

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Articles of Amalgamation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
West 49 Inc.		08/27/2010	CORPORATION: CANADA
West 49 Group Inc.		08/27/2010	CORPORATION: CANADA
Amnesia Inc.		08/27/2010	CORPORATION: CANADA
West 49 (Bower Place) Inc.		08/27/2010	CORPORATION: CANADA
West 49 (Yonge) Inc.		08/27/2010	CORPORATION: CANADA
West 49 (West Edmonton) Inc.		08/27/2010	CORPORATION: CANADA
West 49 (Avalon) Inc.		08/27/2010	CORPORATION: CANADA
West 49 (Station) Inc.		08/27/2010	CORPORATION: CANADA
Duke's Northshore (Georgian) Inc.		08/27/2010	CORPORATION: CANADA
Off the Wall Willowbrook Inc.		08/27/2010	CORPORATION: CANADA
West 49 Concept (Whistler) Inc.		08/27/2010	CORPORATION: CANADA
West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc.		08/27/2010	CORPORATION: CANADA
West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc.		08/27/2010	CORPORATION: CANADA
West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc.		08/27/2010	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	West 49 Inc.
Street Address:	1100 Burloak Drive, Suite 200
City:	Burlington, Ontario
State/Country:	CANADA
Postal Code:	L7L 6B2
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark

900172697

**TRADEMARK
 REEL: 004286 FRAME: 0734**

OP \$90.00 78459086

Serial Number:	78459086	VEXY
Serial Number:	85072792	RED STAR BOARD CO.
Serial Number:	85072848	WEST 49

CORRESPONDENCE DATA

Fax Number: (312)222-0818
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3122220800
Email: chiipdocket@michaelbest.com, lwdemarte@michaelbest.com, dsternig@michaelbest.com
Correspondent Name: Luke W. DeMarte c/o Michael Best
Address Line 1: 180 N. Stetson Avenue, Suite 2000
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER: 028869-9001-US00

DOMESTIC REPRESENTATIVE

Name: Luke W. DeMarte c/o Michael Best
Address Line 1: 180 N. Stetson Avenue, Suite 2000
Address Line 4: Chicago, ILLINOIS 60601

NAME OF SUBMITTER: Luke W. DeMarte

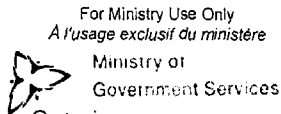
Signature: /luke w. demarte/

Date: 09/29/2010

Total Attachments: 49

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For Ministry Use Only
A l'usage exclusif du ministère
Ministry of
Government Services
Ontario
CERTIFICATE
This is to certify that these articles
are effective on

Ministère des
Services gouvernementaux

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

1831963

AUGUST 29 AOOT, 2010

K. [Signature]
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

W	E	S	T		4	9			I	N	C	.											

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

1100 Burloak Drive, Suite 200

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 d'un édifice à bureaux, numéro du bureau

Burlington

ONTARIO

L 7 L 6 B 2

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

3

12

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

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Arthur Ellis	14 Rodman Hall Drive, St. Catharines, Ontario, Canada L2S 1P2	Yes
Kenneth Fowler	75 Simpson Road, St. Catharines, Ontario L2N 3Z5	Yes
Salvatore Baio	73 Dalhousie Avenue, St. Catharines, Ontario L2N 4X1	Yes

SEE ANNEX-1 FOR ADDITIONAL DIRECTORS

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

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Lucio Di Clemente	83 Wimbleton Road, Etobicoke, Ontario, Canada M9A 3S4	Yes
Maureen Fowler	75 Simpson Road St. Catharines, Ontario L2N 3Z5	Yes
Cos Georganas	29 Dunvegan Drive, Richmond Hill, Ontario, Canada L4C 9P8	Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

West 49 Inc.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
West 49 Inc.	1641204	2010	08	27
West 49 Group Inc.	1790354	2010	08	27
Amnesia Inc.	2077359	2010	08	27
West 49 (Bower Place) Inc.	1479797	2010	08	27
West 49 (Yonge) Inc.	1479800	2010	08	27
West 49 (West Edmonton) Inc.	1816366	2010	08	27
West 49 (Avalon) Inc.	1816367	2010	08	27
West 49 (Station) Inc.	1713074	2010	08	27

SEE ANNEX-2 FOR ADDITIONAL CORPORATIONS

5.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> Year / année Month / mois Day / jour
Duke's Northshore (Georgian) Inc.	1730045	2010-08-27
Off the Wall Willowbrook Inc.	2069851	2010-08-27
West 49 Concept (Whistler) Inc.	1816365	2010-08-27
West 49 Concept (Amnesia) Inc./ Concept West 49 (Amnesia) Inc.	2077362	2010-08-27
West 49 Concept (Arsenic) Inc./ Concept West 49 (Arsenic) Inc.	2077360	2010-08-27
West 49 Concept (D-Tox) Inc./ Concept West 49 (D-Tox) Inc.	2077361	2010-08-27

6. 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 société

No restrictions.

