

**Articles of Amalgamation
For
SYLOGIST LTD.**

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: NO RESTRICTIONS ON SHARE TRANSFERS.
Number of Directors:
Min Number of Directors: 3
Max Number of Directors: 50
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO

**Registration Authorized By: JAMES WILSON
DIRECTOR**

SCHEDULE "A"
SHARE STRUCTURE

The Corporation is authorized to issue an unlimited number of Common shares, the holders of which are entitled:

- (a) to vote at any meeting of shareholders of the Corporation;
- (b) to receive any dividend declared by the Corporation to be payable to the Common shares; and
- (c) to receive the remaining property of the Corporation on dissolution.

SCHEDULE "B"
OTHER RULES OR PROVISIONS

1. At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes, the Chairman shall not be entitled to a second or casting vote.
2. At any meeting of shareholders every question shall, unless otherwise required by the Articles, By-Laws, any Unanimous Shareholder Agreement, or the Business Corporations Act (Alberta), be determined by the majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes either upon a show of hands or upon a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.
3. The Corporation shall have a lien on the shares registered in the name of the shareholder or his legal representative for a debt of that shareholder to the Corporation.
4. The Board of 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 one third of the number of Directors who held office at the expiration of the last annual meeting of the Corporation.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2013/07/01

Corporate Access Number: 2017580180

Service Request Number: 19924326
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: SYLOGIST LTD.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 1900, 215 - 9TH AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3

RECORDS ADDRESS

Street: 1900, 215 - 9TH AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: NO RESTRICTIONS ON SHARE TRANSFERS.
Number of Directors:
Min Number Of Directors: 3
Max Number Of Directors: 50

Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2013/07/01

Director

Last Name: WILSON
First Name: JAMES
Middle Name: D.
Street/Box Number: 2725 CARLETON STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2T 3L1
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Last Name: ELDER
First Name: DAVID
Middle Name: O.C.
Street/Box Number: 1900, 215 - 9TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: CHERKAS
First Name: RONALD
Middle Name: P.
Street/Box Number: 51 WOODACRES CRESCENT SW
City: CALGARY
Province: ALBERTA
Postal Code: T2W 4V5
Country:
Resident Canadian: Y

Named On Stat Dec:

Last Name: ELLIOTT
First Name: C.
Middle Name: FRASER
Street/Box Number: 365 BAY STREET, SUITE 800
City: TORONTO
Province: ONTARIO
Postal Code: M5H 2V1
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2013692831	SYLOGIST LTD.
2017580172	EPIC DATA INTERNATIONAL INC.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2013/07/01
Other Rules or Provisions	ELECTRONIC	2013/07/01
Statutory Declaration	10000106102544660	2013/07/01

Registration Authorized By: JAMES WILSON
DIRECTOR



2017580180
10000106102544660

STATUTORY DECLARATION

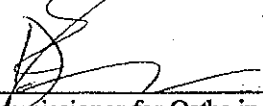
CANADA)
PROVINCE OF ALBERTA) IN THE MATTER of the amalgamation under the
TO WIT:) *Business Corporations Act* (Alberta) of SYLOGIST LTD.
) and EPIC DATA INTERNATIONAL INC.
)

I, James D. Wilson, of the City of Calgary, in the Province of Alberta,
DO SOLEMNLY DECLARE THAT:

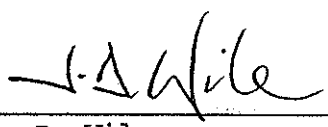
1. I am a proposed director of SYLOGIST LTD. (the "Amalgamated Corporation"), the corporation resulting from the amalgamation of SYLOGIST LTD. and EPIC DATA INTERNATIONAL INC. (the "Amalgamating Corporations") and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Amalgamating Corporations and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. There are reasonable grounds for believing that:
 - a. the Amalgamated Corporation will be able to pay its liabilities as they become due; and
 - b. the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

DECLARED BEFORE ME at the City of)
Calgary, in the Province of Alberta, the 27)
day of June, 2013.)



A Commissioner for Oaths in and for the Province)
of Alberta)



James D. Wilson

David O.C. Elder
Print Name

~~My appointment expires on~~ _____
My commission expires at the pleasure of the Lieutenant Governor.

Articles of Amalgamation

Business Corporations Act
Section 185

1. Name of Amalgamated Corporation

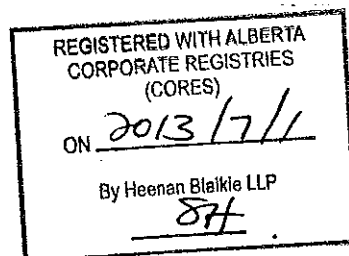
SYLOGIST LTD.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

SEE SCHEDULE "A" ATTACHED HERETO

3. Restrictions on share transfers (if any):

NO RESTRICTIONS ON SHARE TRANSFERS.



