

The Corporations Act /
Loi sur les corporations
ARTICLES OF AMENDMENT /
CLAUSES MODIFICATRICES

ATTACHMENT A-1(3) TO
EXHIBIT A-1 - Clearing

MANITOBA



The Corporations Act /
Loi sur les corporations

Corporation No.
N° de la corporation

3831397

CERTIFICATE / CERTIFICAT

ARTICLES EFFECTIVE /
LES STATUTS PRENNENT EFFET LE

1 NOV / NOV 2001 at 9:45 AM


DIRECTOR, CORPORATIONS BRANCH /
DIRECTEUR, DIRECTION DES CORPORATIONS

1-Name of Corporation / Dénomination sociale
WCE CLEARING CORPORATION

2-Corporation Number /
N° de la corporation
3831397

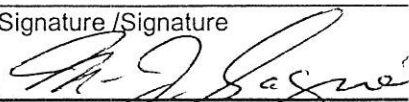
3- a) The amendment to the articles has been authorized by: / La modification apportée aux statuts a été autorisée par résolution:

directors administrateurs
shareholders actionnaires
members membres

b) pursuant to Section 167(2)(b)
conformément à l'article

c) and the articles are amended as follows: / et les statuts de la corporation sont modifiés de la façon suivante:

SEE ATTACHED SCHEDULE I

Date / Date	Signature / Signature	Description of Office: / Description du poste
NOVEMBER 15, 2001		PRESIDENT
Instructions:	Specify the relevant subsection pursuant to which the amendment is authorized, and the changes which are being made. Specify whether amendment authorized by directors, shareholders or members. The resolution authorizing the amendment is not required to be attached hereto.	
Directives:	Énoncer chacune des modifications apportées aux statuts, en mentionnant la disposition de la loi qui l'autorise. Indiquer également s'il s'agit d'une modification adoptée par résolution des administrateurs ou par résolution des actionnaires ou membres. Il n'est pas nécessaire de fournir une copie de cette résolution.	

**SCHEDULE I TO THE ATTACHED
ARTICLES OF AMENDMENT**

The Articles of Incorporation are amended as follows:

1. The Corporation be converted into a Corporation with share capital;
2. The registered office of the Corporation be:

400 Commodity Exchange Tower
360 Main Street
Winnipeg, Manitoba, R3C 3Z4
3. The minimum number of directors be five (5) and the maximum number of directors be eight (8);
4. The Corporation is authorized to issue an unlimited number of Class A Common Shares for unlimited consideration;
5. The restrictions on share transfers are as follows:

No shares of the corporation shall be transferred without the consent of the majority of the directors of the corporation, such consent to be expressed by a resolution passed by the board of directors or by an instrument in writing signed by all of the directors.
6. The said Shares shall be subject to the following rights, privileges, restrictions and conditions, namely:

None
7. That any other provisions contained in the Articles of Incorporation that would imply a corporation without share capital are hereby deleted;
8. The restrictions, if any, on business the corporation may carry on:

Not applicable
9. To add the other provisions as described in Schedule "A" attached hereto.

**SCHEDULE A TO THE ATTACHED
ARTICLES OF AMENDMENT**

Other provisions:

1. That pursuant to Section 167(4) of The Corporations Act, the proposed formula for share distribution is that the sole member of the Corporation shall be issued one (1) Class A Common Share in the capital stock of the Corporation in exchange for the disposition to the Corporation of its member's rights.
2. That pursuant to Section 167(3) of The Corporations Act, a resolution authorizing conversion from a corporation without share capital to a corporation with share capital has been approved by the sole Member of the Corporation.