7. 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 société est autorisée à émettre :

Unlimited number of Preferred shares and an unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See pages 4A to 4I attached.

1. PREFERRED SHARES

1.01 *Non-Voting*

The holders of the Preferred shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting, except where the holders of a specified class or series of shares of the Corporation are entitled to vote separately as a class as provided in the *Business Corporations Act* (Ontario) (the "Act"). The holders of the Preferred shares shall not be entitled to vote separately as a class or series or to dissent upon a proposal to amend the articles of the Corporation to:

- (a) Increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;
- (b) Effect an exchange, reclassification or cancellation of the shares of such class or series; or
- (c) Create a new class or series of shares equal or superior to the shares of such class or series.

Notwithstanding the above restrictions, conditions or prohibitions on the right to vote, the holders of the Preferred shares shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184(3) of the Act, as such subsection may be amended from time to time.

1.02 *Dividends*

The holders of the Preferred shares shall be entitled to receive, as and when declared by the directors, fixed, cumulative, cash dividends at the rate equal to the Prime Rate (as hereinafter defined) plus two percentage (2%) points per annum on the Preferred Share Redemption Amount, payable quarterly on dates to be fixed from time to time by the directors; such dividends shall accrue and be cumulative from the respective dates of issue of the Preferred shares. No dividends may be declared or paid on any common shares or any other class or series of shares in the capital of the Corporation ranking junior to the Preferred shares unless all accrued Preferred dividends have first been paid. The holders of the Preferred shares shall not be entitled to any dividends other than or in excess of the fixed, preferential, cumulative, cash dividends hereinbefore provided for. For purposes of paragraph 1.02, the term "Prime Rate" shall mean for any day the annual rate of interest

announced from time to time by the Canadian Imperial Bank of Commerce or its successors (the "Bank") as the reference rate then in effect for such day for determining interest rates on Canadian dollar demand commercial loans made in Toronto. The Prime Rate shall be determined from time to time by an officer of the Corporation from quotations supplied by the Bank or otherwise publicly available. Such determination shall, in the absence of manifest error, be final and binding upon the Corporation and upon all holders of Preferred shares.

1.03 *Redemption*

- (a) Subject to the provisions of the Act, as amended from time to time, the Corporation may, on or from time to time after the third anniversary of the date of issue of the Preferred shares and upon giving notice or upon notice being waived as hereinafter provided, redeem the whole or any part of the Preferred shares on payment for each such share to be redeemed of the sum of \$1.00 per share (such amount is hereafter referred to as the "Preferred Share Redemption Amount"), together with an amount equal to all unpaid cumulative dividends, whether or not declared, which shall have accrued thereon and which for such purposes shall be treated as accruing up to the date of such redemption (the Preferred Redemption Amount plus such declared and unpaid dividends are hereinafter called the "Preferred Share Redemption Price").
- (b) 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 redeemed *pro rata*, (before taking into account possible later conversions), disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares.
- (c) The Corporation shall, at least ten (10) days before the date specified for redemption, send to each person who at the date of sending is a registered holder of Preferred shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Preferred shares, or alternatively, notice may be waived or the time for sending of the notice may be waived at any time with the consent in writing of holders of such Preferred shares to be redeemed. Notice may be mailed in a prepaid envelope addressed to each such shareholder at his address as it appears on the records of the Corporation or its transfer agent, or alternatively, such notice may be delivered personally to such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders

shall not affect the validity of the redemption. Such notice shall set out the Preferred Share Redemption Price and the date of redemption.

- (d) If notice of any such redemption is given by the Corporation or waived in the manner aforesaid and an amount sufficient to redeem the shares has been paid to the holder of the Preferred shares to be redeemed or deposited with any trust company or chartered bank in Canada, as specified in the notice on or before the date fixed for redemption, the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor, without interest.
- (e) After notice of redemption, if any Preferred shares are converted into common shares as provided in paragraph 1.05, they shall not be redeemed.