4. Number, or minimum and maximum number of directors:

Minimum : 3, Maximum : 50

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

NONE

6. Other provisions (if any):

SEE SCHEDULE "B" ATTACHED HERETO

7. Name of Amalgamating Corporations

Corporate Access Number

SYLOGIST LTD.	20163692831
EPIC DATA INTERNATIONAL INC.	2017580172

[Signature]
Name of Person Authorizing (please print)

Identification

Title (please print)

Date

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.

SCHEDULE "A"
SHARE STRUCTURE

The Corporation is authorized to issue an unlimited number of Common shares, the holders of which are entitled:

- (a) to vote at any meeting of shareholders of the Corporation;
- (b) to receive any dividend declared by the Corporation to be payable to the Common shares; and
- (c) to receive the remaining property of the Corporation on dissolution.

SCHEDULE "B"
OTHER RULES OR PROVISIONS

1. At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes, the Chairman shall not be entitled to a second or casting vote.
2. At any meeting of shareholders every question shall, unless otherwise required by the Articles, By-Laws, any Unanimous Shareholder Agreement, or the Business Corporations Act (Alberta), be determined by the majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes either upon a show of hands or upon a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.
3. The Corporation shall have a lien on the shares registered in the name of the shareholder or his legal representative for a debt of that shareholder to the Corporation.
4. The Board of 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 one third of the number of Directors who held office at the expiration of the last annual meeting of the Corporation.

Articles of Amalgamation
Business Corporations Act
Section 185

1. Name of Amalgamated Corporation

SYLOGIST LTD.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

See Schedule "A" attached hereto

3. Restrictions on share transfers (if any):

No restrictions on share transfers.

4. Number, or minimum and maximum number of directors:

Minimum – 3; maximum - 50

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None.

6. Other provisions (if any):

See Schedule "B" attached hereto

7. Name of Amalgamating Corporations

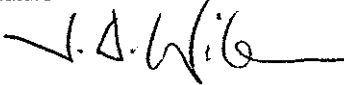
Corporate Access Number

Sylogist Ltd.

2011942881

Masterworks Software Systems Ltd.

206198681a

Name of Person Authorizing (please print) <p align="center">JAMES D. WILSON</p>	Signature 
Title <p align="center">EXEC. CHAIRMAN</p>	Date <p align="center">2007/12/06</p>

Registered 2008/1/1
Heenan Blaikie LLP EB

**Articles of Amalgamation
For
SYLOGIST LTD.**

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: NO RESTRICTIONS ON SHARE TRANSFERS.
Number of Directors:
Min Number of Directors: 3
Max Number of Directors: 50
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO

**Registration Authorized By: JAMES D. WILSON
OFFICER**

SCHEDULE "A"
SHARE STRUCTURE

The Corporation is authorized to issue an unlimited number of Common shares, the holders of which are entitled:

- (a) to vote at any meeting of shareholders of the Corporation;
- (b) to receive any dividend declared by the Corporation to be payable to the Common shares; and
- (c) to receive the remaining property of the Corporation on dissolution.

SCHEDULE "B"
OTHER RULES OR PROVISIONS

1. At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes, the Chairman shall not be entitled to a second or casting vote.
2. At any meeting of shareholders every question shall, unless otherwise required by the Articles, By-Laws, any Unanimous Shareholder Agreement, or the Business Corporations Act (Alberta), be determined by the majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes either upon a show of hands or upon a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.
3. The Corporation shall have a lien on the shares registered in the name of the shareholder or his legal representative for a debt of that shareholder to the Corporation.
4. The Board of 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 one third of the number of Directors who held office at the expiration of the last annual meeting of the Corporation.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2008/01/01

Corporate Access Number: 2013692831

Service Request Number: 10958648
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: SYLOGIST LTD.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 1200, 425 - 1ST STREET SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3L8

RECORDS ADDRESS

Street: 1200, 425 - 1ST STREET SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3L8

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: NO RESTRICTIONS ON SHARE TRANSFERS.
Number of Directors:
Min Number Of Directors: 3
Max Number Of Directors: 50

Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2008/01/01

Director

Last Name: WILSON
First Name: JAMES
Middle Name: D.
Street/Box Number: 2725 CARLETON STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2T 3L1
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Last Name: CHERKAS
First Name: RONALD
Middle Name: P.
Street/Box Number: 51 WOODACRES CRESCENT SW
City: CALGARY
Province: ALBERTA
Postal Code: T2W 4V5
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: HEWS
First Name: WILLIAM
Middle Name: C.
Street/Box Number: 700, 839 5TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3C8
Country:
Resident Canadian: Y

Named On Stat Dec:

Last Name: MOFFAT
First Name: ROBERT
Middle Name: G.
Street/Box Number: 700, 839 5TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3C8
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
206198681	MASTERWORKS SOFTWARE SYSTEMS LTD.
2011942881	SYLOGIST LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000105100573438	2008/01/01
Share Structure	ELECTRONIC	2008/01/01
Other Rules or Provisions	ELECTRONIC	2008/01/01

