



COMMISSION ON CONFLICT OF INTEREST

REPORT

of

**THE HONOURABLE GREGORY T. EVANS
COMMISSIONER**

**RE: THE HONOURABLE ZANANA AKANDE
MINISTER OF COMMUNITY AND SOCIAL SERVICES**

**TORONTO, ONTARIO
MAY 1, 1991**

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RE: THE HONOURABLE ZANANA AKANDE
MINISTER OF COMMUNITY AND SOCIAL SERVICES

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REPORT
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THE HONOURABLE GREGORY T. EVANS
COMMISSIONER

RE: THE HONOURABLE ZANANA AKANDE
MINISTER OF COMMUNITY AND SOCIAL SERVICES

INTRODUCTION

On April 18th, 1991, Premier Bob Rae requested in writing, my opinion with respect to allegations that the Honourable Zanana Akande, Minister of Community and Social Services, had contravened the *Members' Conflict of Interest Act, 1988* (hereinafter referred to as the "Act") by continuing to hold directorships in corporations contrary to s.8 of the Act. Attached to this Report is a copy of his letter and enclosures marked as Appendix "A".

Section 8(1)(c) of the Act states:

"A member of the Executive Council shall not,

*...
(c) hold an office or directorship other than in a social club,
religious organization or political party,*

*except as required or permitted by the responsibilities of being a
member of the Executive Council."*

Section 15(1) of the Act states:

*"A member who has reasonable and probable grounds to believe
that another member is in contravention of this Act may, by
application in writing setting out the grounds for the belief and
the nature of the contravention alleged, request that the
Commissioner give an opinion respecting the compliance of the
other member with the provisions of this Act."*

I have elected to conduct an informal inquiry under s.16 rather than to exercise the powers of a commission under Parts I and II of the *Public Inquiries Act*.

On October 1, 1990, Ms. Akande was appointed Minister of Community and Social Services.

On October 25, 1991, pursuant to s.12 of the *Members' Conflict of Interest Act, 1988*, Ms. Akande filed a Private Disclosure Statement on behalf of herself, her spouse, one minor child and two private companies, Istuak Investments Inc. and Zarida Associates Inc.

On October 26th, 1990, in accordance with s.12(3) of the Act, I met with Ms. Akande to review her Disclosure Statement and discuss her obligations as a Minister under the Act.

Ms. Akande advised that she had a one-third interest with two other women in Earthtone Women's Magazine, a non-profit magazine for visible minority women. The magazine is published four times a year as a loose-leaf journal and no subsidies are received from the Ontario government.

In addition, she advised that she acts as Trustee for her three children with respect to their interests in Zarida Associates Inc., a management company for one property, namely, 1008 Falgarwood Drive, Oakville. She did not receive any remuneration for her services.

During the course of this interview, it became apparent Ms. Akande was not as familiar with the financial affairs of herself, her spouse and the private companies as was required in order to properly complete the Disclosure Statement, particularly in respect of her interest in Zarida Associates Inc.

As a result, I met with her spouse, Dr. Akande, on November 2, 1990 in my office to review the Disclosure Statement. Ms. Akande was not present by her own choice. Dr. Akande advised that the income from the Falgerwood property was deposited into a Family Trust which was now inactive. During the course of this inquiry, evidence was provided that the rent payment owing on Falgarwood is made payable to Dr. Akande and deposited to his credit in an account at the Bank of Nova Scotia. Mortgage payments and

condominium fees are paid out of the rent received, leaving a net loss situation.

The Private Disclosure Statement contains the following requirement:

"3. OFFICES AND DIRECTORSHIPS - TO BE COMPLETED BY MEMBERS OF THE EXECUTIVE COUNCIL ONLY. (Do you hold any offices or directorships that are not required or permitted by the responsibilities of being a member of the Executive Council and that are not in a social club, religious organization or political party?)"

Neither Ms. Akande or Dr. Akande advised the Commission that the Minister held directorships in either Earthtone Women's Magazine (Ontario) Inc. or Zarida Associates Inc.

On April 18th, Mr. Steven Offer, M.P.P., wrote to me inquiring whether Zanana Akande had informed me of any directorships, a copy of which is attached as Appendix "C.1". My reply of the same date, a copy of which is attached as Appendix "A.2", indicated that "no directorships have been disclosed by the Minister to the Commission."

Upon receipt of the Premier's inquiry, I met with Ms. Akande on Friday, April 19th, at 3:30 p.m. Along with myself were Lynn Harris, my Executive Assistant, Ms. Akande, Mr. Andy Ranachan, Ms. Akande's Executive Assistant and Mr. Phil Shaw, Special Assistant Communications with the Ministry of Community and Social Services. At this meeting, Ms. Akande was personally served with the Notice attached as Appendix "B" as required under s.16(1). The Premier was also advised in writing that the Notice had been served on the Minister.

As a result of the meeting, I requested Ms. Akande to put the chronology of events in Affidavit form and file same with my office on Wednesday, April 24, 1991.

I wrote to Mr. Offer on April 22nd advising him that Ms. Akande had received Notice under s.16 of the Act and inquired whether he had anything

further to add to the allegations as stated in the Legislative Assembly on April 18, 1991. Mr. Offer replied on April 22nd enclosing the following material which has been attached as Appendix "A":

- (1) Letter dated April 18, 1991 from The Honourable Gregory T. Evans (Appendix "A.2")
- (2) Opinion letter dated April 18, 1991 from Mr. Richard Furlong of Furlong Colins Gunding to the Office of the Leader of the Official Opposition (Appendix "A.3")
- (3) Property Sub-Search Abstract dated April 17, 1991 re 1008 Falgarwood Drive, Unit 24, Oakville (Appendix "A.4")
- (4) Charge/Mortgage of Land re 1008 Falgarwood Drive, Unit 24, Oakville (Appendix "A.5")

The following material was also enclosed and is attached as Appendix "C":

- (1) Letter dated April 18, 1991 from Mr. Steven Offer, M.P.P. to The Honourable Gregory T. Evans
- (2) Form 1, Corporations Information Act, Notice of Change re Earthtone Women's Magazine (Ontario) Inc.
- (3) Form 1, Corporations Information Act, Articles of Incorporation re Zarida Associates Inc.

On Wednesday, April 24, 1991, Ms. Akande filed two Affidavits with exhibits. Upon review, I requested Ms. Akande's reattendance to provide further information, which she did the following day. The Affidavit with respect to Earthtone Women's Magazine (Ontario) Inc. is attached as Appendix "D" and the exhibits attached thereto are:

- (1) Letters Patent, Earthtone Women's Magazine (Ontario) Inc., dated February 18, 1988
- (2) Form 1, Corporations Information Act, Notice of Change re Earthtone Women's Magazine (Ontario) Inc.

- (3) Letter dated October 18, 1990 from Zanana L. Akande to Ms. Ann Wallace and Ms. Gloria Fallick.

Exhibit (3) in Appendix "D" above is reproduced in its entirety for convenience.

"766 Spadina Road
Toronto, Ontario
M6R 2X4

October 18, 1990

Ms. Ann Wallace
Ms. Gloria Fallick
Earhtone Women's Magazine
P.O. Box 788
Stratford, Ontario
N8A 4A0

Dear Ann and Gloria,

Due to my recent election to the Ontario legislative assembly, I hereby resign from the partnership and editorial board of Earhtone Women's Magazine. I expect that this letter will be sufficient notification however, if more is required I will be happy to comply.

I have enjoyed my association with Tiger Lily, and wish you success in all future endeavours.

In Sisterhood,

signed: Zanana L. Akande
"Zanana L. Akande"

Prior to incorporation as Earhtone Women's Magazine (Ontario) Inc., the directors had published a magazine entitled "Tiger Lily" devoted to the same objects.

The second Affidavit with respect to Zarida Associates Inc. is attached as Appendix "E" and the exhibits attached thereto are:

- (1) Certificate of Incorporation, Zarida Associates Inc., dated November 23, 1977

- (2) Form 1, Corporations Information Act, Notice of Change re Zarida Associates Inc.
- (3) Letter dated October 10, 1990 from Zanana L. Akande to Shareholders: David, Ronke, Tessa, Isaac.

Exhibit (3) in Appendix "A" above is reproduced in its entirety for convenience.

