

5. The articles of the corporation are amended as follows:

- (a) to remove from the articles the Class A Non-Voting Shares, and the rights, privileges, restrictions and conditions attaching thereto;
- (b) to amend and restate the rights, privileges, restrictions and conditions attaching to the Common Shares in the capital of the Corporation as set out on Schedule "A" hereto;
- (c) to create a new class of preferred shares designated as "Class A Preferred Shares", issuable in series, in a number which will be limited to the number equal to not more than 20% of the issued and outstanding Common Shares of the Corporation at the time of issuance of any such Class A Preferred Shares; such Class A Preferred Shares having attached thereto the rights, privileges, restrictions and conditions set out on Schedule "A" hereto; and
- (d) to declare that the authorized capital of the Corporation, after giving effect to the foregoing, consists solely of:
 - (i) an unlimited number of Common Shares; and
 - (ii) a number of Class A Preferred Shares which will be limited to the number equal to not more than 20% of the issued and outstanding Common Shares of the Corporation at the time of issuance of any such Class A Preferred Shares.

Schedule "A"**1. COMMON SHARES**

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

(a) Dividends

The holders of Common Shares will be entitled to receive and the Corporation will pay thereon, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.

(b) Dissolution

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to participate in the distribution. Such distribution will be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.

(c) Voting Rights

Subject to the rights of the holders of any other class, or of any series of any other class, of shares of the Corporation entitled to have separate meetings of that class or series or to vote separately as a class or series, each holder of Common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote at all such meetings in respect of each Common Share held at all such meetings.

2. CLASS A PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares are as follows:

(a) Series

The Class A Preferred Shares may at any time or from time to time be issued in one or more series. Subject to the provisions set out herein, the board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of Class A Preferred Shares.

(b) Priority

The Class A Preferred Shares are entitled to priority over the Common Shares and all other shares ranking junior to the Class A Preferred Shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

(c) Other Preferences

The Class A Preferred Shares of any series may also be given such other preferences, not inconsistent with the provisions hereof, over the Common Shares and any other shares of the Corporation ranking junior to the Class A Preferred Shares, as may be determined by the board of directors of the Corporation.

(d) Ranking of Each Series

The Class A Preferred Shares of each series will rank on a parity with the Class A Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

(e) Dividends

The holders of each series of Preferred Shares will be entitled to receive and the Corporation will pay thereon, if, as and when declared by the board of directors of the Corporation in respect of such series out of the assets of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine in accordance with the rights, terms and conditions of any particular series.

(f) Dissolution

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A Preferred Shares will be entitled to receive from the assets of the Corporation any cumulative dividends, whether or not declared, or declared non-cumulative dividends or amounts payable on a return of capital which are not paid in full in respect of any Class A Preferred Shares and any redemption price or other liquidation amount in accordance with the rights, terms and conditions of any particular series, before any amount is paid or any assets of the Corporation are distributed to the holders of any Common Shares or shares of any other class ranking junior to the Class A Preferred Shares. After payment to the holders of the Class A Preferred Shares of the amount so payable to them as above provided they will not be entitled to share in any further distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

(g) Conversion Rights

No series of Class A Preferred Shares will be convertible into any other class of shares of the Corporation but may be convertible into another series of Class A Preferred Shares in accordance with the rights, privileges, restrictions and conditions attaching to such series of Class A Preferred Shares.

(h) Redemption

Each series of Class A Preferred Shares may be redeemable by the Corporation on such terms as may be determined by the board of directors of the Corporation.

(i) Voting

Holders of any series of Class A Preferred Shares will not be entitled (except as otherwise provided by law and except for meetings of the holders of Class A Preferred Shares or a series thereof) to receive notice of, attend at, or vote at any meeting of shareholders of the Corporation, unless the board of directors of the Corporation determines otherwise, in which case voting rights will only be provided in circumstances where the Corporation has failed to pay a certain number of dividends on such series of Class A Preferred Shares, which determination and number of dividends and any other terms in respect of such voting rights, will be determined by the board of directors of the Corporation and set out in the designations, rights, privileges, restrictions and conditions of such series of Class A Preferred Shares.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2013-Oct-02

(Year, Month, Day)
 (année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

CONSTELLATION SOFTWARE INC.

(Name of Corporation) (If the name is to be changed by these articles set out current name)
(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By/
 Par :



(Signature)
 (Signature)

Chief Financial Officer

(Description of Office)
 (Fonction)

Ontario Corporation Number
Numéro de la société en Ontario



 Ministry of
Consumer and
Business Services
CERTIFICATE
This is to certify that these articles
are effective on

**Ministère des Services
aux consommateurs
et aux entreprises**
CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

1517581

MAY 17 MAI 2006

[Signature]
Director / District

Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

**Form 3
Business
Corporations
Act**

Formule 3
Loi sur les
sociétés par
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

[illegible]

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société s'il y a lieu (écrire en LETTRES MAJUSCULES SEULEMENT):

[illegible]

- 3. Date of incorporation/amalgamation:**
Date de la constitution ou de la fusion :

2002-03-01

(Year, Month, Day)
(*année, mois, jour*)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: or minimum and maximum number of directors is/are:
 Nombre d'administrateurs : ou nombres minimum et maximum d'administrateurs :

Number or minimum and maximum
 Nombre ou minimum et maximum

□ □ □ □ □

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5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

See annexed pages 1A to and including 1H.

The articles of the Corporation are amended as follows:

- (a) to remove from the articles the Series 1 common shares and the Series 2 common shares and the rights, privileges, restrictions and conditions attaching thereto;
- (b) to redesignate the Series 3 common shares as the "Common Shares";
- (c) to amend and restate the rights, privileges, restrictions and conditions attaching to the Common Shares, as redesignated, and the Class A Non-Voting Shares in the capital of the Corporation in each case as set out on Schedule "A" hereto;
- (d) to declare that the authorized capital of the Corporation, after giving effect to the foregoing consists solely of:
 - (i) an unlimited number of Common Shares, and
 - (ii) an unlimited number of Class A Non-Voting Shares; and
- (e) to remove from the articles all restrictions on:
 - (i) the transfer of shares of the Corporation;
 - (ii) the offering of shares of the Corporation to the public; and
 - (iii) the number of shareholders of the Corporation.

Schedule "A"

1. GENERAL PROVISIONS

The rights, privileges, restrictions and conditions attaching to the Common Shares and the Class A Non-Voting Shares are as follows:

1.1 Dividends

1.1.1 The holders of Common Shares and Class A Non-Voting Shares will be entitled to receive and the Corporation will pay thereon, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine.

1.1.2 The Common Shares and the Class A Non-Voting Shares will participate equally as to dividends. Any dividends declared in accordance with Section 1.1.1 will be declared and paid in equal or equivalent amounts per share on all Common Shares and Class A Non-Voting Shares at the time outstanding without preference or distinction.

1.2 Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Common Shares and Class A Non-Voting Shares will rank equally as to priority of distribution and the holders of the Common Shares and Class A Non-Voting Shares will be entitled to participate concurrently in the distribution. Such distribution will be made in equal amounts per share on all the Common Shares and all the Class A Non-Voting Shares at the time outstanding without preference or distinction.

2. COMMON SHARES

In addition to the rights, privileges, restrictions and conditions set forth in Section 1, the Common Shares will have attached thereto the following rights, privileges, restrictions and conditions:

2.1 Voting Rights

Each holder of Common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote at all such meetings in respect of each Common Share held at all such meetings.

