

**CORPORATE ACCESS NUMBER**

**20713571**



**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
INCORPORATION**

**713571 ALBERTA LTD.**

**WAS INCORPORATED IN ALBERTA ON OCTOBER 18, 1998**



A handwritten signature in cursive script, appearing to read "G. Boddy".

**Registrar of Corporations**

ALBERTA CONSUMER AND CORPORATE AFFAIRS  
BUSINESS CORPORATIONS ACT  
(SECTION 6)

ARTICLES OF INCORPORATION  
FORM 1

1. NAME OF CORPORATION:

**713571** ALBERTA LTD.

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

The attached Schedule A is incorporated into and forms part of this Form 1.

3. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):

No shares of the Corporation shall be transferred to any person without the approval of the Board of Directors by resolution.

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

The Corporation shall have a minimum of one (1) and a maximum of nine (9) directors, with the number of directors to be set from time to time by resolution of the shareholders or, in the absence of such resolution, by resolution of the directors.

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

There shall be no restrictions on the business that the Corporation may carry on.

6. OTHER RULES OR PROVISIONS (IF ANY):

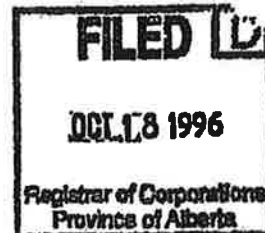
The attached Schedule B is incorporated into and forms part of this Form 1.

7. INCORPORATORS NAMES

Margaret L. Parr  
3700, 400 - 3rd Avenue S.W.  
Calgary, Alberta  
T2P 4H2

DATED this 18th day of October, 1996.

  
Incorporator



SCHEDULE A  
TO THE ARTICLES OF INCORPORATION  
OF \_\_\_\_\_ ALBERTA LTD. (the "Corporation")

The Corporation is authorized to issue an unlimited number of Class A Shares, an unlimited number of Class B Shares, an unlimited number of Class C Preferred Shares and an unlimited number of Class D Preferred Shares, issuable in series.

**I. CLASS A SHARES AND CLASS B SHARES**

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

**1. Voting**

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

1.2 Subject to the *Business Corporations Act* (Alberta) (the "Act"), holders of Class B Shares shall not be entitled to receive notice of, attend or vote at any meetings of shareholders of the Corporation.

**2. Dividends**

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

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

2.3 Holders of Class A Shares shall be entitled to receive dividends on the Class A Shares exclusive of any other shares of the Corporation and holders of Class B Shares shall be entitled to receive dividends on the Class B Shares exclusive of any other shares of the Corporation.

**3. Liquidation, Dissolution or Winding-Up**

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

**II. CLASS C PREFERRED SHARES**

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



1. Only One Issuance

1.1 The Corporation is authorized to make only one issuance of Class C Preferred Shares.

2. Definition of Redemption Amount

2.1 "Redemption Amount" for a Class C Preferred Share shall be equal to the fair market value of the consideration received by the Corporation in respect of the first issuance of the Class C Preferred Shares (with the fair market value being fixed by the Board of Directors as at the time of such first issuance of Class C Preferred Shares) divided by the number of Class C Preferred Shares issued at that time, plus any declared but unpaid non-cumulative dividends payable thereon as of the date of redemption, provided that if at a particular time the fair market value of such consideration shall be determined:

- (a) by tribunal or court of competent jurisdiction;
- (b) by agreement with Revenue Canada, Taxation; or
- (c) by a valuator acceptable to the Corporation and the holder of Class C Preferred Shares issued for such consideration;

to be different from the fair market value fixed by the Board of Directors, the fair market value of such consideration shall be adjusted by being increased or decreased so as to equal the fair market value so determined. The fair market value so adjusted shall be effective as of the time the Class C Preferred Shares were issued and the Redemption Amount per Class C Preferred Share shall be appropriately adjusted.

3. Voting Rights

3.1 Subject to the Act, holders of Class C Preferred Shares shall not be entitled to receive notice of, attend or vote at any meetings of the shareholders of the Corporation.

