other (Untitled) / Autre (sans titre)

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
 Résident canadien ☒ YES/OUI ☐ NO/NON (Resident Canadian applies to directors of business corporations only.)/
 (Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)
 Date Elected
 Date d'élection Year/Année Month/Mois Day/Jour: 2008 06 17
 Date ceased/
 Date de cessation Year/Année Month/Mois Day/Jour:

Officer Information/Renseignements relatifs aux dirigeants

	PRESIDENT/PRÉSIDENT	SECRETARY/SECRÉTAIRE	TREASURER/TRÉSORIER	GENERAL MANAGER/ DIRECTEUR GÉNÉRAL
Date Appointed/ Date de nomination	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour
Date Ceased/ Date de cessation	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille: KLEYNHANS
 First Name/Prénom: ANDRE
 Middle Names/Autres prénoms:
 Street Number/Numéro civique: 20 Suite/Bureau: 1200
 Street Name/Nom de la rue: EGLINTON AVE. WEST
 Street Name(cont'd)/Nom de la rue (suite):
 City/Town/Ville: TORONTO
 Province, State/Province, État: ON Country/Pays: CA Postal Code/Code postal: M4R 1K8

***OTHER TITLES (Please Specify)**
***AUTRES TITRES (Veuillez préciser)**
 Chair / Président du conseil
 Chair Person / Président du conseil
 Chairman / Président du conseil
 Chairwoman / Présidente du conseil
 Vice-Chair / Vice-président du conseil
 Vice-President / Vice-président
 Assistant Secretary / Secrétaire adjoint
 Assistant Treasurer / Trésorier adjoint
 Chief Manager / Directeur exécutif
 Executive Director / Directeur administratif
 Managing Director / Administrateur délégué
 Chief Executive Officer / Directeur général
 Chief Financial Officer / Agent en chef des finances
 Chief Information Officer / Directeur général de l'information
 Chief Operating Officer / Administrateur en chef des opérations
 Chief Administrative Officer / Directeur général de l'administration
 Comptroller / Contrôleur
 Authorized Signing Officer / Signataire autorisé
 Other (Untitled) / Autre (sans titre)

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
 Résident canadien ☐ YES/OUI ☐ NO/NON (Resident Canadian applies to directors of business corporations only.)/
 (Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)
 Date Elected
 Date d'élection Year/Année Month/Mois Day/Jour:
 Date ceased/
 Date de cessation Year/Année Month/Mois Day/Jour:

Officer Information/Renseignements relatifs aux dirigeants

	PRESIDENT/PRÉSIDENT	SECRETARY/SECRÉTAIRE	TREASURER/TRÉSORIER	GENERAL MANAGER/ DIRECTEUR GÉNÉRAL
Date Appointed/ Date de nomination	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour
Date Ceased/ Date de cessation	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario

Schedule A/Annexe A

Page/Page 4 of/de 4

Please type or print all information in block capital letters using black ink.
 Prière de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire

Ontario Corporation Number
 Numéro matricule de la personne morale en Ontario
 002176495

Date of Incorporation or Amalgamation
 Date de constitution ou fusion
 Year/Année Month/Mois Day/Jour
 2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille: STEVE
 First Name/Prénom: BLOOM
 Middle Names/Autres prénoms:
 Street Number/Numéro civique: 20 Suite/Bureau: 1200
 Street Name/Nom de la rue: EGLINTON AVE. WEST
 Street Name(cont'd)/Nom de la rue (suite):
 City/Town/Ville: TORONTO
 Province, State/Province, État: ON Country/Pays: CA Postal Code/Code postal: M4R 1K8

*OTHER TITLES (Please Specify) *AUTRES TITRES (Veuillez préciser)	
Chair / Président du conseil	
Chair Person / Président du conseil	
Chairman / Président du conseil	
Chairwoman / Présidente du conseil	
Vice-Chair / Vice-président du conseil	
Vice-President / Vice-président	
Assistant Secretary / Secrétaire adjoint	
Assistant Treasurer / Trésorier adjoint	
Chief Manager / Directeur exécutif	
Executive Director / Directeur administratif	
Managing Director / Administrateur délégué	
Chief Executive Officer / Directeur général	
Chief Financial Officer / Agent en chef des finances	
Chief Information Officer / Directeur général de l'information	
Chief Operating Officer / Administrateur en chef des opérations	
Chief Administrative Officer / Directeur général de l'administration	
Comptroller / Contrôleur	
Authorized Signing Officer / Signataire autorisé	
Other (Unfilled) / Autre (sans titre)	

