

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	11/18/2010		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Taxi, Advertising and Design Holdings Inc.	FORMERLY The Taxi-Advertising Agency, Inc.	11/18/2010	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Taxi Canada Inc.		
<b>Street Address:</b>	495 Wellington Street West		
<b>Internal Address:</b>	Suite 102		
<b>City:</b>	Toronto, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5V 1E9		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1888792	TAXI	
Registration Number:	2818654	TAXI	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)468-4888		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-468-4800		
<b>Email:</b>	jkatz@dglaw.com		
<b>Correspondent Name:</b>	Jeffrey C. Katz, Esq.		
<b>Address Line 1:</b>	1740 Broadway		
<b>Address Line 2:</b>	Davis & Gilbert LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10019		
<b>ATTORNEY DOCKET NUMBER:</b>	3023-1378-000 TS		

CH \$65.00 1888792

DOMESTIC REPRESENTATIVE

Name: Jeffrey C. Katz, Esq.  
Address Line 1: 1740 Broadway  
Address Line 2: Davis & Gilbert LLP  
Address Line 4: New York, NEW YORK 10019

NAME OF SUBMITTER:	Jeffrey C. Katz
Signature:	/jeffrey c. katz/
Date:	01/24/2011

Total Attachments: 24

source=image2010-12-22-035910#page1.tif  
source=image2010-12-22-035910#page2.tif  
source=image2010-12-22-035910#page3.tif  
source=image2010-12-22-035910#page4.tif  
source=image2010-12-22-035910#page5.tif  
source=image2010-12-22-035910#page6.tif  
source=image2010-12-22-035910#page7.tif  
source=image2010-12-22-035910#page8.tif  
source=image2010-12-22-035910#page9.tif  
source=image2010-12-22-035910#page10.tif  
source=image2010-12-22-035910#page11.tif  
source=image2010-12-22-035910#page12.tif  
source=image2010-12-22-035910#page13.tif  
source=image2010-12-22-035910#page14.tif  
source=image2010-12-22-035910#page15.tif  
source=image2010-12-22-035910#page16.tif  
source=image2010-12-22-035910#page17.tif  
source=image2010-12-22-035910#page18.tif  
source=image2010-12-22-035910#page19.tif  
source=image2010-12-22-035910#page20.tif  
source=image2010-12-22-035910#page21.tif  
source=image2010-12-22-035910#page22.tif  
source=image2010-12-22-035910#page23.tif  
source=image2010-12-22-035910#page24.tif



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

Taxi Canada Inc.

Corporate name / Dénomination sociale

770367-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Aïssa Aomari

Deputy Director / Directeur adjoint

2010-11-18

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)

Canada

TRADEMARK

REEL: 004459 FRAME: 0178



Industry Canada / Industrie Canada

Canada Business Corporations Act (CBCA) / Loi sur les sociétés par actions (LCSA)

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

- 1 -- Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion  
Taxi Canada Inc.
- 2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address) / La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)  
Ontario
- 3 -- The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
The annexed Schedule 1 is incorporated in this form.
- 4 -- Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu  
The annexed Schedule 2 is incorporated in this form.
- 5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) / Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)  
Minimum:  Maximum:  / Minimal:  Maximal:
- 6 -- Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu  
The annexed Schedule 3 is incorporated in this form.
- 7 -- Other provisions, if any / Autres dispositions, s'il y a lieu  
The annexed Schedule 4 is incorporated in this form.
- 8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183

184(1)

184(2)

9 -- Declaration: I hereby certify that I am a director or an officer of the corporation. / Déclaration: J'affirme que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations / Dénomination sociale des sociétés fusionnantes	Corporation No. / N° de la société	Signature
Taxi Canada Inc.	7,5,7,9,5,5,1	
Taxi, Advertising and Design Holdings Inc./Taxi, Gestion de Publicité et de Design Inc.	3,6,3,6,4,9,1	
Taxi Cafe Inc.	7,6,3,4,0,4,8	
7646267 Canada Inc.	7,6,4,6,2,6,7	
7646275 Canada Inc.	7,6,4,6,2,7,5	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 280(1) of the CBCA).

Note: Falsely making a declaration constitutes an offence and its author, on conviction by summary procedure, is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (paragraph 280(1) of the LCSA).