4. Dividends

4.1 Holders of Class C Preferred Shares shall be entitled to receive in respect of each calendar year if, as and when declared by the Board of Directors, a non-cumulative preferential dividend in the amount (if any) declared by the Board of Directors.

4.2 No dividends shall be declared or paid in any year on the Class A Shares, Class B Shares, Class D Preferred Shares or any other shares of the Corporation ranking junior to the Class C Preferred Shares from time to time with respect to the payment of dividends, unless all dividends which shall have been declared and which remain unpaid on the Class C Preferred Shares then issued and outstanding shall have been paid or provided for at the date of such declaration or payment.

4.3 If within four months after the expiration of any calendar year the Board of Directors shall not have declared a dividend on the Class C Preferred Shares in respect of such calendar year, the rights of holders of Class C Preferred Shares to a dividend for such calendar year shall be forever extinguished. If a dividend is declared during such four month period, the rights of holders of Class C Preferred Shares to any further dividend for such calendar year shall be forever extinguished.

4.4 The rights of holders of Class C Preferred Shares to dividends in any year shall be limited to the non-cumulative, preferential dividend specified in this clause 4.4.

5. Liquidation

5.1 In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of Class C Preferred Shares shall be entitled to payment of an amount equal to the Redemption Amount in priority to the Class A Shares, the Class B Shares, the Class D Preferred Shares and any other shares ranking junior to the Class C Preferred Shares from time to time with respect to payment on a Distribution and all such amounts shall be paid to the holders of the Class C Preferred Shares before any amounts are paid to the holders of Class A Shares, Class B Shares, Class D Preferred Shares and any other shares ranking junior to the Class C Preferred Shares from time to time with respect to payment on a Distribution. The Class C Preferred Shares shall not confer a right to any further participation in the property of the Corporation on a Distribution.

6. Redemption by the Corporation

6.1 Subject to the Act, the Corporation may, upon giving notice or upon the waiver of such notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class C Preferred Shares on payment or deposit (in accordance with clause II.6.4) of the Redemption Amount for each Class C Preferred Share to be redeemed. If part only of the Class C Preferred Shares are to be redeemed, the Board of Directors may select the Class C Preferred Shares to be redeemed (i) by lot; (ii) on a pro rata basis; or (iii) in such other manner as the Board of Directors may in their discretion select. If part only of the Class C Preferred Shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

6.2 In the case of a redemption of Class C Preferred Shares, the Corporation shall give notice in writing of the intention of the Corporation to redeem such shares (unless notice is waived in any manner by the holder of the Class C Preferred Shares called for redemption) at least 21 days before the date specified for redemption (the date specified for redemption to be referred to herein as the "Redemption Date") to each person who at the date of mailing is a holder of Class C Preferred Shares to be redeemed, provided that accidental failure to give such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Redemption Amount per Class C Preferred Share, the Redemption Date, the name of the chartered bank or trust company at which the Redemption Amount may be deposited (if the Redemption Amount may be deposited pursuant to clause II.6.4) and, if part only of the Class C Preferred Shares held by the person to whom it is addressed is to be redeemed, the number thereof to be redeemed.

6.3 Subject to the Act, the Corporation shall pay to the holder of the Class C Preferred Shares to be redeemed the Redemption Amount of each such share on or after the Redemption Date, provided that such holder has presented and surrendered to the Corporation the certificates representing the Class C Preferred Shares so called for redemption. Payment for Class C Preferred Shares to be redeemed by the Corporation shall be made by cheque payable at par in Canadian funds at any branch of the Corporation's bankers. Such cheques shall be sent in accordance with the Act to holders of such Class C Preferred Shares and redemption shall be deemed to have taken place upon such sending.