Registration Authorized By: JAMES D. WILSON
OFFICER



2013692831

10000105100573438

STATUTORY DECLARATION

CANADA)	IN THE MATTER of the amalgamation under the
PROVINCE OF ALBERTA)	<i>Business Corporations Act</i> (Alberta) of SYLOGIST LTD.
TO WIT:)	and MASTERWORKS SOFTWARE SYSTEMS LTD.
)	

I, James D. Wilson, of the City of Calgary, in the Province of Alberta, DO SOLEMNLY DECLARE THAT:

1. I am a proposed director of SYLOGIST LTD. (the "Amalgamated Corporation"), the corporation resulting from the amalgamation of SYLOGIST LTD. and MASTERWORKS SOFTWARE SYSTEMS LTD. (the "Amalgamating Corporations") and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Amalgamating Corporations and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. There are reasonable grounds for believing that:
 - a. the Amalgamated Corporation will be able to pay its liabilities as they become due; and
 - b. the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

DECLARED BEFORE ME at the City of)
Calgary, in the Province of Alberta, this 6th)
day of December, 2007.)

DAVID O.C. ELDER
BARRISTER & SOLICITOR

A Commissioner for Oaths in and for)
the Province of Alberta.)

Heenan Blaikie LLP
1200, 425 - 1 Street SW
Calgary, AB T2P 3L8

JAMES D. WILSON

My commission expires at the pleasure
of the Lieutenant Governor.

**Articles of Amalgamation
For
SYLOGIST LTD.**

Share Structure: SEE ATTACHED
Share Transfers Restrictions: NO RESTRICTIONS ON SHARE TRANSFERS
Number of Directors:
Min Number of Directors: 3
Max Number of Directors: 50
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED

**Registration Authorized By: JAMES D. WILSON
PRESIDENT**

SHARE STRUCTURE

The Corporation is authorized to issue an unlimited number of Common shares, the holders of which are entitled:

- (a) to vote at any meeting of shareholders of the Corporation;
- (b) to receive any dividend declared by the Corporation to be payable to the Common shares; and
- (c) to receive the remaining property of the Corporation on dissolution.

OTHER RULES OR PROVISIONS

1. At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes, the Chairman shall not be entitled to a second or casting vote.
2. At any meeting of shareholders every question shall, unless otherwise required by the Articles, By-Laws, any Unanimous Shareholder Agreement, or the Business Corporations Act (Alberta), be determined by the majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes either upon a show of hands or upon a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.
3. The Corporation shall have a lien on the shares registered in the name of the shareholder or his legal representative for a debt of that shareholder to the Corporation.
4. The Board of 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 one third of the number of Directors who held office at the expiration of the last annual meeting of the Corporation.

Articles of Amalgamation

Business Corporations Act
Section 185

1. Name of Amalgamated Corporation

SYLOGIST LTD.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

See attached

3. Restrictions on share transfers (if any):

No restrictions on share transfers

4. Number, or minimum and maximum number of directors:

Minimum – 3; maximum – 50

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None

6. Other provisions (if any):

See attached

7. Name of Amalgamating Corporations

SYLOGIST LTD.
E-POINT TECHNOLOGIES INC.

Corporate Access Number

205573561
203036165

Name of Person Authorizing (please print)	Signature
JAMES D. WILSON	J.D. Wilson
Title	Identification:
PRESIDENT	Date
	September 7, 2005

SHARE STRUCTURE

The Corporation is authorized to issue an unlimited number of Common shares, the holders of which are entitled:

- (a) to vote at any meeting of shareholders of the Corporation;
- (b) to receive any dividend declared by the Corporation to be payable to the Common shares;
and
- (c) to receive the remaining property of the Corporation on dissolution.

OTHER RULES OR PROVISIONS

1. At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes, the Chairman shall not be entitled to a second or casting vote.
2. At any meeting of shareholders every question shall, unless otherwise required by the Articles, By-Laws, any Unanimous Shareholder Agreement, or the *Business Corporations Act* (Alberta), be determined by the majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes either upon a show of hands or upon a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.
3. The Corporation shall have a lien on the shares registered in the name of the shareholder or his legal representative for a debt of that shareholder to the Corporation.
4. The Board of 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 one third of the number of Directors who held office at the expiration of the last annual meeting of the Corporation.

