



Industry Canada

Industrie Canada

Certificate
of Incorporation

Canada Business
Corporations Act

Certificat
de constitution

Loi canadienne sur
les sociétés par actions

Redline Communications Group Inc.

684025-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the Canada Business Corporations Act.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la Loi canadienne sur les sociétés par actions.

Richard G. Shaw
Director - Directeur

September 14, 2007 / le 14 septembre 2007

Date of Incorporation - Date de constitution

Canada



Industry Canada Industrie Canada

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION (
REPORT ÉLECTRONIQUE

ARTICLES OF
INCORPORATION
(SECTION 6)

STATUTS CONSTITUTIFS
(ARTICLE 6)

Processing Type - Mode de Traitement: E-Commerce/Commerce-É

1.	Name of Corporation - Dénomination de la société Redline Communications Group Inc.
2.	The province or territory in Canada where the registered office is to be situated - La province ou le territoire au Canada où se situera le siège social ON
3.	The classes and any maximum number of shares that the corporation is authorized to issue - Catégories et le nombre maximal d'actions que la société est autorisée à émettre The annexed schedule is incorporated in this form. L'annexe ci-jointe fait partie intégrante de la présente formule.
4.	Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu The annexed schedule is incorporated in this form. L'annexe ci-jointe fait partie intégrante de la présente formule.
5.	Number (or minimum and maximum number) of directors - Nombre (ou nombre minimal et maximal) d'administrateurs Minimum: 1 Maximum: 15
6.	Restrictions, if any, on business the corporation may carry on - Limites imposées à l'activité commerciale de la société, s'il y a lieu The annexed schedule is incorporated in this form. L'annexe ci-jointe fait partie intégrante de la présente formule.
7.	Other provisions, if any - Autres dispositions, s'il y a lieu The annexed schedule is incorporated in this form. L'annexe ci-jointe fait partie intégrante de la présente formule.
8.	Incorporators - Fondateurs

Name(s) - Nom(s)	Address (including postal code) - Adresse (inclure le code postal)	Signature
THOMAS HEARNE	17 KINGSGARDEN ROAD, TORONTO, ONTARIO, CANADA, M8X 1S7	THOMAS HEARNE

Canada

Item 3 - Shares / Rubrique 3 - Actions

The Corporation is authorized to issue an unlimited number of Common Shares.

Item 4 - Restrictions on Share Transfers / Rubrique 4 - Restrictions sur le transfert des actions

None.

Item 6 - Restrictions - Business / Rubrique 6 - Restrictions - activité commerciale

None.

Item 7 - Other Provisions / Rubrique 7 - Autres dispositions

1. Lien on Shares

Subject to the Canada Business Corporations Act, the corporation has a lien on each share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the corporation.

2. Charging Power

Without in any way limit the powers of the corporation, or of the directors, the directors of the corporation may, without authorization of the shareholders,

- (i) borrow money upon the credit of the corporation;
- (ii) issue, reissue, sell or pledge debt obligations of the corporation;
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

3. Authorization to Appoint Additional Directors

The directors of the corporation may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general 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 general meeting of shareholders.

4. Meetings of the Shareholders

Meetings of the shareholders may be held at such place within or outside Canada as all the shareholders entitled to vote at that meeting so agree.

5. Obligation to Notify

(a) Notification

Each holder of shares of the Corporation shall be under an obligation to make certain notifications to the Corporation in accordance with the following provisions:

- (i) If at any time the Corporation shall have a class of shares admitted to trading on the AIM market operated by the London Stock Exchange, the provisions of Chapter 5 of the Disclosure and Transparency Rules (as amended from time to time) ("DTR5") of the UK Financial Services Authority Handbook (the "Handbook") shall be deemed to be incorporated by reference into these articles and, accordingly, the vote holder and issuer notification rules set out in DTR5 shall apply to the Corporation and each holder of shares of the Corporation.
- (ii) For the purposes of the incorporation by reference of DTR5 into these articles and the application of DTR5 to the Corporation and each holder of shares of the Corporation, the Corporation shall (for the purposes of this Section C only) be deemed to be an "issuer", as such term is defined in DTR5 (and not, for the avoidance of doubt, a "non-UK issuer", as such term is defined in DTR5).
- (iii) For the purposes of this Section 5 only, defined terms in DTR5 shall have the respective meanings set out in DTR5 and if the meaning of a defined term is not set out in DTR5, the defined term shall have the meaning set out in the Glossary to the Handbook (in such case, read as the definition applicable to DTR5).

(b) Failure to Notify

If at any time the Corporation shall have a class of shares admitted to trading on the AIM market operated by the London Stock Exchange, the provisions of Section 793 of the Companies Act 2006 of England and Wales (the "Companies Act Provisions"), as may be amended from time to time and any successor act thereto, which provisions are incorporated by reference in these articles and a copy of which shall be available to the shareholders of the Corporation from the Secretary of the Corporation at no charge, shall apply to the holders of shares of such listed class of shares, provided that for the purposes of this Section 5 the term "public company" shall include the Corporation and the term "company's shares" shall mean, in the case of the Corporation, the shares in

the capital of the Corporation that are admitted to trading on the AIM market operated by the London Stock Exchange.