6.4 The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class C Preferred Shares to deposit the Redemption Amount for each Class C Preferred Share so called for redemption, or of such of those shares represented by certificates which have not at the date of such deposit been presented and surrendered by the holders thereof in connection with such redemption, to a special account in any chartered bank or in any trust company in Canada named in such notice, to be paid without interest to or to the order of the respective holders of such Class C Preferred Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing same. The Class C Preferred Shares in respect whereof this deposit has been made shall be deemed to be redeemed on the later of the date of such deposit and the Redemption Date. On such applicable date the Corporation shall adjust its securities register to show that such Class C Preferred Shares have been redeemed and the rights of the holders thereof shall be limited to receiving, without interest, the Redemption Amount per Class C Preferred Share so deposited. Any interest allowed on such deposit shall belong to the Corporation. After the Redemption Amount for such Class C Preferred Shares has been deposited with any chartered bank or trust company in Canada, as aforesaid, notice shall be given to the holders of any Class C Preferred Shares called for redemption who have failed to present and surrender the certificates representing such shares within two months of the Redemption Date that the money has been so deposited and may be obtained by the holders

of these Class C Preferred Shares upon presentation and surrender of the certificates representing such shares called for redemption at such bank or trust company.

6.5 From and after the Redemption Date, the holders of any such Class C Preferred Shares to be redeemed shall not be entitled to exercise any of the rights of the holders of Class C Preferred Shares in respect thereof unless payment or deposit of the Redemption Amount per Class C Preferred Share shall not be made in accordance with the foregoing provisions, in which event the rights of the holders of such Class C Preferred Shares shall remain unaffected.

**7. Redemption at the Option of the Holders of Class C Preferred Shares**

7.1 Subject to the provisions of the Act, a holder of Class C Preferred Shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any part of the Class C Preferred Shares held by such holder by depositing with the Corporation:

- (a) an irrevocable request in writing specifying:
  - (i) that such holder desires to have the whole or any part of the Class C Preferred Shares held by such holder redeemed by the Corporation; and
  - (ii) the business day, which shall not be less than thirty days after the day on which the request in writing is deposited with the Corporation, on which the holder desires to have the Corporation redeem such shares (the "Retraction Date") and
- (b) the share certificate(s) representing the Class C Preferred Shares which the holder desires to have the Corporation redeem.

If part only of the Class C Preferred Shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

7.2 On the Retraction Date the Corporation, if permitted by the Act, shall redeem the number of Class C Preferred Shares to be redeemed by paying the holder of such Class C Preferred Shares an amount per share equal to the Redemption Amount, provided that all requirements set out under this clause 7.2 have been complied with. Payment for Class C Preferred Shares to be redeemed by the Corporation shall be made by cheque payable at par in Canadian funds at any branch of the Corporation's bankers. Such cheque shall be sent in accordance with the Act to the holder of such Class C Preferred Shares and redemption shall be deemed to have taken place upon such sending. If on the Retraction Date the Corporation would be prevented by the Act from redeeming all of the Class C Preferred Shares requested by the holder thereof to be redeemed, the Corporation shall redeem, disregarding fractions, that number of Class C Preferred Shares that it is permitted by the Act to redeem and the Corporation shall redeem the balance of the outstanding Class C Preferred Shares requested by such holder to be redeemed at the earliest time or times as the redemption is permitted by the Act.

7.3 From and after the Retraction Date, the holders of any such Class C Preferred Shares to be redeemed shall not be entitled to exercise any of the rights of the holders of Class C Preferred Shares in respect thereof unless payment of the Redemption Amount per Class C Preferred Share shall not be made in accordance with the foregoing provisions, in which event the rights of the holders of such Class C Preferred Shares shall remain unaffected.

**8. Restricted Payments to the Holders of Shares of Other Classes**

8.1 The Corporation shall not make any Restricted Payment (as defined in clause 11.8.2) to a holder of Class A Shares, Class B Shares, Class D Preferred Shares or shares of the Corporation of any class other than Class C Preferred Shares if the Corporation is, or would after making the Restricted Payment be, unable to pay to the holders of Class C Preferred Shares the Redemption Amount for each Class C Preferred Share held.