7703678

E-MAIL  
2010-11-18  
15:29

Canada

## SCHEDULE 1

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

The Corporation is authorized to issue an unlimited number of Class L Common shares, an unlimited number of Class H Common shares, an unlimited number of Class G Common shares, an unlimited number of Class W Common shares, an unlimited number of Class M Common shares, an unlimited number of Class D Common shares, 4,910,000 Class A Special shares, an unlimited number of Class B Special shares, an unlimited number of Class D Special shares, an unlimited number of Class E Special shares and an unlimited number of Preferred shares. The rights, privileges, restrictions and conditions attached to each class of shares are as follows:

### 1. CLASS L COMMON SHARES

The Class L Common shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

1.1 **Voting.** The holders of the Class L Common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote. Each Class L Common share shall entitle its holder to one vote.

1.2 **Dividends.** Subject to the prior rights of the holders of any class of shares ranking senior to the Class L Common shares with respect to priority in the payment of dividends, the holders of Class L Common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; provided that dividends may be declared by the board of directors at any time on any other class of shares without regard to a declaration or payment of a dividend on the Class L Common shares.

1.3 **Dissolution.** Upon dissolution of the Corporation, whether voluntary or involuntary, or any other distribution of its assets, subject to the prior rights of the holders of the Class A Special, Class B Special, Class D Special, Class E Special and Preferred shares and any other class of shares ranking senior to the Class L Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding up, the holders of the Class L Common shares shall be entitled to share all remaining property and assets of the Corporation equally with the holders of the Class H Common, Class G Common, Class W Common, Class M Common and Class D Common shares on a share for share basis without preference or distinction.

1.4 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class L Common shares by articles of amendment, but no such

LM - #236886v3

alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class L Common shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class L Common shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

## 2. CLASS H COMMON SHARES

The Class H Common shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

2.1 **Voting.** The holders of the Class H Common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote. Each Class H Common share shall entitle its holder to five sixths (5/6) of a vote.

2.2 **Dividends.** Subject to the prior rights of the holders of any class of shares ranking senior to the Class H Common shares with respect to priority in the payment of dividends, the holders of Class H Common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; provided that dividends may be declared by the board of directors at any time on any other class of shares without regard to a declaration or payment of a dividend on the Class H Common shares.

2.3 **Dissolution.** Upon dissolution of the Corporation, whether voluntary or involuntary, or any other distribution of its assets, subject to the prior rights of the holders of the Class A Special, Class B Special, Class D Special, Class E Special and Preferred shares and any other class of shares ranking senior to the Class H Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding up, the holders of the Class H Common shares shall be entitled to share all remaining property and assets of the Corporation equally with the holders of the Class L Common, Class G Common, Class W Common, Class M Common and Class D Common shares on a share for share basis without preference or distinction.

2.4 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class H Common shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class H Common shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class H Common shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

### 3. CLASS G COMMON SHARES

The Class G Common shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

3.1 **Voting.** The holders of the Class G Common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote. Each Class G Common share shall entitle its holder to two thirds (2/3) of a vote.

3.2 **Dividends.** Subject to the prior rights of the holders of any class of shares ranking senior to the Class G Common shares with respect to priority in the payment of dividends, the holders of Class G Common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; provided that dividends may be declared by the board of directors at any time on any other class of shares without regard to a declaration or payment of a dividend on the Class G Common shares.

3.3 **Dissolution.** Upon dissolution of the Corporation, whether voluntary or involuntary, or any other distribution of its assets, subject to the prior rights of the holders of the Class A Special, Class B Special, Class D Special, Class E Special and Preferred shares and any other class of shares ranking senior to the Class G Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding up, the holders of the Class G Common shares shall be entitled to share all remaining property and assets of the Corporation equally with the holders of the Class L Common, Class H Common, Class W Common, Class M Common and Class D Common shares on a share for share basis without preference or distinction.

3.4 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class G Common shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class G Common shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class G Common shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

### 4. CLASS W COMMON SHARES

The Class W Common shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

4.1 **Voting.** The holders of the Class W Common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote. Each Class W Common share shall entitle its holder to one half (1/2) of a vote.

4.2 **Dividends.** Subject to the prior rights of the holders of any class of shares ranking senior to the Class W Common shares with respect to priority in the payment of dividends, the holders of Class W Common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; provided that dividends may be declared by the board of directors at any time on any other class of shares without regard to a declaration or payment of a dividend on the Class W Common shares.

4.3 **Dissolution.** Upon dissolution of the Corporation, whether voluntary or involuntary, or any other distribution of its assets, subject to the prior rights of the holders of the Class A Special, Class B Special, Class D Special, Class E Special and Preferred shares and any other class of shares ranking senior to the Class W Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding up, the holders of the Class W Common shares shall be entitled to share all remaining property and assets of the Corporation equally with the holders of the Class L Common, Class H Common, Class G Common, Class M Common and Class D Common shares on a share for share basis without preference or distinction.

