

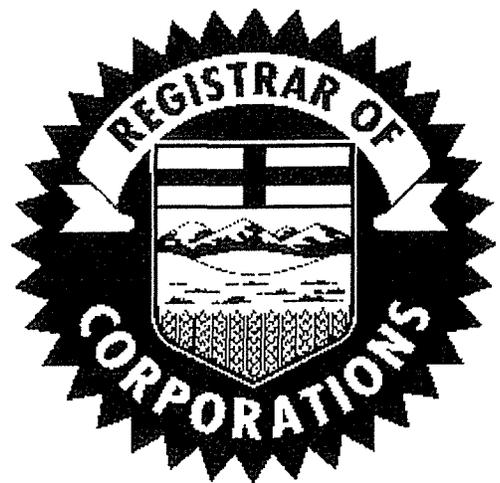
CORPORATE ACCESS NUMBER: 2016380855

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**BLACKLINE GPS CORP.
CHANGED ITS NAME TO BLACKLINE SAFETY CORP. ON 2015/07/07.**



Name Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2015/07/07

Service Request Number: 23603045

Corporate Access Number: 2016380855

Legal Entity Name: BLACKLINE GPS CORP.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: BLACKLINE SAFETY CORP.

New French Equivalent Name:

Nuans Number: 115614003

Nuans Date: 2015/05/29

French Nuans Number:

French Nuans Date:

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2014	2014/11/13
2013	2013/10/22
2012	2012/11/07

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000406101829511	2011/10/31
Other Rules or Provisions	ELECTRONIC	2011/10/31
Share Structure	ELECTRONIC	2011/10/31
Letter - Spelling Error	10000807115603944	2014/06/13

Registration Authorized By: PAUL MEREAU

ARTICLES OF AMENDMENT

Business Corporations Act
(Alberta)
Section 29 or 177

1. Name of Corporation:

BLACKLINE GPS CORP.

2. Corporate Access Number:

2016380855

3. The Articles of the above named corporation are amended as follows:

Pursuant to section 173(1)(a) of the *Business Corporations Act* (Alberta), the Articles of the Corporation be and are hereby amended to change the name of the Corporation from Blackline GPS Corp. to:

BLACKLINE SAFETY CORP.

Paul Mereau

Name of Person Authorizing (please print)



Signature

Solicitor

Title (please print)

July 7, 2015

Date

This information is being collected for purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Co-ordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 – 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330.

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6562108.1

BURNET, DUCKWORTH & PALMER LLP
JUL 07 2015
FILED ms

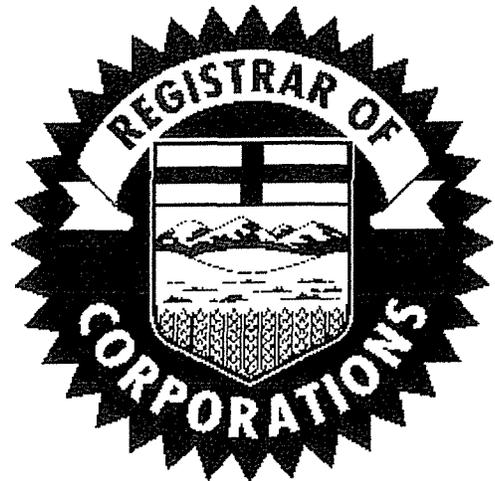
CORPORATE ACCESS NUMBER: 2016380855

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**BLACKLINE GPS CORP.
IS THE RESULT OF AN AMALGAMATION FILED ON 2011/10/31.**



**Articles of Amalgamation
For
BLACKLINE GPS CORP.**

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: NONE.
Number of Directors:
Min Number of Directors: 3
Max Number of Directors: 15
Business Restricted To: NONE.
Business Restricted From: NONE.
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO

**Registration Authorized By: SYD S. ABOUGOUSH
SOLICITOR**

ARTICLES OF AMALGAMATION

Business Corporations Act
(Alberta)
Section 185

1. Name of Amalgamated Corporation:

Blackline GPS Corp.