8.2 For the purpose of clause II.8.1, the Corporation makes a Restricted Payment when it:

- (a) declares or pays a dividend other than a stock dividend consisting of shares of a class other than Class C Preferred Shares,
- (b) makes any payment to purchase, redeem or otherwise acquire Class A Shares, Class B Shares, Class D Preferred Shares or shares of the Corporation of any class other than Class C Preferred Shares, or
- (c) gives financial assistance by means of a loan, guarantee or otherwise.

### III. CLASS D PREFERRED SHARES

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

#### 1. Issuance in Series

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

1.2 Subject to the filing of Articles of Amendment in accordance with the Act, the Board of Directors may from time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Class D Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series in the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"); the extent, if any, of further participation on a Distribution; voting rights, if any; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any.

#### 2. Liquidation

2.1 Subject to the preferences accorded to holders of Class C Preferred Shares of the Corporation and any other shares of the Corporation ranking senior to the Class D Preferred Shares from time to time with respect to payment on a Distribution, in the event of a Distribution holders of each series of Class D Preferred Shares shall be entitled, in priority to holders of Class A Shares, Class B Shares and any other shares of the Corporation ranking junior to the Class D Preferred Shares from time to time with respect to priority on a Distribution, to be paid rateably with holders of each other series of Class D Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a Distribution.

#### 3. Dividends

3.1 Subject to the preferences accorded to holders of Class C Preferred Shares and any other shares of the Corporation ranking senior to the Class D Preferred Shares from time to time with respect to the payment of dividends, the holders of each series of Class D Preferred Shares shall be entitled, in priority to holders of Class A Shares, Class B Shares and any other shares of the Corporation ranking junior to the Class D Preferred Shares from time to time with respect to the payment of dividends, to be paid rateably with holders of each other series of Class D Preferred Shares, the amount of accumulated dividends, if any, specified as being payable preferentially to the holders of such series.

**SCHEDULE B**  
**TO THE ARTICLES OF INCORPORATION**  
**OF \_\_\_\_\_ ALBERTA LTD. (the "Corporation")**

**6. OTHER RULES OR PROVISIONS (IF ANY):**

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

2. Any invitation to the public to subscribe for the Corporation's securities is prohibited.

3. Without limiting the borrowing powers of the Corporation as set forth in the *Business Corporations Act* (Alberta), the board of directors of the Corporation may from time to time, without authorization of the shareholders,

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

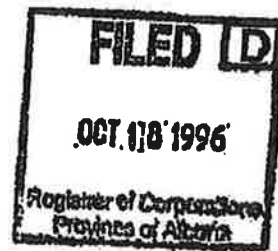
(b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation, whether secured or unsecured;

(c) subject to the *Business Corporations Act* (Alberta), give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

Nothing in this clause limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

4. Subject to the *Business Corporations Act* (Alberta), the board of directors may, between annual general meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual general meeting of shareholders.







**CORPORATE ACCESS NUMBER**

**20713571**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMENDMENT**

**COMPUTER MODELLING GROUP LTD.**

**AMENDED ITS ARTICLES ON NOVEMBER 8, 1996.**



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**Registrar of Corporations**

ALBERTA CONSUMER AND CORPORATE AFFAIRS  
BUSINESS CORPORATIONS ACT  
(SECTION 27 OR 171)

ARTICLES OF AMENDMENT  
FORM 4

1. NAME OF CORPORATION

713571 ALBERTA LTD.

2. CORPORATE ACCESS NUMBER:

20713571

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

Pursuant to Sections 167(1)(a) of the *Business Corporations Act* (Alberta), Item 1 of the Articles of the Corporation be and is hereby amended to read:

1. Name of Corporation

"COMPUTER MODELLING GROUP LTD."

Pursuant to Sections 167(1)(d) and (e) of the *Business Corporations Act* (Alberta), Item 2 of the Articles of the Corporation be and is hereby deleted in its entirety, including Schedule A referred to therein, and replaced with an unlimited number of Common Shares, an unlimited number of Non-Voting Shares and an unlimited number of Preferred Shares, issuable in series, which shares shall have attached to them those certain rights, privileges, restrictions and conditions set out in Schedule A attached hereto and forming a part of this Form 4.