4.4 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class W Common shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class W Common shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class W Common shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

## 5. CLASS M COMMON SHARES

The Class M Common shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

5.1 **Voting.** The holders of the Class M Common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote. Each Class M Common share shall entitle its holder to one third (1/3) of a vote.

5.2 **Dividends.** Subject to the prior rights of the holders of any class of shares ranking senior



to the Class M Common shares with respect to priority in the payment of dividends, the holders of Class M Common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; provided that dividends may be declared by the board of directors at any time on any other class of shares without regard to a declaration or payment of a dividend on the Class M Common shares.

5.3 **Dissolution.** Upon dissolution of the Corporation, whether voluntary or involuntary, or any other distribution of its assets, subject to the prior rights of the holders of the Class A Special, Class B Special, Class D Special, Class E Special and Preferred shares and any other class of shares ranking senior to the Class M Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding up, the holders of the Class M Common shares shall be entitled to share all remaining property and assets of the Corporation equally with the holders of the Class L Common, Class H Common, Class G Common, Class W Common and Class D Common shares on a share for share basis without preference or distinction.

5.4 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class M Common shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class M Common shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class M Common shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

## 6. CLASS D COMMON SHARES

The Class D Common shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

6.1 **Voting.** The holders of the Class D Common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote. Each Class D Common share shall entitle its holder to one sixth (1/6) of a vote.

6.2 **Dividends.** Subject to the prior rights of the holders of any class of shares ranking senior to the Class D Common shares with respect to priority in the payment of dividends, the holders of Class D Common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; provided that dividends may be declared by the board of directors at any time on any other class of shares without regard to a declaration or

payment of a dividend on the Class D Common shares.

6.3 **Dissolution.** Upon dissolution of the Corporation, whether voluntary or involuntary, or any other distribution of its assets, subject to the prior rights of the holders of the Class A Special, Class B Special, Class D Special, Class E Special and Preferred shares and any other class of shares ranking senior to the Class D Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding up, the holders of the Class D Common shares shall be entitled to share all remaining property and assets of the Corporation equally with the holders of the Class L Common, Class H Common, Class G Common, Class W Common and Class M Common shares on a share for share basis without preference or distinction.

6.4 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class D Common shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class D Common shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class D Common shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

## 7. CLASS A SPECIAL SHARES

The Class A Special shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

7.1 **Redemption by Shareholder.** Subject to the provisions of the Act, a holder of Class A Special shares shall be entitled to require the Corporation to redeem at any time, all or any of the Class A Special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate representing the Class A Special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class A Special shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this section 7 referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class A Special shares. Requests in writing shall specify a Redemption Date which shall be not less than 5 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class A Special shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class A Special shares by paying to such registered holder an amount equal to the Redemption Amount or Adjusted Redemption Amount, as applicable, of the Class A Special shares being redeemed together with all dividends declared thereon and unpaid (in this section 7 referred to as the "Redemption Price"). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class A Special shares shall be redeemed on the Redemption Date and from and after the Redemption Date such shares shall

cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class A Special shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event the rights of the holders of the said shares shall remain unaffected.

**7.2 Redemption by Corporation.** Subject to the provisions of the Act, the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Class A Special shares on payment for each such share to be redeemed of the Redemption Price. In case a part only of the then outstanding Class A Special 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 determine, 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. The Corporation shall at least 5 days before the date specified for redemption send to each person who at the date of sending is a registered holder of Class A Special shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class A Special shares, which notice requirement may be waived in writing by a holder of Class A Special shares whose shares are being redeemed. Such notice may be mailed in a prepaid envelope addressed to each such shareholder at the address for such shareholder 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 Redemption Price and the date and place or places of redemption. If notice of any such redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the Class A Special shares to be redeemed shall cease after the date so fixed for redemption and such Class A Special shares shall be deemed to be redeemed and 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 out of the moneys so deposited. After the Redemption Price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Class A Special shares called for redemption who have failed to present the certificates representing such shares within 2 months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Class A Special shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

**7.3 Redemption Amount.** The "Redemption Amount" for the Class A Special shares in this section 7 shall, subject to section 7.4, be \$1.00 per Class A Special share.