1.04 *Retraction Privileges*

- (a) Subject to paragraph 1.04 (e) below, a holder of Preferred shares shall be entitled to require the Corporation to redeem on or from time to time after the third anniversary of the date of issue of the Preferred shares, upon giving notice as hereinafter provided, all or any number of the Preferred shares registered in the name of such holder on the books of the Corporation at the Preferred Share Redemption Price per share.
- (b) A holder of Preferred shares exercising his option to have the Corporation redeem, shall give notice to the Corporation, which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 30 days nor more than 90 days from the date of mailing of the notice, and if the holder desires to have less than all of the Preferred shares registered in his name redeemed by the Corporation, the number of the holder's shares to be redeemed. Any such notice shall be deemed revoked under paragraph (c) below if thereafter the Preferred shares are converted into common shares as provided in paragraph 1.05.
- (c) The date on which the redemption at the option of the holder is to occur is hereafter referred to as the "Option Redemption Date". The holder of any Preferred shares may, with the consent of the Corporation, revoke such notice prior to the Option Redemption Date.
- (d) Upon delivery to the Corporation of a share certificate or certificates representing the Preferred shares, which the holder desires to have the

Corporation redeem, the Corporation shall, on the Option Redemption Date, redeem such Preferred shares by paying to the holder the Preferred Share Redemption Price therefor. Upon payment of the Preferred Share Redemption Price of the Preferred shares to be redeemed by the Corporation, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof.

- (e) If the redemption by the Corporation on any Option Redemption Date of all of the Preferred shares to be redeemed on such date would be contrary to any provisions of the Act or any other applicable law, the Corporation shall be obligated to redeem only the maximum number of Preferred shares which the Corporation determines it is then permitted to redeem, such redemption to be made *pro rata* (disregarding fractions of shares) according to the number of Preferred shares required by each such holder to be redeemed by the Corporation, and the Corporation shall issue new certificates representing the Preferred shares not redeemed by the Corporation; the Corporation shall, before redeeming any other Preferred shares, redeem in the manner contemplated by paragraph 1.03 on the first day of each month thereafter the maximum number of such Preferred shares as would not then be contrary to any provisions of the Act or any other applicable law, until all of such shares have been redeemed, provided that the Corporation shall be under no obligation to give any notice to the holders of the Preferred shares in respect of such redemption as provided for in paragraph 1.03.

1.05 *Conversion Rights*

- (a) Subject to paragraph 1.05(b) below, a holder of Preferred shares shall be entitled at his or her option at any time and from time to time to have all or any of the Preferred shares registered in his or her name converted into common shares as the same shall be constituted at the time of conversion upon the basis (the "Conversion Rate") of ten (10) common shares for each Preferred share so converted (i.e., at Cdn.\$0.10 per common share). No fractional common shares shall be issued and the Corporation shall make a cash payment in an equivalent amount to the holder of any Preferred shares that would otherwise be entitled to a fractional common share. In addition, the Corporation shall pay any unpaid cumulative dividends on the Preferred shares, whether or not declared, which for such purpose shall be treated as accruing up to but excluding the date of such conversion.

- (b) The conversion right provided for in this paragraph 1.05 may not be exercised unless:
- (i) to the extent that after the issuance of the Preferred shares and prior to the conversion, an equivalent number of additional common shares had been issued from treasury by the Corporation in a public offering or private placement; and
 - (ii) provided that in no event could any such conversion result in the aggregate number of common shares held at any time by the former shareholders of West 49 Inc. (or applicable related persons) exceeding 49.9% of the then outstanding common shares of the Corporation (in order to prevent an acquisition of control for tax purposes).
- (c) The conversion right provided for herein may be exercised by not less than 5 days' prior written notice given to the Corporation at its principal office in Toronto or such other place in Canada as the Corporation may designate, accompanied by the certificate or certificates representing the Preferred shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be executed by the person registered on the books of the Corporation as the holder of the Preferred shares in respect of which such right is being exercised or by his duly authorized attorney and shall specify the number of such shares which the holder desires to have converted. The conversion shall be deemed to take effect upon the later of the 5th day after notice is given and the date on which the said certificate or certificates shall be surrendered to the Corporation at its principal office accompanied by the said notice in writing unless such date be a Saturday, Sunday or a holiday, in which event it shall take effect on the next business day. If a part only of the Preferred shares represented by any certificate is converted, the Corporation shall issue a new certificate for the balance. All common shares resulting from any conversion provided for herein shall be fully paid and non-assessable.

1.06 *Anti-Dilution*

- (a) In case of any reclassification of the common shares or Preferred shares (other than any subdivision or consolidation of shares into a greater or lesser number of shares) or a change of such shares into other shares, or an exchange of such shares for other securities or property, or in case of a Corporate Reorganization of the Corporation (other than a Corporate Reorganization which does not result in a reclassification of

the outstanding common or Preferred shares or a change in the outstanding common or Preferred shares into other shares, or an exchange of such shares for other securities or property), a holder of Preferred shares (the "Holder") who shall be entitled to receive common shares by conversion under paragraph 1.05 shall be entitled to receive, and shall accept, in lieu of the number of common shares to which he was theretofore entitled upon such conversion, the kind and amount of shares and other securities or property which such holder would have been entitled to receive as a result of such reclassification, change, exchange or Corporate Reorganization if, on the effective date thereof, he had been the registered holder of the number of common shares to which he was theretofore entitled hereunder. If necessary, appropriate adjustments shall be made in the application of the provisions set forth in this paragraph 1.06(a) with respect to the rights and interests thereafter of the Holder to the end that the adjustments set forth in this paragraph 1.06(a) shall thereafter correspondingly be made applicable as nearly as may be possible in relation to any shares or other securities or property thereafter deliverable.

