ARTICLES OF INCORPORATION
STATUTS COINSTITUTIFS

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
   Nomination sociale de la société: (écrire en LETTRES MAJUSCULES SEULEMENT)

   1656687 ONTARIO LIMITED

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

   22 ELKHORN DRIVE, SUITE 251
   (Street & Number or R.R. Number & if Multiple Office Building give Room No.)
   (Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice de bureaux, numéro du bureau)

   TORONTO, ONTARIO M2K 1J4
   (Name of Municipality or Post Office)
   (Nom de la municipalité ou du bureau de poste)

3. Number (or minimum and maximum number) of directors is/are: minimum/ minimal
   Nombre (ou nombres minimal et maximal) d'administrateurs: 2
   maximum/ maximal

   The first director(s) is/are:
   Premier(s) administrateur(s),
   First name, middle names and surname Prénom, autres prénoms et nom de famille

   Address for service, giving Street & No. or R.R. No.,
   MunicipalitY, Province, Country and Postal Code Domicile
   .61a, y compris la rue et le numéro, le numéro de la R.R. ou
   le nom de la municipalité, la province, le pays et le code
   postal

   Gabriel Topala
   Daniela Topala
   22 Elkhorn Drive, Suite 251
   Toronto, Ontario M2K 1J4

   Resident Canadian?
   Yes or No
   Oui/Non

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

A) To buy, sell either, at wholesale or retail, manufacture, import, export, and otherwise deal in and with goods, wares, products, services and merchandise of computer software design and consulting, and to carry on a general service business;

B) To purchase or otherwise acquire and hold real and personal property and rights of every kind and description and in particular business or industrial concerns, buildings, lands hereditaments, contracts, concessions, franchises, annuities, patents, licenses, securities, policies, book debt and any interest in real or personal property;

C) To issue shares, bonds, debentures, debenture stock, warrants and other securities or obligation in payment either in whole or in part of any property real or personal, claims, privileges, concessions or other advantages which the corporation may lawfully acquire.

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

ONE HUNDRED (100) COMMON SHARES WITHOUT PAR VALUE.

Gabriel Topala 50%
Daniela Topala 50%
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:

N/A
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:

No shareholder of the corporation shall be entitled to transfer any share or shares of the corporation without either (a) previous express sanction of the shareholders by a resolution passed at a meeting of the shareholders or by an instrument in writing.
9. Other provisions, (if any, are):

(1) The directors may from time to time

   (a) borrow money on the credit of the Corporation; or
   (b) issue, sell or pledge debt obligations of the Corporation; or
   (c) charge, mortgage, hypothecate or pledge all or any currently owned or
       subsequently acquired real or personal, movable or immovable
       property of the corporation, including book debts, rights, powers,
       franchises and undertaking, to secure any debt obligations or any
       money borrowed, or other debt or liability of the corporation.

The directors may from time to time by resolution delegate all or any of the
powers conferred on them by this paragraph to such one or more of the
directors or officers of the Corporation as may be specified in such
resolution.

(2) Every director and officer of the Corporation and his heirs, executors and
administrators and other legal personal representatives shall from time to
time be indemnified and saved harmless by the Corporation from and
against,

   (a) any liability and all costs, charges and expenses that he sustains or
       incurs in respect of any action, suit or proceeding that is proposed or
       commenced against him for or in respect of anything done or
       permitted by him in respect of the execution of the duties of his
       office; and
   (b) all other costs, charges and expenses that he sustains or incurs in
       respect of the affairs of the Corporation;

provided always that no director or officer of the Corporation shall be
indemnified by the Corporation in respect of any liability, costs, charges or
expenses that he sustains or incurs in or about any action, suit or other
proceeding as a result of which he is adjudged to be in breach of any duty
or responsibility imposed upon him under The Business Corporation Act or
under any other statute unless, in any action brought against him in his
capacity as a director or officer, he has achieved complete or substantial
success as a defendant.
(3) The directors may from time to time by resolution fix in advance a date as the record date for the determination of the shareholders entitled to notice of any meeting of the shareholders, which record date shall

(a) be not more than fifty (50) days (inclusive of the record date and of the day of the meeting) before the date of such meeting, and

(b) if the Corporation is, for purposes of The Business Corporations Act, a corporation that is offering its securities to the public, be not fewer than twenty-one (21) days (exclusive of the record date and of the day of such meeting) before the date of such meeting, or;

(c) if the Corporation is, for purposes of The Business Corporations Act, not a corporation that is offering its securities to the public be not fewer than ten (10) days (exclusive of the record date and of the day of such meeting) before the date of such meeting.

Where no such record date for the determination of the shareholders entitled to notice of a meeting of the shareholders is fixed by the directors as aforesaid, such record date shall be at the close of business on the next day preceding the day on which notice of such meeting is given or sent.

(4) The directors may from time to time by resolution fix in advance a date as the record date for the determination of the shareholders entitled to vote at any meeting of the shareholders, which record date shall be not more than two (2) days, excluding Saturdays and holidays, before the date of such meeting. Where no such record date for the determination of the shareholders entitled to vote at a meeting of the shareholders is fixed by the directors as aforesaid, such record date shall be at the time of the taking of the vote.
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

TERRY O.R. RIVIERA
11 Glencedar Crescent
Whitby, Ontario L1R 1X2

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Signatures of incorporators/Signatures des fondateurs
CONSENT TO ACT AS A FIRST DIRECTOR
ACCEPTATION DU PREMIER ADMINISTRATEUR

Gabriel Topala

1/je soussigné(e),
(First name, initials and surname)
(étchnom, initiales et nom de famille)

address for service
domicile 6lu
22 Elkhorn Drive, Suite 251, Toronto, Ontario M2K 1J4
(Street & No. or R.R. No., Municipality & Postal Code)
(Rue et numéro, numéro de la R.R., nom de la municipalité et code postal)

hereby consent to act as a first director of
accepte par la présente de devenir premier
administrateur de

ONTARIO LIMITED
(Name of Corporation)
(Dénomination sociale de la compagnie)

Signature of the Consenting Person
Signature de l’acceptant