"October 10, 1990

Shareholders:
David, Ronke, Tessa, Isaac

Dear Isaac:

This letter is my formal resignation from all executive and other responsibilities within the Zarida Associates and Family Trust.

Sincerely,

signed: "Zanana L. Akande"
(Mom)"

FINDINGS OF FACT - EARTHTONE WOMEN'S MAGAZINE (ONTARIO) INC.

On February 10, 1988, Susan Eng of the law firm of Blaney, McMurtry and Stapells forwarded an Application for Letters Patent to the Ministry of Consumer and Commercial Relations, Companies Branch, for Earthtone Women's Magazine (Ontario) Inc. On February 18, 1988, Letters Patent were issued to the above-named company. The first directors and officers were:

Ann Wallace	Director and President
Zanana Akande	Director and Vice-President
Gloria Fallick	Director and Secretary
Angela AhCheng	Treasurer

The head office of the company was listed as Suite 304, 85 King Street East, Toronto, Ontario, M5C 1G3.

No change of directors has been filed with the Ministry of Consumer and Commercial Relations, as required by s.3 of the Corporations Information Act, as of April 25, 1991. Nor has any annual statement subsequent to incorporation been filed as required by the same section.

Zanana Akande, as the Minister of Community and Social Services, is a member of the Executive Council and subject to the restrictions imposed by section 8(1)(c) of the Act.

OPINION - EARTHTONE WOMEN'S MAGAZINE (ONTARIO) INC.

A cardinal principle of statute interpretation requires that the statute be strictly construed. In my opinion, the letter of October 18, 1990 from the Minister to Ann Wallace and Gloria Fallick set out above, does not constitute a resignation as a director of Earthtone Women's Magazine (Ontario) Inc. and therefore Zanana Akande remained a director when she filed her disclosure statement and was in violation of s.8(1)(c) of the Act.

In fairness to Ms. Akande, it is obvious from the letter to her associates that she either did not appreciate or had forgotten that the loose arrangement which she characterized as a "partnership" had in fact become by Letters Patent of Incorporation, a separate and distinct legal entity of which she was a director and shareholder.

Those who seek the advantages which flow from the incorporation of a business assume the responsibilities imposed upon them by the provisions of the Corporations Act, the Corporations Information Act and allied provincial statutes. Ms. Akande's letter indicates that she wished to sever her relationship with the organization and I am satisfied that she will take the necessary legal and administrative procedures to achieve that purpose.

FINDINGS OF FACT - ZARIDA ASSOCIATES INC.

1008 Falgarwood Drive, Oakville, Ontario is a condominium corporation. Unit 6, Level 2 of the said corporation was registered on April 2, 1982 in the names of Dr. Isaac Akande and Zarida Associates Inc., each as to a one-half share. Dr. Akande is the spouse of Zanana Akande. The latter, according to documents filed with the Commission, is described on June 17, 1982 as a director of Zarida Associates as well as President, Treasurer and General Manager.

Ms. Akande has filed an Affidavit with the exhibits referred to above with respect to Zarida Associates Inc. The company was incorporated on November 23, 1977 and Ms. Akande became a director on February 22, 1982. Dr. Akande retired on the same date as a director and officer.

A corporate search as of April 18, 1991 discloses that Ms. Akande is still a director of the company. No returns, annual or otherwise, have been filed under the provisions of the Corporations Act since June 17, 1982 in violation of the statute in that behalf.

The letter of October 18, 1990 is claimed by Ms. Akande to be notice of her resignation as a director and officer of Zarida Associates Inc. It is directed to her husband and their three children as shareholders. Records at the Ministry of Consumer and Commercial Relations show Rebecca Ann Scott, Patricia Frances Catherine Ashby and Ms. Akande to be the directors as of that date. Ms. Akande advised me that Scott and Ashby, although shown as directors, have had no association with the company for many years and were only nominal directors for the purpose of incorporation.

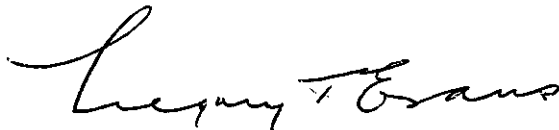
Ms. Akande has explained that Zarida Associates Inc. was set up for the benefit of the children and has been considered as a "Family Trust" with Ms. Akande as a Trustee without any personal beneficial interest. I am satisfied with her explanation and accept her expressed intention to take the necessary steps to disassociate herself from any association or interest in Zarida Associates Inc.

OPINION - ZARIDA ASSOCIATES INC.

For the same reason as expressed with respect to Earthtone Women's Magazine (Ontario) Inc., the purported letter of resignation as a director is inadequate and accordingly, the Minister was a director of Zarida Associates Inc. when she filed her Disclosure Statement and was in violation of s.8(1)(c) of the Act.

I am satisfied that her default was not an attempt to avoid the provisions of the Act, but rather a failure to appreciate that the incorporation of a company and being a director of the same requires certain procedures to be followed in terminating one's association with the company.

DATED at City of Toronto in the Province of Ontario, this 1st day of May, 1991.



The Honourable Gregory T. Evans
Commissioner

APPENDICES

APPENDIX "A"

- A.1 Letter dated April 18, 1991 from Premier Bob Rae to The Honourable Gregory T. Evans
- A.2 Letter dated April 18, 1991 from The Honourable Gregory T. Evans to Mr. Steven Offer, M.P.P.
- A.3 Opinion letter dated April 18, 1991 from Mr. Richard Furlong of Furlong Collins Gunding to the Office of the Leader of the Official Opposition
- A.4 Property Sub-search Abstract dated April 17, 1991 re 1008 Falgarwood Drive, Unit 24, Oakville
- A.5 Charge/Mortgage of Land re 1008 Falgarwood Drive, Unit 24, Oakville
- A.6 Excerpt from Hansard on April 18, 1991

APPENDIX "B"

Notice under s.16 of the Members' Conflict of Interest Act, 1988

APPENDIX "C"

- C.1 Letter dated April 18, 1991 from Mr. Steven Offer, M.P.P. to The Honourable Gregory T. Evans
- C.2 Form 1, Corporations Information Act, Notice of Change, re Earthtone Women's Magazine (Ontario) Inc.
- C.3 Form 1, Corporations Information Act, Articles of Incorporation re Zarida Associates Inc.

APPENDIX "D"

Affidavit of Zanana Akande dated April 23, 1991 re Earthtone Women's Magazine (Ontario) Inc.

APPENDIX "E"

Affidavit of Zanana Akande dated April 23, 1991 re Zarida Associates Inc.

The Premier
of Ontario

Le Premier ministre
de l'Ontario

Legislative Building
Queen's Park
Toronto, Ontario
M7A 1A1

Hôtel du gouvernement
Queen's Park
Toronto (Ontario)
M7A 1A1

April 18, 1991

The Honourable Gregory T. Evans
Commissioner
Commission on Conflict of Interest
101 Bloor Street West
4th Floor
Toronto, Ontario
M5S 2Z7

Dear Judge Evans:

I am writing you concerning the conflict of interest statement of the Honourable Zanana Akande.

Attached are documents released today in the Legislature and a transcript of the question raised in the House concerning Ms. Akande's part-ownership of a condominium unit in Oakville.

Allegations have been made that Ms. Akande has contravened the Members' Conflict of Interest Act, and I would appreciate your opinion.

Sincerely,



Bob Rae



**Commission on Conflict of Interest
Commission sur les conflits d'intérêts**

APPENDIX "A.2"

The Honourable Gregory T. Evans
Q.C., B.A., LL.D., Ph.D., K.C.S.G.
Commissioner

L'honorable Gregory T. Evans
C.R., B.A., LL.D., Ph.D., K.C.S.G.
Commissaire

101 Bloor Street West, 4th Floor
Toronto, Ontario, M5S 2Z7
(416) 324-4440
FAX (416) 324-4615

101, rue Bloor ouest, 4^e étage
Toronto (Ontario) M5S 2Z7
(416) 324-4440
Télécopieur (416) 324-4615

April 18, 1991.

Mr. Steven Offer, M.P.P.,
Room 321,
Main Legislative Building,
Queen's Park,
Toronto, Ontario,
M7A 1A2.