Pursuant to Sections 167(m) of the *Business Corporations Act* (Alberta), Item 6 of the Articles of the Corporation be and is hereby amended by deleting in its entirety, including Schedule B referred to therein, and replacing same with the following:

"The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed one-third (1/3) the number of directors who held office at the expiration of the last annual meeting of the Corporation."



DATED this 8<sup>th</sup> day of November, 1996.

  
\_\_\_\_\_  
President

**SCHEDULE A**  
**TO THE ARTICLES OF INCORPORATION**  
**OF 713571 ALBERTA LTD.**

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of Non-Voting Shares and an unlimited number of Preferred Shares, issuable in series.

**III. COMMON SHARES AND NON-VOTING SHARES**

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

**1. Voting**

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

1.2 Holders of Non-Voting Shares shall be entitled to receive notice of and attend at meetings of shareholders of the Corporation except meetings of holders of another class of shares but, subject to the *Business Corporations Act (Alberta)* (the "Act"), shall not be entitled to vote at any meetings of shareholders of the Corporation. Holders of Non-Voting Shares shall be entitled to receive all informational documents and other communications:

- (a) required to be sent to the holders of Common Shares by applicable law or by any stock exchange on which the shares of the Corporation are listed; and
- (b) voluntarily sent by the Corporation to holders of Common Shares in connection with any meeting of shareholders.

**2. Dividends**

2.1 Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares and the Non-Voting Shares from time to time with respect to the payment of dividends, holders of Common Shares and holders of Non-Voting Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time. The rights of holders of Common Shares and the rights of holders of Non-Voting Shares to receive a dividend declared by the Board of Directors are equal in all respects, share for share.

3. Liquidation, Dissolution or Winding-Up

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

4. Conversion of Non-Voting Shares

4.1 Each outstanding Non-Voting Share shall be convertible into one Common Share at the option of the holder at any time. The conversion right provided for in this paragraph may be exercised by notice in writing given to the transfer agent for the Common Shares accompanied by the share certificate or certificates representing the Non-Voting Shares in respect of which the holder desires to exercise such right of conversion, and such notice shall be executed by the holder of the Non-Voting Shares registered on the books of the Corporation, or by his duly authorized attorney, and shall specify the number of Non-Voting Shares which the holder desires to have converted and tendered. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. Upon receipt by the transfer agent of such notice and share certificate or certificates, the Corporation shall issue or cause to be issued a share certificate representing fully paid Common Shares as herein prescribed. If less than all of the Non-Voting Shares represented by any share certificate are to be converted and tendered, the holder shall be entitled to receive a new share certificate representing in the aggregate the number of Non-Voting Shares represented by the original share certificate which are not to be converted.

IV. PREFERRED SHARES

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

1. Issuance in Series

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

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

**2** **Liquidation**

**2.1** In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares, Non-Voting Shares and any other shares of the Corporation ranking junior to the Preferred Shares from time to time with respect to payment on a Distribution, to be paid ratably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a Distribution.

**3.** **Dividends**

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



**CORPORATE ACCESS NUMBER**

**20713571**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMENDMENT**

**COMPUTER MODELLING GROUP LTD.**

**AMENDED ITS ARTICLES ON FEBRUARY 28, 1997.**



A handwritten signature in cursive script, appearing to read "L. B. B. B.", written over a horizontal line.

**Registrar of Corporations**

ALBERTA CONSUMER AND CORPORATE AFFAIRS  
BUSINESS CORPORATIONS ACT  
(SECTION 27 OR 171)

ARTICLES OF AMENDMENT  
FORM 4


1. NAME OF CORPORATION	2. CORPORATE ACCESS NUMBER:
COMPUTER MODELLING GROUP LTD.	20713571

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

Pursuant to Section 167(1)(e) of the *Business Corporations Act* (Alberta), Item 2 of the Articles of the Corporation be and is hereby amended by deleting, in its entirety, Schedule A attached thereto and replacing same with Schedule A attached hereto and forming part of this Form 4.

