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Demande n°:  
Transaction ID: 032817370  
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  
Companies and Personal Property Security Branch  
Direction des compagnies et des sûretés mobilières

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# Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**Sample**

**FRESHII INC.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002142879**

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

**JULY 19 JUILLET, 2007**



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

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Ontario Corporation Number  
Numéro de la compagnie en Ontario

9357064

2142879

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:  
FRESHII INC.

Dénomination sociale de la compagnie:

2. The address of the registered office is:

Adresse du siège social:

1200 BAY STREET

Suite 301

(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  
CANADA

(Name of Municipality or Post Office)

(Nom de la municipalité ou du bureau de poste)

ONTARIO  
M5R 2A5

(Postal Code/Code postal)

3. Number (or minimum and maximum  
number) of directors is:  
Minimum 1

Nombre (ou nombres minimal et maximal)  
d'administrateurs:  
Maximum 7

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

Premier(s) administrateur(s):

First name, initials and surname  
Prénom, initiales et nom de famille

Resident Canadian State Yes or No  
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

\* MATTHEW  
CORRIN

YES

1200 BAY STREET Suite 301

TORONTO ONTARIO  
CANADA M5R 2A5

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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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:*

An unlimited number of common shares and unlimited number of preferred shares.

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

COMMON SHARE TERMS

(a) Dividends

The holders of the common shares shall be entitled to receive, subject to the rights of the holders of another class of shares, any dividend declared by the Corporation.

(b) Dissolution

The holders of the common shares shall be entitled to receive, subject to the rights of the holders of another class of shares, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(c) Voting

The holders of the common shares shall be entitled to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote.

PREFERRED SHARE TERMS

(a) Priority

The preferred shares shall rank, as regards return of capital, in priority to all other shares of the Corporation but shall not confer any further right to participate in the profits or assets of the Corporation.

(b) Redemption

Subject to the provisions of the Business Corporations Act (Ontario), as amended from time to time (the "Act"), the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the preferred shares on payment for each share to be redeemed of the amount paid up thereon; in case a part only of the then outstanding preferred shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determines, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares.

(c) Purchase for Cancellation

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

The Corporation shall have the right at its option, at any time and from time to time, to purchase the whole or any part of the preferred shares at the lowest price at which, in the opinion of the directors, such shares are obtainable, but not exceeding the amount paid up thereon.

(d) Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the preferred shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, an amount equal to the amount paid up thereon and no more.

(e) Non-Voting

The holders of the preferred shares shall not, as such, have any voting rights for the election of directors or, subject to any voting rights accorded them pursuant to the provisions of the Act, for an other purpose nor, except for the purpose of exercising any voting rights accorded to them pursuant to the provisions of the Act, shall they be entitled to attend shareholders' meetings.

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

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

- (a) the approval of the directors of the Corporation expressed either by a resolution passed at a duly constituted meeting of the board of directors, by a majority of the directors of the Corporation present and entitled to vote or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the shareholders of the Corporation expressed either by a resolution passed at a duly constituted meeting of the shareholders, by a majority of the votes cast thereat or by an instrument or instruments in writing signed by the holders of outstanding shares in the capital of the Corporation having a majority of the voting rights attaching to all of the outstanding shares in the capital of the Corporation.

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

*Autres dispositions, s'il y a lieu:*

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

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

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10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, initials and last name  
or corporate name

*Prénom, initiale et nom de  
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code

*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

\* MATTHEW CORRIN

1200 BAY STREET Suite 301

TORONTO ONTARIO  
CANADA M5R 2A5



Name of Corporation  
FRESHII INC.

Ontario Corporation Number  
2142879

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ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name                      Last Name  
CANDACE                          MARTIN  
Name of Law Firm  
Lang Michener LLP - Toronto

ADDRESS

Street #                      Street Name                      Suite #  
181                              Bay Street, Suite 2500, BCE P  
Additional Information                      City  
Toronto  
Province                              Country                              Postal Code  
ONTARIO                              CANADA                              M5J 2T7

TELEPHONE #:                      416-360-8600

NUANS SEARCH DETAILS

Corporate Name Searched on NUANS (1)  
FRESHII INC.

NUANS Reservation Reference #  
90412455

Date of NUANS Report  
2007/07/19

Name of Corporation  
**FRESHII INC.**

Ontario Corporation Number  
**2142879**

Request ID  
**9357064**

## **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  
**MATTHEW**

Last Name  
**CORRIN**