Dear Mr. Offer:

I am in receipt of your letter dated April 18th with respect to the Minister of Community and Social Services, Zanana Akande. Please be advised that no directorships have been disclosed by the Minister to the Commission.

Yours very truly,

A handwritten signature in black ink, appearing to read "Gregory T. Evans".

FURLONG COLLINS GUNDING**BARRISTERS & SOLICITORS**

PLEASE REPLY TO: Richard Furlong
AT: Milton, Ontario

BY FAX AND REGULAR MAIL

April 18, 1991

Office of the Leader of the Official Opposition
Honourable Robert Nixon
Legislative Building
Room 223
Queens Park
Toronto, Ontario
M7A 1A2

Dear Mr. Nixon:

Re: AKANDE and 1008 Falgarwood Drive, Oakville, Ontario

The legal description for 1008 Falgarwood Drive, Oakville, Ontario is Halton Condominium Corporation Number 28. A search of the public records at the Land Titles Office in Milton, which records are available to any person upon payment of the prescribed fees, discloses that unit 8, level 2 of Halton Condominium Corporation Number 28 has since the 2nd day of April 1982 been owned by Dr. Isaac Akande (as to a one-half share) and Zarida Associates Inc. as to a one-half share.

The said unit is subject to a first mortgage in favor of the Toronto Dominion Bank registered on the 27th day of September 1990 in the face amount of \$75,000.00 and is subject to a second mortgage registered on the 5th day of December 1989 in favor of National Trust Company in the face amount of \$32,000.00.

There has been no change whatsoever in the ownership of the property from the 2nd day of April 1982. Our search was conducted on the 16th day of April 1991.

We caused to be conducted a search of the records at the company's branch to ascertain officers and directors of Zarida Associates Inc. Our search disclosed the following: The last notice filed pursuant to the Corporations Information Act was on June 17th, 1992. The information provided to the company's branch at that time states that Zanana Akande of 766 Spadina Road, Toronto, Ontario is a director of the corporation and is the General Manager of the corporation and is the Treasurer of the corporation. There are no filings with the Government of Ontario advising that the aforesaid Director and Treasurer and General Manager has ceased to act as such. If Zanana Akande has ceased to act as a Director and officer of the company and General Manager a notice should have been provided in Form 1 to the Companies Branch and the failure to provide such a notice is a clear violation of the Corporations Information Act of the Province of Ontario.

This corporate search was conducted April 18th, 1991 through public records which are available to any persons upon payment of the prescribed fees.

..../2

• RICHARD FURLONG, B.A.
• ROBERT W. COLLINS, LL.B.
• NOEL A. GUNDING, B.A., LL.B.
• ELIZABETH F. WARSHAWSKI, B.A., LL.B.

17 WILSON DRIVE
MILTON, ONTARIO, L9T 1T7
(416) 879-8121, (416) 879-8129
FAX: (416) 879-3949

MISSISSAUGA
TORONTO
(416) 836-6426

182 QUEEN STREET W.
BRAMPTON, L6X 1A5
(416) 490-9080
FAX (416) 490-9974

- 2 -

There are no public records which would show the share ownership of the corporation however it would certainly be certainly very unusual for a private corporation to have officers and directors who are not shareholders. The only way of determining shareholders would be through tax returns or through a review of the corporate minute book.

Yours very truly,

FURLONG COLLINS GUNDING

per: Richard L. Furlong

RLF/cl

TELA ABSTRACTS

CANADA'S LARGEST, MOST RELIABLE COMPANY
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(416) 284-4111 - Outside Toronto 1-800-288-4217

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- Style Registrations

- Executions Filed
- Debenture Registrations
- Corporate Certificates of Status
- The Bank Act, Pursuant to Section 178
- Bankruptcy Filings
- Incorporated Companies
- Other - Call Us

PROPERTY SUB-SEARCH

OUR REF: 523 SEARCH DATE: Apr 17/91 CURRENCY DATE: _____

REGISTERED OWNERS: Yarida Associates Inc and Dr. Isaac Okande - 25% ea and Hal-Win Management Ltd.

PURCHASED FROM: Roderick Halliday

MUNICIPAL ADDRESS OF PROPERTY: 1008 Falgoutwood Dr. Unit 24, Oakville

LEGAL DESCRIPTION: Unit 6, Level 2, HCP 28

MUNICIPALITY: Halton

INST. #: 176779 REGISTRATION DATE: Sept 29/81

SOLICITOR: _____ ADDRESS: _____

CASH: \$6,000. ASSUMED MTGE: \$28,000. NEW MTGE: _____ TOTAL: \$34,100.

INST.	DOC.	DATE	GRANTEE OR MORTGAGEE & ADDRESS	AMOUNT	PARTICULARS
178588	Transfer	Nov 6/81	Registered Owner: Frank Pearlman Purchased From: Hal-Win Management Ltd (as to 1/2 share)		
184211	Transfer	Apr 2/82	Registered Owner: Dr Isaac Okande (1/2 share) Purchased From: Frank Pearlman	\$ 4,491.00 cash 14,045.75 assumed mtg \$18,536.75 total	
427207	Mtg	Dec 15/89	National Trust Company 12 King St E. Toronto, Ont.	\$32,000.	15% \$400.00 mth due Dec 15/90
457845	Mtg	Sept 27/90	Toronto Dominion Bank Toronto Dominion Centre Toronto, Ont	\$75,000.	13.25% \$840.00 mth due Oct 1/91

OFFICE USE ONLY

Client Name: Robert Dixon
Address: Rm 428 Main Legislation Bldg
City: Queens Park
Attention: Esther Shainbulm
Reference: Zenana Okande

Fees: _____
Disbursements: _____
Total Price: _____

MOORE DATA MANAGEMENT
SERVICES DIVISION

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Fax (416) 284-4153

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- Registrations
- Style Registrations
- Executive Pled
- Debenture Registrations
- Corporate Certificates of Share
- The Bank Act, Pursuant to Section 176
- Bankruptcy Filings
- Incorporated Companies
- Other - Call Us

Our Reference No. 523

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INST.	DOC.	DATE	GRANTEE OR MORTGAGEE & ADDRESS	AMOUNT	PARTICULARS
457846	Postpone Mtg	Sept 27/90			mtg # 427207 is postponed in favour of mtg # 457845

Please Note:

Our searcher finds that Dr. Isaac Akande has a 75% share and Jarida Associates Inc has a 25% share, they hold the property as tenants in common.

Yamama Akande is the President of Jarida Associates Inc.

APR 18 1991 13:01
4-18-91 12:25AM
590 P02
6788298-

Charge/Mortgage of Land

Form 3 - Land Registration Return Act, 1984

427207

REGISTRATION OF CHARGE

'89 DEC 15 PM 1 06

NEW PROPERTY IDENTIFIERS

REGISTRY LEASE MORTGAGE

(1) Property (Description) Block Priority

(2) Page 1 of 2 pages **05**

(3) Principal Amount: **THIRTY TWO THOUSAND** Dollars: **32,000.00**

(4) Description: **Unit 6, Level 2, Halton Condominium Plan No. 28 Town of Oakville, in the Regional Municipality Halton**

(5) The Charge is: (a) Recession of New Mortgage (b) Substitution (c) Extension (d) Renewal (e) Other

(6) Standard Charge Terms - 174 sections apply to be bound by the provisions in Standard Charge Terms used as number **832** and the Registrar hereby acknowledges receipt of a copy of these terms.

(7) Interest Rate: **15 % per annum** (8) Calculation Period: **Half-yearly, net in advance**

(9) Term: **15 day of each month** (10) Payment Date: **1990 01 15**

(11) Balance Due Date: **1992 12 15** (12) Insurance: **Full Replacement Value** Dollars: **400.00**

(13) Chargee: **AKADE, ISAAC**
ZAKIRA ASSOCIATES INC.