3. CLASS A NON-VOTING SHARES

In addition to the rights, privileges, restrictions and conditions set forth in Section 1, the Class A Non-Voting Shares, will have attached thereto the following rights, privileges, restrictions and conditions:

3.1 Defined Terms

For the purposes of this Section 3, "**Affiliate**" means a Person that is a subsidiary entity of another Person, and where two or more Persons are subsidiary entities of the same Person, or if each of them is controlled by the same Person, then each of such Persons will be an Affiliate of the other. For the purposes hereof:

- (a) a person is considered to be "controlled" by a Person if:
 - (i) in the case of a corporation
 - (A) voting securities of the first-mentioned Person carrying more than 50% of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of the other Person, and
 - (B) the votes carried by the securities are entitled, if exercised, to elect a majority of the directors of the first-mentioned Person;
 - (ii) in the case of a partnership that does not have directors, other than a limited partnership, the second-mentioned Person holds more than 50% of the interests in the partnership; or
 - (iii) in the case of a limited partnership, the general partner is the second-mentioned Person; and
- (b) a Person is considered to be a "subsidiary entity" of another Person if (a) it is controlled by that other, or that other Person and one or more Persons each of which is controlled by that other, or two or more Persons, each of which is controlled by that other, or (b) it is a subsidiary entity of a Person that is the other's subsidiary entity.

"**Change of Control Transaction**" means (i) a takeover bid (as such term is defined in the *Securities Act* (Ontario) as now enacted or as the same may from time to time be amended, re-enacted or replaced) for any or all of the Common Shares to which OMERS elects to tender or deposit its Common Shares (a "**Takeover Bid**"); (ii) an amalgamation of the Corporation with one or more corporations other than a wholly-owned subsidiary of the Corporation (an "**Amalgamation**"); (iii) an arrangement (an "**Arrangement**") pursuant to Section 182 of the *Business Corporation Act* (Ontario) as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "**Act**"), or (iv) any similar combination, or merger transaction, involving the Corporation;

"**Current Market Price**" means, on any given date, the volume weighted average trading price of the Common Shares, calculated by dividing the total value of Common Shares traded by the total volume of Common Shares traded for the five trading days immediately preceding such date on the Toronto Stock Exchange, or such other stock exchange or market where the

majority of the trading volume of the Common Shares occurs during the relevant five trading day period;

"Effective Time" means (i) in connection with a Takeover Bid, the time prior to which Common Shares must be deposited to such Takeover Bid, (ii) in connection with an Amalgamation, the time at which the amalgamation is to be effective pursuant to the relevant articles of amalgamation, and (iii) in connection with an Arrangement, the effective time of such Arrangement;

"OMERS" means, OCP CSI Investment Holdings Inc. and any Affiliate thereof who from time to time holds Class A Non-Voting Shares;

"Person" means an individual, partnership, corporation, incorporated association, incorporated syndicate, other incorporated organization, unincorporated association, unincorporated syndicate, other unincorporated organization, trust, trustee, executor, administrator or other legal representative; and

"Transfer" includes a transfer, sale, assignment or other method of disposition.

3.2 Voting

3.2.1 Except as set forth below, the holders of Class A Non-Voting Shares will not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and will not be entitled to vote at any such meeting.

3.2.2 Notwithstanding Section 3.2.1, the holders of Class A Non-Voting Shares will be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and to one vote in respect of each Class A Non-Voting Share held with respect to any of the following matters:

- (a) authorizing the winding-up, liquidation or dissolution of the Corporation;
- (b) authorizing the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184(3) of the Act as such subsection is now enacted or as the same may from time to time be amended, re-enacted or replaced;
- (c) changing the name of the Corporation;
- (d) adding, changing or removing any restriction upon the business or businesses that the Corporation may carry on or upon the powers that the Corporation may exercise;
- (e) adding, changing or removing any maximum number of shares that the Corporation is authorized to issue or any maximum consideration for which any shares of the Corporation are authorized to be issued;

- (f) creating new classes of shares;
- (g) changing the designation of all or any of the Corporation's shares and adding, changing or removing any rights, privileges, restrictions and conditions, including rights to accrued dividends, in respect of all or any of the Corporation's shares, whether issued or unissued;
- (h) changing the shares of any class or series, whether issued or unissued, into a different number of shares of the same class or series or into the same or a different number of shares of other classes or series;
- (i) dividing any class of shares, whether issued or unissued, into series and fixing the number of shares in each series and the rights, privileges, restrictions and conditions thereof;
- (j) authorizing the directors to divide any class of unissued shares into series and fixing the number of shares in each series and the rights, privileges, restrictions and conditions thereof;
- (k) authorizing the directors to change the rights, privileges, restrictions and conditions attached to unissued shares of any series;
- (l) revoking, diminishing or enlarging any authority conferred under clauses (j) and (k);
- (m) subject to Sections 120 and 125 of the Act, increasing or decreasing the number, or minimum or maximum number, of directors; and
- (n) adding, changing or removing restrictions on the issue, transfer or ownership of shares of any class or series.

3.2.3 The holders of Class A Non-Voting Shares will vote together with the holders of Common Shares as a single class in respect of the matters listed in Section 3.2.2 except (i) in circumstances where the holders of Class A Non-Voting Shares are affected differently than the holders of Common Shares in which case the holders of the Class A Non-Voting Shares and the holders of the Common Shares will be entitled to vote separately as a class in each case, as applicable, or (ii) as may otherwise be required by law.

3.3 Conversion

3.3.1 Upon the Transfer by OMERS (other than a Transfer to an Affiliate of OMERS) of any of the Class A Non-Voting Shares that it holds, the Class A Non-Voting Shares so transferred will be automatically converted, without any further action by the Corporation, OMERS or any transferee, into Common Shares on the basis of one Common Share for each Class A Non-Voting Share (subject to adjustment in accordance with Section 3.4) immediately upon completion of such Transfer.

3.3.2 Upon the Transfer by OMERS (other than a Transfer to an Affiliate of OMERS) of any of the Common Shares that it holds, an equal number of Class A Non-Voting Shares (subject to adjustment in accordance with Section 3.4) will be automatically converted, without any further action by the Corporation or OMERS, into Common Shares on the basis of one Common Share for each Class A Non-Voting Share immediately upon the completion of such Transfer.

3.3.3 Class A Non-Voting Shares will be automatically converted, without any further action by the Corporation, OMERS or any transferee of such Class A Non-Voting Shares, into Common Shares on the basis of one Common Share for each Class A Non-Voting Share (subject to adjustment in accordance with Section 3.4) immediately preceding the Effective Time of any Change of Control Transaction, provided however that if any such Change of Control Transaction is not completed by its originally anticipated Effective Time, all Class A Non-Voting Shares which were automatically converted into Common Shares will be automatically converted, without any further action by the Corporation, OMERS or such transferee, at the originally anticipated Effective Time, into the number of Class A Non-Voting Shares which were converted into such Common Shares.

3.3.4 Each Class A Non-Voting Share may at any time be converted, at the option of the holder, into one Common Share, subject to adjustment in accordance with Section 3.4. A holder of Class A Non-Voting Shares may exercise such conversion privilege by giving written notice thereof to the Corporation at its registered office at least five days before the date specified for conversion. Any such notice may be given by mail, delivered or sent by facsimile. Such notice will specify the effective date of such conversion and the number of Class A Non-Voting Shares to be converted. The conversion will be effected on the date specified for conversion and thereafter the holder of such Class A Non-Voting Shares will be deemed to be a holder of Common Shares.