STATUTORY DECLARATION

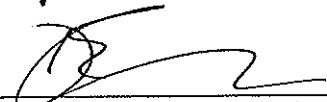
CANADA) IN THE MATTER of the amalgamation under the
PROVINCE OF ALBERTA) *Business Corporations Act* (Alberta) of SYLOGIST LTD.
TO WIT:) and E-POINT TECHNOLOGIES LTD. ^{INC.} ~~LTD.~~

I, JAMES D. WILSON, of the City of Calgary, in the Province of Alberta, DO SOLEMNLY DECLARE THAT:


1. I am a proposed director of SYLOGIST LTD. (the "Amalgamated Corporation"), the corporation resulting from the amalgamation of SYLOGIST LTD. and E-POINT TECHNOLOGIES LTD. ^{INC.} (the "Amalgamating Corporations") and as such have personal knowledge of the matters herein declared to. DE
2. I have conducted such examinations of the books and records of the Amalgamating Corporations and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. There are reasonable grounds for believing that:
 - a. the Amalgamated Corporation will be able to pay its liabilities as they become due; and
 - b. the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

DECLARED BEFORE ME at the City of)
Calgary, in the Province of Alberta, this 6th)
day of September, 2005.)



A Commissioner for Oaths in and for the)
Province of Alberta)



JAMES D. WILSON

DAVID O.C. ELDER
BARRISTER & SOLICITOR

Name/Structure Change Alberta Corporation - Registration Statement

Service Request Number: 4435808

Corporate Access Number: 205573561

Legal Entity Name: SYLOGIST INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: SYLOGIST LTD.

New French Equivalent Name:

Nuans Number: 75104829

Nuans Date: 2002/10/09

French Nuans Number:

French Nuans Date:

Share Structure: SEE ATTACHED

Share Transfers Restrictions: NO RESTRICTIONS ON SHARE TRANSFERS

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 50

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED

BCA Section/Subsection: 173(1)(A) AND (F)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2002	2002/04/29
2001	2001/04/21
2000	2000/07/18

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	1998/03/04
Restrictions on Share Transfers	ELECTRONIC	1998/03/04
Other Rules or Provisions	ELECTRONIC	1998/03/04
Share Structure	ELECTRONIC	1998/03/05
Share Structure	ELECTRONIC	2001/07/17
Section 167(1)(f) Schedule	ELECTRONIC	2002/11/14

Registration Authorized By: MICHELINE MARCYAN (BURSTALL WINGER LLP)
AGENT OF CORPORATION

3. THE CLASS, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

The Corporation is authorized to issue an unlimited number of Common shares, the holders of which are entitled:

- (a) to vote at any meeting of shareholders of the Corporation;
- (b) to receive any dividend declared by the Corporation to be payable to the Common shares; and
- (c) to receive the remaining property of the Corporation on dissolution.

3. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):

1. No shares of the capital of the Corporation shall be transferred without the consent of a majority of the Directors to be signified by a resolution passed by the Board of Directors.

2. The number of shareholders cannot exceed fifteen, two or more shares jointly being counted as one shareholder.

3. The Corporation shall not distribute its securities to the p

6. OTHER RULES OR PROVISIONS (IF ANY):

1. At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes, the Chairman shall not be entitled to a second or casting vote.

2. At any meeting of shareholders every question shall, unless otherwise provided in the Articles, By-Laws, any Unanimous Shareholder Agreement, or the Business Corporations Act (Alberta), be determined by the majority of the votes cast on the question. Subject to any Unanimous Shareholder Agreement, in case of an equality of votes either upon a show of hands or upon a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.

3. The Corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

4. The Board of Directors may, between annual general meetings, appoint 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 one third of the number of Directors who held office at the expiration of the last annual meeting of the Corporation.

SECTION 173(1)(F) SCHEDULE

SHARE CONSOLIDATION

Pursuant to section 173(1)(f) of the Business Corporations Act (Alberta), the number of issued and outstanding common shares of the Corporation be changed by consolidating the issued and outstanding common shares of the Corporation on the basis that every seven (7) common shares outstanding before the consolidation shall be consolidated into one (1) common share after the consolidation; provided that, if as a result of such consolidation, a holder of common shares of the Corporation is entitled to receive a fraction of a common share, then in respect of such fraction, the holder shall be entitled to receive that number of common shares equal to the nearest whole number of common shares to be issued, with a fraction of one-half rounded up.

SECTION 173(1)(F) SCHEDULE

SHARE CONSOLIDATION

Pursuant to section 173(1)(f) of the *Business Corporations Act* (Alberta), the number of issued and outstanding common shares of the Corporation be changed by consolidating the issued and outstanding common shares of the Corporation on the basis that every seven (7) common shares outstanding before the consolidation shall be consolidated into one (1) common share after the consolidation; provided that, if as a result of such consolidation, a holder of common shares of the Corporation is entitled to receive a fraction of a common share, then in respect of such fraction, the holder shall be entitled to receive that number of common shares equal to the nearest whole number of common shares to be issued, with a fraction of one-half rounded up.

Certified Copy

Name Change Alberta Corporation - Registration Statement

Service Request Number: 4034936

Corporate Access Number: 205573561

Legal Entity Name: FINTECH SOLUTIONS LTD.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: SYLOGIST INC.