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/Résident canadien ☐ YES/OUI ☐ NO/NON (Resident Canadian applies to directors of business corporations only.) / (Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)
 Date Elected/Date d'élection: Year/Année Month/Mois Day/Jour: Date ceased/Date de cessation: Year/Année Month/Mois Day/Jour:

Officer Information/Renseignements relatifs aux dirigeants

PRESIDENT/PRÉSIDENT SECRETARY/SECRÉTAIRE TREASURER/TRÉSORIER GENERAL MANAGER/DIRECTEUR GÉNÉRAL
 Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour
 Date Appointed/Date de nomination: Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour
 Date Ceased/Date de cessation: Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour

*OTHER/AUTRE	
Year/Année Month/Mois Day/Jour	
2008 06 17	
Year/Année Month/Mois Day/Jour	
2010 09 07	

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille: First Name/Prénom: Middle Names/Autres prénoms:
 Street Number/Numéro civique: Suite/Bureau:
 Street Name/Nom de la rue:
 Street Name(cont'd)/Nom de la rue (suite):
 City/Town/Ville:
 Province, State/Province, État: Country/Pays: Postal Code/Code postal:

*OTHER TITLES (Please Specify) *AUTRES TITRES (Veuillez préciser)	
Chair / Président du conseil	
Chair Person / Président du conseil	
Chairman / Président du conseil	
Chairwoman / Présidente du conseil	
Vice-Chair / Vice-président du conseil	
Vice-President / Vice-président	
Assistant Secretary / Secrétaire adjoint	
Assistant Treasurer / Trésorier adjoint	
Chief Manager / Directeur exécutif	
Executive Director / Directeur administratif	
Managing Director / Administrateur délégué	
Chief Executive Officer / Directeur général	
Chief Financial Officer / Agent en chef des finances	
Chief Information Officer / Directeur général de l'information	
Chief Operating Officer / Administrateur en chef des opérations	
Chief Administrative Officer / Directeur général de l'administration	
Comptroller / Contrôleur	
Authorized Signing Officer / Signataire autorisé	
Other (Unfilled) / Autre (sans titre)	

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/Résident canadien ☐ YES/OUI ☐ NO/NON (Resident Canadian applies to directors of business corporations only.) / (Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)
 Date Elected/Date d'élection: Year/Année Month/Mois Day/Jour: Date ceased/Date de cessation: Year/Année Month/Mois Day/Jour:

Officer Information/Renseignements relatifs aux dirigeants

PRESIDENT/PRÉSIDENT SECRETARY/SECRÉTAIRE TREASURER/TRÉSORIER GENERAL MANAGER/DIRECTEUR GÉNÉRAL
 Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour
 Date Appointed/Date de nomination: Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour
 Date Ceased/Date de cessation: Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour Year/Année Month/Mois Day/Jour

*OTHER/AUTRE	
Year/Année Month/Mois Day/Jour	
Year/Année Month/Mois Day/Jour	


**Form 1 CIA Initial Return/Notice of Change
CONFIRMATION OF FILING**

[PRINT this page](#)
[BACK to Previous](#)

Official ONBIS ID: 012511587

DATE SUBMITTED: Sep 13, 2010 @ 04:28 pm

Reference Info: AVID LIFE MEDIA

Language Preference: English

Docket Info: GENERAL CORPORATE

Document Type: Notice of Change

Corporate Name: ALM LABS INC.