3.3.5 Any share certificate representing Common Shares or Class A Non-Voting Shares converted in accordance with this Section 3.3 will be deemed to represent the applicable number of Class A Non-Voting Shares or Common Shares into which such shares have been converted. The holder of a share certificate representing Common Shares or Class A Non-Voting Shares so converted will be entitled, on presentation and surrender of such certificate at the registered office of the Corporation, to receive a share certificate representing the applicable number of Class A Non-Voting Shares or Common Shares into which such shares have been converted in accordance herewith. The holder will also pay any governmental or other tax imposed in respect of such transaction.

3.3.6 All shares resulting from any conversion of issued and fully paid Class A Non-Voting Shares into Common Shares, or *vice versa*, pursuant to this Section 3.3 will be deemed to be fully paid and non-assessable.

3.4 Adjustments

3.4.1 Share Splits

If the number of Common Shares outstanding at any time is increased by any split or subdivision (including by way of a stock dividend) of the outstanding Common Shares then, as of the record date of such split or subdivision (or the date of such split or subdivision if no record date is fixed), any number of Class A Non-Voting Shares then outstanding will be split or subdivided, as the case may be, using the same formula.

3.4.2 Share Consolidations

If the number of Common Shares outstanding at any time is decreased by a consolidation of the outstanding Common Shares, then, as of the record date in respect of such consolidation (or the date of such consolidation if no record date is fixed), any Class A Non-Voting Shares then outstanding will be consolidated using the same formula.

3.4.3 Recapitalizations

3.4.3.1 If the Corporation fixes a record date for the issuance of rights, options or warrants to all or substantially all of the holders of Common Shares, entitling them, for a period expiring not more than 45 days after such record date, to subscribe for or purchase Common Shares (or securities convertible into Common Shares) at a price per share (or having a conversion or exchange price per share) less than 95% of the Current Market Price on such record date, any Class A Non-Voting Shares then outstanding will be issued similar rights, options or warrants to acquire Class A Non-Voting Shares (or securities convertible into Class A Non-Voting Shares, as the case may be) using the same formula.

3.4.3.2 If the Corporation fixes a record date for the making of a distribution to all or substantially all the holders of the outstanding Common Shares of: (i) shares of any class (other than the issue of Common Shares to the holders of all or substantially all of the outstanding Common Shares by way of a stock dividend in accordance with Section 3.4.1), (ii) subject to Section 3.4.3.1, rights, options or warrants (excluding rights exercisable for 45 days or less), (iii) evidence of its indebtedness, or (iv) assets (excluding dividends paid in the ordinary course), including shares of other corporations, then, in each such case, the holders of Class A Non-Voting Shares will receive the same distribution.

3.4.3.3 If at any time or from time to time there is a recapitalization, capital reorganization or reclassification of Common Shares or any Amalgamation or merger of the Corporation (other than a split, subdivision, consolidation, issuance of rights, options or warrants or any distribution provided for elsewhere in this Section 3.4) (a "Recapitalization"), provision

will be made so that the holders of Class A Non-Voting Shares which are outstanding at such time will thereafter be entitled to receive, upon conversion of such shares, the number of shares or other securities or property or otherwise, which such holder would have been entitled to receive if immediately prior to the Recapitalization such holder had converted its Class A Non-Voting Shares into Common Shares. In any such case, an appropriate adjustment will be made in the application of the provisions of this Section 3.4 with respect to the rights of the holders of Class A Non-Voting Shares after the Recapitalization to the end that the provisions of this Section 3.4 will be applicable after that event and be as nearly equivalent as practicable.

3.4.4 Reservation of Shares Issuable Upon Conversion

The Corporation will at all times keep available out of its authorized but unissued Common Shares, solely for the purpose of effecting the conversion of the Class A Non-Voting Shares in accordance herewith, such number of Common Shares as will from time to time be sufficient to effect the conversion of all outstanding Class A Non-Voting Shares into Common Shares; and if at any time the number of authorized but unissued Common Shares or other securities or property will not be sufficient to effect the conversion of all then outstanding Class A Non-Voting Shares, in addition to such other remedies as will be available to the holder of such Class A Non-Voting Shares, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued Common Shares to such number of shares as will be sufficient for such purposes, including, without limitation, engaging in commercially reasonable efforts to obtain the requisite shareholder approval of any necessary amendment to its articles of incorporation.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2006-May-09

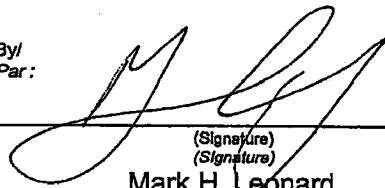
(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

CONSTELLATION SOFTWARE INC.

(Name of Corporation) (If the name is to be changed by these articles set out current name)
(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By/
Par :




(Signature)
(Signature)

Mark H. Leonard

President

(Description of Office)
(Fonction)



 **Consumer and
Business Services**

CORRECTED CERTIFICATE
This is a Corrected certificate endorsed pursuant to Section 275 of the Business Corporations Act, and effective on

**Ministère des Services
aux consommateurs
et aux entreprises**

CERTIFICATE RECTIFIÉ
Le présent certificat rectifié est approuvé
conformément à l'article 275 de la Loi sur les
sociétés par actions; il entre en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

1517581

NOVEMBER 11 NOVEMBRE 2003

[Signature]
Director / Director

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

**Form 3
Business
Corporations
Act**

Formule 3
Loi sur les
sociétés par
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

[illegible]

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT):

[illegible]

3. **Date of incorporation/amalgamation:**
Date de la constitution ou de la fusion :

2002-03-01

(Year, Month, Day)
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: or minimum and maximum number of directors is/are:
 Nombre d'administrateurs : ou nombre minimum et maximum d'administrateurs :

Number or minimum and maximum
 Nombre ou minimum et maximum

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5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

See page 1A

CONSTELLATION SOFTWARE INC.

The articles of the Constellation Software Inc. (the "**Corporation**") are hereby amended, effective immediately after the special resolution authorizing this amendment was approved by the shareholders of the Corporation, to:

- (a) change each of the issued and outstanding Series A Common Shares into one Series 3 Common Share;
- (b) remove the Series A Common Shares and all rights, privileges, restrictions and conditions attached thereto;
- (c) change each of the issued and outstanding Series B Common Shares into one Series 2 Common Share; and
- (d) remove the Series B Common Shares and all rights, privileges, restrictions and conditions attached thereto.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2003-Nov-11

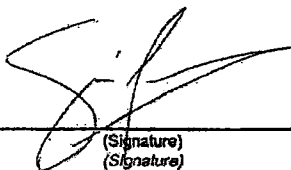
(Year, Month, Day)
 (année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

CONSTELLATION SOFTWARE INC.

