



Nova Scotia

## CERTIFICATE OF SURRENDER

Companies Act

Registry Number

3059466

Name of Company

FRANCOBEC COMPANY/SOCIÉTÉ FRANCOBEC

I hereby certify that the above mentioned company has surrendered its Certificate of Incorporation under the provisions of Section 137 of the Companies Act and has proved to my satisfaction that it has no assets or liabilities or other obligations and it has complied with all provisions of Section 137 of the Companies Act.

I further certify that I accepted the surrender of, and did cancel the Certificate of Incorporation, and I did fix this date as the date the company was dissolved and its name struck from the Register.

A handwritten signature in black ink, appearing to read 'J. S. C.', written over a horizontal line.

Registrar of Joint Stock Companies

February 28, 2011

Date of Surrender

**RECEIVED**

FEB 28 2011

OFFICE OF REGISTRAR  
OF JOINT STOCK COMPANIES  
NOVA SCOTIA

FRANCOBEC COMPANY/SOCIÉTÉ FRANCOBEC

SHAREHOLDERS RESOLUTION

BE IT RESOLVED AS A SPECIAL RESOLUTION of the Company that:

1. The Company be and is hereby authorized to make application to the Registrar of Joint Stock Companies of the Province of Nova Scotia, for acceptance of the surrender of its certificate of incorporation and the fixing of a date upon and from which the Company shall be dissolved in accordance with the provisions of Section 137 of the *Companies Act*, being Chapter 81 of the Revised Statutes of Nova Scotia, 1989 and amendments thereto;
2. For the purposes of enabling the Company to surrender its charter, the property and assets of the Company be divided and distributed rateably among the shareholders of the Company;
3. The winding up of the affairs of the Company and the distribution of its assets take place effective immediately following the close of business on February 25, 2011;
4. Any director or officer of the Company is hereby authorized and directed to do all things and execute all documents, under the corporate seal where required, necessary or desirable to give effect to the foregoing.

\*\*\*\*\*

I hereby certify that the attached Resolution is a true copy of a Special Resolution duly passed on February 25, 2011 by being signed by all of the shareholders of the Company, and that the attached Resolution is still in full force and effect.

WITNESS my hand and seal of the Company this February 25, 2011.

SIGNED:



Name: Dean Jones, Assistant Secretary  
Francobec Company/Société Francobec

I HEREBY CERTIFY that this is a true copy  
of a document filed in the office of the  
Registrar of Joint Stock Companies on the  
28 day of February, 2011

CR Young  
Registrar of Joint Stock Companies  
per Dated 2 day of March, 2011