Corporate No: 002176495 Incorpor./Amalg. Date: 17 Jun, 2008

Registered/Head Office: 20 EGLINTON AVENUE WEST, Suite 1200, TORONTO, ON, CA, M4R 1K8

Mailing Address: 20 EGLINTON AVENUE WEST, Suite 1200, TORONTO, ON, CA, M4R 1K8

Person Authorizing Filing: LEVY, RONAN, Other

	Administrator Information	Elected/ Appointed	Ceased
1.	BIDERMAN, NOEL, PRESIDENT 20 EGLINTON AVENUE WEST, Suite 1200, TORONTO, ONTARIO, CANADA M4R 1K8	14 Jun, 2010	
2.	STEVE, BLOOM, CHIEF FINANCIAL OFFICER 20 EGLINTON AVE. WEST, Suite 1200, TORONTO, ONTARIO, CANADA M4R 1K8	17 Jun, 2008	07 Sep, 2010
3.	BIDERMAN, NOEL, CHIEF EXECUTIVE OFFICER 20 EGLINTON AVENUE WEST, Suite 1200, TORONTO, ONTARIO, CANADA M4R 1K8	14 Jun, 2010	
4.	KLEYNHANS, ANDRE, CHIEF FINANCIAL OFFICER 20 EGLINTON AVE. WEST, Suite 1200, TORONTO, ONTARIO, CANADA M4R 1K8	07 Sep, 2010	
5.	DEZWIREK, JASON, DIRECTOR , Res. Canadian 2300 YONGE STREET, Suite 1710, TORONTO, ONTARIO, CANADA M4P 1E4	17 Jun, 2008	
6.	BIDERMAN, NOEL, DIRECTOR , Res. Canadian 20 EGLINTON AVENUE, Suite 1200, TORONTO, ONTARIO, CANADA M4R 1K8	07 Sep, 2010	

This document is a record of the ONBIS ID number assigned to this filing by the Ontario Business Information System Database, MINISTRY OF GOVERNMENT SERVICES. No liability is undertaken by OnCorp Direct Inc. regarding its completeness, correctness, or the interpretation or use which may be made of it. Filing details may be verified by the user by ordering a post-extract or a corporation profile report for an additional fee.

----- END OF REPORT -----

FOR MINISTRY OF GOVERNMENT SERVICES RECEIPT PURPOSES ONLY



Ministry of
Government Services

Ministère des Services
gouvernementaux

Companies and Personal
Property Security Branch
393 University Ave Suite 200
Toronto ON M5G 2M2

Direction des compagnies
et des sûretés mobilières
393 av., University, bureau 200
Toronto ON M5G 2M2

Page/Page 1 of/de 3

Form 1 - Ontario Corporation
Formule 1 - Personnes morales de l'Ontario

Initial Return/Notice of Change/ Rapport Initial/Avis de modification Corporations Information Act/Loi sur les renseignements exigés des personnes morales

	Initial Return Rapport Initial	Notice of Change Avis de modification
1. Business Corporation/ Société par actions	☐	☒
Not-For-Profit Corporation/ Personne morale sans but lucratif	☐	☐

Please type or print all information in block capital letters using black ink.

Prière de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire.

2. Ontario Corporation Number Numéro matricule de la personne morale en Ontario 002176495	3. Date of Incorporation or Amalgamation/ Date de constitution ou fusion Year/Année Month/Mois Day/Jour 2008 06 17
--	--

Disclaimer:

This reporting format has been developed by OnCorp using data contained in the ONBIS database. As such, the Ministry of Government Services can neither be held responsible for any errors/omissions related to this product nor for the accuracy of the ONBIS data contained therein.

4. Corporation Name Including Punctuation/Raison sociale de la personne morale, y compris ponctuation
ALM LABS INC.

5. Address of Registered or Head Office/Adresse du siège social
c/o / a/s

Street No./No civique: 20
Street Name/Nom de la rue: EGLINTON AVE. WEST
Suite/Bureau: 1200

Street Name (cont'd)/Nom de la rue (suite)

City/Town/Ville: TORONTO
ONTARIO, CANADA

Postal Code/Code postal: M4R 1K8

This filing was submitted to the Ministry of Government Services on/
Ce dépôt a été soumis au ministère des services gouvernementaux :
9/2/2009 3:51:25 PM
Request ID/Code de référence SINEO: 011541981

6. Mailing Address/Adresse postale

Street No./No civique

Street Name/Nom de la rue

Street Name (cont'd)/Nom de la rue (suite)

City/Town/Ville

Province, State/Province, État

Country/Pays

Postal Code/Code postal

- ☒ Same as Registered or Head Office/
Même que siège social
- ☐ Not Applicable/
Ne s'applique pas

7. Language of Preference/Langue préférée

English - Anglais ☒

French - Français ☐

8. Information on Directors/Officers must be completed on Schedule A as requested. If additional space is required, photocopy Schedule A./Les renseignements sur les administrateurs ou les dirigeants doivent être fournis dans l'Annexe A, tel que demandé. Si vous avez besoin de plus d'espace, vous pouvez photocopier l'Annexe A.