(Name of Corporation) (If the name is to be changed by these articles set out current name)
 (Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By/
 Par :



(Signature)
 (Signature)

Simon Parmar, Chief Financial Officer

(Description of Office)
 (Fonction)

The articles of the Constellation Software Inc. (the “Corporation”) are hereby amended, effective immediately after the special resolution authorizing this amendment was approved by the shareholders of the Corporation, to:

- (a) amend the rights, privileges, restrictions and conditions attached to the Common Shares as set forth herein;
- (b) amend the rights, privileges, restrictions and conditions attached to the Series A Common Shares as set forth herein;
- (c) amend the rights, privileges, restrictions and conditions attached to the Series B Common Shares as set forth herein;
- (d) amend the rights, privileges, restrictions and conditions attached to the Class A Non-Voting Shares as set forth herein;
- (e) create an unlimited number of Series 1 Common Shares and to provide for the rights, privileges, restrictions and conditions thereof as set forth herein;
- (f) create an unlimited number of Series 2 Common Shares and to provide for the rights, privileges, restrictions and conditions thereof as set forth herein;
- (g) create an unlimited number of Series 3 Common Shares and to provide for the rights, privileges, restrictions and conditions thereof as set forth herein;
- (h) change each of the issued and outstanding Series C, E, F and G Common Shares into one Series 1 Common Share;
- (i) remove the Series C, D, E, F and G Common Shares and all rights, privileges, restrictions and conditions attached thereto; and
- (j) provide that the rights, privileges, restrictions and conditions attaching to the Common Shares and each series thereof and the Class A Non-Voting Shares are as follows:

ARTICLE 1 - GENERAL PROVISIONS

The following rights, privileges, restrictions and conditions shall apply to the Common Shares and the Class A Non-Voting Shares:

1.01 Dividends

(1) The holders of Common Shares and Class A Non-Voting Shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine.

(2) The Common Shares and Class A Non-Voting Shares shall participate equally as to dividends. All dividends which the board of directors may determine to declare and pay in any financial year of the Corporation shall be declared and paid in equal amounts per share and at the same time on all of the Common Shares and Class A Non-Voting Shares at the time outstanding without preference or distinction.

1.02 Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares and the Class A Non-Voting Shares shall be entitled to participate concurrently and such distribution shall be made in equal amounts per share on all the Common Shares and all the Class A Non-Voting Shares at the time outstanding without preference or distinction.

1.03 Conversion

(1) A holder of shares of the Corporation who is entitled hereunder to convert such shares may exercise such conversion privilege by giving written notice thereof to the Corporation at its registered office at least five days before the date specified for conversion. Any such notice may be given by mail, delivered or sent by facsimile. Such notice shall specify the class or series of shares into which such shares are to be converted, the effective date of such conversion and, if only part of the shares held by the holder is to be converted, the number of shares to be converted. The conversion shall be effected on the date specified for conversion and thereafter the holder of such shares shall be deemed to be a holder of the shares into which such holder has elected to convert in accordance herewith and any share certificate representing the shares so converted shall be deemed to represent the appropriate number, class and/or series of shares into which such holder has elected to convert in accordance herewith; provided that the holder of a share certificate representing shares so converted shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of any registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of shares into which such holder has elected to convert in accordance herewith.

(2) Where the Corporation is entitled hereunder to convert shares, it may exercise such conversion privilege by giving written notice thereof to holders thereof at the addresses as they appear on the records of the Corporation or, in the event of the address of any such holder not so appearing, then to the last known address of such holder, at least ten days before the date specified for conversion. Any such notice may be given by mail, delivered or sent by facsimile. Such notice shall specify the class or series of shares into which such shares are to be converted and the effective date of such conversion. The accidental failure to give any such notice to one or more of such holders shall not affect the validity of such conversion. The conversion shall be effected upon the date set out in such notice and thereafter the holders of such shares shall be deemed to be holders of the shares in which the Corporation has elected to convert in accordance herewith and any share certificate representing the shares so converted shall be deemed to represent the appropriate number, class and/or series of shares into which the Corporation has elected to convert in accordance herewith; provided that the holder of a share certificate

representing shares so converted shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of any registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of shares into which the Corporation has elected to convert in accordance herewith.

ARTICLE 2 - COMMON SHARES

The Common Shares, as a class and in addition to the rights, privileges, restrictions and conditions set forth in Article 1, shall have attached thereto the following rights, privileges, restrictions and conditions:

2.01 Issuable in Series

The Common Shares may be issued in series, but in only five series and consisting of the Series A Common Shares, the Series B Common Shares, the Series 1 Common Shares, the Series 2 Common Shares and the Series 3 Common Shares hereinafter provided.

2.02 Voting Rights

Subject to the provisions set forth in Section 3.01 in respect of the Series A Common Shares, each holder of Common Shares shall be entitled to receive notice of and to attend and to vote at all meetings of shareholders of the Corporation and each holder shall be entitled to one vote at all such meetings in respect of each Common Share held by such holder.

2.03 Dissolution

The Common Shares of each series shall rank on a parity with the Common Shares of every other series with respect to dividends and return of capital in the event of the liquidation, dissolution or winding-up of the Corporation. If any declared non-cumulative dividends or amounts payable on a return of capital in the event of the liquidation, dissolution or winding-up of the Corporation are not paid in full in respect of any series of the Common Shares, the Common Shares of all series shall participate rateably in respect of such dividends in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of such return of capital in accordance with the sums that would be payable on such return of capital if all sums so payable were paid in full; provided, however, that if there are insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Common Shares with respect to return of capital shall be paid and satisfied first and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

ARTICLE 3 - SERIES A COMMON SHARES

The first series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as "Series A Common Shares" and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

3.01 Voting

Notwithstanding Section 2.02, the holders of the Series A Common Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting.

3.02 Conversion

Each issued Series A Common Share may at any time be converted, at the option of the holder, into one Series 3 Common Share or one Class A Non-Voting Share, pursuant to the procedure set forth in Section 1.03.

ARTICLE 4- SERIES B COMMON SHARES

The second series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as "Series B Common Shares" and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

4.01 Conversion

Each issued Series B Common Share may at any time be converted, at the option of the holder, into one Series 2 Common Share pursuant to the procedure set forth in Section 1.03.

ARTICLE 5 - SERIES 1 COMMON SHARES

The third series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as "Series 1 Common Shares" and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

5.01 Conversion

(1) Each issued Series 1 Common Share may at any time be converted, at the option of the holder, into one Series 3 Common Share, pursuant to the procedure set forth in Section 1.03.

(2) Each issued Series 1 Common Share may at any time be converted, at the option of the Corporation, into one Series 3 Common Share pursuant to the procedure set forth in Section 1.03, provided that notice of conversion hereunder shall not be given unless the Corporation exercises such right in respect of all Series 1 Common Shares and, contemporaneous therewith, the Corporation exercises its rights to convert all Series 2 Common Shares under Section 6.01(2).

ARTICLE 6 - SERIES 2 COMMON SHARES

The fourth series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as "Series 2 Common Shares" and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

6.01 Conversion

(1) Each issued Series 2 Common Share may at any time be converted, at the option of the holder, into one Series 3 Common Share pursuant to the procedure set forth in Section 1.03.

(2) Each issued Series 2 Common Share may at any time be converted, at the option of the Corporation, into one Series 3 Common Share pursuant to the procedure set forth in Section 1.03, provided that notice of conversion hereunder shall not be given unless the Corporation exercises such right in respect of all Series 2 Common Shares and, contemporaneous therewith, the Corporation exercises its rights to convert all Series 1 Common Shares under Section 5.01(2).

ARTICLE 7- SERIES 3 COMMON SHARES

The fifth series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as "Series 3 Common Shares" and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

7.01 Conversion

Each issued Series 3 Common Share may at any time be converted, at the option of the holder, into one Class A Non-Voting Share pursuant to the procedure set forth in Section 1.03.

ARTICLE 8 - CLASS A NON-VOTING SHARES

The Class A Non-Voting Shares shall have attached thereto, in addition to the rights, privileges, restrictions and conditions set forth in Article 1, the following rights, privileges, restrictions and conditions:

8.01 Voting

The holders of the Class A Non-Voting Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting.

