



The Corporations Act
Loi sur les corporations
ARTICLES OF AMALGAMATION (share capital)
STATUTS DE FUSION (avec capital-actions)



The Corporations Act /
Loi sur les corporations

CERTIFICATE / CERTIFICAT
ARTICLES EFFECTIVE /
LES STATUTS PRENNENT EFFET LE

01 JAN JAN 2008 at 12:01 A.M.

[Signature]
DIRECTOR/DIRECTEUR

1. Name of Amalgamated Corporation / Dénomination de la corporation de la fusion

5601551 MANITOBA LTD.

2. The address in full of the registered office (include postal code)
Adresse complète du bureau enregistré (inclure le code postal)

400 - 360 Main Street
Winnipeg, Manitoba R3C 3Z4

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

Minimum of One (1); Maximum of Twelve (12)

4. Directors / Administrateurs

| Name in full / Nom complet | Address in full / Adresse complète |
|----------------------------|--|
| WILLIAM E. HILL | 400 - 360 Main Street, Winnipeg, MB R3C 3Z3 |
| JEFFREY C. SPRECHER | 2100 RiverEdge Pkwy, 5 th Flr., Atlanta, GA 30328 |
| SCOTT A. HILL | 2100 RiverEdge Pkwy, 5 th Flr., Atlanta, GA 30328 |
| DAVID S. GOONE | 2100 RiverEdge Pkwy, 5 th Flr., Atlanta, GA 30328 |
| LORNE F. DeJAEGER | 27 Jaquet Bay, Winnipeg, MB R2M 5K5 |
| BRIAN HAYWARD | 400 - 200 Waterfront Dr., Winnipeg, MB R3B 3P1 |
| WILLIAM TERRANCE WRIGHT | 2400 - 360 Main Street, Winnipeg, MB R3C 3Z3 |

5. The classes and any maximum number of shares that the corporation is authorized to issue
Catégories et tout nombre maximal d'actions que la corporation est autorisée à émettre

The Corporation is authorized to issue an unlimited number of Common Shares, for unlimited consideration.

6. The rights, privileges, restrictions and conditions attaching to the shares, if any
Droits, privilèges, restrictions et conditions dont les actions sont assorties, s'il y a lieu

As set forth in Schedule "I" attached

7. Restrictions, if any, on share transfers / Restrictions au transfert des actions, s'il y a lieu

No securities in the capital of the Corporation shall be transferred without the consent of a majority of the Directors of the Corporation expressed by resolution passed by the Directors or by an instrument or instruments in writing signed by such Directors.

8. Restrictions, if any, on business the corporation may carry on
Limites imposées quant à l'entreprise que la corporation peut exercer, s'il y a lieu

None

9. Other provisions, if any /Autre dispositions, s'il y a lieu

As set forth in Schedule "II" attached hereto.

10. The amalgamation agreement has been duly approved in accordance with section 177 of *The Corporations Act*.

OR
The amalgamation has been duly approved in accordance with section 178 of *The Corporations Act*. These articles of amalgamation are the same as the articles of incorporation of (name the designated amalgamating corporation).


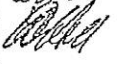
~~La convention de fusion a été dûment approuvée en conformité avec l'article 177 de la Loi sur les corporations,~~

OU
La fusion a été dûment approuvée en conformité avec l'article 178 de la Loi sur les corporations. Les présents statuts de fusion sont les mêmes que les statuts constitutifs de (nommer la corporation fusionnante désignée).

5601551 Manitoba Ltd.

11. Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation
Dénomination de la corporation fusionnante dont les règlements doivent être les règlements de la corporation issue de la fusion.

5601551 Manitoba Ltd.

| 12. Names of Amalgamating Corporations Dénomination des corporations fusionnantes | Signature Signature | Office Held Poste | Date Date | Business Number Numéro d'entreprise |
|--|---|----------------------|---------------|--|
| 5601551 Manitoba Ltd. |  | President | Dec. 20, 2007 | 829332212 |
| WCE Holdings Inc. |  | President | Dec. 20, 2007 | 894221068 |

Instructions: The statutory declarations required by subsection 179(2) shall accompany these articles of amalgamation. It is not necessary to file the amalgamation agreement.
Directives: Les déclarations solennelles prévues au paragraphe 179(2) doivent accompagner les statuts de fusion. Il n'est pas nécessaire de déposer la convention de fusion.

FORM 11 / FORMULE 11



SCHEDULE "I"

TO ARTICLES OF AMALGAMATION

1. The Common Shares of the Corporation have the following rights, privileges, restrictions and conditions:
 - (a) The holders of Common Shares are entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and are entitled to one vote for each common share held by them respectively.
 - (b) The holders of Common Shares are entitled to receive dividends when, as and if declared by the Board of Directors of the Corporation.
 - (c) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Common Shares are exclusively entitled to receive rateably any remaining property or assets of the Corporation.

SCHEDULE "II"
TO ARTICLES OF AMALGAMATION

1. The number of shareholders of the corporation is limited to fifty, not including persons who are in the employment of the Corporation or persons who, having been formerly in the employment of the Corporation, while in that employment were and have continued after the termination of that employment to be shareholders of the Corporation, two or more persons holding one or more shares of the Corporation jointly being counted as a single shareholder.
2. Any invitation to the public to subscribe for any shares or securities of the Corporation is prohibited.
3. The Corporation has a lien on shares registered in the name of a shareholder who is indebted to the Corporation for the amount of the debt owing by such shareholder to the Corporation.