New French Equivalent Name:

Nuans Number: 73533171

Nuans Date: 2002/04/12

French Nuans Number:

French Nuans Date:

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2002	2002/04/29
2001	2001/04/21
2000	2000/07/18

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	1998/03/04
Restrictions on Share Transfers	ELECTRONIC	1998/03/04
Other Rules or Provisions	ELECTRONIC	1998/03/04
Share Structure	ELECTRONIC	1998/03/05
Share Structure	ELECTRONIC	2001/07/17

Registration Authorized By: SHELLY GRUBBE
SECRETARY

Name/Structure Change Alberta Corporation - Registration Statement

Service Request Number: 3123177

Corporate Access Number: 205573561

Legal Entity Name: FINTECH SOLUTIONS LTD.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: FINTECH SOLUTIONS LTD.

New French Equivalent Name:

Nuans Number: 68800579

Nuans Date: 2000/10/20

French Nuans Number:

French Nuans Date:

Share Structure: SEE ATTACHED

Share Transfers Restrictions: NO RESTRICTIONS ON SHARE TRANSFERS

Number Of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 50

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED

BCA Section/Subsection: 167(1)(E)

Professional Endorsement Provided:

Future Dating Required:

Amendment Date: 2001/07/17

Annual Return

File Year	Date Filed
2001	2001/04/21
2000	2000/07/18
1999	1999/04/26

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2001/07/17

Registration Authorized By: CAM MACK
SOLICITOR

3. THE CLASS, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

The Corporation is authorized to issue an unlimited number of Common shares, the holders of which are entitled:

- (a) to vote at any meeting of shareholders of the Corporation;
- (b) to receive any dividend declared by the Corporation to be payable to the Common shares; and
- (c) to receive the remaining property of the Corporation on dissolution.

Certified Copy

Name Change Alberta Corporation - Registration Statement

Service Request Number: 2476906

Corporate Access Number: 205573561

Legal Entity Name: FINTECH SERVICES LTD.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: FINTECH SOLUTIONS LTD.

New French Equivalent Name:

Nuans Number: 68800579

Nuans Date: 2000/10/20

French Nuans Number:

French Nuans Date:

Professional Endorsement Provided:

Future Dating Required:

Amendment Date: 2000/11/17

Annual Return

File Year	Date Filed
2000	2000/07/18
1999	1999/04/26
1998	1998/05/22

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	1998/03/04
Restrictions on Share Transfers	ELECTRONIC	1998/03/04
Other Rules or Provisions	ELECTRONIC	1998/03/04
Share Structure	ELECTRONIC	1998/03/05

Registration Authorized By: SHELLY GRUBBE
VICE-PRESIDENT

BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

FORM 4

ALBERTA

ARTICLES OF AMENDMENT

CORPORATE REGISTRY

1. **NAME OF CORPORATION:**
FINTECH SERVICES LTD.

2. **CORPORATE ACCESS NO.**
20557356

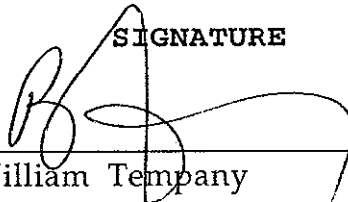
3. **THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:**

I. In accordance with Section 167(1)(f) of the *Business Corporations Act*, item 2 of the Corporation's Articles of Incorporation, as amended, ("THE CLASSES AND MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE") is amended by providing that the 1,057,000 issued Class A shares of the Corporation be redesignated and split, on a 6 for 1 basis, into 6,342,000 shares of the same class. The rights, privileges, restrictions and conditions attached to the newly issued shares will be the same as set out in the Corporation's Articles of Incorporation, as amended.

DATE

July 3, 1997

SIGNATURE

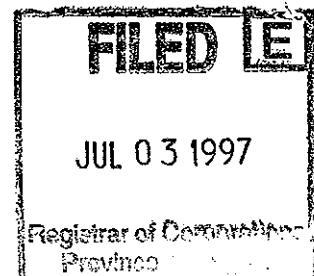

William Tempany

TITLE

Director/Officer

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BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

FORM 4

ALBERTA

ARTICLES OF AMENDMENT

CORPORATE REGISTRY

1. **NAME OF CORPORATION:**

2. **CORPORATE ACCESS NO.**

FINTECH SERVICES LTD.