8.02 Conversion

Each issued Class A Non-Voting Share may at any time be converted, at the option of the holder, into one Series 3 Common Share pursuant to the procedure set forth in Section 1.03, provided, however that after giving effect to such conversion, the holder requesting such conversion and its affiliates (as defined in the *Business Corporations Act* (Ontario)) are not the beneficial owners of more than 50% of the issued and outstanding Common Shares.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2003-Nov-11

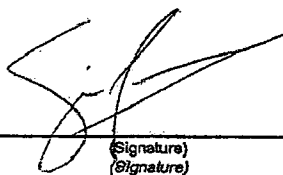
(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

CONSTELLATION SOFTWARE INC.

(Name of Corporation) (If the name is to be changed by these articles set out current name)
(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By/
Par :




(Signature)
(Signature)

Simon Parmar, Chief Financial Officer

(Description of Office)
(Fonction)




 Ministry of
Consumer and
Ontario Business Services
CERTIFICATE
This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises
CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

1517581

MARCH 01 MARS, 2002


Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION STATUTS DE FUSION

Form 4
Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

[illegible]

2. The address of the registered office is: *Adresse du siège social:*

20 ADELAIDE STREET EAST, SUITE 1200

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

TORONTO, ONTARIO

M	5	C	2	T	6
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(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code/Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum of 1 and maximum of 10

4. The director(s) is/are: *Administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Michael Mazan	30 Glenaden Ave.E., Toronto, Ont. M8Y 2L3	Yes
J. Brian Aune	640 Clarke Avenue, Westmount, Quebec. H3Y 3E4	Yes
Mark Leonard	51 Leuty Avenue, Toronto, Ont. M4E 2R2	Yes
Donna Parr	379 Sunnyside Avenue, Etobicoke, Ont. M6S 2R9	Yes
Stephen Dent	25 Bayview Ave. Toronto, Ont. M4N 1R8	Yes

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Stephen Scotchmer	60 Colonial Crescent, Oakville, Ontario, L6J 4K9	Yes
Ranjit Nar	606-4 Forest Laneway, North York, Ontario, M2N 5X8	Yes

5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

2. (A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

- (B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

- (B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

CONSTELLATION SOFTWARE INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des compagnies qui fusionnent	Ontario Corporation Number Numéro de la compagnie en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
Constellation Software Inc.	1405642	February 4th, 2002
Constellation Justice Systems Inc.	1327552	February 4th, 2002

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales³ ou aux pouvoirs de la compagnie.

No restrictions

7. The classes and any maximum number of shares that the corporation is authorized to issue: *Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

Unlimited number of Common Shares, issuable in series, and an unlimited number of Class A Non-Voting Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: 4.
- Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

See pages 4A to 4N

**Rights, Privileges, Restrictions and Conditions
Attaching to Each Class of Shares of the
Amalgamated Corporation**

1. COMMON SHARES

The Common Shares, as a class, shall be designated as Common Shares and shall have attached thereto the following rights, privileges, restrictions and conditions:

1.1 Issuable in Series

The Common Shares may be issued in any of seven series (designated Series A through G, respectively), having the series rights and restrictions provided herein.

1.2 Voting Rights

The holders of the Common Shares shall be entitled to vote at all meetings of shareholders of the Corporation except meetings at which only the holders of the Non-Voting Shares as a class or the holders of one or more series of the Common Shares are entitled to vote, and shall be entitled to one vote at all such meetings in respect of each Common Share held.

1.3 Dissolution

1.3.1 In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall be entitled to participate rateably and *pari passu* with the holders of the Class A Non-Voting Shares therein.

1.3.2 The Common Shares of each series shall rank on a parity with the Common Shares of every other series with respect to dividends and return of capital in the event of the liquidation, dissolution or winding-up of the Corporation. If any declared non-cumulative dividends or amounts payable on a return of capital in the event of the liquidation, dissolution or winding-up of the Corporation are not paid in full in respect of any series of the Common Shares, the Common Shares of all series shall participate rateably in respect of such dividends in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of such return of capital in accordance with the sums that would be payable on such return of capital if all sums so payable were paid in full; provided, however, that if there are insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Common Shares with respect to return of capital shall be paid and satisfied first and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends

2. SERIES A COMMON SHARES

The first series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as Series A Common Shares (hereinafter referred to as the "Series A Common Shares") and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

2.1 Dividends

2.1.1 The holders of the Series A Common Shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends; dividends in such amounts and payable in such manner as the board of directors may from time to time determine.

2.1.2 The Common Shares and Class A Non-Voting Shares shall participate equally as to dividends. Any dividends declared in accordance with paragraph 2.1.1 shall be declared in equal amounts per share and at the same time on all Common Shares and Class A Non-Voting Shares at the time outstanding without preference or distinction.

2.2 Conversion for Class A Non-Voting Shares

2.2.1 Series A Common Shares shall be converted into Class A Non-Voting Shares on the basis of one Class A Non-Voting Share for each Series A Common Share upon the request of a holder of Series A Common Shares, upon giving notice to the Corporation as provided hereunder.

2.2.2 A holder of Series A Common Shares may exercise the conversion privilege set forth in paragraph 2.2.1 by given written notice thereof to the Corporation at its registered office at least five days before the date specified for conversion. Any such notice may be given by mail, delivered or sent by facsimile and, if part only of the Series A Common Shares held by the holder is to be converted the number thereof so to be converted. The conversion shall be effected on the date specified for conversion and thereafter the holder of Class A Non-Voting Shares shall be deemed to be a holder of Class A Non-Voting Shares and any share certificate representing Series A Common Shares so converted shall be deemed to represent the appropriate number of Class A Non-Voting Shares; provided that the holder of a Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of any registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Class A Non-Voting Shares.

3. SERIES B COMMON SHARES

The second series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as Series B Common Shares (hereinafter referred to as the "Series B Common Shares") and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

3.1 Dividends

- 3.1.1 The holders of the Series B Common Shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine.
- 3.1.2 The Common Shares and Class A Non-Voting Shares shall participate equally as to dividends. Any dividends declared in accordance with paragraph 3.1.1 shall be declared in equal amounts per share and at the same time on all Common Shares and Class A Non-Voting Shares at the time outstanding without preference or distinction.

3.2 Conversion

- 3.2.1 Series B Common Shares shall be converted into Series A Common Shares on the basis of one Series A Common Share for each Series B Common Share upon the following events of conversion:
 - 3.2.1.1 upon the request of a holder of Series B Common Shares, upon giving notice to the Corporation, as provided hereunder, or
 - 3.2.1.2 upon notice from the Corporation given any time after September 30, 2000 provided that prior thereto the holders of the Series B Common Shares shall not have exercised any rescission rights available to them pursuant to the Share Subscription Agreement between such holders and the Corporation pertaining to the issuance of the Series B Common Shares and provided further that notice of conversion hereunder shall not be given unless, contemporaneous therewith, the Corporation exercises its rights under sections 4.2.1.2, 5.2.1.2, 6.2.1.2, 7.2.1.2 and 8.2.1.2.
- 3.2.2 In the case of conversion under the provisions of paragraph 3.2.1.1 hereof, the holder shall at least five days before the date specified for conversion mail or deliver by facsimile or by courier to the Corporation a notice in

writing of the intention of the holder to require the Corporation to convert such shares to Series A Common Shares. Such notice shall be mailed or delivered to the Corporation at its registered office. Such notice shall set out the date on which the conversion is to take place and if part only of the Series B Common Shares held by the holder is to be converted the number thereof so to be converted. The conversion shall be effected on the date specified for conversion and thereafter the holder of Series B Common Shares shall be deemed to be a holder of Series A Common Shares and any share certificate representing Series B Common Shares shall be deemed to represent the appropriate number of Common Shares; provided that any holder of a Series B Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