Number of Schedule A(s) submitted/Nombre d'Annexes A présentées: 2 (At least one Schedule A must be submitted/Au moins une Annexe A doit être présentée)

9. (Print or type in full of the person authorizing filing / Dactylographier ou inscrire le prénom et le nom en caractères d'imprimerie de la personne qui autorise l'enregistrement)

I/Je: GLENN GRAFF

certify that the information set out herein, is true and correct.
atteste que les renseignements précités sont véridiques et exacts.

Check appropriate box
Cocher la case pertinente

- D) ☒ Director/Administrateur
- O) ☐ Officer /Dirigeant

P) ☐ Other individual having knowledge of the affairs of the Corporation/Autre personne ayant connaissance des activités de la personne morale

NOTE/REMARQUE: Sections 13 and 14 of the Corporations Information Act provide penalties for making false or misleading statements or omissions. Les articles 13 et 14 de la Loi sur les renseignements exigés des personnes morales prévoient des peines en cas de déclaration fausse ou trompeuse, ou d'omission.

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario
Schedule A/Annexe A

Page/Page 2 of/de 3

Please type or print all information in block capital letters using black ink.
Veuillez dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire

Ontario Corporation Number
Numéro matricule de la personne morale en Ontario
002176495

Date of Incorporation or Amalgamation
Date de constitution ou fusion
Year/Année Month/Mois Day/Jour
2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille
DEZWIREK

First Name/Prénom
JASON

Middle Names/Autres prénoms

Street Number/Numéro civique
20

Suite/Bureau
1200

Street Name/Nom de la rue
EGLINTON AVE. WEST

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville
TORONTO

Province, State/Province, État
ON

Country/Pays
CA

Postal Code/Code postal
M4R 1K8

*OTHER TITLES (Please Specify) *AUTRES TITRES (Veuillez préciser)
Chair / Président du conseil
Chair Person / Président du conseil
Chairman / Président du conseil
Chairwoman / Présidente du conseil
Vice-Chair / Vice-président du conseil
Vice-President / Vice-président
Assistant Secretary / Secrétaire adjoint
Assistant Treasurer / Trésorier adjoint
Chief Manager / Directeur exécutif
Executive Director / Directeur administratif
Managing Director / Administrateur délégué
Chief Executive Officer / Directeur général
Chief Financial Officer / Agent en chef des finances
Chief Information Officer / Directeur général de l'information
Chief Operating Officer / Administrateur en chef des opérations
Chief Administrative Officer / Directeur général de l'administration
Comptroller / Contrôleur
Authorized Signing Officer / Signataire autorisé
Other (Unfilled) / Autre (sans titre)

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien ☒ YES/OUI ☐ NO/NON (Resident Canadian applies to directors of business corporations only.)
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour
2008 06 17

