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Ontario Corporation Number
Numéro de la société en Ontario

1925375

Ministry of Government Services
Ministère des Services gouvernementaux
Ontario

CERTIFICATE / **CERTIFICAT**

This is to certify that these articles are effective on
Ceci certifie que les présents statuts entrent en vigueur le

NOVEMBER 01 NOVEMBRE, 2014

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

17

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

Form 4
Business Corporations Act

Formule 4
Loi sur les sociétés par actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

ARHT MEDIA INC.

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

65 Queen Street West, Suite 800

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 d'un édifice à bureaux, numéro du bureau

Toronto — ONTARIO — M5H 2M5

Name of Municipality or Post Office / Nom de la municipalité ou du bureau de poste — Postal Code/Code postal

3. Number of directors is: / Nombre d'administrateurs :
Fixed number / Nombre fixe: [ ]
OR / OU minimum and maximum / minimum et maximum: 3 to 15

4. The director(s) is/are: / 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 élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' / Résident canadien Oui/Non
Rene Bharti	65 Queen Street West, Suite 800, Toronto, Ontario, M5H 2M5	Yes
Stan Bharti	65 Queen Street West, Suite 800, Toronto, Ontario, M5H 2M5	Yes
Ryan Ptolemy	65 Queen Street West, Suite 800, Toronto, Ontario, M5H 2M5	Yes

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The director(s) is/are:

Name	Address for Service	Resident Canadian
Mickey Segal	1135 Fallen Leaf Road Arcadia, California 91006	No
Paul Duffy	370 Glengrove Avenue West Toronto, Ontario M5N 1W5	Yes
Jeffrey Craib	2 Coulson Avenue Toronto, Ontario M4V 1Y4	Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**

☐ The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionnne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

☒ The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

ARHT MEDIA INC.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année · Month / mois · Day / jour
ARHT MEDIA INC.	001626460	2014/10/27
DELEBRITY INC.	001924161	2014/10/27

6. 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 société.

None.

7. 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 société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of common shares.

8. 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 :

None.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation. /** Nom **et signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

ARHT MEDIA INC.

Names of Corporations / Dénomination sociale des sociétés

By / ***Par***

Signature / Signature

NEIL SAID

Print name of signatory /
Nom du signataire en lettres moulées

CORPORATE SECRETARY

Description of Office / Fonction

DELEBRITY INC.

Names of Corporations / Dénomination sociale des sociétés

By / ***Par***

Signature / Signature

RENE BHARTI

Print name of signatory /
Nom du signataire en lettres moulées

DIRECTOR

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / ***Par***

Signature / ***Signature***

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A" - PART 1

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT (ONTARIO)

I, Rene Bharti, hereby certify and state, in my capacity as a director and not in my personal capacity, as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").

2. I am a director of Delebrity Inc. (the "Amalgamating Corporation") and as such have knowledge of its affairs.

3. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.

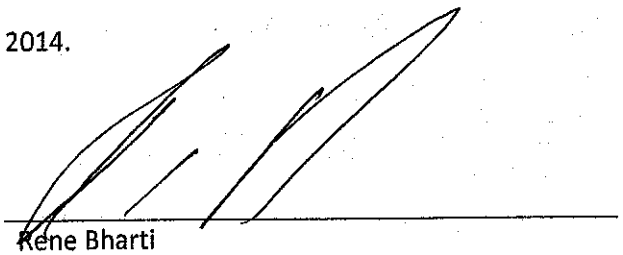
4. There are reasonable grounds for believing that:

   (i) the Amalgamating Corporation is, and the corporation to be formed by the amalgamation will be, able to pay its liabilities as they become due, and

   (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.

5. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.

This statement is made as of the 27th day of October, 2014.



Rene Bharti

SCHEDULE "A" - PART 1

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT (ONTARIO)

I, Paul Bozoki, hereby certify and state, in my capacity as an officer and not in my personal capacity, as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").

2. I am an officer of ARHT Media Inc. (the "Amalgamating Corporation") and as such have knowledge of its affairs.

3. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.

4. There are reasonable grounds for believing that:

   (i) the Amalgamating Corporation is, and the corporation to be formed by the amalgamation will be, able to pay its liabilities as they become due, and

   (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.

5. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.

This statement is made as of the 27th day of October, 2014.

Paul Bozoki

RESOLUTIONS OF THE DIRECTORS
OF ARHT MEDIA INC.
(the "Corporation")

AMALGAMATION OF ARHT MEDIA INC. AND DELEBRITY INC.

The undersigned, being the directors of the Corporation, hereby consent to the adoption of the following resolutions as if such resolutions had been adopted at a duly convened meeting of the directors of the Corporation:

WHEREAS the Corporation and Delebrity Inc. desire to amalgamate and continue as one corporation named "ARHT Media Inc." pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Amalgamation");

NOW THERFORE BE IT RESOLVED THAT:

1. the Amalgamation is hereby authorized and approved, and any director or officer of the Corporation is authorized to file on behalf of the Corporation articles of amalgamation giving effect to the Amalgamation;

2. the articles and by-laws of the amalgamated corporation shall be the same as the articles and bylaws of ARHT Media Inc.;

3. the name of the amalgamated corporation shall be "ARHT Media Inc.";

4. no securities shall be issued and no assets shall be distributed by the Corporation in connection with the Amalgamation;

5. any director or officer of the Corporation is hereby authorized to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable for the Corporation in connection with the implementation of these resolutions, the execution of any such document or the doing of any such other act or thing by any director or officer being conclusive evidence of such determination.

[remainder of page intentionally left blank]

RESOLUTIONS OF THE SOLE DIRECTOR
OF DELEBRITY INC.
(the "Corporation")

AMALGAMATION OF ARHT MEDIA INC. AND DELEBRITY INC.

The undersigned, being the sole director of the Corporation, hereby consents to the adoption of the following resolutions as if such resolutions had been adopted at a duly convened meeting of the directors of the Corporation:

WHEREAS the Corporation and ARHT Media Inc. desire to amalgamate and continue as one corporation named "ARHT Media Inc." pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Amalgamation");

NOW THERFORE BE IT RESOLVED THAT:

1. the Amalgamation is hereby authorized and approved, and any director or officer of the Corporation is authorized to file on behalf of the Corporation articles of amalgamation giving effect to the Amalgamation;

2. the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;

3. the articles and by-laws of the amalgamated corporation shall be the same as the articles and bylaws of ARHT Media Inc.;

4. the name of the amalgamated corporation shall be "ARHT Media Inc.";

5. no securities shall be issued and no assets shall be distributed by the Corporation in connection with the Amalgamation;

6. any director or officer of the Corporation is hereby authorized to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable for the Corporation in connection with the implementation of these resolutions, the execution of any such document or the doing of any such other act or thing by any director or officer being conclusive evidence of such determination.

DATED this 27th day of October, 2014.

Rene Bharti