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

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Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

VIRGO DESIGNS GROUP INC.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002027713

is a corporation incorporated,
under the laws of the Province of Ontario.

est une société constituée aux termes
des lois de la province de l'Ontario.

These articles of incorporation
are effective on

Les présents statuts constitutifs
entrent en vigueur le

JUNE 04 JUIN, 2003



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

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5203782

2027713

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

LOI SUR LES COMPAGNIES

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
VIRGO DESIGNS GROUP INC.

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

c/o SUSAN COHEN
131 HELENDALE AVENUE

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)

TORONTO
CANADA
(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

ONTARIO
M4R 1C6
(Postal Code/Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
Minimum 1 Maximum 9

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

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

Resident Canadian State Yes or No
Résident Canadien Oui/Non

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

Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal

* SUSAN
COHEN

YES

131 HELENDALE AVENUE

TORONTO ONTARIO
CANADA M4R 1C6

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* RYAN
COHEN

YES

131 HELENDALE AVENUE

TORONTO ONTARIO
CANADA M4R 1C6

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

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

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

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

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The authorized capital of the Corporation consists of an unlimited number of Common Shares.

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

The Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) The registered holders of the Common Shares shall be entitled to receive any dividend declared by the directors out of the moneys of the Corporation properly applicable to the payment of dividends.
- (b) The registered holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.
- (c) The registered holders of the Common Shares shall be entitled to receive notice of and attend all meetings of the shareholders of the Corporation (except meetings of the holders of other classes or series of shares voting separately as a class or series) and each Common Share shall confer the right to 1 vote in person or by proxy at all such meetings of shareholders of the Corporation.

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

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

The issue, transfer or ownership of shares is restricted and the restrictions are as follows:

1. No share in the capital of the Corporation shall be transferred without the express consent of a majority of the directors of the Corporation.
2. The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
3. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

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

Autres dispositions, s'il y a lieu:

1. The number of directors of the Corporation shall be 2 or such other number as the directors of the Corporation by ordinary resolution may otherwise determine from time to time; provided that the minimum number of directors shall be 1 and the maximum number of directors shall be 9. The directors may appoint one or more 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 and the resulting total number of directors may not exceed the stated maximum number of directors.

2. The directors of the Corporation may, without authorization of the shareholders, (i) borrow money on the credit of the Corporation, (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation, (iii) subject to the statute under which the Corporation is constituted, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation; and may by resolution delegate any or all of the foregoing powers to a director, a committee of directors or an officer of the Corporation.

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10. The names and addresses of the incorporators are

Nom et adresse des fondateurs

First name, initials and last name
or corporate name

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

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

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

* SUSAN COHEN

131 HELENDALE AVENUE

TORONTO ONTARIO
CANADA M4R 1C6

* RYAN COHEN

131 HELENDALE AVENUE

TORONTO ONTARIO
CANADA M4R 1C6

Name of Corporation
VIRGO DESIGNS GROUP INC.

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ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name	Last Name
P. Todd	Davidson
Name of Law Firm	
McLean & Kerr LLP	

ADDRESS

Street #	Street Name	Suite #	
130	Adelaide Street West	2800	
Additional Information		City	
		Toronto	
Province	Country	Postal Code	
ONTARIO	CANADA	M5H 3P5	

TELEPHONE #: 416.364.5371

NUANS SEARCH DETAILS

Corporate Name Searched on NUANS (1)
VIRGO DESIGNS GROUP INC.

NUANS Reservation Reference #
77188019

Date of NUANS Report
2003/06/03

Name of Corporation
VIRGO DESIGNS GROUP INC.

Ontario Corporation Number
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Request ID
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ELECTRONIC INCORPORATION

TERMS AND CONDITIONS

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario Business Corporations Act (OBCA) with the Ministry of Consumer and Business Services (MCBS), Companies and Personal Property Security Branch. Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

- 1) **The applicant is required to obtain an Ontario biased or weighted NUANS search report for the proposed name. The applicant must provide the NUANS name searched, the NUANS reservation number and the date of the NUANS report. The NUANS report must be kept in electronic or paper format at the corporation's registered office address.**
- 2) **All first directors who are not incorporators, must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.**
- 3) **A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the two Primary Service Providers under contract with the Ministry.**
- 4) **The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MCBS, Companies and Personal Property Security Branch, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.**
- 5) **The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the two Primary Service Providers under contract with the Ministry.**
- 6) **Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.**
- 7) **The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.**

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them.

I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

**First Name .
Susan**

**Last Name
Cohen**