

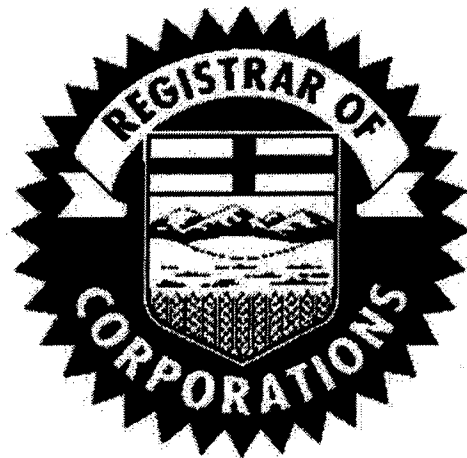
CORPORATE ACCESS NUMBER: 2012903379

Alberta

BUSINESS CORPORATIONS ACT


**CERTIFICATE
OF
AMALGAMATION**

**BRI-CHEM CORP.
IS THE RESULT OF AN AMALGAMATION FILED ON 2007/01/01.**



ARTICLES OF AMALGAMATION

ALBERTA Consumer and Corporate Affairs

1. NAME OF AMALGAMATED CORPORATION: Bri-Chem Corp.		2. CORPORATE ACCESS NO.	
3. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE: See Schedule "A" attached.			
4. RESTRICTIONS IF ANY ON SHARE TRANSFERS: There are no restrictions on the transfer of shares in the capital of the Corporation.			
5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS: Not less than three and not more than fifteen.			
6. OTHER RESTRICTIONS IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON: None.			
7. OTHER PROVISIONS IF ANY: See Schedule "B" attached.			
8. NAME OF AMALGAMATING CORPORATIONS		CORPORATE ACCESS NO.	
mBase Commerce Inc.		205900798	
Gwelan Supply Ltd.		202156444	
9. DATE	SIGNATURE		TITLE
December 27, 2006			Director

Schedule "A"
attached to and forming part of the Articles of
Amalgamation of Bri-Chem Corp.

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

The Corporation is authorized to issue:

- (i) an unlimited number of Common Shares
- (ii) an unlimited number of Preferred Shares

with the following rights, privileges, restrictions and conditions attached thereto:

1. COMMON SHARES

The Common Shares shall carry and be subject to the following rights, privileges, restrictions and conditions, namely:

- (a) The holders of Common Shares are entitled to receive notice of any meeting of the shareholders of the Corporation and to attend and vote thereat except those meetings where only holders of a specified class or particular series of shares are entitled to vote and each holder thereof shall be entitled to one (1) vote per share in person or by proxy.
- (b) Subject to the rights, privileges, restrictions and conditions attaching to any other shares of the Corporation, the holders of the Common Shares are entitled to receive any dividend declared and paid by the Corporation.
- (c) Subject to the rights, privileges, restrictions and conditions attaching to any other shares of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation after payment of all of the Corporation's liabilities.
- (d) The rights, privileges, restrictions and conditions attaching to the Common Shares as a class may be added to, changed or removed but only with the approval of the holders of the Common Shares given as hereinafter specified.

2. PREFERRED SHARES

The Preferred Shares, as a class, shall carry and be subject to the following rights, privileges, restrictions and conditions, namely:

- (a) The board of directors of the Corporation may issue the Preferred Shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series including, without limitation, the rate or rates, amount or method or methods

of calculation of dividends thereon, the time and place of payment of dividends, whether cumulative or non-cumulative or partially cumulative and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any), the voting rights attached thereto (if any), and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Registrar (as defined in the *Business Corporations Act* (Alberta) (as the same may from time to time be amended, re-enacted or replaced)) articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the board of directors of the Corporation.

- (b) No rights, privileges, restrictions or conditions attached to a series of Preferred Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Preferred Shares then outstanding. The Preferred Shares shall be entitled to priority over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares with respect to priority in the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. If any cumulative dividends or amounts payable on a return of capital in respect of a series of Preferred Shares are not paid in full, the Preferred Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of the Preferred Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Preferred Shares of any series may also be given such other preferences, not inconsistent with subparagraphs 2(a) to (d) hereof, over the Common Shares and over any other shares ranking junior to the Preferred Shares as may be determined in the case of such series of Preferred Shares.
- (c) Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Preferred Shares, the holders of the Preferred Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.
- (d) The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class may be added to, changed or removed but only with the approval of the holders of the Preferred Shares given as hereinafter specified.
- (e) The approval of the holders of Preferred Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Preferred Shares as a class or to any other matter requiring the consent of the holders of the Preferred Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval shall be given by resolution passed by the affirmative vote of at least

two-thirds of the votes cast at a meeting of the holders of Preferred Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time required by the *Business Corporations Act* (Alberta) (as the same from time to time amended, re-enacted or replaced) and prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Preferred Shares as a class, each holder entitled to vote thereat shall have one vote in respect of each One Dollar (\$1.00) of the issue price of each Preferred Share held by him. One or more shareholders entitled to vote at the meeting holding or representing, in total, at least one-third of the issued preference shares shall constitute a quorum for any meeting of the holders of the Preferred Shares to consider any variation in the rights privileges, restrictions or conditions attaching to the Preferred Shares in accordance with this paragraph 2(e).

