



**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

3442896 CANADA INC.

344289-6

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*.

Director - Directeur

December 9, 1997/le 9 décembre 1997

Date of Incorporation - Date de constitution

**CANADA BUSINESS
CORPORATIONS ACT**

**LOI SUR LES SOCIÉTÉS
COMMERCIALES CANADIENNES**

FORM 1

FORMULE 1

**ARTICLES OF INCORPORATION
(SECTION 6)**

**STATS CONSTITUTIFS
(ARTICLE 6)**

1 - Name of Corporation

Dénomination de la société

" **3442896** " CANADA INC.

2 - The place in Canada where the registered office is to be situated

Lieu au Canada où doit être situé le siège social

Calgary, Alberta

3 - The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

Unlimited Common shares which shares shall have the right to (i) vote at any meeting of the Shareholders of the Corporation; (ii) receive any dividend declared by the Corporation; and (iii) receive the remaining property of the Corporation upon dissolution.

4 - Restrictions if any on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

No shares of the Corporation shall be transferred without the approval of the Directors evidenced by resolution of the Board, provided that approval of any transfer of shares may be given as aforesaid after the transfer has been effected upon the records of the Corporation, in which event, unless the said resolution stipulates otherwise, the said transfer shall be valid and shall take effect as and from the date of its very entry upon the books of the Corporation.

5 - Number (or minimum and maximum number) of directors

Nombre (ou nombre minimum et maximum) d'administrateurs

Minimum 1 Maximum 11

6 - Restrictions if any on business the corporation may carry on

Limites imposées quant aux activités commerciales que la société peut exploiter, s'il y a lieu

None

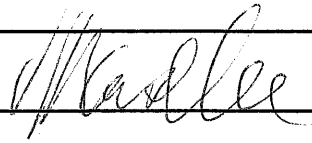
7 - Other provisions if any

Autres dispositions s'il y a lieu

See Schedule "A" attached hereto

8 - Incorporators

Fondateurs

Names - Noms	Address (include postal code) Adresse (inclure le code postal)	Signature
	1400, 350 - 7th Avenue S.W. Calgary, Alberta, T2P 3N9	

344289-6

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SCHEDULE "A" - ARTICLES OF INCORPORATION

- a. The number of shareholders of the Corporation, exclusive of
- i. persons who are in its employment or that of an affiliate, and;
 - ii. persons who, having been formerly in its employment or that of an affiliate, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of that Corporation after termination of that employment,
- is limited to not more than 50 persons, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder;
- b. any invitation to the public to subscribe for the securities of the Corporation is prohibited;
- c. The Board of Directors of the Corporation or any committee of the Board authorized so to do may, without authorization of the shareholders and without in any way limiting the authority conferred on the Directors by Section 189 of the *Canada Business Corporations Act*:
- 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;
 - iv. subject to the *Canada Business Corporations Act*, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and;
 - v. the Board of Directors and any such committee of the Board may from time to time delegate to such one or more of the Directors and officers of the Corporation as may be designated by it, all or any of the powers conferred by sub-clauses (c)(i), (ii), (iii) and (iv) to such extent and in such manner as it shall determine at the time of each such delegation.
- d. The directors may, appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual 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 meeting of shareholders.
- e. The Articles of the Corporation may be amended by special resolution pursuant to Section 173 of the *Canada Business Corporations Act* to:
- i. increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of another class; or
 - ii. effect an exchange, reclassification or cancellation of all or part of the shares of any class; or
 - iii. create a new class of shares equal or superior to the shares of another class;

and no separate class or (except as may otherwise be provided for a particular series in the provisions attaching thereto) series vote shall be required under Section 176 of such Act in respect of the amendment.



Industry Canada Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

CLARKE INC.

344289-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended

Je certifie que les statuts de la société susmentionnée ont été modifiés :

(a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;

(b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;

b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;

(d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization.

d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes.

Director - Directeur

January 26, 1998/le 26 janvier 1998
Date of Amendment - Date de modification

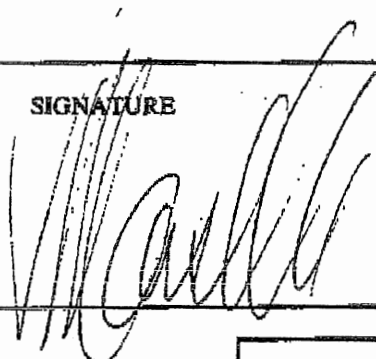
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

1.	NAME OF CORPORATION:	2.	CORPORATION NO.
	3442896 CANADA INC.		344289-6

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

Pursuant to Section 173(3) of the *Canada Business Corporations Act*, Article No. 1 of the Articles of Incorporation is amended by changing the name of the Corporation to:

CLARKE INC.