(14) Chargee: **766 Spadina Road, Toronto, Ontario, M5T 2K4**

(15) Chargee: **NATIONAL TRUST COMPANY, TRUSTEE OF RRSP OF RUTH MANKE RRSP NO. 47918**

(16) Chargee: **21 King Street East, Toronto, Ontario, M5C 1B3**

(17) Mortgage Address of Property: **1008 Falgout Drive Unit 6 OAKVILLE, Ontario L6M 2P5**

(18) Documents Prepared By: **ALAN G. SILVERSTEIN Barrister & Solicitor 3286 Yonge Street Suite 201 TORONTO, Ontario M4N 2L6**

(19) Registration Fee: **52.00**

(20) Total: **52.00**

WITH REGISTRATION

L-19a/18apr

1445-1

tph

(Hon Mr Rae)

...the mayors of the communities in this province who have asked for such a task force. They are the ones who suggested the task force. It is the mayors of the communities that have. I say that we are ready, willing and able to do that and to work with them in partnership with them and the federal government. We recognize there is a problem, and we are going to do everything we can to help and to be positive about trying to solve it.

@ @ @

Mr Offer: I have a question of the Premier. I am sure that he will be, as all members of the Legislature are, familiar with the Members' Conflict of Interest Act. I would, if I might, like to highlight in part section 8 for members' information, which reads: ?? "A member of the executive council shall not hold an office or directorship other than in a social club, religious organization or political party." This section goes on to state: ?? "The member of the executive council shall comply with this requirement within 60 days of appointment, or exempt themselves by placing their assets in trust."

I ask the Premier if he is aware that the Minister of Community and Social Services, as recently as yesterday, continues to hold directorships in corporations, apparently in contravention of section 8. Furthermore—and I believe this to be of some great severity—that the minister—and I have a letter from the conflict commissioner stating that the minister has not divulged this information in her disclosure statement to the conflict of interest commissioner, as required by the Legislature. Is the Premier aware of this?

Hon Mr Rae: I am not aware of it, and I would appreciate, obviously, any facts that the member has.

Mr Offer: Certainly we will provide that information to the Premier, but I would like to ask the Premier that, given the very serious breach of this conflict of interest act, whether he will, as is permitted under the conflict of interest legislation, ask the conflict commissioner to investigate into the minister's holding, and in particular, the corporate directorships.

Hon Mr Rae: I think, to be fair, that I would appreciate having the information which the member says he has. There have been phone conversations with the conflict commissioner. If he has information other than what is available to the conflict commissioner, I think the member has an obligation in fairness to share it with the House, to share it with the minister involved and to let us know what he is talking about.

COMMISSION ON CONFLICT OF INTEREST

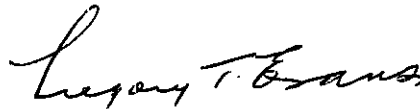
NOTICE
(Pursuant to s.16)

TO: THE HONOURABLE ZANANA AKANDE

Having received a request under s.15 of the Members' Conflict of Interest Act, 1988, for an opinion respecting your compliance with the provisions of the Act, in accordance with s.16, I hereby formally notify you of my intention to conduct an inquiry into this matter.

The documents filed with the Commission are attached hereto.

DATED at Toronto, Ontario, this 19th day of April, 1991.



The Honourable Gregory T. Evans,
Commissioner.

STEVEN OFFER, M.P.P.
MISSISSAUGA NORTH
PARLIAMENT BUILDINGS
TORONTO, ONTARIO
M7A 1A2
TELEPHONE (416) 965-8320



LEGISLATIVE ASSEMBLY

TRINITY MARKET
63 QUEEN STREET SOUTH
UNIT 10
STREETSVILLE, ONTARIO
L5M 1K5
TELEPHONE (416) 826-7200
FAX (416) 826-4553

April 18, 1991

Honourable Judge Gregory Evans
Conflict of Interest Commissioner
4th Floor
101 Bloor Street West
Toronto, Ontario
M5S 2Z7

Dear Sir,

As you are aware, Section 8.(1)(c) of the Conflict of Interest Act clearly states that a member of the executive council shall not "hold an office or directorship other than in a social club, religious organization or political party".

I am writing to inquire whether or not Zanana Akande, Minister of Community and Social Services, has informed the commission of any such directorships and if so when the disclosure was made and whether the commission has approved of any directorship to be retained.

Sincerely,

A handwritten signature in black ink, appearing to be "S Offer", written over a faint grid.

Steven Offer, M.P.P.
Mississauga North



Ministry of Consumer and Commercial Relations
 Ministère de la Consommation et du Commerce
 Companies Branch
 Direction des Compagnies

Form 1 - Corporations Information Act
Formule 1 - Loi sur les renseignements exigés des compagnies et associations

NOTE/REMARQUE: 1 Check appropriate box or right / Cocher la case pertinente à droite
 2 All items below must be answered / Prière de remplir toutes les rubriques ci-dessous
 3 Return form to / Renvoyer à la Examination and Notice Section, Companies Branch
 Section des examens et des avis, Direction des compagnies
 Ministry of Consumer and Commercial Relations
 Ministère de la Consommation et du Commerce
 555 Yonge Street, Toronto, Ontario, M7A 2H6

Initial Notice / Avis initial
 OR/OU
 Notice of Change / Avis de modification

1 Corporation Name / Dénomination sociale de la compagnie ou de l'association EARTHTONE WOMEN'S MAGAZINE (ONTARIO) INC.		2 Ontario Corporation Number / Numéro matricule de la compagnie ou de l'association en Ontario 758390	
3 Date of incorporation, amalgamation or continuation Date de constitution, de fusion ou de prorogation 18/02/88 <small>(day / jour month / mois, year / année)</small>		4 Manner of incorporation, amalgamation or continuation Mode de constitution, de fusion ou de prorogation Letters Patent	
5 Full Address of Registered or Head Office / Adresse complète du siège social 192 Cobourg Street, Stratford, Ontario			
6 Principal Place of Business if different from Registered or Head Office / Établissement commercial principal s'il est différent du siège social n/a			
7 Present Directors / Full Names / Noms et prénoms des administrateurs actuels		Full Residence Address / Adresse personnelle au complet	
Zanana Akande		760 Spadina Road, Toronto, Ontario M5P 2X4	
Gloria Fallick		15 McMurrich Street, Apartment 1906, Toronto, Ontario M5R 3N6	
Ann Wallace		192 Cobourg Street, Stratford, Ontario N5A 3E8	
8 Present Officers / Full Names / Noms et prénoms des dirigeants actuels		Full Residence Address / Adresse personnelle au complet	
President / Président Ann Wallace		same as above	
Secretary / Secrétaire Gloria Fallick		same as above	
Treasurer / Trésorier Angela AhChung		791 Strouds Lane, Pickering, Ontario L1V 3K2	
Vice-President Zanana Akande		same as above	
9 Full names of persons who, since last notice have been but are no longer directors / Noms et prénoms des personnes qui depuis le dernier avis étaient administrateurs mais ne le sont plus		Full Residence Address / Adresse personnelle au complet	
none			
10 Full names of persons who, since last notice have been but are no longer officers / Noms et prénoms des personnes qui depuis le dernier avis étaient dirigeants mais ne le sont plus		Full Residence Address / Adresse personnelle au complet	
none			

RECEIVED
 JUN 22 1988
COMPLIANCE
 COMPANIES BRANCH

I, Je soussigné Ann Wallace
(Print name in full / Écrire le nom au complet en caractères d'imprimerie)
 certify that the information herein contained is true and correct / atteste que les renseignements ci-dessus sont véridiques et exacts

Ann Wallace

▼ Check appropriate box / Cocher la case pertinente
 Director / Administrateur
 Officer / Dirigeant
 Other person having knowledge of the affairs of the Corporation / Autre personne, au courant des affaires de la compagnie ou de l'association

Be signed only in case of corporation with share capital
 Ne remplir que s'il s'agit d'une compagnie à capital social

See Deficiency Notice on reverse side
 Voir l'Avis de renseignements complémentaires

