

**MEMORANDUM OF ASSOCIATION
AND
BY-LAWS
OF
FUSION HALIFAX
NETWORKING ASSOCIATION**

MEMORANDUM OF ASSOCIATION
OF
FUSION HALIFAX NETWORKING ASSOCIATION

1. The name of the Association is FUSION Halifax Networking Association.
2. On a volunteer and non-profit basis, the Association will seek to achieve these objectives:
 - (a) To improve the city of Halifax for young residents in areas including:
 - (i) Arts and culture;
 - (ii) Economic and workplace development;
 - (iii) Education;
 - (iv) Health and wellness
 - (v) Immigration and diversity;
 - (vi) Sustainability; and
 - (vii) Urban planning and design.
 - (b) To facilitate networking and discussion among young Halifax residents including the organization of action teams.
 - (c) To highlight and create social, volunteer, economic, leisure and cultural opportunities for young Halifax residents.
 - (d) To generally promote the affairs of the Association.
 - (e) To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Association.
 - (f) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Association.

PROVIDED that nothing herein contained shall permit the Association to carry on any trade, industry, or business and the Association shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Association shall be used solely for the purposes of the Association and the promotion of its objects.

PROVIDED further that if for any reason the operations of the Association are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objects similar to those of the Association.

3. The activities of the Association are to be carried out in the Province of Nova Scotia and in any other place if such activities further the objectives of the Association.

4. The registered office of the Association is at:

1969 Upper Water Street
Purdy's Wharf, Tower II, Suite 2101
Halifax, Nova Scotia, Canada
B3J 3R7

We, the several persons whose names, addresses, and occupations are subscribed, desire to be formed into a Association, in pursuance of this Memorandum of Association.

DATED at Halifax, Nova Scotia, this 7th day of February, 2008.

**NAMES, ADDRESSES AND
OCCUPATIONS**

WITNESSES

Peter Moorhouse
Director, Investor Relations
27 Trafalgar Court
Bedford NS B4A 3N9

Signature

Witness

April MacLeod
Name: APRIL MAELED
Occupation: CAREER EDUCATOR
of ~~Halifax~~ in the County
of Halifax Province of Nova Scotia


Cheryl Stewart
Coordinator, Policy and Research
c/o Halifax Regional School Board
90 Alderney Drive
Dartmouth NS B2Y 4S8

Signature

Witness

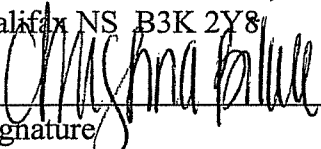
Melissa Cameron
Name: Melissa Cameron
Occupation: lawyer
of Halifax in the County
of Halifax Province of Nova Scotia

Trevor Adams
Managing Editor
c/o Metro Guide Publishing
1300 Hollis Street
Halifax NS B3J 1T6



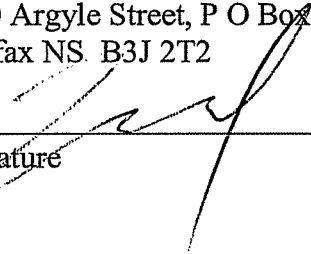
Signature

Christina Biluk
Marketing Communications Account
Supervisor
2128 Brunswick Street, Unit 7
Halifax NS B3K 2Y8



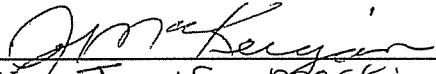
Signature

Jason Brachvogel
Advertising Account Executive
c/o The Chronicle Herald
1650 Argyle Street, P O Box 610
Halifax NS B3J 2T2



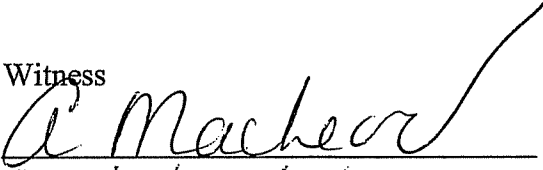
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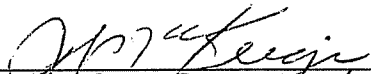
Name: Jennifer MacKeigan
Occupation: Secretary
of Upper Nine Mile River in the County
of East Hants Province of Nova Scotia

Witness




Name: April Macleod
Occupation: Career Educator
of Halifax in the County
of Halifax Province of Nova Scotia

Witness

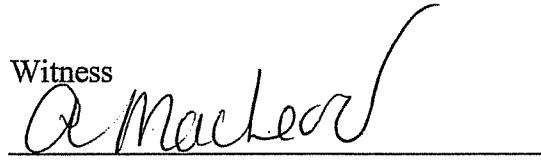


Name: Jennifer MacKeigan
Occupation: Secretary
of Upper Nine Mile River in the County
of East Hants Province of Nova Scotia

Level Yau Yan Chan
Lawyer
c/o Stewart McKelvey
P O Box 997
Halifax NS B3J 2X2

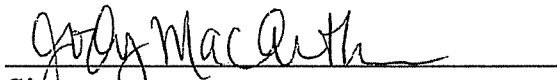

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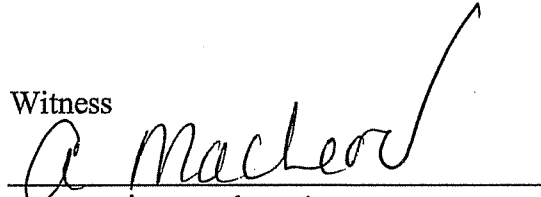


Occupation Name: Career Educator
Name Occupation: April MacLeod
of Halifax in the County
of Halifax Province of Nova Scotia

Jody MacArthur
Manager, Investor Relations
c/o Greater Halifax Partnership
2101 - 1969 Upper Water Street
Purdy's Tower II
Halifax NS B3J 3R7

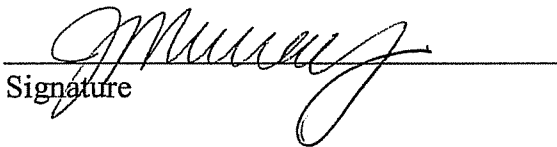

Signature

Witness



Name: April MacLeod
Occupation: Career Educator
of Halifax in the County
of Halifax Province of Nova Scotia

Jillian Murray
Chartered Accountant
6 Whitehall Crescent
Dartmouth NS B2W 6N3


Signature

Witness



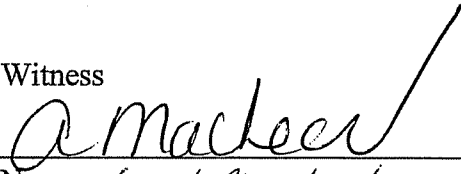
Name: Jennifer MacKeigan
Occupation: Secretary
of Upper Wine in the County
of Mile River East Hants Province of Nova Scotia

Alyson Queen
Public Affairs Manager
c/o Bell Aliant
1505 Barrington Street, Maritime Centre 12N
Halifax NS B3J 2W3



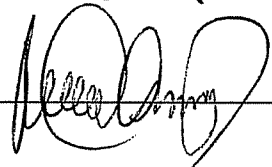
Signature

Witness




Name: April MacLeod
Occupation: Career Educator
of Halifax in the County
of Halifax Province of Nova Scotia

Paul Wildy
Sales and Business Development
c/o ISL Internet Solutions Ltd.
1108 – 1809 Barrington Street
Halifax NS



Signature

Witness



Name: Tanya Walters
Occupation: Corporate Liaison
of Halifax in the County
of Halifax Province of Nova Scotia