DATE	SIGNATURE	TITLE
January 22, 1998		Director

FOR DEPARTMENTAL USE ONLY
FILED - JAN 29 1998



**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

CLARKE INC.

344289-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended

Je certifie que les statuts de la société susmentionnée ont été modifiés :

(a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;

(b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;

b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;

(d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization.

d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes.

Director - Directeur

March 11, 1998/le 11 mars 1998

Date of Amendment - Date de modification

CANADA BUSINESS CORPORATIONS ACT

FORM 4

ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

1. NAME OF CORPORATION:	2. CORPORATION NO.
CLARKE INC.	344289-6

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

- a. Pursuant to Section 173(1) of the *Canada Business Corporations Act*, Article No. 3 of the Articles of Incorporation is amended by deleting the same in its entirety and substituting the same with:

An unlimited number of Common Shares, an unlimited number of First Preferred Shares, issuable in series, and an unlimited number of Second Preferred Shares, issuable in series, having the rights, privileges, restrictions and conditions set forth in Schedule "A" attached hereto.

- b. Pursuant to Section 173(1) of the *Canada Business Corporations Act*, Article No. 4 of the Articles of Incorporation is amended by deleting the same in its entirety and substituting the same with "None".
- c. Pursuant to Section 173(1) of the *Canada Business Corporations Act*, Article No. 7 of the Articles of Incorporation is amended by deleting Schedule "A" in its entirety and substituting the same with Schedule "B".

MARCH 11, 1998



PRESIDENT & COO

DATE

SIGNATURE

TITLE

March 9, 1998

Director

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FILED --

MAR 13 1998

SCHEDULE A

TO THE ARTICLES OF INCORPORATION
OF CLARKE INC.

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of First Preferred Shares, issuable in series, and an unlimited number of Second Preferred Shares, issuable in series.

I. **COMMON SHARES**

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

1. Voting

1.1 Holders of Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings of holders of another class of shares. Each Common Share shall entitle the holder thereof to one vote.

2. Dividends

2.1 Subject to the preferences accorded to holders of First Preferred Shares, Second Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.

3. Liquidation, Dissolution or Winding-Up

3.1 In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of Common Shares shall be entitled, subject to the preferences accorded to holders of First Preferred Shares, Second Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to payment on a Distribution, to share equally, share for share, in the remaining property of the Corporation.

II. **FIRST PREFERRED SHARES**

The rights, privileges, restrictions and conditions attaching to the First Preferred Shares, as a class, shall be as follows:

1. Issuance In Series

1.1 Subject to the filing of Articles of Amendment in accordance with the *Canada Business Corporations Act* (the "Act"), the Board of Directors may at any time and from time to time issue the First Preferred Shares in one or more series, each series to consist of such number of shares as may, before the issuance thereof, be determined by the Board of Directors.

1.2 Subject to the filing of Articles of Amendment in accordance with the Act, the Board of Directors may from time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of First Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series on a Distribution; the

SCHEDULE A
Page 2

extent, if any, of further participation on a Distribution; voting rights, if any; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any.

2. Liquidation

2.1 In the event of a Distribution, holders of each series of First Preferred Shares shall be entitled, in priority to holders of Common Shares, Second Preferred Shares and any other shares of the Corporation ranking junior to the First Preferred Shares from time to time with respect to payment on a Distribution, to be paid rateably with holders of each other series of First Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a Distribution.

3. Dividends

3.1 The holders of each series of First Preferred Shares shall be entitled, in priority to holders of Common Shares, Second Preferred Shares and any other shares of the Corporation ranking junior to the First Preferred Shares from time to time with respect to the payment of dividends, to be paid rateably with holders of each other series of First Preferred Shares, the amount of accumulated dividends, if any, specified as being payable preferentially to the holders of such series.