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2007/01/01

Corporate Access Number: 2012903379

Service Request Number: 9509292
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: BRI-CHEM CORP.
French Equivalent Name:
Nuans Number: 87954748
Nuans Date: 2006/10/12
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 2900-10180 101 ST
Legal Description:
City: EDMONTON
Province: ALBERTA
Postal Code: T5J 3V5

RECORDS ADDRESS

Street: 2900-10180 101 ST
Legal Description:
City: EDMONTON
Province: ALBERTA
Postal Code: T5J 3V5

ADDRESS FOR SERVICE BY MAIL

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

Share Structure: SEE ELECTRONIC ATTACHMENT
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 ELECTRONIC ATTACHMENT

Professional Endorsement Provided:

Future Dating Required:

Registration Date:

2007/01/01

Director

Last Name: CAMPBELL
First Name: ALAN
Middle Name:
Street/Box Number: BOX 6 SITE 14 RR 4
City: EDMONTON
Province: ALBERTA
Postal Code: T5E 5S7
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Last Name: CAMPBELL
First Name: BRIAN
Middle Name:
Street/Box Number: 243 161 AVE
City: EDMONTON
Province: ALBERTA
Postal Code: T5Y 2Z5
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: CARON
First Name: DONALD
Middle Name: P.
Street/Box Number: 1500-10025 102A AVE
City: EDMONTON
Province: ALBERTA
Postal Code: T5J 2Z2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: SHARP
First Name: ALBERT
Middle Name:
Street/Box Number: 51112 RR 225
City: SPRUCE GROVE
Province: ALBERTA
Postal Code: T7Y 1A8
Country:
Resident Canadian: Y

Named On Stat Dec:

Last Name: SAUZE
First Name: ERIC
Middle Name:
Street/Box Number: 10542 125 ST
City: EDMONTON
Province: ALBERTA
Postal Code: T5N 1T5
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
205900798	MBASE COMMERCE INC.
202156444	GWELAN SUPPLY LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2007/01/01
Other Rules or Provisions	ELECTRONIC	2007/01/01
Statutory Declaration	10000198000696608	2007/01/01
Amalgamation Agreement	10000998000696609	2007/01/01

Registration Authorized By: GARY I. BIASINI
SOLICITOR

**Articles of Amalgamation
For
BRI-CHEM CORP.**

Share Structure: SEE ELECTRONIC ATTACHMENT
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 ELECTRONIC ATTACHMENT

**Registration Authorized By: GARY I. BIASINI
SOLICITOR**

Schedule "A"
attached to and forming part of the Articles of
Amalgamation of Bri-Chem Corp.

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- (a) The holders of Common Shares are entitled to receive notice of any meeting of the shareholders of the Corporation and to attend and vote thereat except those meetings where only holders of a specified class or particular series of shares are entitled to vote and each holder thereof shall be entitled to one (1) vote per share in person or by proxy.
- (b) Subject to the rights, privileges, restrictions and conditions attaching to any other shares of the Corporation, the holders of the Common Shares are entitled to receive any dividend declared and paid by the Corporation.
- (c) Subject to the rights, privileges, restrictions and conditions attaching to any other shares of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation after payment of all of the Corporation's liabilities.
- (d) The rights, privileges, restrictions and conditions attaching to the Common Shares as a class may be added to, changed or removed but only with the approval of the holders of the Common Shares given as hereinafter specified.

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- (a) The board of directors of the Corporation may issue the Preferred Shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series including, without limitation, the rate or rates, amount or method or methods of calculation of dividends thereon, the time

and place of payment of dividends, whether cumulative or non-cumulative or partially cumulative and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any), the voting rights attached thereto (if any), and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Registrar (as defined in the Business Corporations Act (Alberta) (as the same may from time to time be amended, re-enacted or replaced)) articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the board of directors of the Corporation.

- (b) No rights, privileges, restrictions or conditions attached to a series of Preferred Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Preferred Shares then outstanding. The Preferred Shares shall be entitled to priority over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares with respect to priority in the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. If any cumulative dividends or amounts payable on a return of capital in respect of a series of Preferred Shares are not paid in full, the Preferred Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of the Preferred Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Preferred Shares of any series may also be given such other preferences, not inconsistent with subparagraphs 2(a) to (d) hereof, over the Common Shares and over any other shares ranking junior to the Preferred Shares as may be determined in the case of such series of Preferred Shares.
- (c) Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Preferred Shares, the holders of the Preferred Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

- (d) The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class may be added to, changed or removed but only with the approval of the holders of the Preferred Shares given as hereinafter specified.
- (e) The approval of the holders of Preferred Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Preferred Shares as a class or to any other matter requiring the consent of the holders of the Preferred Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval shall be given by resolution passed by the affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of Preferred Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time required by the Business Corporations Act (Alberta) (as the same from time to time amended, re-enacted or replaced) and prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Preferred Shares as a class, each holder entitled to vote thereat shall have one vote in respect of each One Dollar (\$1.00) of the issue price of each Preferred Share held by him. One or more shareholders entitled to vote at the meeting holding or representing, in total, at least one-third of the issued preference shares shall constitute a quorum for any meeting of the holders of the Preferred Shares to consider any variation in the rights privileges, restrictions or conditions attaching to the Preferred Shares in accordance with this paragraph 2(e).

BriA.ans

Schedule "B"
attached to and forming part of the Articles of
Amalgamation of Bri-Chem Corp.

OTHER PROVISIONS IF ANY:

- (a) 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 1/3 of the number of directors who held office at the last annual general meeting of the Corporation.
- (b) Meetings of the shareholders may be held at any place within Alberta or at any place outside Alberta as the directors may determine.

BriB.ans