PLEASE READ
 INSTRUCTIONS AND INFORMATION
 ON REVERSE SIDE

INITIAL NOTICE OR NOT
 BY AN ONTARIO CORPORATION
 CORPORATION HOLDING A LICENSE
 IN MORTGAIN
FORM 1

THE CORPORATIONS INFORMATION ACT, 1976

1. CORPORATION NAME ZARDA ASSOCIATES INC.		2. ONTARIO CORPORATION NUMBER 371510	
3. DATE OF INCORPORATION/AMALGAMATION November 23rd, 1977		4. NATURE OF INCORPORATION/AMALGAMATION Articles of Incorporation	
5. FULL ADDRESS OF THE HEAD OFFICE 766 Spadina Road Toronto, Ontario		6. JURISDICTION IF NOT ONTARIO	7. EFFECTIVE DATE February 22nd, 1982
8. FULL ADDRESS OF THE HEAD OFFICE (POSTAL CODE)		9. POSTAL CODE	
10. PRINCIPAL PLACE OF BUSINESS IF DIFFERENT FROM HEAD OFFICE		11. POSTAL CODE	
12. PRESENT DIRECTORS		13. PRESENT OFFICERS	
14. PERSONS WHO SINCE LAST NOTICE HAVE BEEN BUT ARE NO LONGER DIRECTORS		15. PERSONS WHO SINCE LAST NOTICE HAVE BEEN BUT ARE NO LONGER OFFICERS	
16. CERTIFICATION		17. SIGNATURE	

RECEIVED
 MAR 10 1982
 COMPANIES SERVICE BRANCH

RECEIVED

FOR MICROFILMING

Patricia Ashby
 SIGNATURE

* Applies only in the case of corporation with share capital

SEE DEFICIENCY NOTICE
 ON REVERSE SIDE


IN THE MATTER OF MEMBERS' CONFLICT OF INTEREST ACT, 1988

A F F I D A V I T

I, ZANANA AKANDE of the City of Toronto, in the Municipality of Metropolitan Toronto, do make oath and say as follows:

1. Earthtone Women's Magazine (Ontario) Inc. (hereinafter referred to as the "Corporation") was incorporated pursuant to the laws of the Province of Ontario as a non-profit corporation on February 18, 1988. Attached hereto and marked Exhibit "A" to this my Affidavit is a true copy of the Letters Patent of the Corporation issued by the Companies Branch, Ministry of Consumer and Commercial Relations.
2. I became a director and officer of the Corporation on February 18, 1988. Attached hereto and marked Exhibit "B" to this my Affidavit is a true copy of a Form 1 Initial Notice filed with the Companies Branch, Ministry of Consumer and Commercial Relations.
3. On October 18, 1990, I gave written notice of my resignation from the Corporation. Attached hereto and marked Exhibit "C" to this my Affidavit is a true copy of my letter of resignation.

SWORN before me at the City
of Toronto, in the
Municipality of Metropolitan
Toronto
this 7th day of April,
1991.


Zanana Akande

Andrea Margles

A Commissioner, etc.

Andrea Margles

This is Exhibit *"A"*..... referred to in the
affidavit of *Zarana Akande*.....
sworn before me, this *23rd*.....
day of *April*..... 19*91*.....

Queman
.....
A COMMISSIONER, ETC.



Ontario Corporation
Number

758390

Numéro ontarien de
l'association

Letters Patent

By virtue of the powers vested in me under the Corporations Act, I do by these Letters Patent issue a charter to the applicants named in the application attached hereto and which forms part of these Letters Patent, constituting them a corporation without share capital under the name

Lettres patentes

En vertu des pouvoirs qui me sont conférés par la Loi sur les compagnies et associations, j'accorde par les présentes lettres patentes une charte aux requérants(es) dont les noms figurent dans la demande ci-jointe, qui fait partie intégrante desdites lettres patentes, les constituant en association portant le nom de

EARTHTONE WOMEN'S MAGAZINE (ONTARIO) INC.

The Letters Patent are subject to the following terms and conditions:

- (a) The corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects.

Les lettres patentes sont soumises aux modalités suivantes:

- (a) L'association poursuivra ses activités sans objectif de profit pour ses membres et tous les bénéfices ou la plus-value revenant à l'association seront utilisés de façon à promouvoir ses objets.

Dated/Date. **February 18 février 1988.**

William Wrye

Minister
Ministre

per/par:

Henry H. Ozolin
Director/Directeur

758390

Trans Code A II	Line No 0 II	Stat 0 II	Comp Type S II	Method Inscr 1 II
Share N II	Notap Rev's V II	Jurisdiction ONTARIO II		

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL
REQUÊTE EN CONSTITUTION D'UNE ASSOCIATION**

Form 2
Corporations
Act
Formulaire
numéro 2
Loi sur les
compagnies de
associations

1. The name of the corporation is/Nom de l'association:

E	A	R	T	H	I	O	N	E	W	O	M	E	N	'	S	M	A	G	A	Z	T	N	E
(O	N	T	A	R	I	O)	I	N	C	.											

2. The address of the head office of the corporation is/Adresse du siège social:

85 King Street East, Suite 304

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou R.R. et numéro et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto, Ontario

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

M5C1G3

(Postal Code/Code postal)

3. The head office of the corporation is situated in/Le siège social se trouve à:

City of Toronto

(Name of Municipality Geographical Township)
(Nom de la municipalité canton)

in the Municipality of Metropolitan Toronto

(County District Regional Municipality)
(Comté district municipalité régionale)

4. Address of clubhouse or similar premises (if any) is:

Adresse du local de l'association ou autre endroit utilisé aux mêmes fins, s'il y a lieu:

The Corporation shall not maintain a clubhouse or

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou R.R. et numéro et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

similar premises

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code/Code postal)

5. The applicants who are to be the first directors of the corporation are:

Requérants appelés à devenir les premiers administrateurs de l'association:

Name in full, including all last, middle names
Nom et prénoms au complet

Residence Address giving Street & No. or R.R. No. & Municipality or Post Office and Postal Code
Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro, le nom de la municipalité ou du bureau de poste et le code postal

Zainuna Akande

706 Spadina Road, Toronto, Ontario M5P 2X4

Gloria Fallick

15 McMurrich Street, Apartment 1706, Toronto, Ontario M5R 3M6

Ann Wallace

1010 Walden Circle, Unit 13, Mississauga, Ontario M4J 4J9

6. The objects for which the corporation is incorporated are:
Objets pour lesquels l'association est constituée:

To publish a magazine devoted to issues affecting Canadian women
of colour.

7. The special provisions are/Dispositions particulières:

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations registered as such under the Income Tax Act (Canada).

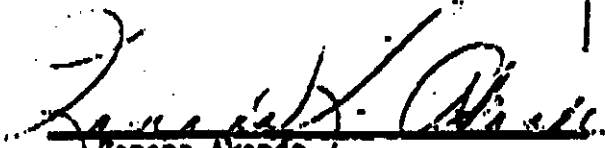
0158390


8. The names and residence addresses of the applicants are:
Noms et adresses personnelles des requérants:


Name in full, including all first, middle names Nom et prénom au complet	Residence address, giving Street & No. or R.R. No. & Municipality or Post Office and Postal Code Adresse personnelle y compris la rue et le numéro ou le R.R. et le numéro et la municipalité ou le bureau de poste et le code postal	Calling (occupation) Profession
Zanana Akande	766 Spadina Road, Toronto, Ontario M5P 2X4	School Principal
Gloria Fallick	15 McMurrich Street, Apartment #906, Toronto, Ontario M5R 2M6	Civil Servant
Ann Wallace	1010 Walden Circle, Unit 13, Mississauga, Ontario L5J 4J9	Publisher

This application is executed in duplicate.
Cette requête est faite en double exemplaire.

Signatures of applicants/Signature des requérants


Zanana Akande


Gloria Fallick


Ann Wallace

This is Exhibit ^{"B"} referred to in the
affidavit of *Jarana Akande*
sworn before me *23rd*
day of *April* 19*91*

Quincy

.....
A COMMISSIONER ETC.