III. **SECOND PREFERRED SHARES**

The rights, privileges, restrictions and conditions attaching to the Second Preferred Shares, as a class, shall be as follows:

1. Issuance in Series

1.1 Subject to the filing of Articles of Amendment in accordance with the Act, the Board of Directors may at any time and from time to time issue the Second Preferred Shares in one or more series, each series to consist of such number of shares as may, before the issuance thereof, be determined by the Board of Directors.

1.2 Subject to the filing of Articles of Amendment in accordance with the Act, the Board of Directors may from time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Second Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series on a Distribution; the extent, if any, of further participation on a Distribution; voting rights, if any; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any.

2. Liquidation

2.1 In the event of a Distribution, holders of each series of Second Preferred Shares shall be entitled, subject to the preference accorded to holders of First Preferred Shares but in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Second Preferred Shares from time to time with respect to payment on a Distribution, to be paid rateably with holders of each other series of Second Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a Distribution.

3. Dividends

3.1 The holders of each series of Second Preferred Shares shall be entitled, subject to the preference accorded to the holders of First Preferred Shares but in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Second Preferred Shares from time to time with respect to the payment of dividends, to be paid rateably with holders of each other series of Second Preferred

Shares, the amount of accumulated dividends, if any, specified as being payable preferentially to the holders of such series.

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SCHEDULE B

TO THE ARTICLES OF INCORPORATION OF CLARKE INC.

1. The directors of the corporation may, without authorization of the shareholders:
 - a. borrow money on the credit of the Corporation;
 - b. issue, reissue, sell or pledge debt obligations of the Corporation;
 - c. subject to the *Canada Business Corporations Act*, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - d. 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.
2. The directors may, by resolution, delegate the powers referred to in subsection (c) hereof to a director, a committee of directors or an officer.
3. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
4. The Articles of the Corporation may be amended by special resolution pursuant to Section 173 of the *Canada Business Corporations Act* to:
 - a. increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of another class; or
 - b. effect an exchange, reclassification or cancellation of all or part of the shares of any class; or
 - c. create a new class of shares equal or superior to the shares of another class;

and no separate class or (except as may otherwise be provided for a particular series in the provisions attaching thereto) series vote shall be required under Section 176 of such Act in respect of the amendment.



**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

CLARKE INC.

344289-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

a) under section 13 of the *Canada
Business Corporations Act* in
accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi
canadienne sur les sociétés par
actions*, conformément à l'avis ci-joint;

b) under section 27 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment
designating a series of shares;

b) en vertu de l'article 27 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes
désignant une série d'actions;

c) under section 179 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes;

d) under section 191 of the *Canada
Business Corporations Act* as set out in
the attached articles of reorganization;

d) en vertu de l'article 191 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses de réorganisation ci-jointes;

Director - Directeur

September 6, 2000 / le 6 septembre 2000

Date of Amendment - Date de modification

FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 171)

1 -	Name of Corporation	2 - Corporation No.
	Clarke Inc.	344289-6

3 - The articles of the above-named corporation are amended as follows:

Pursuant to Section 173(1) of the *Canada Business Corporations Act*, Article 2 of the Articles of Incorporation is amended by deleting the same in its entirety and substituting therefor the following:

“Toronto, Ontario”

August 23, 2000

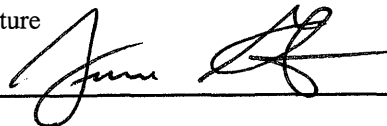
Vice-President Finance and Chief
Financial Officer

Date

Signature

Description of Office

Aug, 23/2000



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Industry Canada

Industrie Canada

**Certificate
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de modification**

**Loi canadienne sur
les sociétés par actions**

CLARKE INC.

344289-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:


- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

August 29, 2005 / le 29 août 2005

Date of Amendment - Date de modification

 Industry Canada	Industrie Canada	ELECTRONIC TRANSACTION REPORT	RAPPORT DE LA TRANSACTION ÉLECTRONIQUE
Canada Business Corporations Act	Loi canadienne sur les sociétés par actions	ARTICLES OF AMENDMENT (SECTIONS 27 OR 177)	CLAUSES MODIFICATRICES (ARTICLES 27 OU 177)

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

1. Name of Corporation - Dénomination de la société CLARKE INC.	2. Corporation No. - N° de la société 344289-6
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The Province or Territory where the head office of the corporation is situated is changed to Nova Scotia.

Date	Name - Nom	Signature	Capacity of - en qualité
2005-08-29	RICHARD K. JONES		AUTHORIZED OFFICER