



## Certificate of Incorporation

*Canada Business Corporations Act*

## Certificat de constitution

*Loi canadienne sur les sociétés par actions*

CHRYSLIS CAPITAL VIII CORPORATION

Corporate name / Dénomination sociale

767167-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Aïssa Aomari

Deputy Director / Directeur adjoint

2010-10-12

Date of Incorporation (YYYY-MM-DD)  
Date de constitution (AAAA-MM-JJ)



- 1 Corporate name: CHRYSALIS CAPITAL VIII CORPORATION
2 The province or territory in Canada where the registered office is situated: ON
3 The classes and any maximum number of shares that the corporation is authorized to issue: See attached schedule / Voir l'annexe ci-jointe
4 Restrictions on share transfers: See attached schedule / Voir l'annexe ci-jointe
5 Minimum and maximum number of directors: Min. 3 Max. 11
6 Restrictions on the business the corporation may carry on: The Corporation is not restricted by these articles of incorporation from carrying on any business or businesses.
7 Other Provisions: See attached schedule / Voir l'annexe ci-jointe
8 Incorporator's Declaration: I hereby certify that I am authorized to sign and submit this form.

Robert Munro

36 McRae Drive, Toronto ON
M4G 1R9, Canada

Original signed by / Original signé par
Robert Munro
Robert Munro

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).
Nota: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

## **Schedule / Annexe**

### **Description of Classes of Shares / Description des catégories d'actions**

The Corporation is authorized to issue an unlimited number of shares without nominal or par value of a class designated as common shares (hereinafter called the "Common Shares"). The holders of the Common Shares are entitled to: (i) vote at any meeting of the shareholders of the Corporation other than meetings of the holders of another class of shares; (ii) to receive the remaining property of the Corporation upon dissolution; and (iii) to receive any dividend declared by the directors of the Corporation on the Common Shares.

## **Schedule / Annexe**

### **Restrictions on Share Transfers / Restriction sur le transfert d'actions**

No security holder of the Corporation shall be entitled to transfer registered or beneficial ownership of any security or securities of the Corporation without either: (a) the consent of the holders of more than 50 per cent of the voting shares for the time being outstanding expressed by a resolution passed by the votes of the holders of more than 50 per cent of the voting shares for the time being outstanding at a meeting of the holders of the voting shares or by a resolution in writing signed by all the holders of the voting shares for the time being outstanding or by an instrument or instruments in writing signed by the holders of more than 50 per cent of the voting shares for the time being outstanding; or

(b) the consent of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors of the Corporation or by a resolution in writing signed by all the directors of the Corporation or by an instrument or instruments in writing signed by a majority of the directors of the Corporation.

**Schedule / Annexe**  
**Other Provisions / Autres dispositions**

The following provisions apply to the Corporation: Item 7 - Other Provisions / Rubrique 7 - Autres dispositions (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 directors of the Corporation may, without authorization of the shareholders of the Corporation: (i)borrow money upon the credit of the Corporation; (ii)issue, reissue, sell or pledge debt obligations of the Corporation; (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and (iv)mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt, obligation or liability of the Corporation. To the maximum extent permitted by law, the directors may by resolution delegate, either generally or in any particular case, any or all of the powers referred to in this clause to a director, a committee of directors or an officer of the Corporation, and any reference in this clause to the directors includes, for greater certainty, any further authorized delegate. (c)The board of directors are hereby empowered from time to time to 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.



Industry  
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**Form 2**

**Formulaire 2**

**Initial Registered Office Address  
and First Board of Directors**

**Siège social initial et premier  
conseil d'administration**

*Canada Business Corporations Act  
(CBCA) (s. 19 and 106)*

*Loi canadienne sur les sociétés par  
actions (LCSA) (art. 19 et 106)*

1 Corporate name  
Dénomination sociale

**CHRYSALIS CAPITAL VIII CORPORATION**

2 Address of registered office  
Adresse du siège social

**401 Bay Street  
Suite 2702  
Toronto ON M5H 2Y4**

3 Additional address  
Autre adresse

4 Members of the board of directors  
Membres du conseil d'administration

		Resident Canadian Résident Canadien
Robert Munro	36 McRae Drive, Toronto ON M4G 1R9, Canada	Yes / Oui
Geoffrey Rotsein	102 Wembley Road, Toronto ON M6G 2G6, Canada	Yes / Oui
Marc Lavine	7 Rue de Medicis, Paris 75006, France	No / Non

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.  
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

**Original signed by / Original signé par  
Robert Munro**

**Robert Munro  
888-448-4946**

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