- 3.2.3 In the case of conversion under the provisions of paragraph 3.2.1.2 hereof, the Corporation shall at least ten days before the date specified for conversion mail or deliver by facsimile or by courier to each person who at the date of mailing or delivery is a holder of Series B Common Shares a notice in writing of the intention of the Corporation to convert such Series B Common Shares into Series A Common Shares. Such notice shall be mailed or delivered prepaid to each holder at the address as it appears on the records of the Corporation or in the event of the address of any such holder not so appearing then to the last known address of such holder, provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such conversion. Such notice shall set out the date on which conversion is to take place. The conversion shall be effected upon the date set out in such notice and thereafter the holders of Series B Common Shares shall be deemed to be holders of Series A Common Shares; provided that any holder of a Series B Common Share certificate shall be deemed to represent the appropriate number of Common Shares; provided that any holder of a Series B Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

4. SERIES C COMMON SHARES

The third series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as Series C Common Shares (hereinafter referred to as the "Series C Common Shares") and which, in addition to the rights, privileges, restrictions and condition, attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and condition:

4.1 Dividends

- 4.1.1 The holders of the Series C Common Shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine.
- 4.1.2 The Common Shares and Class A Non-Voting Shares shall participate equally as to dividends. Any dividends declared in accordance with paragraph 4.1.1 shall be declared in equal amounts per share and at the same time on all Common Shares and Class A Non-Voting Shares at the time outstanding without preference or distinction.

4.2 Conversion

- 4.2.1 Series C Common Shares shall be converted into Series A Common Shares on the basis of one Series A Common Share for each Series C Common Share upon the following events of conversion:
- 4.2.1.1 upon the request of a holder of Series C Common Shares, upon giving notice to the Corporation, as provided hereunder, or
- 4.2.1.2 upon notice from the Corporation and provided that notice of conversion hereunder shall not be given unless, contemporaneous therewith, the Corporation exercises its rights under sections, 3.2.1.2, 5.2.1.2, 6.2.1.2, 7.2.1.2 and 8.2.1.2.
- 4.2.2 In the case of conversion under the provisions of paragraph 4.2.1.1 hereof, the holder shall at least five days before the date specified for conversion mail or deliver by facsimile or by courier to the Corporation a notice in writing of the intention of the holder to require the Corporation to convert such shares to Series A Common Shares. Such notice shall be mailed or delivered to the Corporation at its registered office. Such notice shall set out the date on which the conversion is to take place and if part only of the Series C Common Shares held by the holder is to be converted the number thereof so to be converted. The conversion shall be effected on the date specified for conversion and thereafter the holder of Series C Common Shares shall be deemed to be a holder of Series A Common Shares and any share certificate representing Series C Common Shares shall be deemed to represent the appropriate number of Series A Common Shares; provided that any holder of a Series C Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and

transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

- 4.2.3 In the case of conversion under the provisions of paragraph 4.2.1.2 hereof, the Corporation shall at least ten days before the date specified for conversion mail or deliver by facsimile or by courier to each person who at the date of mailing or delivery is a holder of Series C Common Shares a notice in writing of the intention of the Corporation to convert such Series C Common Shares into Series A Common Shares. Such notice shall be mailed or delivered prepaid to each holder at the address as it appears on the records of the Corporation or in the event of the address of any such holder not so appearing then to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such conversion. Such notice shall set out the date on which conversion is to take place. The conversion shall be effected upon the date set out in such notice and thereafter the holders of Series C Common Shares shall be deemed to be holders of Series A Common Shares; provided that any holder of a Series C Common Share certificate shall be deemed to represent the appropriate number of Series A Common Shares; provided that any holder of a Series C Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

5. SERIES D COMMON SHARES

The fourth series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as Series D Common Shares (hereinafter referred to as the "Series D Common Shares") and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

5.1 Dividends

- 5.1.1 The holders of the Series D Common Shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine.
- 5.1.2 The Common Shares and Class A Non-Voting Shares shall participate equally as to dividends. Any dividends declared in accordance with paragraph 5.1.1 shall be declared in equal amounts per share and at the

same time on all Common Shares and Class A Non-Voting Shares at the time outstanding without preference or distinction.

5.2 Conversion

5.2.1 Series D Common Shares shall be converted into Series A Common Shares on the basis of one Series A Common Share for each Series D Common Share upon the following events of conversion:

5.2.1.1 upon the request of a holder of Series D Common Shares, upon giving notice to the Corporation, as provided hereunder, or

5.2.1.2 upon notice from the Corporation and provided that notice of conversion hereunder shall not be given unless, contemporaneous therewith, the Corporation exercises its rights under sections 3.2.1.2, 4.2.1.2, 6.2.1.2, 7.2.1.2 and 8.2.1.2.

5.2.2 In the case of conversion under the provisions of paragraph 5.2.1.1 hereof, the holder shall at least five days before the date specified for conversion mail or deliver by facsimile or by courier to the Corporation a notice in writing of the intention of the holder to require the Corporation to convert such shares to Series A Common Shares. Such notice shall be mailed or delivered to the Corporation at its registered office. Such notice shall set out the date on which the conversion is to take place and if part only of the Series D Common Shares held by the holder is to be converted the number thereof so to be converted. The conversion shall be effected on the date specified for conversion and thereafter the holder of Series D Common Shares shall be deemed to be a holder of Series A Common Shares and any share certificate representing Series D Common Shares shall be deemed to represent the appropriate number of Series A Common Shares; provided that any holder of a Series D Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

5.2.3 In the case of conversion under the provisions of paragraph 5.2.1.2 hereof, the Corporation shall at least ten days before the date specified for conversion mail or deliver by facsimile or by courier to each person who at the date of mailing or delivery is a holder of Series D Common Shares a notice in writing of the intention of the Corporation to convert such Series D Common Shares into Series A Common Shares. Such notice shall be mailed or delivered prepaid to each holder at the address as it appears on the records of the Corporation or in the event of the address of any such holder not so appearing then to the last known address of such holder;

provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such conversion. Such notice shall set out the date on which conversion is to take place. The conversion shall be effected upon the date set out in such notice and thereafter the holders of Series D Common Shares shall be deemed to be holders of Series A Common Shares; provided that any holder of a Series D Common Share certificate shall be deemed to represent the appropriate number of Series A Common Shares; provided that any holder of a Series D Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

6. SERIES E COMMON SHARES

The fifth series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as Series E Common Shares (hereinafter referred to as the "Series E Common Shares") and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

6.1 Dividends

- 6.1.1 The holders of Series E Common Shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine.
- 6.1.2 The Common Shares and Class A Non-Voting Shares shall participate equally as to dividends. Any dividends declared in accordance with paragraph 6.1.1 shall be declared in equal amounts per share and at the same time on all Common Shares and Class A Non-Voting Shares at the time outstanding without preference or distinction.