Ministry of
Consumer and
Commercial
Relations

Ministère de la
Consommation
et du
Commerce

Companies Branch
Direction des
Compagnies

Form 1 - Corporations Information Act
Formule 1 - Loi sur les renseignements exigés des compagnies et associations

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Section des examens et des avis, Direction des compagnies
Ministry of Consumer and Commercial Relations
Ministère de la Consommation et du Commerce
555 Yonge Street, Toronto, Ontario, M7A 2H8

Initial Notice /
Avis Initial
OR/OU
 Notice of Change /
Avis de modification

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5 Full Address of Registered or Head Office / Adresse complète du siège social 192 Cobourg Street, Stratford, Ontario			
6 Principal Place of Business if different from Registered or Head Office / Établissement commercial principal s'il est différent du siège social n/a			
7 Officers: Full Names Nom et prénoms des administrateurs actifs		Full Residence Address Adresse personnelle au complet	
Zanana Akande		76 Spadina Road, Toronto, Ontario M5P 2X4	
Gloria Fallick		15 McMurrich Street, Apartment 1906, Toronto, Ontario M5R 1M6	
Ann Wallace		192 Cobourg Street, Stratford, Ontario N5A 3E8	
8 Officers: Full Names Nom et prénoms des dirigeants actifs		Full Residence Address Adresse personnelle au complet	
President / Président Ann Wallace		same as above	
Secretary / Secrétaire Gloria Fallick		same as above	
Treasurer / Trésorier Angela Ah-Chung		793 Strouds Lane, Pickering, Ontario L1V 1K2	
Vice-President Zanana Akande		same as above	
9 Full names of persons who, since last notice have been but are no longer officers / Nom et prénoms des personnes qui depuis le dernier avis étaient administrateurs mais ne le sont plus		Full Residence Address Adresse personnelle au complet	
none			
10 Full names of persons who, since last notice have been but are no longer officers / Nom et prénoms des personnes qui depuis le dernier avis étaient dirigeants mais ne le sont plus		Full Residence Address Adresse personnelle au complet	
none			

RECEIVED
JUN 22 1989
COMPLIANCE
CORPORATIONS BRANCH

I/Je soussigné Ann Wallace
(Print name in full / Écrire le nom au complet en caractères d'imprimerie)
certify that the information herein contained is true and correct / certifie que les renseignements ci-dessus sont véridiques et exacts

Ann Wallace

Director / Administrateur
 Officer / Dirigeant
 Other person having knowledge of the affairs of the Corporation / Autre personne, au courant des affaires de la compagnie ou de l'association

See Deficiency Notice on reverse side / Voir l'Avis de renseignements complémentaires

Return only in case of corporation with share capital / Ne remplir que s'il s'agit d'une compagnie à capital social

This is Exhibit *"C"* referred to in the
affidavit of *Zanara Akande*
sworn before me, this *23rd*
day of *April* 19 *91*

Quincy
.....
A COMMISSIONER, ETC.

766 Spadina Road
Toronto, Ontario
M5R 2X4

October 18, 1990

Ms. Ann Wallace
Ms. Gloria Fallick
Earhtone Women's Magazine
P. O. Box 788
Stratford, Ontario
N6A 4A0

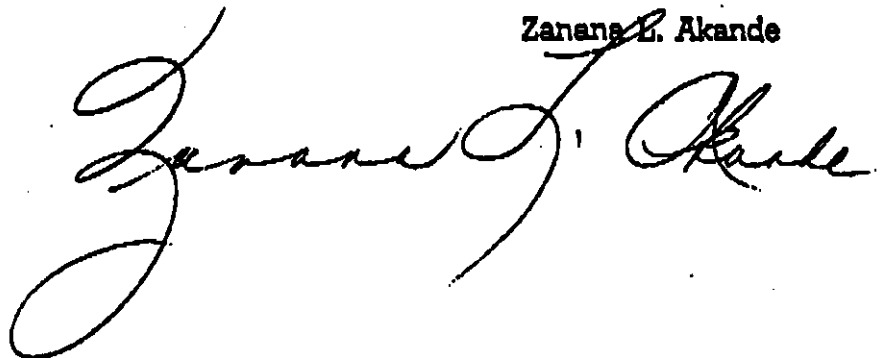
Dear Ann and Gloria,

Due to my recent election to the Ontario legislative assembly, I hereby resign from the partnership and editorial board of Earhtone Women's Magazine. I expect that this letter will be sufficient notification however, if more is required I will be happy to comply.

I have enjoyed my association with Tiger Lily, and wish you success in all future endeavours.

In Sisterhood,

Zanana L. Akande

A large, stylized handwritten signature in cursive script, reading "Zanana L. Akande". The signature is written in black ink and is positioned below the typed name.

IN THE MATTER OF MEMBERS' CONFLICT OF INTEREST ACT, 1988

A F F I D A V I T

I, ZANANA AKANDE of the City of Toronto, in the Municipality of Metropolitan Toronto, do make oath and say as follows:

1. Zarida Associates Inc. (hereinafter referred to as the "Corporation") was incorporated pursuant to the laws of the Province of Ontario on November 23, 1977. Attached hereto and marked Exhibit "A" to this my Affidavit is a true copy of Certificate and Articles of Incorporation of the Corporation issued by the Companies Branch, Ministry of Consumer and Commercial Relations.
2. I became a director and officer of the Corporation on February 22, 1982. Attached hereto and marked Exhibit "B" to this my Affidavit is a true copy of a Form 1 Notice of Change filed with the Companies Branch, Ministry of Consumer and Commercial Relations.
3. On October 10, 1990, I gave written notice of my resignation as a director and officer of the Corporation. Attached hereto and marked Exhibit "C" to this my Affidavit is a true copy of my letter of resignation.

SWORN before me at the *City*
of *Toronto*, in the)
Municipality of Metropolitan
Toronto)
this *23rd* day of April,)
1991.)

Zanana Akande
Zanana Akande

Andrea Margles

A Commissioner, etc.

Andrea Margles

This is Exhibit *"A"* referred to in the
affidavit of *Jarada Akande*
sworn before me, this *23rd*
day of *April* 19*91*

Anthony
A COMMISSIONER, ETC.



Ministry of
Consumer and
Commercial
Relations

47

Ontario Corporation Number

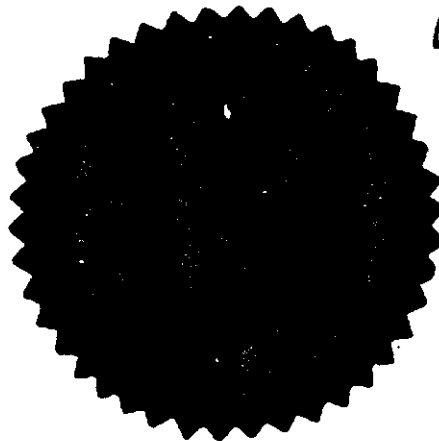
371510

Certificate of Incorporation

This is to certify that

ZARIDA ASSOCIATES INC.

was incorporated under the Business Corporations
Act on **November 23, 1977.**



A handwritten signature in black ink, appearing to read "Kenneth F. Bartlett", written in a cursive style.

Controller of Records

Companies Division

5

FEDERAL
THE BUSINESS
CORPORATIONS
ACT

ARTICLES OF INCORPORATION

1. THE NAME OF THE CORPORATION IS **ZARIDA ASSOCIATES INC.**

2. THE HEAD OFFICE IS AT THE **MUNICIPALITY**
(NAME OF MUNICIPALITY)
OF METROPOLITAN TORONTO, IN THE PROVINCE
(NAME OF MUNICIPALITY) (COUNTY OR DISTRICT)

OF ONTARIO,
(NAME OF COUNTY OR DISTRICT)

THE ADDRESS OF THE HEAD OFFICE IS
Suite 400, 243 Queen Street West, Toronto, Ontario.
(STREET & NUMBER OR BOX NUMBER & IF APPLICABLE OFFICE SUITE, SUITE ROOM NO.)

