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Province de l'Ontario  
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Ministère des Services gouvernementaux

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# Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**INTERCITY BROADCASTING NETWORK INC.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002215918**


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

**AUGUST 26 AOÛT, 2009**



Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

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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:*

INTERCITY BROADCASTING NETWORK INC.

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

2428

ISLINGTON AVENUE

Suite 218

(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

ONTARIO

CANADA

M9W3X8

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

(Postal Code/Code postal)

3. Number (or minimum and maximum number) of directors is:

Minimum 1

*Nombre (ou nombres minimal et maximal) d'administrateurs:*

Maximum 15

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*

- \* FITZROY A.  
GORDON

YES

2901 BAYVIEW AVENUE Suite 91129

TORONTO ONTARIO  
CANADA M2K 2Y6

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## 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*\* DELFORD L.  
BLYTHE

YES

11 WINCOTT DRIVE    Suite 1511

TORONTO ONTARIO  
CANADA M9R2R9\* ANTHONY F.  
HAMBLIN

YES

35 BYWOOD DRIVE

TORONTO ONTARIO  
CANADA M9A 1M1\* SHARON-JOY A.  
LUCK

YES

5 MCCALLUM DRIVE

RICHMOND HILL ONTARIO  
CANADA L4C 7T3

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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.*

NONE

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 corporation is authorized to issue:

an unlimited number of Common Shares;

an unlimited number of Class A Special Shares;

an unlimited number of Class B Special Shares;

an unlimited number of Class C Special 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 said Class A Special Shares shall have attached thereto the following:

1. The holders of the Class A Special Shares shall be entitled to receive in each fiscal year out of the money available for dividends, non-cumulative dividends on the capital for the time being paid thereon, payable when end at such times and in such amounts and at such places in Canada as the Board of Directors may from time to time determine. The dividends on the Class A Special Shares are non- cumulative and if in any fiscal year the Board of Directors in its discretion does not declare the dividends or any part thereof on a Class A Special Share then the rights of the holders thereof to such dividends or to any greater dividend than the dividends actually declared for such fiscal year shall be forever extinguished;
2. The holders of the Class A Special Shares shall be entitled to one vote for each Class A Special Share held by them at all shareholders' meetings;
3. In the event of liquidation, dissolution or winding-up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Class A Special Shares shall be paid or distributed equally share for share to the holders of the Class A Special Shares without preference or distinction;
4. The corporation may redeem on thirty (30) day's notice in writing to the respective holder thereof, mailed to their respective addresses, the whole or any part of the Class A Special Shares outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;
5. Upon the date and the place specified in the said notice to call the holders of the Class A Special Shares so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as aforesaid; on failure to surrender any certificate for the Class A Special Shares for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Class A Special Shares covered by such deposit shall be redeemed.

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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:*

Rights, privileges, restrictions and conditions attached to Class B Special Shares:

1. The holders of the Class B Special Shares shall be entitled to receive in each fiscal year out of the money available for dividends, non-cumulative dividends on the capital for the time being paid thereon, payable when end at such times and in such amounts and at such places in Canada as the Board of Directors may from time to time determine. The dividends on the Class B Special Shares are non-cumulative and if in any fiscal year the Board of Directors in its discretion does not declare the dividends or any part thereof on a Class B Special Share then the rights of the holders thereof to such dividends or to any greater dividend than the dividends actually declared for such fiscal year shall be forever extinguished;

2. The holders of the Class B Special Shares shall not, as such have any voting rights for the election of directors or for any such purpose nor shall they be entitled to attend shareholders' meetings; holders of the Class B Special Shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertakings or a substantial part thereof;

3. In the event of liquidation, dissolution or winding-up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Class B Special Shares shall be paid or distributed equally share for share to the holders of the Class B Special Shares without preference or distinction;

4. The corporation may redeem on thirty (30) day's notice in writing to the respective holder thereof, mailed to their respective addresses, the whole or any part of the Class B Special Shares outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;

5. Upon the date and the place specified in the said notice to call the holders of the Class B Special Shares so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as

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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:*

aforesaid; on failure to surrender any certificate for the Class B Special Shares for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Class B Special Shares covered by such deposit shall be redeemed.

6. Except as above set forth the holders of the Class B Special Shares shall not be entitled to participate to any further extent in the profits or assets of the corporation available for distribution to shareholders.

Rights, privileges, restrictions and conditions attached to Class C Special Shares:

1. The holders of the Class C Special Shares shall in the discretion of the directors in each year carry the right to fixed non-cumulative dividends at the rate to be prescribed by the directors at the time of issue;

2. The holders of the Class C Special Shares shall not, as such have any voting rights for the election of directors or for any such purpose nor shall they be entitled to attend shareholders' meetings; holders of the Class C Special Shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertakings or a substantial part thereof;

3. In the event of liquidation, dissolution or winding-up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Class C Special Shares shall be paid or distributed equally share for share to the holders of the Class C Special Shares without preference or distinction;

4. The corporation may redeem on thirty (30) day's notice in writing to the respective holder thereof, mailed to their respective addresses, the whole or any part of the Class C Special Shares outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;

5. Upon the date and the place specified in the said notice to call the holders of the Class C Special Shares so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders

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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:*

to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as aforesaid; on failure to surrender any certificate for the Class C Special Shares for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Class C Special Shares covered by such deposit shall be redeemed.

6. Except as above set forth the holders of the Class C Special Shares shall not be entitled to participate to any further extent in the profits or assets of the corporation available for distribution to shareholders.

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

1. The holders of the Common Shares shall be entitled to receive in each fiscal year cumulative dividends from the capital available for distribution of dividends payable when and at such time and in such amounts as the Board of Directors may from time to time determine;
2. The holders of the Common Shares shall be entitled to one (1) vote for each Common Share held by them at all meetings of shareholders;
3. In the event of dissolution, liquidation, or the winding-up of the corporation, all the property and assets of the corporation which are available for distribution to the holders of the Common Shares shall be distributed rateably among the holders of the Common Shares held by each shareholder when compared to the total number of issued and outstanding Common Shares.

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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:*

No share of the corporation shall be transferred without:

either the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors or by instruments in writing signed by all the directors;

or the express consent of the shareholders of the corporation expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of all of the shares.

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

1. that any invitation to the public to subscribe for any shares or securities of the corporation is hereby prohibited.

2. that 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 termination of that employment, to be shareholders of the corporation, is limited to not more than fifty (50), two (2) or more person who are the joint registered owners of one (1) or more shares being counted as one (1) shareholders.

3. that the corporation may be dissolved or wound up with the consent of 50% of the shareholders of the corporation.

4. the corporation may use the French language equivalent of its name in the Province of Quebec or any other Province that requires the name of the corporation to be the French language.

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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*

- \* FITZROY A. GORDON

2901 BAYVIEW AVENUE Suite 91129

TORONTO ONTARIO  
CANADA M2K 2Y6

- \* DELFORD L. BLYTHE

11 WINCOTT DRIVE Suite 1511

TORONTO ONTARIO  
CANADA M9R2R9

- \* ANTHONY F. HAMBLIN

35 BYWOOD DRIVE

TORONTO ONTARIO  
CANADA M9A 1M1

- \* SHARON-JOY A. LUCK

5 MCCALLUM DRIVE

RICHMOND HILL ONTARIO  
CANADA L4C 7T3