**7.4 Adjustment.** The provisions in respect of the Redemption Amount set out in section 7.3 shall be subject to the provisions of this section 7.4. In the event that the Canada Revenue Agency or any other taxing authority asserts that any property or an aliquot portion thereof for which any such Class A Special share was issued or any share of the Corporation or aliquot portion thereof which was changed into any such Class A Special share, had a fair market value at the time of such issuance or change of other than the Redemption Amount, then the board of directors of the Corporation shall confer and may by resolution determine an adjusted

redemption amount for the Class A Special shares. Upon such determination being confirmed by resolution of a majority of the holders of Class A Special shares, the Redemption Amount shall automatically be adjusted nunc pro tunc to be such adjusted redemption amount (the "Adjusted Redemption Amount") so determined and confirmed. If any Class A Special share is redeemed under section 7.1 or 7.2 prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class A Special share being in excess of the Redemption Amount, the amount of such excess, together with interest thereon calculated from the date of redemption of such Class A Special shares at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class A Special share so redeemed shall be a debt of the Corporation payable on demand to the former holder of each such Class A Special share so redeemed. If any Class A Special share is redeemed under section 7.1 or 7.2 prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class A Special share being less than the Redemption Amount, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class A Special share so redeemed shall be a debt of the former holder of each such Class A Special share so redeemed payable on demand to the Corporation.

**7.5 Dividends.** The holders of the Class A Special shares shall in each fiscal year of the Corporation, in the discretion of the board of directors, be entitled, out of the moneys of the Corporation properly available for the payment of dividends, to non-cumulative dividends at a rate as declared by the directors from time to time, but in any event not exceeding 6% per annum of the Redemption Amount or Adjusted Redemption Amount, if applicable, for such shares. The holders of the Class A Special shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends at a rate as declared by the board of directors from time to time as set forth above.

**7.6 Dissolution.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, before any distribution of any part of the assets of the Corporation among the holders of the Class B Special, Class D Special, Class E Special, Preferred, Class L Common, Class H Common, Class G Common, Class W Common, Class M Common and Class D Common shares, the holders of the Class A Special shares shall be entitled to receive an amount equal to the Redemption Amount or Adjusted Redemption Amount, if applicable, for such shares, together with any dividends declared thereon and unpaid and no more but shall not be entitled to participate any further in the property or assets of the Corporation.

**7.7 Voting.** The holders of the Class A Special shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation unless the meeting is called to consider any matter in respect of which the holders of the Class A Special shares would be entitled to vote separately as a class or for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation in which case the holders of the Class A Special shares shall be entitled to receive notice of such meeting. The holders of the Class A Special shares shall not be entitled to either vote at any meeting of the shareholders of the Corporation or to sign a resolution in writing, except a meeting called to

consider, or a resolution in writing in respect of, any amendment to these articles in respect of which the holders of the Class A Special shares would be entitled to vote separately as a class pursuant to the Act.

7.8 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing sections may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class A Special shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class A Special shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class A Special shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

## 8. CLASS B SPECIAL SHARES

The Class B Special shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

8.1 **Redemption by Shareholder.** Subject to the provisions of the Act, a holder of Class B Special shares shall be entitled to require the Corporation to redeem at any time, all or any of the Class B Special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate representing the Class B Special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class B Special shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this section 8 referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class B Special shares. Requests in writing shall specify a Redemption Date which shall be not less than 5 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class B Special shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class B Special shares by paying to such registered holder an amount equal to the Redemption Amount or Adjusted Redemption Amount, as applicable, of the Class B Special shares being redeemed together with all dividends declared thereon and unpaid (in this section 8 referred to as the "Redemption Price"). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class B Special shares shall be redeemed on the Redemption Date and from and after the Redemption Date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class B Special shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event the rights of the holders of the said shares shall remain unaffected.

8.2 **Redemption by Corporation.** Subject to the provisions of the Act, the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Class B Special shares on payment for each such share to be redeemed of the Redemption Price. In case a part

only of the then outstanding Class B Special 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 determine, 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. The Corporation shall at least 5 days before the date specified for redemption send to each person who at the date of sending is a registered holder of Class B Special shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class B Special shares, which notice requirement may be waived in writing by a holder of Class B Special shares whose shares are being redeemed. Such notice may be mailed in a prepaid envelope addressed to each such shareholder at the address for such shareholder 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 Redemption Price and the date and place or places of redemption. If notice of any such redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the Class B Special shares to be redeemed shall cease after the date so fixed for redemption and such Class B Special shares shall be deemed to be redeemed and 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 out of the moneys so deposited. After the Redemption Price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Class B Special shares called for redemption who have failed to present the certificates representing such shares within 2 months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Class B Special shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

**8.3 Redemption Amount.** The "Redemption Amount" for the Class B Special shares in this section 8 shall, subject to section 8.4, be \$1.00 per Class B Special share.

