



Industry Canada

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**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

**GLACIER VENTURES INTERNATIONAL CORP.**

**375151-1**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

**April 28, 2000 / le 28 avril 2000**

Date of Amalgamation - Date de fusion

**Canada**

CANADA BUSINESS CORPORATIONS ACT  
FORM 9  
(SECTION 185)  
**ARTICLES OF AMALGAMATION**

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1. Name of Amalgamated Corporation:

GLACIER VENTURES INTERNATIONAL CORP.

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

Greater Vancouver Regional District, British Columbia

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

Unlimited number of common shares;  
20,000 Special Preferred Shares;  
Unlimited number of Preferred Shares, issuable in series for time to time.

The rights, privileges, restrictions and conditions attaching to the common shares, the Amalco Special Preferred Shares and the Preferred Shares are set out in Schedule A attached hereto.

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4. Restrictions, if any, on share transfers:

None

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5. Number (or minimum and maximum number) of directors:

Minimum – 1  
Maximum – 15

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6. Restrictions, if any, on business the corporation may carry on:

None

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7. Other provisions, if any:

See attached Schedule B

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8. The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

183  
 184(1)

9.

<u>Name of amalgamating corporations</u>	<u>Corporation No.</u>	<u>Signature</u>	<u>Date</u>	<u>Description of Office</u>
STP Specialty Technical Publishers Inc.	371696-1		April 19, 2000	President <del>CEO</del>
Glacier Ventures International Corp.	375110-4		April 19, 2000	President <del>CEO</del>

FOR DEPARTMENTAL USE ONLY:

Corporation No.: ~~375 046-9~~ Filed: APR 25 2000

375 151-1

## **SCHEDULE A**

The rights, privileges, restrictions and conditions attached to the Common shares, the Special Preferred Shares and the Preferred shares are as follows:

### **SECTION 1**

#### **A. Common shares**

The Common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of the Common shares are entitled to receive notice of and attend all meetings of the members of the Corporation, and to cast one vote for each share held, except meetings at which only holders of specified class of shares are entitled to vote.
2. Subject to the rights of the holders of the Special Preferred shares and the Preferred shares, the holders of the Common shares are entitled to receive, and the Corporation will pay non-cumulative dividends in the amount or amounts as may be declared by the directors in their absolute discretion from time to time.
3. Subject to the prior rights of the holders of the Special Preferred shares and the Preferred Shares, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, each holder of the Common shares will be entitled to participate equally with all other holders of Common shares in the distribution of the Corporation's assets pursuant to the liquidation, dissolution or winding-up.

### **SECTION 2**

#### **B. Special Preferred shares**

The 20,000 Special Preferred shares designated as 5% non-cumulative redeemable special shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of the Special Preferred shares shall be entitled to receive as and when declared by the directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative cash dividends at the rate of 5% per annum of the redemption price amount (as hereinafter defined), of such shares payable semi-annually on the first days of October and April, in each year and the first dividend, if declared, shall be paid on the first day of April, 1995 and shall accrue from the date of the allotment thereof. Cheques of the Corporation payable at par at any branch in Canada of the Corporation's bankers for the time being shall be issued in respect of such dividend. If on any dividend payment date, the dividend payment due on such date, if any, is not paid in full on all of the Special Preferred shares then issued and outstanding, such dividend or the unpaid part thereof shall be paid on a subsequent date or dates to be determined by the directors of the Corporation on which the Corporation shall have sufficient monies properly applicable to the payment of the same; provided that any

dividends on the Special Preferred shares not declared or paid in any year by September 30th following the date on which such dividends were to be paid shall be extinguished and the right of the holder of the Special Preferred shares to receive such dividends shall cease and thereafter they shall have no right or claim with respect thereto. The holders of the Special Preferred shares shall not be entitled to any dividends other than or in excess of the cash dividends hereinbefore provided for.

2. Subject to the provisions of the *Canada Business Corporations Act*, the holders of the Special Preferred shares shall not be entitled to notice of or attend and vote at any meetings of the shareholders of the Corporation.

3. In the event of the liquidation, dissolution, or winding up of the Corporation or other distribution of its property or assets among shareholders by way of repayment of capital, the holders of the Special Preferred shares shall be entitled to receive the amount of One Hundred Dollars (\$100.00) for each share (herein called the "Redemption Amount") together with all declared and unpaid dividends thereon during the period commencing September 30th immediately preceding the date of distribution to the date of distribution and which for such purposes shall be treated as accruing up to the date of such distribution in priority to any distribution to the holders of the Common shares or any shares of any other class of the Corporation ranking junior to the Special Preferred shares, and such holders shall not be entitled to share any further in the distribution of property or assets of the Corporation.

4. Subject to the provisions of the *Canada Business Corporations Act*, all or any of the Special Preferred shares may be redeemed at any time upon thirty (30) days notice to the holder thereof. Such notice may be given in person or by registered mail to the holders thereto at their address in the Corporation's register of members. At any time after the giving of such notice to the holders of the Special Preferred shares such holders upon surrender of the certificate(s) for such shares to any authorized office of the transfer agent of the Corporation shall be paid the Redemption Amount of such shares together with all accrued and unpaid dividends calculated down to the date set for the redemption thereof in the said notice but shall not be entitled to any dividends accruing after the said redemption date. Subject to the provisions of the *Canada Business Corporations Act*, the redemption of the Special Preferred shares shall be at the sole option of the directors of the Corporation whose decision as to which and what number of Special Preferred shares shall be redeemed at any time in the manner aforesaid shall be conclusive.

5. Subject to the provisions *Canada Business Corporations Act*, for the purpose of the redemption of the Special Preferred shares, the directors may at any time and from time to time set aside such sum or sums as they in their absolute discretion may think proper as a reserve or otherwise to be used as and when the Corporation shall deem desirable or be obligated in the redemption of the Special Preferred shares but notwithstanding anything in this paragraph contained, the directors need not set aside any such sum or sums or reserve.

**SECTION 3**

**C. Preferred shares, issuable in series**

The Preferred shares, issuable in series shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The Preferred shares may from time to time be issued in one or more series and the directors may, before the issue of shares of any particular series, alter the Articles of the Corporation to set the number of and determine the designation of the shares of that series and alter the Articles of the corporation to create, define and attach the special rights and restrictions attaching to the shares of that series. The Preferred shares of each series will, 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, rank on a parity with the Preferred shares of every other series and be entitled to a preference and priority over the Common shares and over any other shares of the Corporation ranking junior to the Preferred shares.

## SCHEDULE B

1. The Directors of the Corporation from time to time may without authorization of the shareholders:
  - (a) borrow money upon the credit of the Corporation;
  - (b) issue, re-issue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured;
  - (c) give a guarantee on behalf of the Corporation to secure performance of any person; and
  - (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertaking to secure any obligation, present or future, of the Corporation.

The Directors may, from time to time, delegate to such one or more of the Directors or Officers of the Corporation as may be designated by the Directors all or any of the powers conferred on the Directors by the foregoing or by the Canada Business Corporations Act, to such extent and in such manner as the Directors shall determine at the time of each such delegation. Nothing in this provision 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.

2. The Directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional Directors shall not at any time exceed one-third of the number of Directors who held office at the expiration of the last annual meeting of the Corporation.
3. Meetings of Shareholders may be held at any place within or outside Alberta where the Directors determine.