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

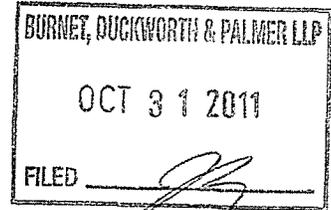
See Schedule "A" attached hereto

3. Restriction on share transfers, if any:

None.

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

Minimum of three (3); Maximum of fifteen (15).



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

None.

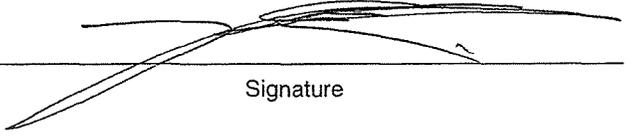
6. Other Provisions, if any:

See Schedule "B" attached hereto

7. Name of Amalgamating Corporations:	Corporate Access Number:
Blackline GPS Corp.	2012739039
Blackline GPS Inc.	2011360290

Peter Dorrius
Name of Person Authorizing (please print)

Chief Financial Officer
Title (please print)


Signature

October 31, 2011
Date

This information is being collected for purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Co-ordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 – 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330.

SCHEDULE "A"

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

The Corporation is authorized to issue an unlimited number of shares designated as Common Shares and an unlimited number of shares designated as Preferred Shares.

(a) Common Shares

The Common Shares shall have attached to them the rights, privileges, restrictions and conditions as hereinafter set forth.

(i) Except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series, each holder of a Common Share is entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation.

(ii) Subject to the rights of the holders of the Preferred Shares, the holders of the Common Shares are entitled to receive dividends if, as and when declared by the directors of the Corporation.

(iii) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the Common Shares are entitled to share equally in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation.

(b) Preferred Shares

The Preferred Shares shall have attached to them, as a class, the rights, privileges, restrictions and conditions as hereinafter set forth.

(i) The Preferred Shares may from time to time be issued in one or more series and, subject to the following provisions, and subject to the sending of articles of amendment in prescribed form and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time and before issue of a series of Preferred Shares, the number of shares which are to comprise that series and the designation, rights, privileges, restrictions and conditions to be attached to that series of Preferred Shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment of dividends, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.

(ii) The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given other preferences, not inconsistent with these articles, over the Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares of a series as may be fixed in accordance with

clause 2(b)(i).

(iii) If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares shall participate rateably in respect of accumulated dividends and return of capital.

(iv) Unless the directors otherwise determine in the articles of amendment designating a series of Preferred Shares, the holder of each share of a series of Preferred Shares shall not, as such, be entitled to receive notice of or vote at any meeting of shareholders, except as otherwise specifically provided in the Business Corporations Act (Alberta).

SCHEDULE "B"
OTHER RULES OR PROVISIONS

1. 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) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2011/10/31

Corporate Access Number: 2016380855

Service Request Number: 17074486
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: BLACKLINE GPS CORP.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: SUITE 2400, 525 -8TH AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1

RECORDS ADDRESS

Street: SUITE 2400, 525-8TH AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1

ADDRESS FOR SERVICE BY MAIL

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

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: NONE.
Number of Directors:
Min Number Of Directors: 3
Max Number Of Directors: 15

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

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2011/10/31

Director

Last Name: SWANSON
First Name: CLARK
Middle Name: L.
Street/Box Number: 13900 MARQUESAS WAY
City: MARINA DEL RAY
Province: CALIFORNIA
Postal Code: 90292
Country:
Resident Canadian:
Named On Stat Dec:

Last Name: SLATER
First Name: CODY
Middle Name:
Street/Box Number: 2204 - 32ND AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2T 1X1
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Last Name: HAYDUCK
First Name: MICHAEL
Middle Name:
Street/Box Number: 2602 - 14TH AVENUE N.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2N 1X1
Country:
Resident Canadian: Y

Named On Stat Dec:

Last Name: THALL
First Name: MARTIN
Middle Name:
Street/Box Number: 13652 NE 37TH PLACE
City: BELLEVUE
Province: WASHINGTON
Postal Code: 98005
Country:
Resident Canadian:
Named On Stat Dec:

Last Name: FINBOW
First Name: JOHN
Middle Name:
Street/Box Number: 30 PROSPECT HEIGHTS
City: CANMORE
Province: ALBERTA
Postal Code: T1W 2S8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: HERDMAN
First Name: ROBERT
Middle Name:
Street/Box Number: 45 DOUGLAS PARK MANOR S.E.
City: CALGARY
Province: ALBERTA
Postal Code: T2Z 2L1
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2011360290	BLACKLINE GPS INC.
2012739039	BLACKLINE GPS CORP.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000406101829511	2011/10/31
Share Structure	ELECTRONIC	2011/10/31
Other Rules or Provisions	ELECTRONIC	2011/10/31

Registration Authorized By: SYD S. ABOUGOUSH
SOLICITOR

SCHEDULE "A"

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

The Corporation is authorized to issue an unlimited number of shares designated as Common Shares and an unlimited number of shares designated as Preferred Shares.

(a) Common Shares

The Common Shares shall have attached to them the rights, privileges, restrictions and conditions as hereinafter set forth.

(i) Except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series, each holder of a Common Share is entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation.

(ii) Subject to the rights of the holders of the Preferred Shares, the holders of the Common Shares are entitled to receive dividends if, as and when declared by the directors of the Corporation.

(iii) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the Common Shares are entitled to share equally in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation.

(b) Preferred Shares

The Preferred Shares shall have attached to them, as a class, the rights, privileges, restrictions and conditions as hereinafter set forth.

(i) The Preferred Shares may from time to time be issued in one or more series and, subject to the following provisions, and subject to the sending of articles of amendment in prescribed form and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time and before issue of a series of Preferred Shares, the number of shares which are to comprise that series and the designation, rights, privileges, restrictions and conditions to be attached to that series of Preferred Shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment of dividends, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.

(ii) The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or

involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given other preferences, not inconsistent with these articles, over the Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares of a series as may be fixed in accordance with clause 2(b)(i).

(iii) If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares shall participate rateably in respect of accumulated dividends and return of capital.

(iv) Unless the directors otherwise determine in the articles of amendment designating a series of Preferred Shares, the holder of each share of a series of Preferred Shares shall not, as such, be entitled to receive notice of or vote at any meeting of shareholders, except as otherwise specifically provided in the Business Corporations Act (Alberta).

SCHEDULE "B"

OTHER RULES OR PROVISIONS

1. 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) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.



10000406101829511

STATUTORY DECLARATION

CANADA)	IN THE MATTER OF the <i>Business</i>
)	<i>Corporations Act</i> (Alberta) AND IN THE
PROVINCE OF ALBERTA)	MATTER OF the Amalgamation of
)	Blackline GPS Corp. and Blackline GPS Inc.
TO WIT:)	

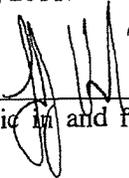
I, Cody Slater, of the City of Calgary, in the Province of Alberta, do solemnly declare that:

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

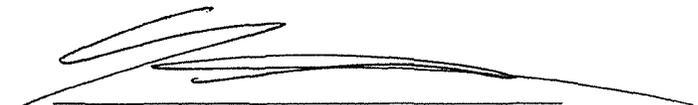
AND I MAKE THIS SOLEMN DECLARATION conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DECLARED before me at the City of)
Calgary, in the Province of Alberta, this 31st)
day of October, 2011.)