20557356

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

I. In accordance with Section 167(1)(e) of the *Business Corporations Act*, item 2 of the Corporation's Articles of Incorporation, as amended, ("THE CLASSES AND MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE") is amended by deleting the existing rights, privileges, restrictions and conditions of the Class D shares and replacing same with the rights, privileges, restrictions and conditions as detailed below:

" 4. Class D shares

The Corporation is authorized to issue an unlimited number of Class D shares, the holders of which are entitled:

(a) Voting Rights

to vote at any meeting of shareholders of the Corporation;

(b) Dividends

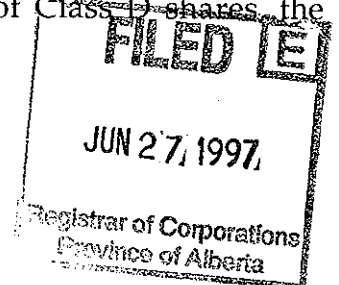
to receive any dividend declared by the Corporation to be payable to the Class D shares;

(c) Dissolution

to receive the remaining property of the Corporation upon dissolution, pro rata with the holders of any other classes of shares entitled to receive the remaining property of the Corporation on dissolution; and

(d) Conversion Rights

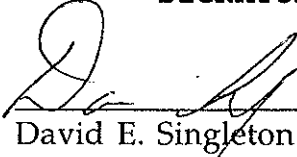
(i) (A) At any time, without any cost or expense to the Class D shareholder, and upon a resolution of a majority of the directors of the Corporation being passed, any registered holder of Class D shares will be required to convert any or all of his/her Class D shares into Class A voting shares on the basis of one Class D share for one and one-quarter Class A shares on the date specified in the directors' resolution;



- (B) Notice of the directors' resolution requiring the conversion referred to in the preceding sub-paragraph (d)(i)(A) will be effected by delivery of a written notice from the Corporation signed by any officer of the Corporation, and served personally or delivered by courier to the last known address of the applicable shareholder. The notice will be deemed to be received upon delivery. The named shareholder will have 15 days from the date of delivery to provide the Corporation with all applicable certificates relating to the Class D shares to be converted, duly signed off in blank for transfer to the Corporation. Regardless of whether the applicable Class D shareholder complies with this sub-paragraph, the directors of the Corporation, upon passing a resolution authorizing the conversion of the shares as herein provided, will be entitled to cancel all certificates relating to the Class D shares to be converted and issue a new certificate in the name of the applicable shareholder representing the Class A shares to be held in place of the converted Class D shares. Once the conversion is complete, the requisite alterations will be made in the Corporation's securities registers;
- (ii) (A) Any registered holder of Class D shares may elect to convert any or all of his/her Class D shares into Class A voting shares on the basis of one Class D share for one and one-quarter Class A shares at any time without any cost or expense to the Class D shareholder;

(B) The election referred to in the preceding sub-paragraph (d)(ii)(A) will be effected by notice in writing to the Corporation signed by such shareholder, and accompanied by all certificates relating to the Class D shares to be converted. Upon the Corporation receiving the notice from the applicable Class D shareholder to convert any or all of such shareholder's Class D shares to Class A shares and all applicable Class D certificates, the directors of the Corporation will pass a resolution authorizing the conversion of the shares as herein provided, and, within 30 days of the Corporation's receipt of the notice, all certificates relating to the Class D shares to be converted will be cancelled and a new certificate issued representing the Class A shares to be held in place of the converted Class D shares. Once the conversion is complete, the requisite alterations will be made in the Corporation's securities registers;
- iii. Any Class A shares issued as a result of the conversion of shares as herein provided will be deemed to be fully paid and non-assessable. The stated capital account of the Class D shares will be decreased by the amount initially paid to the Corporation for the Class D shares being converted, and the stated capital account for the new Class A shares issued in exchange for the Class D shares will be increased by a corresponding amount; and

- iv. Any dividends which were declared on the Class D shares but which remain unpaid at the time of the conversion of the Class D shares into Class A shares will remain payable."

DATE	SIGNATURE	TITLE
<u>June 27, 1997</u>	 _____ David E. Singleton	Solicitor

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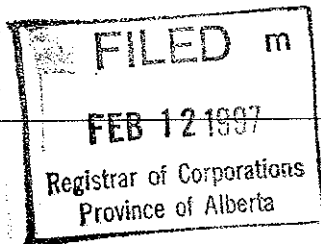
BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

FORM 4

ALBERTA

CORPORATE REGISTRY

ARTICLES OF AMENDMENT



1. NAME OF CORPORATION:

FINTECH SERVICES LTD.

2. CORPORATE ACCESS NO.

20557356

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

1. In accordance with Section 167(1)(e) of the *Business Corporations Act*, item 2 of the Corporation's Articles of Incorporation, as amended, ("THE CLASSES AND MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE") is amended by deleting the existing rights, privileges, restrictions and conditions of the Class D shares and replacing same with the rights, privileges, restrictions and conditions as detailed below:

4. Class D shares

The Corporation is authorized to issue an unlimited number of Class D shares, the holders of which are entitled:

(a) Voting Rights

to vote at any meeting of shareholders of the Corporation;

(b) Dividends

to receive any dividend declared by the Corporation to be payable to the Class D shares;

(c) Dissolution

to receive the remaining property of the Corporation upon dissolution, pro rata with the holders of any other classes of shares entitled to receive the remaining property of the Corporation on dissolution; and