**8.4 Adjustment.** The provisions in respect of the Redemption Amount set out in section 8.3 shall be subject to the provisions of this section 8.4. In the event that the Canada Revenue Agency or any other taxing authority asserts that any property or an aliquot portion thereof for which any such Class B Special share was issued or any share of the Corporation or aliquot portion thereof which was changed into any such Class B Special share, had a fair market value at the time of such issuance or change of other than the Redemption Amount, then the board of directors of the Corporation shall confer and may by resolution determine an adjusted redemption amount for the Class B Special shares. Upon such determination being confirmed by resolution of a majority of the holders of Class B Special shares, the Redemption Amount shall automatically be adjusted nunc pro tunc to be such adjusted redemption amount (the "Adjusted Redemption Amount") so determined and confirmed. If any Class B Special share is redeemed under section 8.1 or 8.2 prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class B Special share being in excess of the Redemption Amount, the amount of such excess, together with interest thereon calculated from the date of redemption of such Class B Special shares at a rate per annum which is equal to the prime rate from time to

time charged by the Corporation's bank, in respect of each Class B Special share so redeemed shall be a debt of the Corporation payable on demand to the former holder of each such Class B Special share so redeemed. If any Class B Special share is redeemed under section 8.1 or 8.2 prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class B Special share being less than the Redemption Amount, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class B Special share so redeemed shall be a debt of the former holder of each such Class B Special share so redeemed payable on demand to the Corporation.

8.5 **Dividends.** The holders of the Class B Special shares shall in each fiscal year of the Corporation in the discretion of the board of directors, be entitled, out of the moneys of the Corporation properly available for the payment of dividends, to non-cumulative dividends at a rate as declared by the directors from time to time, but in any event not exceeding 6% per annum of the Redemption Amount or Adjusted Redemption Amount, if applicable, for such shares. The holders of the Class B Special shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends at a rate as declared by the board of directors from time to time as set forth above.

8.6 **Dissolution.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after payment in full of the Redemption Amount or Adjusted Redemption Amount for the Class A Special shares, together with all dividends declared thereon and unpaid, and before any distribution of any part of the assets of the Corporation among the holders of the Class D Special, Class E Special, Preferred, Class L Common, Class H Common, Class G Common, Class W Common, Class M Common and Class D Common shares, the holders of the Class B Special shares shall be entitled to receive an amount equal to the Redemption Amount or Adjusted Redemption Amount, if applicable, for such shares, together with any dividends declared thereon and unpaid and no more but shall not be entitled to participate any further in the property or assets of the Corporation.

8.7 **Voting.** The holders of the Class B Special shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation unless the meeting is called to consider any matter in respect of which the holders of the Class B Special shares would be entitled to vote separately as a class or for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation in which case the holders of the Class B Special shares shall be entitled to receive notice of such meeting. The holders of the Class B Special shares shall not be entitled to either vote at any meeting of the shareholders of the Corporation or to sign a resolution in writing, except a meeting called to consider, or a resolution in writing in respect of, any amendment to these articles in respect of which the holders of the Class B Special shares would be entitled to vote separately as a class pursuant to the Act.

8.8 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and

conditions attaching to the said Class B Special shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class B Special shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class B Special shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

## 9. CLASS D SPECIAL SHARES

The Class D Special shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

9.1 **Redemption by Shareholder.** Subject to the provisions of the Act, following receipt by the Corporation of the final instalment of the Deferred Sale Proceeds, a holder of Class D Special shares shall be entitled to require the Corporation to redeem, all or any of the Class D Special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate representing the Class D Special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class D Special shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this section referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class D Special shares. Requests in writing shall specify a Redemption Date which shall be not less than 5 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class D Special shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class D Special shares by paying to such registered holder an amount equal to the Redemption Amount of the Class D Special shares being redeemed (in this section 9 referred to as the "Redemption Price"). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class D Special shares shall be redeemed on the Redemption Date and from and after the Redemption Date the holders thereof shall not be entitled to exercise any of the rights of holders of Class D Special shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event the rights of the holders of the said shares shall remain unaffected.