A Notary Public in and for the Province of)
Alberta)

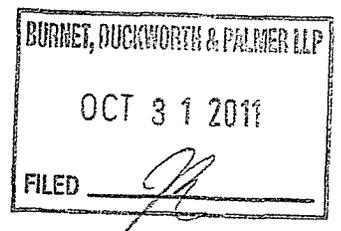


Cody Slater



JONATHAN JOSEPH HUDOLIN
A Commissioner for Oaths/Notary Public
in and for the Province of Alberta

JONATHAN JOSEPH HUDOLIN
Student-at-Law



STATUTORY DECLARATION

CANADA) IN THE MATTER OF the Business
) Corporations Act (Alberta) AND IN THE
PROVINCE OF ALBERTA) MATTER OF the Amalgamation of
) Blackline GPS Corp. and Blackline GPS Inc.
TO WIT:)

I, Cody Slater, of the City of Calgary, in the Province of Alberta, do solemnly declare that:

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

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

DECLARED before me at the City of)
Calgary, in the Province of Alberta, this 31st)
day of October, 2011.)

A Notary Public in and for the Province of)
Alberta

[Handwritten signature of Notary Public]

[Handwritten signature of Cody Slater]
Cody Slater

JONATHAN JOSEPH HUDOLIN
A Commissioner for Oaths/Notary Public
In and for the Province of Alberta

JONATHAN JOSEPH HUDOLIN
Student-at-Law

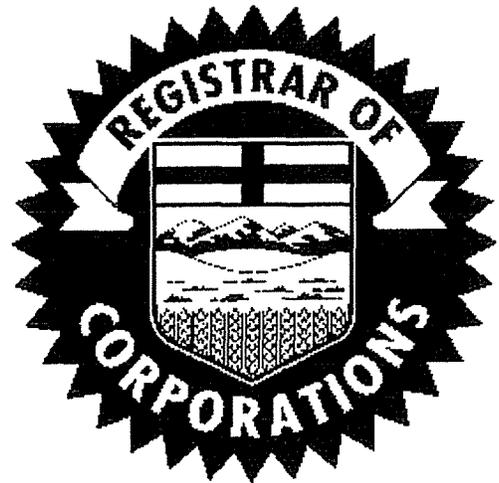
CORPORATE ACCESS NUMBER: 2012739039

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**BLACKLINE GPS CORP.
AMENDED ITS ARTICLES ON 2011/06/23.**



ARTICLES OF AMENDMENT

Business Corporations Act
(Alberta)
Section 29 or 177

1. Name of Corporation:

Blackline GPS Corp.

2. Corporate Access Number:

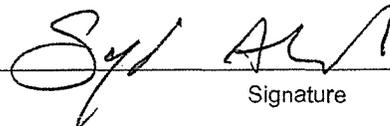
2012739039

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

Pursuant to Section 173(1)(f) of the *Business Corporations Act* (Alberta), the Articles of the Corporation are amended by consolidating the issued and outstanding Common Shares on a 10 to 1 basis, with any fractional shares resulting from the consolidation being rounded down to the next highest whole number.

Syd Abougoush

Name of Person Authorizing (please print)



Signature

Solicitor

Title (please print)

June 23, 2011

Date

This information is being collected for purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Co-ordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 – 102 Street, Edmonton, Alberta T5J 4L4, (780) 427-3900

BURNEY, SOKKORTH & PALMER LLP

JUN 23 2011

FILED



Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2011/06/23

Service Request Number: 16525091

Corporate Access Number: 2012739039

Legal Entity Name: BLACKLINE GPS CORP.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: BLACKLINE GPS CORP.

New French Equivalent Name:

Nuans Number: 95254620

Nuans Date: 2009/01/21

French Nuans Number:

French Nuans Date:

Share Structure: SEE ATTACHED SCHEDULE "A" TO THE ARTICLES OF INCORPORATION FILED.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED SCHEDULE "B".

BCA Section/Subsection:

Professional Endorsement

Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2010	2010/10/27
2009	2010/10/27
2008	2009/02/25

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2006/10/11
Other Rules or Provisions	ELECTRONIC	2006/10/11
Other Rules or Provisions	ELECTRONIC	2007/05/09
Consolidation, Split, Exchange	ELECTRONIC	2011/06/23

Registration Authorized By: SYD S. ABOUGOUSH
SOLICITOR

Consolidation, Split, Exchange

Pursuant to Section 173(1)(f) of the Business Corporations Act (Alberta), the Articles of the Corporation are amended by consolidating the issued and outstanding Common Shares on a 10 to 1 basis, with any fractional shares resulting from the consolidation being rounded down to the next highest whole number.