- (b) For the purposes hereof, "Corporate Reorganization" means any transaction whereby all or substantially all of the Corporation's undertaking, property and assets would become the property of any other person, whether by way of arrangement, reorganization, amalgamation, transfer, sale or otherwise.
- (c) The Conversion Rate in effect at any date shall be subject to adjustment from time to time as follows:
 - (i) If on or after the date hereof the Corporation shall (a) subdivide the outstanding common shares or Preferred shares, as applicable, into a greater number of such shares, or (b) consolidate the outstanding shares of either such class into a smaller number of such shares, the Conversion Rate in effect on the effective date of such subdivision or consolidation, as the case may be, shall be adjusted in order to preserve economic equivalency; and
 - (ii) If the Corporation shall fix a record date for the making of a distribution (other than any distribution constituting a cash dividend on the common shares or a dividend in accordance with the terms of the Preferred shares) to all or substantially all the holders of its outstanding common shares or Preferred shares, of (A) shares of the Corporation, or (B) rights, options or warrants or other securities of the Corporation which are

convertible into or exchangeable for shares of the Corporation, or (C) evidences of its indebtedness, or (D) property or other assets of the Corporation, then in each such case, the Conversion Rate shall, with the approval of the Corporation's auditors or another firm of chartered accountants as selected by the board of directors (acting as experts and not arbitrators), be adjusted so as to preserve economic equivalency, unless the holder(s) of the Preferred shares are permitted to participate as though and to the same effect as if the holder(s) then owned the common shares in question.

- (d) The adjustments provided for in this paragraph 1.06 are cumulative, and shall apply to successive subdivisions, consolidations, reclassifications, changes, exchanges, distributions or other events resulting in any adjustment under the provisions hereof.
- (e) If any question arises with respect to the adjustments provided herein, such question shall be conclusively determined by a firm of chartered accountants (who may be the Corporation's auditors) acting as experts and not as arbitrators, as selected by the board of directors. Such chartered accountants shall have, for such purposes, access to all necessary records of the Corporation and such determination shall be binding upon the Corporation and the holder(s) of the Preferred shares.
- (f) The Corporation covenants to give notice to the holder(s) of the Preferred shares in respect of any matter referred to in this paragraph 1.06, not less than 10 days in advance, by ordinary prepaid post addressed to the last address of such holder as it appears on the records of the Corporation or, in the event of the address of any such holder not appearing on the records of the Corporation, then to the last known address of such holder; provided, however, that accidental failure or omission to give any such notice to one or more of such holders shall not affect the validity thereof.

1.07 *Purchase for Cancellation*

Subject to the Act, the Corporation may at any time or times purchase for cancellation the whole or any part of the Preferred shares outstanding pursuant to tenders or by private contract. If, in response to an invitation for tenders, two (2) or more shareholders submit tenders at the same price and if such tenders are accepted by the Corporation in whole or in part, then unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders in proportion as nearly as may be to the total number of Preferred shares offered in each tender

(disregarding fractions). In the case of purchase of Preferred shares by private contract, the Corporation shall not be required to offer to purchase Preferred shares from all shareholders before proceeding to purchase from any one shareholder nor shall it be required to make such purchases on a *pro rata* basis. From and after the date of such purchase under the provisions of this paragraph, the shares so purchased shall be cancelled.

1.08 *Liquidation, Dissolution or Winding-Up*

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred shares shall be entitled to receive an amount equal to the Preferred Share Redemption Price in respect of each Preferred Share held, before any distribution of any part of the assets of the Corporation among the holders of the common shares or the shares of any other class ranking junior to the Preferred shares. Except as provided above, the holders of the Preferred shares shall not be entitled to any further participation in the assets of the Corporation.

2. COMMON SHARES

2.01 *Dividends*

Subject to the prior rights of the holders of any other shares ranking senior to the common shares with respect to priority in the payment of dividends, the holders of the common shares shall be entitled to receive dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly available for the payment of dividends, in such amount and in such form as the board of directors may, from time to time, determine and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

2.02 *Liquidation, Dissolution or Winding-Up*

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of any other shares ranking senior to the common shares with respect to priority in the distribution of assets upon liquidation, dissolution or winding-up, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall be entitled to receive the remaining assets of the Corporation.

2.03 *Voting*

The holders of the common shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation (except where the holders of a specified class are entitled to vote separately as a class as provided in the Act), and each common share shall confer the right to one (1) vote in person or by proxy at all meetings of shareholders of the Corporation.