9.2 **Redemption by Corporation.** Subject to the provisions of the Act, the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Class D Special shares on payment for each such share to be redeemed of the Redemption Price. In case a part only of the then outstanding Class D Special 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 determine, 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. The Corporation shall at least 5 days before the date specified for redemption send to each person who at the date of sending is a registered holder of Class D Special shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class D Special shares, which notice requirement may be waived in writing by a holder of Class D



Special shares whose shares are being redeemed. Such notice may be mailed in a prepaid envelope addressed to each such shareholder at the address for such shareholder 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 Redemption Price and the date and place or places of redemption. If notice of any such redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption and such Class D Special shares shall be deemed to be redeemed and 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 out of the moneys so deposited. After the Redemption Price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Class D Special shares called for redemption who have failed to present the certificates representing such shares within 2 months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Class D Special shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

9.3 **Redemption Amount.** The "Redemption Amount" of the Class D Special shares shall be equal to the amount paid-up thereon less the amount of any reduction or return of capital in respect of such shares (the "Paid Up Amount"), provided however that if the Corporation enters into an agreement to sell all or substantially all its assets (the "Sale Agreement"), the redemption amount of the Class D Special shares shall be the lesser of (a) the Paid-Up Amount, and (b) that proportion of the Paid-Up Amount determined by multiplying the Paid-Up Amount by a fraction the numerator of which is the amount of the sale proceeds payable after the closing date under such Sale Agreement (the "Deferred Sale Proceeds") to the extent such amount is actually received by the Corporation, and the denominator of which is the maximum amount of the Deferred Sale Proceeds provided for under such Sale Agreement.

9.4 **Dividends.** The holders of the Class D Special shares shall not be entitled to receive dividends.

9.6 **Dissolution.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after payment in full of the Redemption Amount, together with all dividends declared thereon and unpaid, for the Class A Special, Class B Special, Preferred shares and an amount equal to the amount of the consideration for which the Class E Special shares were issued, together with all dividends declared thereon and unpaid, and before any distribution of any part of the assets of the Corporation among the holders of Class L Common, Class H Common, Class G Common, Class W Common, Class M Common and Class D Common shares, the holders of the Class D Special shares shall be entitled to receive an amount equal to the Redemption Amount, if applicable, for such shares, and no more but shall not be entitled to participate any further in the property or assets of the Corporation.

9.7 **Voting.** The holders of the Class D Special shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation unless the meeting is called to

consider any matter in respect of which the holders of the Class D Special shares would be entitled to vote separately as a class or for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation in which case the holders of the Class D Special shares shall be entitled to receive notice of such meeting. The holders of the Class D Special shares shall not be entitled to either vote at any meeting of the shareholders of the Corporation or to sign a resolution in writing, except a meeting called to consider, or a resolution in writing in respect of, any amendment to these articles in respect of which the holders of the Class D Special shares would be entitled to vote separately as a class pursuant to the Act.

9.8 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class D Special shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class D Special shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class D Special shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

#### 10. CLASS E SPECIAL SHARES

The Class E Special shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

10.1 **Voting.** Subject to the provisions of the Act, the holders of the Class E Special shares shall not, as such, have any right to receive notice of, attend or vote at meetings of shareholders.

10.2 **Participation.** Save and except for such dividends or distributions as are expressly contemplated in this section 10, the holders of the Class E Special shares shall not be entitled to further participation in any earnings or profits of the Corporation or in the value of its assets.

10.3 **Dividends.** The holders of the Class E Special shares shall be entitled to receive a maximum, annual, non-cumulative dividend of 9% of the amount of the consideration for which such shares were issued, payable at such times, in such manner and in such amount as the directors may determine in their discretion. The holders of the Class E Special shares shall not be entitled to any dividends other than or in excess of the above dividends.

10.4 **Redemption.** The Corporation may, and upon the demand of any holder thereof shall, redeem any Class E Special share issued by it at a price equal to CDN\$0.02 per Class E Special share. At the time of payment of such redemption price, the Corporation shall pay to the holder of said share the amount of any dividend declared thereon and unpaid (with the Redemption Amount together with all dividends declared thereon and unpaid (the "Redemption Price").