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

PRESIDENT/PRÉSIDENT SECRETARY/SECRÉTAIRE TREASURER/TRÉSORIER GENERAL MANAGER/
DIRECTEUR GÉNÉRAL

Date Appointed/
Date de nomination

Year/Année Month/Mois Day/Jour

Date Ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille
GRAFF

First Name/Prénom
GLENN

Middle Names/Autres prénoms

Street Number/Numéro civique
20

Suite/Bureau
1200

Street Name/Nom de la rue
EGLINTON AVE. WEST

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville
TORONTO

Province, State/Province, État
ON

Country/Pays
CA

Postal Code/Code postal
M4R 1K8

*OTHER TITLES (Please Specify) *AUTRES TITRES (Veuillez préciser)
Chair / Président du conseil
Chair Person / Président du conseil
Chairman / Président du conseil
Chairwoman / Présidente du conseil
Vice-Chair / Vice-président du conseil
Vice-President / Vice-président
Assistant Secretary / Secrétaire adjoint
Assistant Treasurer / Trésorier adjoint
Chief Manager / Directeur exécutif
Executive Director / Directeur administratif
Managing Director / Administrateur délégué
Chief Executive Officer / Directeur général
Chief Financial Officer / Agent en chef des finances
Chief Information Officer / Directeur général de l'information
Chief Operating Officer / Administrateur en chef des opérations
Chief Administrative Officer / Directeur général de l'administration
Comptroller / Contrôleur
Authorized Signing Officer / Signataire autorisé
Other (Unfilled) / Autre (sans titre)

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien ☒ YES/OUI ☐ NO/NON (Resident Canadian applies to directors of business corporations only.)
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour
2008 06 17

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

PRESIDENT/PRÉSIDENT SECRETARY/SECRÉTAIRE TREASURER/TRÉSORIER GENERAL MANAGER/
DIRECTEUR GÉNÉRAL

Date Appointed/
Date de nomination

Year/Année Month/Mois Day/Jour

Date Ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario

Schedule A/Annexe A

Page/Page 3 of/de 3

Please type or print all information in block capital letters using black ink.
Saisissez les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire

Ontario Corporation Number
Numéro matricule de la personne morale en Ontario

002176495

Date of Incorporation or Amalgamation
Date de constitution ou fusion

2008 06 17

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

MERETSKY

First Name/Prénom

JASON

Middle Names/Autres prénoms

Street Number/Numéro civique

20

Suite/Bureau

1200

Street Name/Nom de la rue

EGLINTON AVE. WEST

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☐ YES/OUI

☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)/
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

	PRESIDENT/PRÉSIDENT	SECRETARY/SECRÉTAIRE	TREASURER/TRÉSORIER	GENERAL MANAGER/ DIRECTEUR GÉNÉRAL
Date Appointed/ Date de nomination	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour
Date Ceased/ Date de cessation	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour

*OTHER TITLES (Please Specify) *AUTRES TITRES (Veuillez préciser)	
Chair / Président du conseil	
Chair Person / Président du conseil	
Chairman / Président du conseil	
Chairwoman / Présidente du conseil	
Vice-Chair / Vice-président du conseil	
Vice-President / Vice-président	
Assistant Secretary / Secrétaire adjoint	
Assistant Treasurer / Trésorier adjoint	
Chief Manager / Directeur exécutif	
Executive Director / Directeur administratif	
Managing Director / Administrateur délégué	
Chief Executive Officer / Directeur général	
Chief Financial Officer / Agent en chef des finances	
Chief Information Officer / Directeur général de l'information	
Chief Operating Officer / Administrateur en chef des opérations	
Chief Administrative Officer / Directeur général de l'administration	
Comptroller / Contrôleur	
Authorized Signing Officer / Signataire autorisé	
Other (Untitled) / Autre (sans titre)	

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

Last Name/Nom de famille

STEVE

First Name/Prénom

BLOOM

Middle Names/Autres prénoms

Street Number/Numéro civique

20

Suite/Bureau

1200

Street Name/Nom de la rue

EGLINTON AVE. WEST

Street Name(cont'd)/Nom de la rue (suite)

City/Town/Ville

TORONTO

Province, State/Province, État

ON

Country/Pays

CA

Postal Code/Code postal

M4R 1K8

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/
Résident canadien

☐ YES/OUI

☐ NO/NON

(Resident Canadian applies to directors of business corporations only.)/
(Résident canadien ne s'applique qu'aux administrateurs de sociétés par actions)

Date Elected
Date d'élection

Year/Année Month/Mois Day/Jour

Date ceased/
Date de cessation

Year/Année Month/Mois Day/Jour

Officer Information/Renseignements relatifs aux dirigeants

	PRESIDENT/PRÉSIDENT	SECRETARY/SECRÉTAIRE	TREASURER/TRÉSORIER	GENERAL MANAGER/ DIRECTEUR GÉNÉRAL
Date Appointed/ Date de nomination	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour
Date Ceased/ Date de cessation	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour	Year/Année Month/Mois Day/Jour