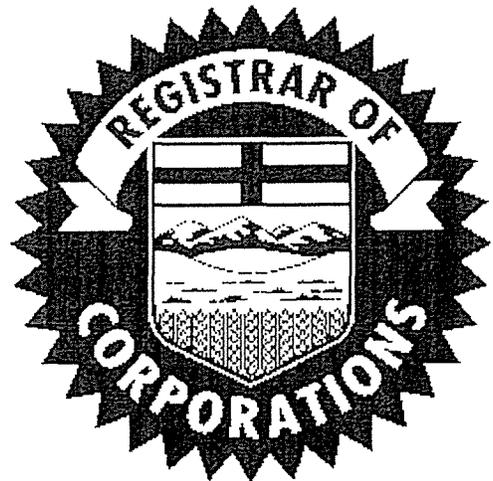
CORPORATE ACCESS NUMBER: 2012739039

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**PICASSO INC.
CHANGED ITS NAME TO BLACKLINE GPS CORP. ON 2009/02/25.**



BUSINESS CORPORATIONS ACT
(Section 29 or 177)

ALBERTA
CORPORATE REGISTRY

ARTICLES OF AMENDMENT

1. Name of Corporation
PICASSO INC.

2. Corporate Access Number
2012739039

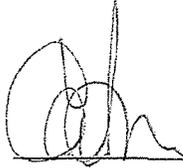
The Articles of the above-named corporation are amended as follows:

1. Pursuant to Section 173(1)(a) of the *Business Corporations Act* (Alberta), the Corporation be and is hereby authorized to amend the Articles of the Corporation to change the name of the Corporation from Picasso Inc. to:

BLACKLINE GPS CORP.

Date: 2009/02/25

Signature: _____



For Departmental Use Only:

Filed

Form 4

CCA-06-104 151/92

Name Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2009/02/25

Service Request Number: 12771782

Corporate Access Number: 2012739039

Legal Entity Name: PICASSO INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: BLACKLINE GPS CORP.

New French Equivalent Name:

Nuans Number: 95254620

Nuans Date: 2009/01/21

French Nuans Number:

French Nuans Date:

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2008	2009/02/25
2007	2007/11/07

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2006/10/11
Share Structure	ELECTRONIC	2006/10/11
Other Rules or Provisions	ELECTRONIC	2007/05/09

Registration Authorized By: JAMES G. BELL (LZN)
SOLICITOR

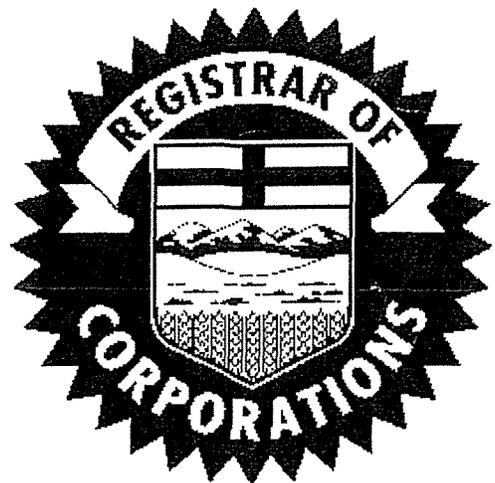
CORPORATE ACCESS NUMBER: 2012739039

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**PICASSO INC.
AMENDED ITS ARTICLES ON 2007/05/09.**



BUSINESS CORPORATIONS ACT

(Section 27 or 171)

ALBERTA
CORPORATE REGISTRY

ARTICLES OF AMENDMENT

1. Name of Corporation

2. Corporate Access Number

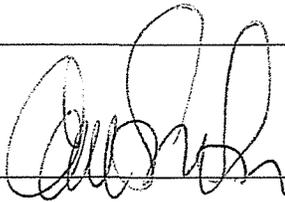
Picasso Inc.