(NAME OF MUNICIPALITY OR POST OFFICE)

4. THE NUMBER OF DIRECTORS IS **ONE**

5. THE FIRST DIRECTOR IS ~~XXX~~

NAME IN FULL, INCLUDING ALL GIVEN NAMES

BEN WEINSTEIN

RESIDENCE ADDRESS, GIVING STREET & NO. OR R.F.D. NO. & MUNICIPALITY OR POST OFFICE

**4 Tullamore Drive,
Willowdale, Ontario.
M2L 2E8**

FILED

Nov 23, 1977

MINISTRY OF
CONSUMER AND
COMMERCIAL RELATIONS

6. THE OBJECTS FOR WHICH THE CORPORATION IS INCORPORATED ARE

- (a) TO carry on in all their respective branches the business or businesses of providing and furnishing to individuals and to financial, commercial, professional, industrial and any and all other firms, businesses, associations and corporations, of all kinds and to governments and to municipalities and their agencies and commissions;
 - (i) All kinds of temporary or permanent stenographic, typing, bookkeeping, clerical, technical, managerial, executive, and any other office personnel and services;
 - (ii) Consulting and personal personnel services of all kinds;
 - (iii) Stenographic, bookkeeping, clerical, management and other office services including but not limiting the management and distribution of accounts of all kinds and descriptions;
- (b) TO purchase, receive, hold, own, sell, assign, transfer, mortgage, pledge and otherwise acquire or dispose of or in any other way whatsoever deal with shares, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, partnership, firm, company, corporation or association or of any government, state, municipality or body politic or of any combination thereof; and to receive, collect, deal with and dispose of interest, dividends and income upon, of and from any of the shares, bonds, mortgages, debentures, notes, securities, obligations, contracts, evidences of indebtedness and other property held or owned by the Company; and to exercise in respect of all such shares, bonds, mortgages, debentures, notes, securities, obligations, contracts, evidences of indebtedness and other property any and all the rights, powers and privileges of individual ownership thereof, including the right to vote thereon;
- (c) TO purchase, lease or otherwise acquire, to hold, rent, operate, manage, develop or otherwise use and to sell exchange or otherwise dispose of or in any other way whatsoever deal with equipment, premises and improvements of all kinds;
- (d) TO purchase, lease or otherwise acquire, to hold, rent, operate, manage, develop or otherwise use and to sell, exchange or otherwise dispose of or in any other way whatsoever deal with real property, improved or unimproved, and to mortgage the same; and to acquire,

construct, operate, manage, sell or otherwise dispose of, or in any way whatsoever deal with, buildings and structures of all kinds;

- (e) TO manufacture, make, recover, design, build, construct, create, evolve, apply, prepare, adapt, assemble, alter, change, improve, purchase and sell, both at wholesale and retail, import, export, exchange, lease, hire, distribute, market, exploit, package, receive, dispose of and in any and every manner whatsoever trade and deal in goods, wares, merchandise and services of every kind, nature and description whatsoever; and
- (f) Enter into, make, perform and carry out contracts of every kind and with any person, partnership, firm, company, corporation or association or with the Government of Canada or any foreign government, state, municipality or body politic or any combination thereof and to make such other investments as the board of directors shall from time to time agree upon.

PROVIDED however, that it shall not be lawful for the Company hereby incorporated directly or indirectly to transact or undertake any business within the meaning of the Loan and Trust Corporations Act.

7. THE AUTHORIZED CAPITAL IS divided into 10,000 Class "A" non-voting, non-participating, non-cumulative, redeemable preference shares with a par value of One dollar (\$1.00) each, 10,000 Class "B" voting, non-participating, non-cumulative, non-redeemable preference shares with a par value of One dollar (\$1.00) each, 10,000 Class "C" non-voting, non-cumulative, participating, redeemable preference shares with a par value of One dollar (\$1.00) each and 10,000 common shares without par value.

PROVIDED that the common shares shall not be issued for a consideration exceeding in amount or value the sum of Ten thousand dollars (\$10,000.00) or such greater amount as the Board of Directors of the Corporation by resolution shall determine, provided that such resolution shall not be effective until a certified copy thereof has been filed with the Minister of Consumer & Commercial Relations, all prescribed fees have been paid, and that the Minister has so certified.

(7)

8. THE DESIGNATIONS, PREFERENCES, RIGHTS, CONDITIONS, RESTRICTIONS, LIMITATIONS OR PROHIBITIONS ATTACHING TO THE SPECIAL SHARES, IF ANY, ARE:

The said Class "A" non-voting, non-participating, non-cumulative, redeemable preference shares (hereinafter called the "Class "A" preference shares"), the said Class "B" voting, non-participating, non-cumulative, non-redeemable preference shares (hereinafter called the "Class "B" preference shares") and the said Class "C" non-voting, non-cumulative, participating, redeemable preference shares (hereinafter called the "Class "C" preference shares") shall have attached thereto the following:

1. The holders of the said Class "A" preference shares shall be entitled to fixed, non-cumulative preferential dividends at the rate of 7% per annum upon the par value thereof, payable yearly out of any or all profits or surplus of the Corporation available for dividends, before any dividend is declared or paid on the Class "B" preference shares, on the Class "C" preference shares, or on the common shares, but they shall not be allowed to participate in any other additional earnings or profits of the Corporation.
2. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class "A" preference shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, the amount paid up thereon, and any dividends declared thereon and unpaid, and no more. The said Class "A" preference shares shall not confer a right to any further participation in profits or assets of the Corporation.
3. The Corporation may at any time and from time to time purchase for cancellation the whole or any part of the said Class "A" preference shares at the lowest price at which, in the opinion of the directors, such shares are obtainable, but not exceeding the amount paid up thereon, together with all dividends declared thereon and unpaid.
4. The Corporation shall at the option of the holders of the said Class "A" preference shares redeem the whole or any part of the said Class "A" preference shares on payment for each share to be redeemed of the amount paid up thereon together with all dividends declared thereon and unpaid, plus a premium of 7% of the amount paid up thereon.

5. In all cases of redemption of the whole or any part of the said Class "A" preference shares, not less than one week's (7 days) notice in writing of the exercise of the option of such redemption by the holders of the said shares shall be given by delivering such notice to the President of the corporation specifying the date and place or places of redemption, and such notice shall be sufficiently given if delivered personally to the President of the corporation or if delivered to his or her last address as recorded on the books of the corporation, or if mailed by prepaid registered mail or airmail in a sealed envelope addressed to him or her at his or her last address as recorded on the books of the corporation, or if no address is given therein, then to the last address of such President known to the Secretary of the corporation, and within the period of one week (7 days) from the date of mailing (or other delivery) of the said notice the corporation shall redeem the said shares.
6. The holders of the Class "A" preference shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings unless and until the Corporation shall fail, for a period of two (2) years consecutively, to pay the dividend on the Class "A" preference shares, whereupon and whenever the same shall occur, the holders of the Class "A" preference shares on the record date for voting, if any, shall, until dividends aggregating seven per cent (7%) per annum have been paid on the Class "A" preference shares for two (2) consecutive years, be entitled to attend all shareholders' meetings and shall have one (1) vote thereat for each Class "A" preference share then held by them respectively; holders of Class "A" preference shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.
7. Any amendment to the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class "A" preference shares, or to create preference shares ranking in priority to or on a parity with the Class "A" preference shares, in addition to the authorization by a special resolution, may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class "A" preference shares duly called for that purpose.

8. The Class "B" preference shares shall carry the right to a fixed, non-cumulative dividend at the rate of seven per cent (7%) per annum payable yearly, to be declared and paid after the dividend is paid on the Class "A" preference shares, but before any dividend is declared and paid on the Class "C" preference shares or on the common shares, such dividends to be payable yearly out of any or all profits or surplus of the Corporation available for dividends, but they shall not be entitled to participate in any other or additional earnings or profits of the Corporation.
9. In the event of the liquidation, dissolution or winding up of the Corporation whether voluntary or involuntary, the holders of the Class "B" preference shares shall be entitled to receive, after the Class "A" preference shares have been repaid, but before any distribution of any part of the assets of the Corporation among the holders of the Class "C" preference shares or the common shares, the amount paid up on the said Class "B" preference shares, and any dividends declared thereon and unpaid, but no more. The said Class "B" preference shares shall not confer the right to any further participation in the profits or assets of the Corporation.
10. The Corporation may at any time and from time to time purchase for cancellation the whole or any part of the said Class "B" preference shares at the lowest price at which in the opinion of the directors, such shares are obtainable, but not exceeding the amount paid up thereon, together with all dividends declared thereon and unpaid.
11. The holders of the Class "B" preference shares shall be entitled to receive notice of and to attend at any meeting of shareholders of the Corporation and shall be entitled to one (1) vote thereat for each preference share held.
12. Any amendment to the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class "B" preference shares or to create preference shares ranking in priority to or on a parity with the Class "B" preference shares, in addition to the authorization by a special resolution may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class "B" preference shares duly called for that purpose.