9. 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 restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No restrictions.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

Without in any way limiting the powers conferred upon the Corporation and its directors by the Business Corporations Act (Ontario), or any successor statute, the board of directors may from time to time, in such amounts and on such terms as it deems expedient charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed or other debt or liability of the Corporation.

The board of directors may from time to time delegate to such one or more of the directors of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each delegation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

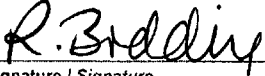
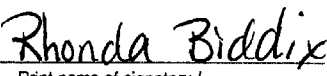
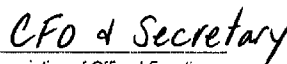
These articles are signed in duplicate.
 Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

West 49 Inc.

Names of Corporations / Dénomination sociale des sociétés


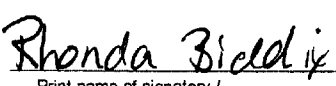
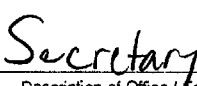
By / Par

 Signature / Signature	 Print name of signatory / Nom du signataire en lettres moulées	 Description of Office / Fonction
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West 49 Group Inc.

Names of Corporations / Dénomination sociale des sociétés


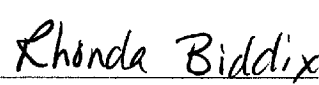

By / Par

 Signature / Signature	 Print name of signatory / Nom du signataire en lettres moulées	 Description of Office / Fonction
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Amnesia Inc.

Names of Corporations / Dénomination sociale des sociétés


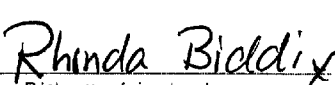

By / Par

 Signature / Signature	 Print name of signatory / Nom du signataire en lettres moulées	 Description of Office / Fonction
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West 49 (Bower Place) Inc.

Names of Corporations / Dénomination sociale des sociétés


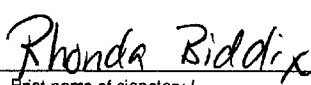
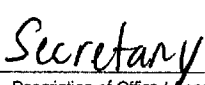
By / Par

 Signature / Signature	 Print name of signatory / Nom du signataire en lettres moulées	 Description of Office / Fonction
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West 49 (Yonge) Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

 Signature / Signature	 Print name of signatory / Nom du signataire en lettres moulées	 Description of Office / Fonction
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SEE ANNEX-3 AND ANNEX-4 FOR ADDITIONAL SIGNATURE PAGES

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

West 49 (West Edmonton) Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

<u>R. Biddix</u> Signature / Signature	<u>Rhonda Biddix</u> Print name of signatory / Nom du signataire en lettres moulées	<u>Secretary</u> Description of Office / Fonction
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West 49 (Avalon) Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

<u>R. Biddix</u> Signature / Signature	<u>Rhonda Biddix</u> Print name of signatory / Nom du signataire en lettres moulées	<u>Secretary</u> Description of Office / Fonction
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West 49 (Station) Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

<u>R. Biddix</u> Signature / Signature	<u>Rhonda Biddix</u> Print name of signatory / Nom du signataire en lettres moulées	<u>Secretary</u> Description of Office / Fonction
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Duke's Northshore (Georgian) Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

<u>R. Biddix</u> Signature / Signature	<u>Rhonda Biddix</u> Print name of signatory / Nom du signataire en lettres moulées	<u>Secretary</u> Description of Office / Fonction
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Off the Wall Willowbrook Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

<u>R. Biddix</u> Signature / Signature	<u>Rhonda Biddix</u> Print name of signatory / Nom du signataire en lettres moulées	<u>Secretary</u> Description of Office / Fonction
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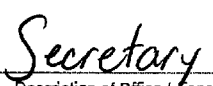
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

West 49 Concept (Whistler) Inc.

Names of Corporations / Dénomination sociale des sociétés


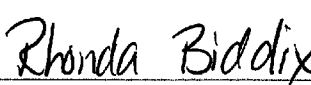

By / Par

		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc.

Names of Corporations / Dénomination sociale des sociétés


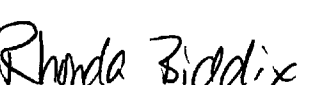

By / Par

		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc.