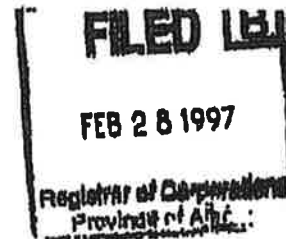
DATED this 27th day of February, 1997.

  
\_\_\_\_\_  
R. Craig Hoskins  
Corporate Secretary





SCHEDULE A  
TO THE ARTICLES OF AMENDMENT  
OF COMPUTER MODELLING GROUP LTD.



The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of Non-Voting Shares and an unlimited number of Preferred Shares, issuable in series.

**I. COMMON SHARES AND NON-VOTING SHARES**

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

**1. Voting**

1.1 Holders of Common Shares shall be entitled to receive notice of and to attend and, subject to Section I.1.3 hereof, vote at all meetings of shareholders of the Corporation except meetings of holders of another class of shares. Each Common Share shall entitle the holder thereof to one vote.

1.2 Holders of Non-Voting Shares shall be entitled to receive notice of and attend all meetings of shareholders of the Corporation except meetings of holders of another class of shares but, except as provided in Section I.1.3 hereof and subject to the *Business Corporations Act (Alberta)* (the "Act"), shall not be entitled to vote at any meetings of shareholders of the Corporation. Holders of Non-Voting Shares shall be entitled to receive all informational documents and other communications:

- (a) required to be sent to the holders of Common Shares by applicable law or by any stock exchange on which the shares of the Corporation are listed; and
- (b) voluntarily sent by the Corporation to holders of Common Shares in connection with any meeting of shareholders.

1.3 So long as the number of issued and outstanding Non-Voting Shares represents 10% or more of the aggregate number of issued and outstanding Non-Voting Shares and Common Shares, holders of Non-Voting Shares shall be entitled to vote separately as a class to elect one director to the board of directors of the Corporation.

**2. Dividends**

2.1 Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares and the Non-Voting Shares from time to time with respect to the

payment of dividends, holders of Common Shares and holders of Non-Voting Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time and dividends may not be declared on either class separately from the other. The rights of holders of Common Shares and the rights of holders of Non-Voting Shares to receive a dividend declared by the Board of Directors are equal in all respects, share for share.

3. Liquidation, Dissolution or Winding-Up

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

4. Conversion of Non-Voting Shares

4.1 Each outstanding Non-Voting Share shall be convertible into one Common Share at the option of the holder at any time. The conversion right provided for in this paragraph may be exercised by notice in writing given to the transfer agent for the Common Shares accompanied by the share certificate or certificates representing the Non-Voting Shares in respect of which the holder desires to exercise such right of conversion, and such notice shall be executed by the holder of the Non-Voting Shares registered on the books of the Corporation, or by his duly authorized attorney, and shall specify the number of Non-Voting Shares which the holder desires to have converted and tendered. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. Upon receipt by the transfer agent of such notice and share certificate or certificates, the Corporation shall issue or cause to be issued a share certificate representing fully paid Common Shares as herein prescribed. If less than all of the Non-Voting Shares represented by any share certificate are to be converted and tendered, the holder shall be entitled to receive a new share certificate representing in the aggregate the number of Non-Voting Shares represented by the original share certificate which are not to be converted.

## II. PREFERRED SHARES

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

### 1. Issuance in Series

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

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

### 2. Liquidation

2.1 In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares, Non-Voting Shares and any other shares of the Corporation ranking junior to the Preferred Shares from time to time with respect to payment on a Distribution, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a Distribution.