10.5 **Price Adjustment.** The "Redemption Amount" for each Class E Special share in this Section 10 to be redeemed under subsection 10.4 above shall be CDN\$0.02, provided that if at any time the Canada Revenue Agency or any other taxing authority asserts that any property or an aliquot portion thereof for which any such Class E Special share was issued or any share of the Corporation which was changed into any such Class E Special share had a fair market value at the time of such issuance or change of other than the Redemption Amount, then the board of directors of the Corporation shall confer and may by resolution determine an adjusted Redemption Amount for the Class E Special shares. Upon such determination being confirmed by resolution of a majority of the holders of Class E Special shares, the Redemption Amount shall automatically be adjusted *nunc pro tunc* to be such adjusted Redemption Amount (the "Adjusted Redemption Amount") so determined and confirmed. If any Class E Special share is redeemed under section 8.4 prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class E Special share being in excess of the Redemption Amount, the amount of such excess, together with interest thereon calculated from the date of redemption of such Class E Special shares at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class E Special share so redeemed shall be a debt of the Corporation payable on demand to the former holder of each Class E Special share so redeemed. If any Class E Special share is redeemed under section 10.4 prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class E Special share being less than the Redemption Amount, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class E Special share so redeemed shall be a debt of the former holder of each such Class E Special share so redeemed payable on demand to the Corporation.

10.6 **Dissolution.** Upon dissolution of the Corporation the holders of the Class E Special shares shall be entitled to receive an amount equal to the amount of the consideration for which such shares were issued, together with any dividends declared thereon and unpaid, and no more, the whole in priority to the distribution of any property to the holders of the Class L Common, Class H Common, Class G Common, Class W Common, Class M Common and Class D Common and Preferred shares.

10.7 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class E Special shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by a special resolution submitted to a special meeting of the holders of the Class E Special shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class E Special shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

## 11. PREFERRED SHARES

The Preferred Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

LM - #236886v3

### 11.1 Redemption.

(a) Subject to the provisions of 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 such share to be redeemed of the Redemption Amount together with all dividends declared thereon and unpaid (the "Redemption Price"). 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 determine, 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. The Corporation shall at least 5 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, which notice requirement may be waived in writing by a holder of Preferred shares whose shares are being redeemed. Such notice may be mailed in a prepaid envelope addressed to each such shareholder at the address for such shareholder 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 Redemption Price and the date and place or places of redemption. If notice of any such redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the Preferred shares to be redeemed shall cease after the date so fixed for redemption and such Preferred shares shall be deemed to be redeemed and 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 out of the moneys so deposited. After the Redemption Price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Preferred shares called for redemption who have failed to present the certificates representing such shares within 2 months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Preferred shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank. With the consent of holders of Preferred shares such shares may be redeemed for consideration other than money.

(b) The "Redemption Amount" for the Preferred shares in this section 11 shall be US\$100.00 per Preferred share.

11.2 **Dividends.** The holders of the Preferred shares shall, in each fiscal year of the Corporation, in the discretion of the directors, after any payment of dividends on the Class E Special shares or on any other shares of the Corporation ranking senior to the Preferred shares for such year, be entitled to receive, subject to the provisions of the Act, as and when declared by the directors out of moneys of the Corporation properly applicable to dividends, fixed, cumulative preferential cash dividends at the rate of six percent (6%) per annum of the Redemption Amount for such shares payable as and when determined by the directors.

Dividends on the Preferred shares issued in a fiscal year shall accrue and be cumulative from their respective dates of issue. The holders of Preferred shares shall not be entitled to any dividend other than or in excess of the cumulative dividends at the rate hereinbefore provided for.

11.3 **Dissolution.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, subject to the rights of the holders of the Class E Special, Class A Special and Class B Special, and the holders of any other class of shares ranking senior to the Preferred shares, but before any distribution of any part of the assets of the Corporation among the holders of the Class D Special shares, Class L Common, Class H Common, Class G Common, Class W Common, Class M Common and Class D Common, the holders of the Preferred shares shall be entitled to receive an amount equal to the Redemption Amount, together with all unpaid cumulative dividends, whether or not declared, which shall have accrued thereon and which, for such purpose, shall be treated as accruing up to the date of distribution and no more but shall not be entitled to participate any further in the property or assets of the Corporation.

11.4 **Voting.** The holders of the Preferred shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation unless the meeting is called to consider any matter in respect of which the holders of the Preferred shares would be entitled to vote separately as a class or for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation in which case the holders of the Preferred shares shall be entitled to receive notice of such meeting. The holders of the Preferred shares shall not be entitled to either vote at any meeting of the shareholders of the Corporation or to sign a resolution in writing, except a meeting called to consider, or a resolution in writing in respect of, any amendment to these articles in respect of which the holders of the Preferred shares would be entitled to vote separately as a class pursuant to the Act.