Names of Corporations / Dénomination sociale des sociétés


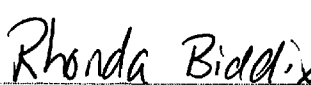

By / Par

		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
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SCHEDULE "A"

Statement of Director or Officer Under Subsection 178(2) of the Business Corporations Act (Ontario)

I am an officer of West 49 Inc. ("**West 49**"), West 49 Group Inc. ("**West 49 Group**"), West 49 (Avalon) Inc. ("**West 49 Avalon**"), West 49 (Bower Place) Inc. ("**West 49 Bower**"), West 49 (Station) Inc. ("**West 49 Station**"), West 49 (West Edmonton) Inc. ("**West 49 West Edmonton**"), West 49 (Yonge) Inc. ("**West 49 Yonge**"), Amnesia Inc. ("**Amnesia**"), West 49 Concept (Whistler) Inc. ("**West 49 Concept**"), Duke's Northshore (Georgian) Inc. ("**Duke**"), Off the Wall Willowbrook Inc. ("**Off the Wall**"), West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc. ("**West 49 Concept Amnesia**"), West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. ("**West 49 Concept Arsenic**") and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. ("**West 49 Concept D-Tox**").

I have conducted such examinations of the books and records of West 49, West 49 Group, West 49 Avalon, West 49 Bower, West 49 Station, West 49 West Edmonton, West 49 Yonge, Amnesia, West 49 Concept, Duke, Off the Wall, West 49 Concept Amnesia, West 49 Concept Arsenic and West 49 Concept D-Tox (the "**Amalgamating Corporations**") as are necessary to enable me to make this statement. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "**Act**"). In my capacity as an officer of West 49, West 49 Group, West 49 Avalon, West 49 Bower, West 49 Station, West 49 West Edmonton, West 49 Yonge, Amnesia, West 49 Concept, Duke, Off the Wall, West 49 Concept Amnesia, West 49 Concept Arsenic and West 49 Concept D-Tox, I state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "**Corporation**") will be, able to pay its liabilities as they become due, and
 - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation.

3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED August 27, 2010.



Name: Rhonda Biddix

SCHEDULE "B-1"
CERTIFIED RESOLUTION OF THE DIRECTORS
OF
WEST 49 INC.
(the "Corporation")

RECITALS:

- (a) West 49 Group Inc. ("**West 49 Group**"), West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (Station) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc., and Amnesia Inc. ("**Amnesia**") are wholly-owned subsidiaries of the Corporation (collectively, the "**West 49 Subsidiaries**").
- (b) West 49 Concept (Whistler) Inc., Duke's Northshore (Georgian) Inc., and Off the Wall Willowbrook Inc. are wholly-owned subsidiaries of West 49 Group (collectively, the "**West 49 Group Subsidiaries**").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "**Amnesia Subsidiaries**").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "**Subsidiaries**") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

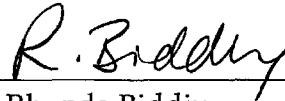
RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with its Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of each Subsidiary shall be cancelled without any repayment of capital in respect of the shares. None of the shares of the Corporation shall be cancelled.
- 3. The articles of amalgamation shall be the same as the articles of the Corporation.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.

5. While the articles refer to a 10:1 conversion ratio in respect of the Corporation's Preferred shares into common, the current rate is confirmed to be actually 1:1 due to a stock consolidation in respect of the common shares.
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
7. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: CFO & Secretary

SCHEDULE "B-2"
CERTIFIED RESOLUTION OF THE DIRECTORS
OF
WEST 49 GROUP INC.
(the "Corporation")

RECITALS:

- (a) The Corporation, West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (Station) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc., and Amnesia Inc. ("**Amnesia**") are wholly-owned subsidiaries of West 49 Inc. ("**West 49**") (collectively, the "**West 49 Subsidiaries**").
- (b) West 49 Concept (Whistler) Inc., Duke's Northshore (Georgian) Inc., and Off the Wall Willowbrook Inc. are wholly-owned subsidiaries of the Corporation (collectively, the "**West 49 Group Subsidiaries**").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "**Amnesia Subsidiaries**").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "**Subsidiaries**") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-3"
CERTIFIED RESOLUTION OF THE DIRECTORS
OF
WEST 49 (AVALON) INC.
(the "Corporation")

RECITALS:

- (a) The Corporation, West 49 Group Inc., West 49 (Bower Place) Inc., West 49 (Station) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc., and Amnesia Inc. ("**Amnesia**") are wholly-owned subsidiaries of West 49 Inc. ("**West 49**") (collectively, the "**West 49 Subsidiaries**").
- (b) West 49 Concept (Whistler) Inc., Duke's Northshore (Georgian) Inc., and Off the Wall Willowbrook Inc. are wholly-owned subsidiaries of the Corporation (collectively, the "**West 49 Group Subsidiaries**").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "**Amnesia Subsidiaries**").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "**Subsidiaries**") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-4"
CERTIFIED RESOLUTION OF THE DIRECTORS
OF
WEST 49 (BOWER PLACE) INC.
(the "Corporation")

RECITALS:

- (a) The Corporation, West 49 Group Inc., West 49 (Avalon) Inc., West 49 (Station) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc., and Amnesia Inc. ("Amnesia") are wholly-owned subsidiaries of West 49 Inc. ("West 49") (collectively, the "West 49 Subsidiaries").
- (b) West 49 Concept (Whistler) Inc., Duke's Northshore (Georgian) Inc., and Off the Wall Willowbrook Inc. are wholly-owned subsidiaries of the Corporation (collectively, the "West 49 Group Subsidiaries").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "Amnesia Subsidiaries").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "Subsidiaries") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-5"

CERTIFIED RESOLUTION OF THE DIRECTORS

OF

WEST 49 (STATION) INC.