2012739039

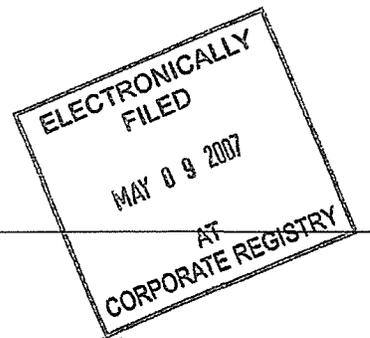
Pursuant to Section 173(1)(m) of the *Business Corporations Act* (Alberta) (the "Act"), the Articles of the Corporation are amended to delete the current share transfer restrictions and replace the same with "None".

Date: 2007/___/___

Signature: _____



Title: _____



For Departmental Use Only:
Form 4

Filed

CCA-06-104 151/92

BUSINESS CORPORATIONS ACT
(Section 27 or 171)

ALBERTA
CORPORATE REGISTRY

ARTICLES OF AMENDMENT

1. Name of Corporation

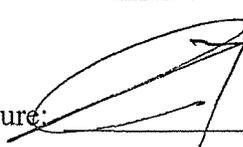
2. Corporate Access Number

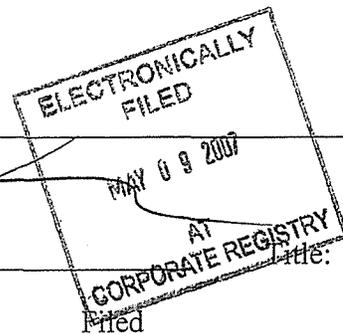
Picasso Inc.

2012739039

Pursuant to Section 173(1)(n) of the *Business Corporations Act* (Alberta) (the "Act"), the Articles of the Corporation are amended to delete the current Schedule "B" of Other Provisions and replace the same with Schedule "B" attached hereto.

Date: 2007/___/___

Signature: 



For Departmental Use Only:
Form 4

CCA-06-104 151/92

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2007/05/09

Service Request Number: 10057947

Corporate Access Number: 2012739039

Legal Entity Name: PICASSO INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: PICASSO INC.

New French Equivalent Name:

Nuans Number: 87876669

Nuans Date: 2006/10/03

French Nuans Number:

French Nuans Date:

Share Structure: SEE ATTACHED SCHEDULE "A" TO THE ARTICLES OF INCORPORATION FILED.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED SCHEDULE "B".

BCA Section/Subsection: 173(1)(N)

Professional Endorsement

Provided:

Future Dating Required:

Annual Return

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2006/10/11
Share Structure	ELECTRONIC	2006/10/11
Other Rules or Provisions	ELECTRONIC	2007/05/09

Registration Authorized By: JAMES G. BELL (LZN)
SOLICITOR

SCHEDULE "B"

OTHER RULES OR PROVISIONS

1. 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 ($1/3$) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2007/05/09

Service Request Number: 10057494

Corporate Access Number: 2012739039

Legal Entity Name: PICASSO INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: PICASSO INC.

New French Equivalent Name:

Nuans Number: 87876669

Nuans Date: 2006/10/03

French Nuans Number:

French Nuans Date:

Share Structure: SEE ATTACHED SCHEDULE "A" TO THE ARTICLES OF INCORPORATION FILED.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED SCHEDULE "B" TO THE ARTICLES OF INCORPORATION FILED.