*OTHER TITLES (Please Specify) *AUTRES TITRES (Veuillez préciser)	
Chair / Président du conseil	
Chair Person / Président du conseil	
Chairman / Président du conseil	
Chairwoman / Présidente du conseil	
Vice-Chair / Vice-président du conseil	
Vice-President / Vice-président	
Assistant Secretary / Secrétaire adjoint	
Assistant Treasurer / Trésorier adjoint	
Chief Manager / Directeur exécutif	
Executive Director / Directeur administratif	
Managing Director / Administrateur délégué	
Chief Executive Officer / Directeur général	
Chief Financial Officer / Agent en chef des finances	
Chief Information Officer / Directeur général de l'information	
Chief Operating Officer / Administrateur en chef des opérations	
Chief Administrative Officer / Directeur général de l'administration	
Comptroller / Contrôleur	
Authorized Signing Officer / Signataire autorisé	
Other (Untitled) / Autre (sans titre)	

**Form 1 CIA Initial Return/Notice of Change**
DRAFT COPY**PRINT this page**
BACK to Previous

ONCORP TRACKING NUMBER: 107513

THIS DRAFT PRINTED: Aug 20, 2009 @ 04:04 pm

Reference Info: MERY GORICANEC

Language Preference: English

Docket Info: 17-96492-1016

Document Type: Notice of Change

Corporate Name: ALM LABS INC.

Corporate No: 002176495

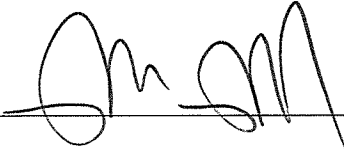
Incorp./Amalg. Date: 17 Jun, 2008

Registered/Head Office: 20 EGLINTON AVE. WEST, Suite 1200, TORONTO, ON, CA, M4R 1K8

Mailing Address: Same as Registered/Head Office

Person Authorizing Filing: GRAFF, GLENN, Director

	Administrator Information	Elected/ Appointed	Ceased
1.	STEVE, BLOOM, CHIEF FINANCIAL OFFICER 20 EGLINTON AVE. WEST, Suite 1200, TORONTO, ONTARIO, CANADA M4R 1K8	17 Jun, 2008	
2.	MERETSKY, JASON, VICE-PRESIDENT 20 EGLINTON AVE. WEST, Suite 1200, TORONTO, ONTARIO, CANADA M4R 1K8	17 Jun, 2008	31 Jul, 2009
3.	GRAFF, GLENN, CHIEF EXECUTIVE OFFICER 20 EGLINTON AVE. WEST, Suite 1200, TORONTO, ONTARIO, CANADA M4R 1K8	17 Jun, 2008	
4.	GRAFF, GLENN, DIRECTOR, Res. Canadian 20 EGLINTON AVE. WEST, Suite 1200, TORONTO, ONTARIO, CANADA M4R 1K8	17 Jun, 2008	
5.	DEZWIREK, JASON, DIRECTOR, Res. Canadian 20 EGLINTON AVE. WEST, Suite 1200, TORONTO, ONTARIO, CANADA M4R 1K8	17 Jun, 2008	

Approval Signature:  (optional)*Please print this page and verify all details before submission.*


**Form 1 CIA Initial Return/Notice of Change
CONFIRMATION OF FILING**

[PRINT this page](#)
[BACK to Previous](#)

Official ONBIS ID: 010509000

DATE SUBMITTED: Jul 14, 2008 @ 10:46 am

Reference AVID

Language English

Info:

Preference:

Docket Info: ND-95594

Document Type: Initial Notice

Corporate
Name: ALM LABS INC.Corporate 002176495 Incorp./Amalg. 17 Jun,
No: Date: 2008Registered/Head
Office: 2300 YONGE STREET, Suite 1904, TORONTO, ON, CA, M4P 1E4