(the "Corporation")

RECITALS:

- (a) The Corporation, West 49 Group Inc., West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc., and Amnesia Inc. ("Amnesia") are wholly-owned subsidiaries of West 49 Inc. ("West 49") (collectively, the "West 49 Subsidiaries").
- (b) West 49 Concept (Whistler) Inc., Duke's Northshore (Georgian) Inc., and Off the Wall Willowbrook Inc. are wholly-owned subsidiaries of the Corporation (collectively, the "West 49 Group Subsidiaries").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "Amnesia Subsidiaries").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "Subsidiaries") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of West 49.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-6"
CERTIFIED RESOLUTION OF THE DIRECTORS
OF
WEST 49 (WEST EDMONTON) INC.
(the "Corporation")

RECITALS:

- (a) The Corporation, West 49 Group Inc., West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (Station) Inc., West 49 (Yonge) Inc., and Amnesia Inc. ("**Amnesia**") are wholly-owned subsidiaries of West 49 Inc. ("**West 49**") (collectively, the "**West 49 Subsidiaries**").
- (b) West 49 Concept (Whistler) Inc., Duke's Northshore (Georgian) Inc., and Off the Wall Willowbrook Inc. are wholly-owned subsidiaries of the Corporation (collectively, the "**West 49 Group Subsidiaries**").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "**Amnesia Subsidiaries**").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "**Subsidiaries**") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-7"

CERTIFIED RESOLUTION OF THE DIRECTORS

OF

WEST 49 (YONGE) INC.

(the "Corporation")

RECITALS:

- (a) The Corporation, West 49 Group Inc., West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (West Edmonton) Inc., West 49 (Station) Inc., and Amnesia Inc. ("**Amnesia**") are wholly-owned subsidiaries of West 49 Inc. ("**West 49**") (collectively, the "**West 49 Subsidiaries**").
- (b) West 49 Concept (Whistler) Inc., Duke's Northshore (Georgian) Inc., and Off the Wall Willowbrook Inc. are wholly-owned subsidiaries of the Corporation (collectively, the "**West 49 Group Subsidiaries**").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "**Amnesia Subsidiaries**").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "**Subsidiaries**") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-8"

CERTIFIED RESOLUTION OF THE DIRECTORS

OF

AMNESIA INC.

(the "Corporation")

RECITALS:

- (a) The Corporation, West 49 Group Inc., West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc. and West 49 (Station) Inc. are wholly-owned subsidiaries of West 49 Inc. ("West 49") (collectively, the "West 49 Subsidiaries").
- (b) West 49 Concept (Whistler) Inc., Duke's Northshore (Georgian) Inc., and Off the Wall Willowbrook Inc. are wholly-owned subsidiaries of the Corporation (collectively, the "West 49 Group Subsidiaries").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of the Corporation (collectively, the "Amnesia Subsidiaries").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "Subsidiaries") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

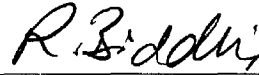
RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.

4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-9"

CERTIFIED RESOLUTION OF THE DIRECTORS

OF

DUKE'S NORTHSHORE (GEORGIAN) INC.

(the "Corporation")

RECITALS:

- (a) West 49 Group Inc., ("**West 49 Group**"), West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc. and West 49 (Station) Inc. and Amnesia Inc. ("**Amnesia**") are wholly-owned subsidiaries of West 49 Inc. ("**West 49**") (collectively, the "**West 49 Subsidiaries**").
- (b) The Corporation, West 49 Concept (Whistler) Inc. and Off the Wall Willowbrook Inc. are wholly-owned subsidiaries of West 49 Group (collectively, the "**West 49 Group Subsidiaries**").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "**Amnesia Subsidiaries**").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "**Subsidiaries**") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of West 49.

4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-10"
CERTIFIED RESOLUTION OF THE DIRECTORS
OF
OFF THE WALL WILLOWBROOK INC.
(the "Corporation")

RECITALS:

- (a) West 49 Group Inc., ("**West 49 Group**"), West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc. and West 49 (Station) Inc. and Amnesia Inc. ("**Amnesia**") are wholly-owned subsidiaries of West 49 Inc. ("**West 49**") (collectively, the "**West 49 Subsidiaries**").
- (b) The Corporation, West 49 Concept (Whistler) Inc. and Duke's Northshore (Georgian) Inc. are wholly-owned subsidiaries of West 49 Group (collectively, the "**West 49 Group Subsidiaries**").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "**Amnesia Subsidiaries**").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "**Subsidiaries**") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.