BCA Section/Subsection: 173(1)(M)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2006/10/11
Share Structure	ELECTRONIC	2006/10/11

Registration Authorized By: JAMES G. BELL (LZN)
SOLICITOR

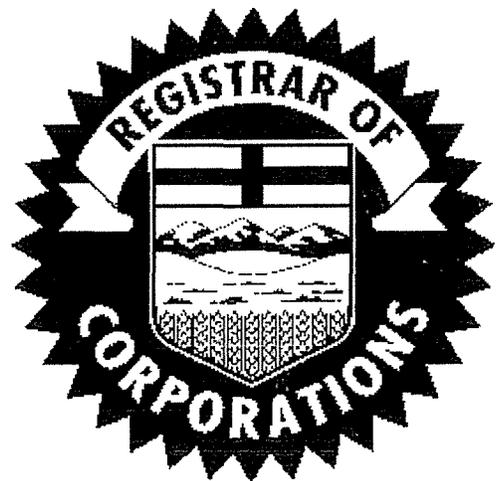
CORPORATE ACCESS NUMBER: 2012739039

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

PICASSO INC.
WAS INCORPORATED IN ALBERTA ON 2006/10/11.



**Articles of Incorporation
For
PICASSO INC.**

Share Structure: SEE ATTACHED SCHEDULE "A" TO THE ARTICLES OF INCORPORATION FILED.

Share Transfers Restrictions: NO SHARES IN THE CAPITAL OF THE CORPORATION MAY BE TRANSFERRED WITHOUT THE PRIOR CONSENT OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY RESOLUTION.

Number of Directors:

Min Number of Directors: 3

Max Number of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED SCHEDULE "B" TO THE ARTICLES OF INCORPORATION FILED.

**Registration Authorized By: DAVID HEIGHINGTON
SOLICITOR**

SCHEDULE "A" TO THE ARTICLES OF INCORPORATION

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

The Corporation is authorized to issue an unlimited number of shares designated as Common Shares and an unlimited number of shares designated as Preferred Shares.

(a) Common Shares

The Common Shares shall have attached to them the rights, privileges, restrictions and conditions as hereinafter set forth.

(i) Except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series, each holder of a Common Share is entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation.

(ii) Subject to the rights of the holders of the Preferred Shares, the holders of the Common Shares are entitled to receive dividends if, as and when declared by the directors of the Corporation.

(iii) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the Common Shares are entitled to share equally in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation.

(b) Preferred Shares

The Preferred Shares shall have attached to them, as a class, the rights, privileges, restrictions and conditions as hereinafter set forth.

(i) The Preferred Shares may from time to time be issued in one or more series and, subject to the following provisions, and subject to the sending of articles of amendment in prescribed form and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time and before issue of a series of Preferred Shares, the number of shares which are to comprise that series and the designation, rights, privileges, restrictions and conditions to be attached to that series of Preferred Shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment of dividends, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.

(ii) The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given other preferences, not inconsistent with these articles, over the Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares of a series as may be fixed in accordance with clause 2(b)(i).

(iii) If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of

Preferred Shares shall participate rateably in respect of accumulated dividends and return of capital.

(iv) Unless the directors otherwise determine in the articles of amendment designating a series of Preferred Shares, the holder of each share of a series of Preferred Shares shall not, as such, be entitled to receive notice of or vote at any meeting of shareholders, except as otherwise specifically provided in the Business Corporations Act (Alberta).

SCHEDULE "B" TO THE ARTICLES OF INCORPORATION

OTHER RULES OR PROVISIONS:

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment or that of an affiliate and persons who, having been formerly in the employment of the Corporation or that of an affiliate, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than 50 persons, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.

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

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

BUSINESS CORPORATIONS ACT
(SECTION 6)

FORM 1

ALBERTA

CONSUMER AND CORPORATE AFFAIRS

ARTICLES OF INCORPORATION

1. NAME OF CORPORATION:

PICASSO INC.

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

The Corporation is authorized to issue an unlimited number of shares designated as Common Shares and an unlimited number of shares designated as Preferred Shares.

(a) Common Shares

The Common Shares shall have attached to them the rights, privileges, restrictions and conditions as hereinafter set forth.

(i) Except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series, each holder of a Common Share is entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation.

(ii) Subject to the rights of the holders of the Preferred Shares, the holders of the Common Shares are entitled to receive dividends if, as and when declared by the directors of the Corporation.