6.2 Conversion

- 6.2.1 Series E Common Shares shall be converted into Series A Common Shares on the basis of one Common Share for each Series E Common Share upon the following events of conversion:
 - 6.2.1.1 upon the request of a holder of Series E Common Shares, upon giving notice to the Corporation, as provided hereunder, or

- 6.2.1.2 upon notice from the Corporation and provided that notice of conversion hereunder shall not be given unless, contemporaneous therewith, the Corporation exercises its rights under sections 3.2.1.2, 4.2.1.2, 5.2.1.2, 7.2.1.2 and 8.2.1.2.
- 6.2.2 In the case of conversion under the provisions of paragraph 6.2.1.1 hereof, the holder shall at least five days before the date specified for conversion mail or deliver by facsimile or by courier to the Corporation a notice in writing of the intention of the holder to require the Corporation to convert such shares to Series A Common Shares. Such notice shall be mailed or delivered to the Corporation at its registered office. Such notice shall set out the date on which the conversion is to take place and if part only of the Series E Common Shares held by the holder is to be converted the number thereof so to be converted. The conversion shall be effected on the date specified for conversion and thereafter the holder of Series D Common Shares shall be deemed to be a holder of Series A Common Shares and any share certificate representing Series E Common Shares shall be deemed to represent the appropriate number of Series A Common Shares; provided that any holder of a Series E Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.
- 6.2.3 In the case of conversion under the provisions of paragraph 6.2.1.2 hereof, the Corporation shall at least ten days before the date specified for conversion mail or deliver by facsimile or by courier to each person who at the date of mailing or delivery is a holder of Series E Common Shares a notice in writing of the intention of the Corporation to, convert such Series E Common Shares into Series A Common Shares. Such notice shall be mailed or delivered prepaid to each holder at the address as it appears on the records of the Corporation or in the event of the address of any such holder not so appearing then to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such conversion. Such notice shall set out the date on which conversion is to take place. The conversion shall be effected upon the date set out in such notice and thereafter the holders of Series E Common Shares shall be deemed to be holders of Common Shares; provided that any holder of a Series E Series A Common Share certificate shall be deemed to represent the appropriate number of Series A Common Shares; provided that any holder of a Series E Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

7. SERIES F COMMON SHARES

The sixth series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as Series F Common Shares (hereinafter referred to as the "Series F Common Shares") and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

7.1 Dividends

7.1.1 The holders of the Series F Common Shares shall be entitled to receive and the Corporation shall pay thereon, it as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine.

7.1.2 The Common Shares and Class A Non-Voting Shares shall participate equally as to dividends. Any dividends declared in accordance with paragraph 7.1.1 shall be declared in equal amounts per share and at the same time on all Common Shares and Class A Non-Voting Shares at the time outstanding without preference or distinction.

7.2 Conversion

7.2.1 Series F Common Shares shall be converted into Series A Common Shares on the basis of one Series A Common Share for each Series F Common Share upon the following events of conversion:

7.2.1.1 upon the request of a holder of Series F Common Shares, upon giving notice to the Corporation, as provided hereunder, or

7.2.1.2 upon notice from the Corporation provided that notice, of Conversion hereunder shall not be given unless, contemporaneous therewith, the Corporation exercises its rights under sections 3.2.1.2, 4.2.1.2, 5.2.1.2, 6.2.1.2, and 8.2.1.2.

7.2.2 In the case of conversion under the provisions of paragraph 7.2.1.1 hereof, the holder shall at least five days before the date specified for conversion mail or deliver by facsimile or by courier to the Corporation a notice in writing of the intention of the holder to require the Corporation to convert such shares to Series A Common Shares. Such notice shall be mailed or delivered to the Corporation at its registered office. Such notice shall set out the date on which the conversion is to take place and if part only of the Series F Common Shares held by the holder is to be converted the number thereof so to be converted. The conversion shall be effected on the date

specified for conversion and thereafter the holder of Series F Common Shares shall be deemed to be a holder of Series A Common Shares and any share certificate representing Series F Common Shares shall be deemed to represent the appropriate number of Series A Common Shares; provided that any holder of a Series F Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

- 7.2.3 In the case of conversion under the provisions of paragraph 7.2.1.2 hereof, the Corporation shall at least ten days before the date specified for conversion mail or deliver by facsimile or by courier to each person who at the date of mailing or delivery is a holder of Series F Common Shares a notice in writing of the intention of the Corporation to convert such Series F Common Shares into Series A Common Shares. Such notice shall be mailed or delivered prepaid to each holder at the address as it appears on the records of the Corporation or in the event of the address of any such holder not so appearing then to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such conversion. Such notice shall set out the date on which conversion is to take place. The conversion shall be effected upon the date set out in such notice and thereafter the holders of Series F Common Shares shall be deemed to be holders of Series A Common Shares; provided that any holder of a Series F Common Share certificate shall be deemed to represent the appropriate number of Series A Common Shares; provided that any holder of a Series F Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

8. SERIES G COMMON SHARES

The seventh series of Common Shares of the Corporation shall consist of an unlimited number of Common Shares which shall be designated as Series G Common Shares (hereinafter referred to as the "Series G Common Shares") and which, in addition to the rights, privileges, restrictions and conditions attached to the Common Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

8.1 Dividends

- 8.1.1 The holders of the Series G Common Shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation

properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine.

- 8.1.2 The Common Shares and Class A Non-Voting Shares shall participate equally as to dividends. Any dividends declared in accordance with paragraph 8.1.1 shall be declared in equal amounts per share and at the same time on all Common Shares and Class A Non-Voting Shares at the time outstanding without preference or distinction.

8.2 Conversion

- 8.2.1 Series G Common Shares shall be converted into Series A Common Shares on the basis of one Series A Common Share for each Series G Common Share upon the following events of conversion:

8.2.1.1 upon the request of a holder of Series G Common Shares, upon giving notice to the Corporation, as provided hereunder, or

8.2.1.2 upon notice from the Corporation provided that notice of conversion hereunder shall not be given unless, contemporaneous therewith, the Corporation exercises its rights under sections 3.2.1.2, 4.2.1.2, 5.2.1.2, 6.2.1.2, and 7.2.1.2.

- 8.2.2 In the case of conversion under the provisions of paragraph 8.2.1.1 hereof, the holder shall at least five days before the date specified for conversion mail or deliver by facsimile or by courier to the Corporation a notice in writing of the intention of the holder to require the Corporation to convert such shares to Series A Common Shares. Such notice shall be mailed or delivered to the Corporation at its registered office. Such notice shall set out the date on which the conversion is to take place and if part only of the Series G Common Shares held by the holder is to be converted the number thereof so to be converted. The conversion shall be effected on the date specified for conversion and thereafter the holder of Series G Common Shares shall be deemed to be a holder of Series A Common Shares and any share certificate representing Series G Common Shares shall be deemed to represent the appropriate number of Series A Common Shares; provided that any holder of a Series G Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

- 8.2.3 In the case of conversion under the provisions of paragraph 8.2.1.2 hereof, the Corporation shall at least ten days before the date specified for

conversion mail or deliver by facsimile or by courier to each person who at the date of mailing or delivery is a holder of Series G Common Shares a notice in writing of the intention of the Corporation to convert such Series G Common Shares into Series A Common Shares. Such notice shall be mailed or delivered prepaid to each holder at the address as it appears on the records of the Corporation or in the event of the address of any such holder not so appearing then to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such conversion. Such notice shall set out the date on which conversion is to take place. The conversion shall be effected upon the date set out in such notice and thereafter the holders of Series G Common Shares shall be deemed to be holders of Series A Common Shares; provided that any holder of a Series G Common Share certificate shall be deemed to represent the appropriate number of Series A Common Shares; provided that any holder of a Series G Common Share certificate shall be entitled, on presentation and surrender of such certificate at the registered office of the Corporation or at any specified office of the registrar and transfer agent of the Corporation, to receive a share certificate representing the appropriate number of Series A Common Shares.