Mailing Address: Same as Registered/Head Office

Person Authorizing
Filing: GRAFF, GLENN, *Director*

	Administrator Information	Elected/ Appointed	Ceased
1.	GRAFF, GLENN, <i>CHIEF EXECUTIVE OFFICER</i> 2300 YONGE STREET, Suite 1904, TORONTO, ONTARIO, CANADA M4P 1E4	17 Jun, 2008	
2.	STEVE, BLOOM, <i>CHIEF FINANCIAL OFFICER</i> 2300 YONGE STREET, Suite 1904, TORONTO, ONTARIO, CANADA M4P 1E4	17 Jun, 2008	
3.	MERETSKY, JASON, <i>VICE-PRESIDENT</i> 2300 YONGE STREET, Suite 1904, TORONTO, ONTARIO, CANADA M4P 1E4	17 Jun, 2008	
4.	GRAFF, GLENN, <i>DIRECTOR</i> , Res. Canadian 2300 YONGE STREET, Suite 1904, TORONTO, ONTARIO, CANADA M4P 1E4	17 Jun, 2008	
5.	DEZWIREK, JASON, <i>DIRECTOR</i> , Res. Canadian 2300 YONGE STREET, Suite 1904, TORONTO, ONTARIO, CANADA M4P 1E4	17 Jun, 2008	

This document is a record of the ONBIS ID number assigned to this filing by the Ontario Business Information System Database, MINISTRY OF GOVERNMENT SERVICES. No liability is undertaken by OnCorp Direct Inc. regarding its completeness, correctness, or the interpretation or use which may be made of it. Filing details may be verified by the user by ordering a post-extract or a corporation profile report for an additional fee.

----- END OF REPORT -----



Canada Revenue
Agency

Agence du revenu
du Canada

BUSINESS NUMBER SUMMARY OF ACCOUNTS

RC33 E (06)
002786

Page 1

Business number
85947 3498

Toll-free in Canada
1-800-959-5525
Facsimile Number
1-705-671-0490

BUSINESS NUMBER
CANADA REVENUE AGENCY
PO Box 20000 Stn A
Sudbury ON P3A 5C1

Business identification

Name
ALM LABS INC.

Operating or trading name(s)
NOT PROVIDED

Legal entity information

Business address
2300 YONGE STREET, 1904
TORONTO ON M4P 1E4

Mailing address
2300 YONGE STREET, 1904
TORONTO ON M4P 1E4

Legal status
CORPORATION

Language
ENGLISH

Corporation information
Incorporation certificate number
2176495

Incorporation date
2008-06-17

Contact name
GLENN
GRAFF

Title

Telephone number
NOT PROVIDED

Fax number
NOT PROVIDED

Name
GLENN
GRAFF

Owner / partner / director information

Work telephone number
NOT PROVIDED

Work fax number
NOT PROVIDED

Home telephone number
NOT PROVIDED

Home fax number
NOT PROVIDED

Business number
85947 3498

BUSINESS NUMBER SUMMARY OF ACCOUNTS

RC33 E (98)

Page 2

Name
ALM LABS INC.

Summary of accounts

Account number
85947 3498 RC0001

Effective date
2008-06-17

Account type
CORPORATION INCOME TAX

Account name
NOT PROVIDED

Mailing address
2300 YONGE STREET, 1904
TORONTO ON M4P 1E4

Language
ENGLISH

Contact name
GLENN
GRAFF

Title

Telephone number
NOT PROVIDED

Fax number
NOT PROVIDED

SHARES

No. CS-1

Incorporated under the law of the Province of Ontario

100

Common Shares

ALM LABS INC.

THIS CERTIFIES THAT AVID LIFE MEDIA INC.

is the registered holder of *** one hundred (100) *** Common Shares of

ALM LABS INC.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

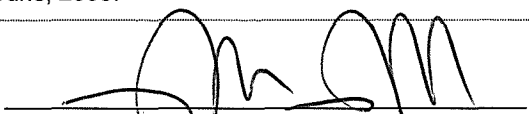
- (i) the rights, privileges, restrictions and conditions attached to the said shares and each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers

this 17th day of June, 2008.



Glenn Graff - Director

FOR VALUE RECEIVED, the undersigned hereby assigns and transfers unto

Common Shares

represented by the within Certificate.

DATED _____ (year) _____

IN THE PRESENCE OF

4141355.1

SHAREHOLDERS' AGREEMENT