(iii) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the Common Shares are entitled to share equally in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation.

(b) Preferred Shares

The Preferred Shares shall have attached to them, as a class, the rights, privileges, restrictions and conditions as hereinafter set forth.

(i) The Preferred Shares may from time to time be issued in one or more series and, subject to the following provisions, and subject to the sending of articles of amendment in prescribed form and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time and before issue of a series of Preferred Shares, the number of shares which are to comprise that series and the designation, rights, privileges,

restrictions and conditions to be attached to that series of Preferred Shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment of dividends, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.

(ii) The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given other preferences, not inconsistent with these articles, over the Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares of a series as may be fixed in accordance with clause 2(b)(i).

(iii) If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares shall participate ratably in respect of accumulated dividends and return of capital.

(iv) Unless the directors otherwise determine in the articles of amendment designating a series of Preferred Shares, the holder of each share of a series of Preferred Shares shall not, as such, be entitled to receive notice of or vote at any meeting of shareholders, except as otherwise specifically provided in the *Business Corporations Act* (Alberta).

3. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):

No shares in the capital of the Corporation may be transferred without the prior consent of the directors of the Corporation expressed by resolution.

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

A minimum of 3 and a maximum of 15.

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

None.

6. OTHER RULES OR PROVISIONS (IF ANY):

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment or that of an affiliate and persons who, having been formerly in the employment of the Corporation or that of an affiliate, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than 50 persons, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.

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

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

7. DATE:

October 11, 2006

INCORPORATORS' NAMES:	ADDRESS (INCLUDING POSTAL CODE)	SIGNATURE
DAVID HEIGHINGTON Solicitor	730, 1015 - 4 th Street SW Calgary, Alberta T2R 1J4	(Signed)

FOR DEPARTMENTAL USE ONLY
CORPORATE ACCESS NUMBER

INCORPORATION DATE

Incorporate Alberta Corporation - Registration Statement

Alberta Registration Date: 2006/10/11

Corporate Access Number: 2012739039

Service Request Number: 9217009
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: PICASSO INC.
French Equivalent Name:
Nuans Number: 87876669
Nuans Date: 2006/10/03
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 730 - 1015 - 4 STREET SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1J4

RECORDS ADDRESS

Street: 730 - 1015 - 4 STREET SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1J4

ADDRESS FOR SERVICE BY MAIL

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

Share Structure: SEE ATTACHED SCHEDULE "A" TO THE ARTICLES OF INCORPORATION FILED.

Share Transfers Restrictions: NO SHARES IN THE CAPITAL OF THE CORPORATION MAY BE TRANSFERRED WITHOUT THE PRIOR CONSENT OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY RESOLUTION.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED SCHEDULE "B" TO THE ARTICLES OF INCORPORATION FILED.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2006/10/11

Director

Last Name: SWANSON
First Name: GARY
Middle Name: E.
Street/Box Number: 3416 - 8A STREET
City: CALGARY
Province: ALBERTA
Postal Code: T2T 3B2
Country:
Resident Canadian: Y

Last Name: SWANSON
First Name: CLARK
Middle Name: L.
Street/Box Number: 11746 BELLAGIO ROAD
City: BEL-AIR
Province: CALIFORNIA

Postal Code: 90049

Country:

Resident Canadian: Y

Last Name: GRIFFY-BROWN

First Name: CHARLA

Middle Name: C.

Street/Box Number: 1808 PULLMAN LANE #B

City: REDONDO BEACH

Province: CALIFORNIA

Postal Code: 90278

Country:

Resident Canadian:

Last Name: KING

First Name: RICHARD

Middle Name: C.

Street/Box Number: 8611 BURTON WAY #8

City: LOS ANGELES

Province: CALIFORNIA

Postal Code: 90048

Country:

Resident Canadian:

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2006/10/11
Share Structure	ELECTRONIC	2006/10/11

Registration Authorized By: DAVID HEIGHINGTON
SOLICITOR