9. CLASS A NON-VOTING SHARES

The Class A Non-Voting Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

9.1 Voting

The holders of the Class A Non-Voting Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Non-Voting Shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the winding-up or the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184(3) of the *Business Corporations Act* (Ontario) as now enacted or as the same may from time to time be amended re-enacted or replaced.

9.2 Dividends

9.2.1 Subject to paragraph 9.2.2 the holders of the Class A Non-Voting Shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable in such manner as the board of directors may from time to time determine.

- 9.2.2 The Common Shares and Class A Non-Voting Shares shall participate equally as to dividends. Any dividends declared in accordance with paragraph 9.2.1 shall be declared in equal amounts per share and at the same time on all Common Shares and Class A Non-Voting Shares at the time outstanding without preference or distinction.

9.3 Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class A Non-Voting Shares shall be entitled to participate rateably and *pari passu* with the holders of the Common Shares therein.

9.4 Conversion

- 9.4.1 Class A Non-Voting Shares shall be converted into Series A Common Shares on the basis of one Series A Common Share for each Class A Non-Voting Share upon the request of a holder of Class A Non-Voting Shares, upon giving notice to the Corporation as provided hereunder, provided that after giving effect to such conversion the holder requesting such conversion, together with its affiliates (as defined in the OBCA) are not the beneficial owners of more than 50% of the issued and outstanding Common Shares.
- 9.4.2 A holder of Class A Non-Voting Shares may exercise the conversion privilege set forth in paragraph 9.4.1 by given written notice thereof to the Corporation at its registered office at least five days before the date specified for conversion. Any such notice may be given by mail, delivered or sent by facsimile and, if part only of the Class A Non-Voting shares held by the holder is to be converted, the number thereof so to be converted. The conversion shall be effected on the date specified for conversion and thereafter the holder of Class A Non-Voting shares shall be deemed to be a holder of Series A Common Shares and any share certificate representing Class A Non-Voting Shares shall be deemed to represent the appropriate number of Series A Common Shares; provided that the holder of a Class A Non-Voting Share certificate shall be entitled, on presentation and surrender at the registered office of the Corporation or at any specified office of any registrar and transfer agent of the Corporation of such certificate, to receive a share certificate representing the appropriate number of Series A Common Shares.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes.*⁵

The right to transfer shares of the Amalgamated Corporation is restricted in that no share shall be transferred except with the consent of the board of directors of the Amalgamated Corporation, to be expressed either by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in the employment of the Amalgamated Corporation or of any wholly-owned subsidiary of the Amalgamated Corporation and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation or any wholly-owned subsidiary of the Amalgamated Corporation were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to not more than fifty (50), two or more persons who are joint registered owners of one or more shares being counted as one shareholder.

Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.

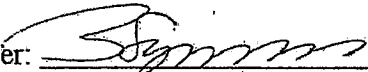
11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A". *Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A"*

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". *Une copie de la convention de fusion ou les résolutions de administrateurs (selon le cas) constitue(nt) l'annexe "B".*

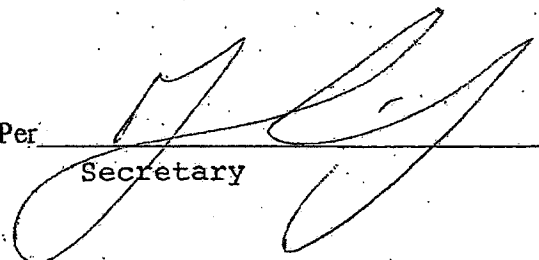
Names of the amalgamating corporations and
signatures and descriptions of office of their proper
officers.

*Dénomination sociale des compagnies qui fusionnent,
signature et fonction de leurs dirigeants régulièrement
désignés.*

CONSTELLATION SOFTWARE INC.

Per: 
Secretary

CONSTELLATION JUSTICE SYSTEMS INC.

Per: 
Secretary

Schedule "A"

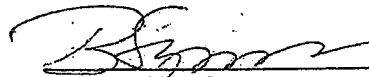
CONSTELLATION SOFTWARE INC.

Statement

I, Barry Alan Symons, the Secretary of Constellation Software Inc. (the "Corporation"), refer to the proposed amalgamation of the Corporation with Constellation Justice Systems Inc. and hereby state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Corporation and Constellation Justice Systems Inc. is able to pay its liabilities as they become due;
 - (b) the corporation continuing from the amalgamation of the Corporation and Constellation Justice Systems Inc. (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
 - (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (d) no creditor of the Corporation or Constellation Justice Systems Inc. will be prejudiced by the said amalgamation.
2. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED 1st March, 2002.



Barry Alan Symons

Schedule "A"

CONSTELLATION JUSTICE SYSTEMS INC.

Statement

I, Mark Leonard, the Secretary of Constellation Justice Systems Inc. (the "Corporation"), refer to the proposed amalgamation of the Corporation with Constellation Software Inc. and hereby state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Corporation and Constellation Software Inc. is able to pay its liabilities as they become due;
 - (b) the corporation continuing from the amalgamation of the Corporation and Constellation Software Inc. (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
 - (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (d) no creditor of the Corporation, or Constellation Software Inc. will be prejudiced by the said amalgamation.
2. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED 1st March, 2002.



Mark Leonard

Schedule "B"

CONSTELLATION SOFTWARE INC.

"AMALGAMATION WITH CONSTELLATION JUSTICE SYSTEMS INC."

RESOLVED that:

1. The amalgamation of the Corporation with Constellation Justice Systems Inc. pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of Constellation Justice Systems Inc. shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "Amalgamated Corporation") shall be the same as the articles of the Corporation.
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation, such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
6. Any officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such officer's opinion may be necessary or desirable to complete the amalgamation hereby approved and authorized."

* * * * *

CERTIFIED to be a true copy of a resolution duly adopted by the directors of Constellation Software Inc. on the 4th day of February, 2002, which resolution is in full force and effect, unamended, at the date hereof.

DATED this 1st day of March, 2002.



Barry Alan Symons, Secretary

Schedule "B"

CONSTELLATION JUSTICE SYSTEMS INC.

"AMALGAMATION WITH CONSTELLATION SOFTWARE INC."

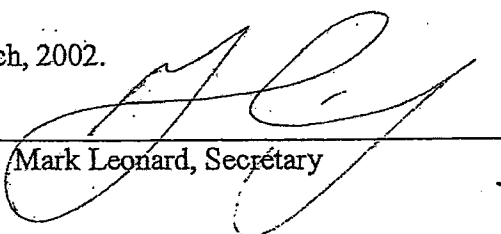
RESOLVED that:

1. The amalgamation of the Corporation with Constellation Justice Systems Inc. pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "Amalgamated Corporation") shall be the same as the articles of Constellation Justice Systems Inc.
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Constellation Justice Systems Inc., such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
6. Any officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such officer's opinion may be necessary or desirable to complete the amalgamation hereby approved and authorized".

* * * * *

CERTIFIED to be a true copy of a resolution duly adopted by the directors of Constellation Justice Systems Inc. on the 4th day of February, 2002, which resolution is in full force and effect, unamended, at the date hereof.

DATED this 1st day of March, 2002.


Mark Leonard, Secretary