13. After the dividend is paid on the Class "A" preference shares and on the Class "B" preference shares, any and all further dividends declared and paid in any year in the discretion of the directors shall be declared and paid in equal amounts per share on all the Class "C" preference shares, and on all the common shares at the time outstanding without preference or distinction.
14. In the event of the liquidation, dissolution or winding up of the Corporation, or other distribution of its assets among the shareholders by way of repayment of capital, the holders of the Class "C" preference shares shall be entitled to receive the amount paid up thereon, together with all unpaid dividends which have been declared thereon, after payment to the holders of the Class "A" preference shares and the Class "B" preference shares but in priority to any distribution to the holders of the common shares; and after the holders of the common shares shall have received all unpaid dividends which have been declared thereon, the holders of the Class "C" preference shares and the holders of the common shares shall thereafter be entitled to share pari passu in any further distribution of the property or assets of the Corporation.
15. The Corporation may at any time and from time to time purchase for cancellation the whole or any part of the said Class "C" preference shares at the lowest price at which, in the opinion of the directors, such shares are obtainable, but not exceeding the amount paid up thereon, together with all dividends declared thereon and unpaid.
16. The Corporation shall at the option of the holders of the said Class "C" preference shares redeem the whole or any part of the said Class "A" preference shares on payment for each share to be redeemed of the amount paid up thereon, together with all dividends declared thereon and unpaid, plus a premium of 7% of the amount paid up thereon.
17. In all cases of redemption of the whole or any part of the said Class "C" preference shares, not less than one week's (7 days') notice in writing of the exercise of the option of such redemption by the holders of the said shares shall be given by delivering such notice to the President of the Corporation specifying the date and place or places of redemption, and such notice shall be sufficiently given if delivered personally to the

President of the Corporation or if delivered to his or her last address as recorded on the books of the Corporation, or if mailed by prepaid registered mail or airmail in a sealed envelope addressed to him or her at his or her last address as recorded on the books of the Corporation, or if no address is given therein, then to the last address of such President known to the Secretary of the Corporation, and within the period of one week (7 days) from the date of mailing (or other delivery) of the said notice the Corporation shall redeem the said shares.

18. The holders of the Class "C" preference shares shall not, as such have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings. Holders of Class "C" preference shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

19. Any amendment to the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class "C" preference shares or to create preference shares ranking in priority to or on a parity with the Class "C" preference shares, in addition to the authorization by a special resolution, may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class "C" preference shares duly called for that purpose.

20. Holders of Class "B" preference shares and common shares shall be entitled to one (1) vote for each Class "B" preference share or common share held by them respectively at all shareholders' meetings.

21. Notwithstanding anything hereinbefore contained, it is specifically agreed that any notice of redemption of any Class "A" or Class "C" preference shares may be waived by the registered holders of the shares to be redeemed and in such event, the notice as hereinbefore set out shall not be required.

THE RESTRICTIONS, IF ANY, ON THE ALLOTMENT, ISSUE OR TRANSFER OF SHARES ARE

The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either (a) the previous sanction of the holders of at least a majority of the common shares and the Class "B" preference 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 a majority of such shares, or (b) by the previous sanction of the Directors of the Corporation expressed by a resolution passed at a meeting of the Board of Directors by an instrument or instruments in writing signed by a majority of the Directors.

AND it is hereby further ordained and declared that (a) no common shares and (b) no preference shares shall be issued without the prior confirmation thereof by a majority of the holders of the shares of each class in the Corporation as evidenced by their consent in writing.

9A THE SPECIAL PROVISIONS IF ANY ARE

(1) (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation 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; and

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

(2) The Corporation may purchase any of its issued common shares.

(3) When authorized by special by-law the directors may:

(a) borrow money on the credit of the Corporation; or

(b) issue, sell or pledge debt obligations of the Corporation; or

(c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immoveable, 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.

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10. THE SHARES, IF ANY, TO BE TAKEN BY THE INCORPORATORS ARE


INCORPORATORS FULL NAMES, INCLUDING ALL GIVEN NAMES	NUMBER OF SHARES	CLASS DESIGNATION	AMOUNT TO BE PAID \$
BEN WEINSTEIN	THREE	COMMON	\$3.00

11. THE NAMES AND RESIDENCE ADDRESSES OF THE INCORPORATORS ARE

FULL NAMES, INCLUDING ALL GIVEN NAMES	FULL RESIDENCE ADDRESS GIVING STREET & NO. OR R.R. NO., MUNICIPALITY OR POST OFFICE
BEN WEINSTEIN	4 Tullamore Drive, Willowdale, Ontario. M2L 2E8

THESE ARTICLES ARE EXECUTED IN DUPLICATE FOR DELIVERY TO THE MINISTER

SIGNATURES OF INCORPORATORS




Ben Weinstein

This is Exhibit ... "B" referred to in the
affidavit of ... *Zanara Akande*
sworn before me, this ... *23rd*
day of ... *April* 19. *91*

..... *Anthony*
A COMMISSIONER, ETC.

PLEASE READ
 INSTRUCTIONS AND INFORMATION
 ON REVERSE SIDE

1. CORPORATION NAME ZARIDA ASSOCIATES INC.		2. ONTARIO CORPORATION NUMBER 371510	
3. DATE OF INCORPORATION/AMALGAMATION November 23rd, 1977		4. MANNER OF INCORPORATION/AMALGAMATION Articles of Incorporation	
5. JURISDICTION ONTARIO		6. JURISDICTION IF NOT ONTARIO	
6. FULL ADDRESS OF THE HEAD OFFICE 766 Spadina Road Toronto, Ontario		POSTAL CODE M5P 2X4	EFFECTIVE DATE February 22nd, 1982
7. PRINCIPAL PLACE OF BUSINESS IF DIFFERENT FROM HEAD OFFICE			POSTAL CODE
8. PRESENT DIRECTORS FULL NAME		9. RESIDENT CANADIAN YES NO	10. FULL RESIDENCE ADDRESS
A. Zanana Akande		X	766 Spadina Road, Toronto M5P 2X4
B. Rebecca Ann Scott		X	9 Crescent Place, Apt. #612, Toronto M4C 5L8
C. Patricia Frances Catherine Ashby		X	108 Isabella St., Apt. 517 Toronto M4Y 1N6
D.			
E.			
F.			
G.			
11. PRESENT OFFICERS FULL NAME		12. FULL RESIDENCE ADDRESS	
A. Patricia Catherine Ashby PRESIDENT		108 Isabella St., Apt. 517 Toronto M4Y 1N6	
B. Rebecca Ann Scott SECRETARY		9 Crescent Place, Apt. 612, Toronto M4C 5L8	
C. Zanana Akande VICE-PRESIDENT		766 Spadina Road, Toronto M5P 2X4	
D. Zanana Akande GENERAL MANAGER			
13. PERSONS WHO SINCE LAST NOTICE HAVE BEEN BUT ARE NO LONGER DIRECTORS - IF NO CHANGE SINCE LAST NOTICE CHECK BOX		DATE CEASED TO BE DIRECTOR	
A. Isaac Akande		766 Spadina Road, Toronto M5P 2X4	
B.			
C.			
D.			
E.			
F.			
G.			
14. PERSONS WHO SINCE LAST NOTICE HAVE BEEN BUT ARE NO LONGER OFFICERS - IF NO CHANGE SINCE LAST NOTICE CHECK BOX		DATE CEASED TO BE OFFICER	
A. Isaac Akande COMPANIES SERVICES BRANCH		766 Spadina Road, Toronto M5P 2X4	
B.			
C.			
D.			
E.			
F.			
G.			
FOR MICROFILMING			
15. (PRINT NAME IN FULL)		<input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> OTHER PERSON HAVING KNOWLEDGE OF THE AFFAIRS OF THE CORPORATION	
I, PATRICIA FRANCES CATHERINE ASHBY CERTIFY THAT THE INFORMATION HEREIN CONTAINED IS TRUE AND CORRECT		SIGNATURE 	

RECEIVED
 MAR 16 1982
 PUBLIC OFFICE
 COMPANIES SERVICES BRANCH

SEE DEFICIENCY NOTICE
 MAIL DELIVERED FIRST

* Applies only in the case of corporation with share capital

This is Exhibit "C" referred to in the
affidavit of *Zanana Akande*
sworn before me, this *23rd*
day of *April* 19. *91*
..... *Anthony*
.....
A COMMISSIONER, ETC.

October 10, 1990

Shareholders:
David, Ronke, Tessa, Isaac

Dear Isaac,

This letter is my formal resignation from all executive and other responsibilities within the Zarida Associates and Family Trust.

Sincerely,

Zarida S. Ronke
(Mom)