11.5 **Amendment.** Subject to the provisions of the Act, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Preferred shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Preferred shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Preferred shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

## 12. PURCHASE OR ACQUISITION OF SHARES BY THE CORPORATION

12.1 Subject to the provisions of the Act and the provisions of the respective class of shares, the Corporation may, with the consent of the holder, purchase or otherwise acquire any share issued by it, at such times, in such manner and for such consideration as the directors of the Corporation and such holder may agree, provided that the Corporation may not purchase or

otherwise acquire any Class E Special share for an amount greater than the amount of the consideration for which such share was issued nor may the Corporation purchase or otherwise acquire any Class A Special, Class B Special or Preferred share for an amount greater than the respective Redemption Price thereof.

### 13. GENERAL

13.1 Subject to the provisions of the Act and the provisions of the respective class of shares, the directors may declare dividends on any class of shares alone, at such times, in such manner and in such amounts as they may determine in their discretion.

13.2 Nothing contained herein shall oblige the directors to declare any dividend or to declare a dividend on one class of shares when a dividend is declared on another class of shares.

SCHEDULE 2

4. Restrictions, if any on share transfers:

(a) 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:

(i) 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

(ii) 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.

SCHEDULE 3

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

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



SCHEDULE 4

7. Other provisions, if any:

(a) The Corporation shall have a lien on any share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

(b) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation, and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to fifty (50), two (2) or more persons holding one (1) or more shares jointly being counted as one shareholder.

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

(d) The directors are authorized to appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.

(e) The board of directors may from time to time, without authorization of the shareholders of the Corporation, in such amounts and on such terms as it deems expedient:

- (i) borrow money upon the credit of the Corporation;
- (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
- (iii) subject to the limitations in the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (iv) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property and assets of the Corporation, currently owned or subsequently acquired, including, without limiting the generality of the foregoing, real and personal property, moveable and immoveable property, tangible and intangible assets, book debts, rights, powers, franchises and its undertaking, to secure any obligation of the Corporation.

The board of directors may from time to time by resolution delegate to a committee of directors or to one or more of the directors or officers of the Corporation all or any of the powers hereby conferred upon the board to such extent and in such manner as the board shall determine at the time of each such delegation. Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.



Industry Canada Industrie Canada  
Corporations Canada Corporations Canada

## Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)  
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

**Form 2**

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

### Instructions

[1] At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has two directors or less, at least one director must be a Canadian resident (subsection 1(5)(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

### [5] Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 2(2) of the CBCA).

### General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPJ-042. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 286 of the CBCA is permitted under the Privacy Act.

If you require more information, please consult our website at [www.corporationscanada.gc.ca](http://www.corporationscanada.gc.ca) or contact us at 613-941-9042 (Ottawa region), toll-free at 1-888-333-5555 or by email at [corporationscanada@cc.gc.ca](mailto:corporationscanada@cc.gc.ca).

File documents online  
(except for Articles of Amalgamation):  
**Corporations Canada Online  
Filing Centre:**  
[www.corporationscanada.gc.ca](http://www.corporationscanada.gc.ca)

Or send documents by mail:  
**Director General,  
Corporations Canada  
Jean Edmonds Tower South  
9th Floor  
365 Laurier Ave. West  
Ottawa ON K1A 0G8**

By Facsimile:  
**613-941-0899**

### 1 Corporation name

TAXI Canada Inc.

### 2 Address of registered office (must be a street address, a P.O. Box is not acceptable)

495 Wellington Street West, Suite 102

NUMBER AND STREET NAME

Toronto  
CITY

Ontario  
PROVINCE/TERRITORY

M5V 1E9  
POSTAL CODE

### 3 Mailing address (if different from the registered office)

SAME AS ABOVE

ATTENTION OF

NUMBER AND STREET NAME

CITY

PROVINCE/TERRITORY

POSTAL CODE

### 4 Members of the board of directors

FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (must be a street address, P.O. Box is not acceptable)	CANADIAN RESIDENT (Yes/No)
Paul	Lavoie	403-20 Niagara Street, Toronto, Ontario M5V 3L8, Canada	Yes
Jane	Hope	403-20 Niagara Street, Toronto, Ontario M5V 3L8, Canada	Yes

### 5 Declaration

I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.

SIGNATURE

Todd Taus  
PRINT NAME

(416) 979-4403  
TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or its imprisonment for a term not exceeding six months or both (subsection 22(1) of the CBCA).

**E-MAIL**

2010-11-18

15:29

**TRADEMARK**

**REEL: 004459 FRAME: 0201**

**Canada**

IC 2984 (2006/12)

**RECORDED: 01/24/2011**