4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-11"
CERTIFIED RESOLUTION OF THE DIRECTORS
OF
WEST 49 CONCEPT (WHISTLER) INC.
(the "Corporation")

RECITALS:

- (a) West 49 Group Inc., ("West 49 Group"), West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc. and West 49 (Station) Inc. and Amnesia Inc. ("Amnesia") are wholly-owned subsidiaries of West 49 Inc. ("West 49") (collectively, the "West 49 Subsidiaries").
- (b) The Corporation, Off the Wall Willowbrook Inc. and Duke's Northshore (Georgian) Inc. are wholly-owned subsidiaries of West 49 Group (collectively, the "West 49 Group Subsidiaries").
- (c) West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc., West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "Amnesia Subsidiaries").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "Subsidiaries") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.

4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-12"

CERTIFIED RESOLUTION OF THE DIRECTORS

OF

WEST 49 CONCEPT (AMNESIA) INC./CONCEPT WEST 49 (AMNESIA) INC.

(the "Corporation")

RECITALS:

- (a) West 49 Group Inc., ("West 49 Group"), West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc. and West 49 (Station) Inc. and Amnesia Inc. ("Amnesia") are wholly-owned subsidiaries of West 49 Inc. ("West 49") (collectively, the "West 49 Subsidiaries").
- (b) West 49 Concept (Whistler) Inc., Off the Wall Willowbrook Inc. and Duke's Northshore (Georgian) Inc. are wholly-owned subsidiaries of West 49 Group (collectively, the "West 49 Group Subsidiaries").
- (c) The Corporation, West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenic) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "Amnesia Subsidiaries").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "Subsidiaries") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

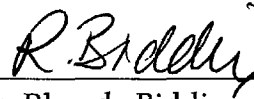
RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.

4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-13"

CERTIFIED RESOLUTION OF THE DIRECTORS

OF

WEST 49 CONCEPT (ARSENIC) INC./CONCEPT WEST 49 (ARSENIC) INC.

(the "Corporation")

RECITALS:

- (a) West 49 Group Inc., ("West 49 Group"), West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc. and West 49 (Station) Inc. and Amnesia Inc. ("Amnesia") are wholly-owned subsidiaries of West 49 Inc. ("West 49") (collectively, the "West 49 Subsidiaries").
- (b) West 49 Concept (Whistler) Inc., Off the Wall Willowbrook Inc. and Duke's Northshore (Georgian) Inc. are wholly-owned subsidiaries of West 49 Group (collectively, the "West 49 Group Subsidiaries").
- (c) The Corporation, West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc. and West 49 Concept (D-Tox) Inc./Concept West 49 (D-Tox) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "Amnesia Subsidiaries").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "Subsidiaries") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.

4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary

SCHEDULE "B-14"
CERTIFIED RESOLUTION OF THE DIRECTORS
OF
WEST 49 CONCEPT (D-TOX) INC./CONCEPT WEST 49 (D-TOX)
(the "Corporation")

RECITALS:

- (a) West 49 Group Inc., ("**West 49 Group**"), West 49 (Avalon) Inc., West 49 (Bower Place) Inc., West 49 (West Edmonton) Inc., West 49 (Yonge) Inc. and West 49 (Station) Inc. and Amnesia Inc. ("**Amnesia**") are wholly-owned subsidiaries of West 49 Inc. ("**West 49**") (collectively, the "**West 49 Subsidiaries**").
- (b) West 49 Concept (Whistler) Inc., Off the Wall Willowbrook Inc. and Duke's Northshore (Georgian) Inc. are wholly-owned subsidiaries of West 49 Group (collectively, the "**West 49 Group Subsidiaries**").
- (c) The Corporation, West 49 Concept (Amnesia) Inc./Concept West 49 (Amnesia) Inc. and West 49 Concept (Arsenic) Inc./Concept West 49 (Arsenci) Inc. are wholly-owned subsidiaries of Amnesia (collectively, the "**Amnesia Subsidiaries**").
- (d) The Corporation has agreed to amalgamate with the West 49 Subsidiaries, the West 49 Group Subsidiaries and the Amnesia Subsidiaries (collectively, the "**Subsidiaries**") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

- 1. The Corporation is authorized to amalgamate with the Subsidiaries under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of West 49.

4. The by-laws of the amalgamated corporation shall be the same as the by-laws of West 49.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

In my capacity as an officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on August 27, 2010. The resolution is still in full force and effect, unamended as of today's date.

DATED August 27, 2010.



Name: Rhonda Biddix

Title: Secretary