### 3. Dividends

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

**CORPORATE ACCESS NUMBER: 207135716**



**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMENDMENT**

**COMPUTER MODELLING GROUP LTD.  
AMENDED ITS ARTICLES ON 2008/07/24.**



# Alberta

MUNICIPAL AFFAIRS  
Registries

## Articles of Amendment

1. NAME OF CORPORATION:

Computer Modelling Group Ltd.

2. CORPORATE ACCESS NUMBER:

207135716

Filed with Alberta Registries  
by Masleod Dixon LLP

JUL 24 2008

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

Pursuant to Section 173(1)(f) of the *Business Corporations Act* (Alberta), the Articles of the Corporation be and are hereby amended by:

1. changing each of the issued and outstanding Common Shares of the Corporation into a greater number of Common Shares of the Corporation on the basis that one (1) Common Share becomes two (2) Common Shares; and
2. changing each of the issued and outstanding Non-Voting Shares of the Corporation into a greater number of Non-Voting Shares of the Corporation on the basis that one (1) Non-Voting Share becomes two (2) Non-Voting Shares

provided that the effective time of the division of Common Shares and Non-Voting Shares, as the case may be, shall be the close of business on August 1, 2008 or such other date as is established prior thereto by the Board of Directors of the Corporation and publicly announced by the Corporation.

DATE	SIGNATURE	TITLE
July 24, 2008		Corporate Secretary
FOR DEPARTMENTAL USE ONLY		FILED

## **Name/Structure Change Alberta Corporation - Registration Statement**

**Alberta Amendment Date: 2008/07/24**

**Service Request Number: 11878807**

**Corporate Access Number: 207135716**

**Legal Entity Name: COMPUTER MODELLING GROUP LTD.**

**French Equivalent Name:**

**Legal Entity Status: Active**

**Alberta Corporation Type: Named Alberta Corporation**

**New Legal Entity Name: COMPUTER MODELLING GROUP LTD.**

**New French Equivalent Name:**

**Nuans Number: PRE-CONV**

**Nuans Date: 1996/10/18**

**French Nuans Number:**

**French Nuans Date:**

**Share Structure:**

**Share Transfers Restrictions:**

**Number of Directors:**

**Min Number Of Directors:**

**Max Number Of Directors:**

**Business Restricted To:**

**Business Restricted From:**

**Other Provisions:**

**BCA Section/Subsection:**

**Professional Endorsement Provided:**

**Future Dating Required:**

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### **Annual Return**

<b>File Year</b>	<b>Date Filed</b>
2007	2007/12/06
2006	2007/01/03
2005	2006/02/03

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**Attachment**

Attachment Type	Microfilm Bar Code	Date Recorded
Consolidation, Split, Exchange	ELECTRONIC	2008/07/24

Registration Authorized By: KATHY KRUG  
SOLICITOR



Pursuant to Section 173(1)(f) of the Business Corporations Act (Alberta), the Articles of the Corporation be and are hereby amended by:

1. changing each of the issued and outstanding Common Shares of the Corporation into a greater number of Common Shares of the Corporation on the basis that one (1) Common Share becomes two (2) Common Shares; and

2. changing each of the issued and outstanding Non-Voting Shares of the Corporation into a greater number of Non-Voting Shares of the Corporation on the basis that one (1) Non-Voting Share becomes two (2) Non-Voting Shares

provided that the effective time of the division of Common Shares and Non-Voting Shares, as the case may be, shall be the close of business on August 1, 2008 or such other date as is established prior thereto by the Board of Directors of the Corporation and publicly announced by the Corporation.

C:\computer173(1)(f).txt

C:\computer173(1)(f).txt

## **CERTIFICATE OF STATUS**

Form 32

I CERTIFY THAT ACCORDING TO THE OFFICIAL RECORDS OF THE CORPORATE  
REGISTRY

COMPUTER MODELLING GROUP LTD.  
INCORPORATED IN ALBERTA ON 1996/10/18  
IS AS OF THIS DATE A VALID AND SUBSISTING CORPORATION.

GIVEN UNDER MY SEAL OF OFFICE IN THE PROVINCE OF ALBERTA.

DATED: 2018/03/27

