

"EXHIBIT C"

Articles of Incorporation of Perley & Hurley Ltd.

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise *Limités, s'il y a lieu, imposés aux activités commerciales ou aux pouvoirs de la compagnie.*

The Corporation shall not be restricted in the business which it may carry on or on the powers which it 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 Corporation is authorized to issue 100,000 common shares without par value.

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 qui peut être émise en série:

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:

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares in the Corporation without either

(a) the express sanction of the holders of more than fifty per cent (50%) of the common shares of the Corporation for the time being outstanding 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 more than fifty per cent (50%) of such shares, or

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

Special provisions are:

- (a) The Corporation may purchase any of its common shares;
- (b) 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 the termination of that employment to be shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;
- (c) Any invitation to the public to subscribe for securities of the Corporation is prohibited; and
- (d) When authorized by special by-law, the directors may,
 - (i) borrow money on the credit of the Corporation; or
 - (ii) issue, sell or pledge debt obligations of the Corporation; or
 - (iii) 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.

First name, initials and surname or corporate name
Prénom, initiale et nom de famille ou dénomination sociale

Full residence address, address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code
Adresse personnelle au complet, adresse du siège social ou 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

Michael Perley

106A Madison Avenue
Toronto, Ontario. M5R 2S4

Adele Hurley

150 Farnham Avenue
Toronto, Ontario. M4V 1H4

These articles are signed in duplicate

Les présents statuts sont signés en double exemplaire.

Signatures of incorporators
(Signature des fondateurs)

Adele M. Hurley

Michael Perley