(d) Conversion Rights

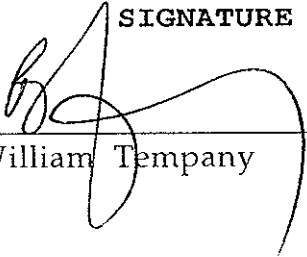
(i) (A) At any time, without any cost or expense to the Class D shareholder, and upon a resolution of a majority of the directors of the Corporation being passed, any registered holder of Class D shares will be required to convert any or all of his/her Class D shares into Class A voting shares on a one-for-one basis on the date specified in the director's resolution;

- (B) Notice of the director's resolution requiring the conversion referred to in the preceding sub-paragraph (d)(i)(A) will be effected by delivery of a written notice from the Corporation signed by any officer of the Corporation, and served personally or delivered by courier to the last known address of the applicable Shareholder. The notice will be deemed to be received upon delivery. The named shareholder will have 15 days from the date of delivery to provide the Corporation with all applicable certificates relating to the Class D shares to be converted, duly signed off in blank for transfer to the Corporation. Regardless of whether the applicable Class D Shareholder complies with this sub-paragraph, the directors of the Corporation, upon passing a resolution authorizing the conversion of the shares as herein provided, will be entitled to cancel all certificates relating to the Class D shares to be converted and issue a new certificate in the name of the applicable Shareholder representing the Class A shares to be held in place of the converted Class D shares. Once the conversion is complete, the requisite alterations will be made in the Corporation's securities registers;
- (ii) (A) Any registered holder of Class D shares may elect to convert any or all of his/her Class D shares into Class A voting shares on a one-for-one basis at any time without any cost or expense to the Class D shareholder;

(B) The election referred to in the preceding sub-paragraph (d)(ii)(A) will be effected by notice in writing to the Corporation signed by such shareholder, and accompanied by all certificates relating to the Class D shares to be converted. Upon the Corporation receiving the notice from the applicable Class D shareholder to convert any or all of such shareholder's Class D shares to Class A shares and all applicable Class D certificates, the directors of the Corporation will pass a resolution authorizing the conversion of the shares as herein provided, and, within 30 days of the Corporation's receipt of the notice, all certificates relating to the Class D shares to be converted will be cancelled and a new certificate issued representing the Class A shares to be held in place of the converted Class D shares. Once the conversion is complete, the requisite alterations will be made in the Corporation's securities registers;
- iii. Any Class A shares issued as a result of the conversion of shares as herein provided will be deemed to be fully paid and non-assessable. The stated capital account of the Class D shares will be decreased by the amount initially paid to the Corporation for the Class D shares being converted, and the stated capital account for the Class A shares will be increased by a corresponding amount; and

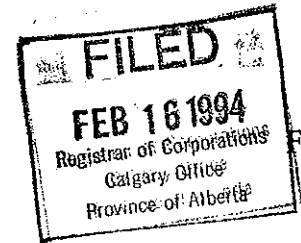
- iv. Any dividends which were declared on the Class D shares but which remain unpaid at the time of the conversion of the Class D shares into Class A shares will remain payable.

II. In accordance with Section 167(1)(f) of the *Business Corporations Act*, item 2 of the Corporation's Articles of Incorporation, as amended, ("THE CLASSES AND MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE") is further amended by providing that the 76 issued Class A shares of the Corporation be redesignated and split, on a 10,000 for 1 basis, into 760,000 shares of the same class. The rights, privileges, restrictions and conditions attached to the newly issued shares will be the same as set out in the Corporation's Articles of Incorporation.

DATE	SIGNATURE	TITLE
<u>January 27/92</u>	 _____ William Tempany	Director

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BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)



FORM 4

ALBERTA
CONSUMER AND CORPORATE AFFAIRS

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION.

557356 ALBERTA LTD.

2. CORPORATE ACCESS NO.

20557356

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

1. In accordance with Section 167(1)(a) and Section 167(3) of the Business Corporations Act (Alberta) the name in item 1 on the Articles of Incorporation shall be changed from 557356 ALBERTA LTD. to "FINTECH SERVICES LTD."
2. In accordance with section 27 of the Business Corporations Act (Alberta), item 2 of the Articles of Incorporation, "THE CLASSES, AND ANY NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE", is amended to include the following issuance of an unlimited number of Series No. 1 Class "C" shares with the preferences, priorities, rights, limitations and conditions set out below:

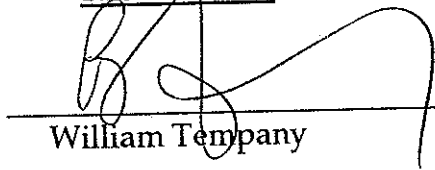
"The Corporation is authorized to issue an unlimited number of:

3. Series No. 1 Class C shares:

Series No. 1 Class "C" shares, the holders of which are entitled:

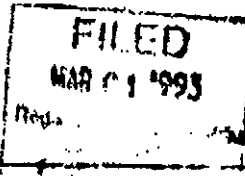
- a) to vote at any meeting of shareholders of the Corporation;
- b) to have a redemption price for each Series No. 1 Class "C" share fixed at \$1.00 (the "Fixed Amount");
- c) to receive the remaining property of the Corporation on winding up or dissolution, pro-rata with the holders of any other classes of shares entitled to receive the remaining property of the Corporation on winding up or dissolution, up to a maximum amount equal to the Fixed Amount of the Series No. 1 Class "C" shares;

- d) by resolution of the directors of the Corporation, all or any number of the Series No. 1 Class "C" shares at any time outstanding may, subject to any unanimous shareholder agreement, at any time and from time to time, be purchased by the Corporation on the date determined by such resolution, for an amount equal to the Fixed Amount; and
- e) the holders of the Series No. 1 Class "C" shares are not entitled to receive any dividends on the Series No. 1 Class "C" shares."

<u>DATE</u>	<u>SIGNATURE</u>	<u>TITLE</u>
January 31, 1994	 William Tenpany	Director

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ALBERTA
CONSULAR AND CORPORATE AFFAIRS

ARTICLES OF INCORPORATION

1. NAME OF CORPORATION:

557856

ALBERTA LTD.

20557856

2. THE CLASSES, AND THE MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

The Corporation is authorized to issue an unlimited number of:

1. Class A shares, the holders of which are entitled:
 - (a) to vote at any meeting of shareholders of the Corporation;
 - (b) to receive any dividend declared by the Corporation to be payable to the Class A shares; and
 - (c) to receive the remaining property of the Corporation on dissolution.
2. Class B shares, the holders of which are entitled:
 - (a) to receive any dividend declared by the Corporation to be payable to the Class B shares; and
 - (b) to receive the remaining property of the Corporation upon dissolution, pro rata with the holders of any other classes of shares entitled to receive the remaining property of the Corporation on dissolution.The holders of the Class B shares are not entitled to vote at any meeting of shareholders of the Corporation.
3. Class C shares, to be issued in series, the holders of which are entitled to exercise the rights and privileges authorized by the Board of Directors at the time of issue subject to the restrictions and conditions set by the Board of Directors at the time of issue.
4. Class D shares, to be issued in series, the holders of which are entitled to exercise the rights and privileges authorized by the Board of Directors at the time of issue subject to the restrictions and conditions set by the Board of Directors at the time of issue.
5. Class E shares, to be issued in series, the holders of which are entitled to exercise the rights and privileges authorized by the Board of Directors at the time of issue subject to the restrictions and conditions set by the Board of Directors at the time of issue.

Dividends may, in the discretion of the Board of Directors of the Corporation, be paid on any one or more class of shares to the exclusion of the others.

Issue in Series

The Board may authorize the issue of the Class C, Class D or Class E shares in one or more series and may fix the number of shares in each series and may determine the designation, rights, privileges, restrictions and conditions attaching to the shares of each series, subject to these Articles.

3. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):

1. No shares of the capital of the Corporation shall be transferred without the express consent of a majority of the Directors to be signified by a resolution passed by the Board of Directors.
2. The number of shareholders cannot exceed fifty, two or more persons holding one or more shares jointly being counted as one shareholder.
3. The Corporation shall not distribute its securities to the public.

4. NUMBER, OR MINIMUM AND MAXIMUM NUMBER, OF DIRECTORS THAT THE CORPORATION MAY HAVE:

Minimum of One (1) Director and Maximum of Ten (10) Directors.

5. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, OR RESTRICTED TO CARRYING ON A CERTAIN BUSINESS, SPECIFY THE RESTRICTION(S):

None.

6. OTHER RULES OR PROVISIONS (IF ANY):

1. At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question. Subject to any Unanimous Shareholders Agreement, in cases of an equality of votes the Chairman of the meeting shall not be entitled to a second or casting vote.
2. At any meeting of Shareholders every question shall, unless otherwise required by the Articles, By-Laws, any Unanimous Shareholders Agreement, or Business Corporations Act, be determined by the majority of the votes cast on the question. Subject to any Unanimous Shareholders Agreement, in case of an equality of votes either upon a show of hands or upon a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.
3. The Corporation shall have a lien on the shares registered in the name of the shareholder or his legal representative for a debt of that shareholder to the Corporation.
4. The Board of 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 one third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

7 DATE: February 25, 1993

INCORPORATOR'S NAME:

ADDRESS

SIGNATURE

Peter E. Hayvren

2800, 801 - 6th Avenue S.W.
Calgary, Alberta, T2P 4A3


Incorporator

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CORPORATE ACCESS NO.

INCORPORATION DATE:

C:\INCORPORATIONS\SHL\F.PEN/cm