

SCHEDULE
TO FORM 4
ARTICLES OF AMALGAMATION OF
INSCAPE CORPORATION

| 4. The director(s) is/are: First name, initials and surname <i>Prénom, initiales et nom de famille</i> | <i>Administrateur(s):</i> Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i> | Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i> |
|--|--|--|
| Bartley F. Bull | 67 Toll Road, Holland Landing , Ontario L9N 1H2 | Yes |
| Madan Mohan Bhayana | 67 Toll Road, Holland Landing , Ontario L9N 1H2 | Yes |
| Peter Brunelle | 67 Toll Road, Holland Landing , Ontario L9N 1H2 | Yes |
| Alan J. Power | 6 Eden Vale Drive, King City, Ontario L7B 1L8 | Yes |
| Dezso Horvath | 4700 Keele Street, 435 Schulich School of Business, Toronto, Ontario M3J 1P3 | Yes |
| Robert Long | 69 Fairway Heights Drive, Thornhill, Ontario L3T 3A7 | Yes |

5. **Check A or B**
Cocher A ou B

- A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

- B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Inscape Corporation

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

| Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i> | Ontario Corporation Number <i>Numéro de la société en Ontario</i> | Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> Year / <i>année</i> Month / <i>mois</i> Day / <i>jour</i> |
|---|--|---|
| Inscape Corporation | 1269942 | 2007/04/30 |
| Inscape Ltd. | 1020691 | 2007/04/30 |
| Office Specialty Ltd. | 1570991 | 2007/04/30 |

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The corporation is authorized to issue 7,670,881 Class A Multiple Voting Shares and an unlimited number of Class B Subordinated Voting Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See attached pages 4A-4H

The Class A Multiple Voting Shares (the "Multiple Voting Shares") and the Class B Subordinated Voting Shares (the "Subordinated Voting Shares") shall have attached thereto the following rights, privileges, restrictions and conditions:

1. **Dividends and Other Distributions**

- 1.1 Subject to the rights of the holders of any shares of the Corporation ranking in priority to the Multiple Voting Shares and the Subordinated Voting Shares with respect to the payment of dividends, the holders of Multiple Voting Shares and Subordinated Voting Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation, out of assets properly applicable to the payment of dividends, in such amount and in such form as the board of directors of the Corporation may determine from time to time, provided however that all dividends which the directors declare on the Multiple Voting Shares or the Subordinated Voting Shares shall be declared and paid in equal amounts per share on all Multiple Voting Shares and Subordinated Voting Shares at the time outstanding without priority, preference or distinction as to the class of shares held. Cheques of the Corporation payable in lawful money of Canada at par at any branch in Canada of the Corporation's bankers for the time being shall be issued in respect of any such dividends payable in cash (less any tax required to be withheld by the Corporation). The forwarding by prepaid mail or delivering of such a cheque to a holder of Multiple Voting Shares or Subordinated Voting Shares at the address of such holder as it appears on the securities registers of the Corporation shall satisfy such dividends to the extent of the sum represented thereby (plus the amount of any such tax deducted) unless such cheque is not paid on its due presentation.
- 1.2 The Corporation may issue or distribute securities of the Corporation or of any other body corporate (including rights, options or warrants to acquire such securities and any securities convertible or exchangeable into such securities) or any other property or assets of any kind (including evidences of indebtedness and any rights, options or warrants to acquire such property or assets) to holders of Multiple Voting Shares and Subordinated Voting Shares, provided however that all such issuances and distributions are declared, made and paid in equal amounts and on equal terms on all Multiple Voting Shares and Subordinated Voting Shares at the time outstanding without priority, preference or distinction as to the class of shares held.

2. **Dissolution**

- 2.1 In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its

affairs, subject to the rights of the holders of any shares of the Corporation ranking in priority to the Multiple Voting Shares and the Subordinated Voting Shares with respect to the distribution of assets upon liquidation, dissolution or winding-up, the holders of the Multiple Voting Shares and the Subordinated Voting Shares shall be entitled to receive the remaining property and assets of the Corporation in equal amounts per share without priority, preference or distinction as to the class of shares held.

3. **Voting Rights**

3.1 The holders of the Multiple Voting Shares and the holders of the Subordinated Voting Shares shall be entitled to receive notice of, attend, speak and vote at all meetings of the shareholders of the Corporation, except any meetings at which only holders of a specified class or series of shares of the Corporation are entitled to vote separately as a class or series. Each Subordinated Voting Share shall entitle the holder thereof to one vote for each such share held and each Multiple Voting Share shall entitle the holder thereof to 10 votes for each such share held.

4. **Conversion of Multiple Voting Shares into Subordinated Voting Shares**

4.1 Each holder of Multiple Voting Shares may, at such holder's option and in the manner hereinafter provided, at any time and from time to time, convert all or any of the Multiple Voting Shares held by such holder into fully paid and non-assessable Subordinated Voting Shares, as the same shall be constituted at the time of conversion, on the basis of one Subordinated Voting Share for each Multiple Voting Share in respect of which the conversion right is exercised. Upon the conversion of any Multiple Voting Share into a Subordinated Voting Share, the Multiple Voting Share so converted shall be cancelled, the number of authorized Multiple Voting Shares shall be reduced accordingly and the directors of the Corporation shall not be entitled to restore such cancelled Multiple Voting Share to the authorized capital of the Corporation.

4.2 A holder of Multiple Voting Shares who wishes to exercise the conversion right provided in paragraph 4.1 above (the "Converting Shareholder") shall deliver to the registrar or transfer agent for the Multiple Voting Shares and the Subordinated Voting Shares, a notice (referred to in this paragraph 4.2 as a "Conversion Notice") in writing specifying the number of Multiple Voting Shares to be converted, accompanied by the certificate or certificates representing such shares. The Conversion Notice shall be signed by the Converting Shareholder, or its duly authorized attorney, with signatures guaranteed in a manner satisfactory to the registrar or transfer agent. The conversion of the Multiple Voting Shares specified in the Conversion Notice shall take effect upon such delivery of the Conversion Notice and such certificate or certificates.

As soon as practicable after the proposed conversion becomes effective, the Converting Shareholder shall be entitled, at the expense of the Corporation, to receive a certificate representing the Subordinated Voting Shares into which such Multiple Voting Shares were converted, such certificate to be registered in the name of the registered holder of the Multiple Voting Shares converted or, subject to payment by the registered holder of any stock transfer or other applicable taxes, in such name or names as such registered holder may direct in writing. In any case where the Subordinated Voting Shares are to be issued in the name of a person other than the registered holder of the Multiple Voting Shares, the transfer form on the back of the certificate or certificates representing the shares to be converted, or a separate power of attorney in respect of such shares, shall be endorsed or properly executed, as the case may be, by the registered holder of the Multiple Voting Shares or his duly authorized attorney, with signatures guaranteed in a manner satisfactory to the registrar or the transfer agent. If less than all the Multiple Voting Shares represented by any certificate accompanying the Conversion Notice are to be converted, the Converting Shareholder shall be entitled to receive a new certificate for the balance of such Multiple Voting Shares, which certificate shall be issued at the expense of the Corporation.

5. **Automatic Conversion and Restrictions on Transfer, Conversion and Voting in Certain Circumstances**

5.1 (a) In this Section 5, the following terms shall have the following meanings:

"Bhayana" means Madan Mohan Bhayana, currently the Non-Executive Chairman of the Corporation.

"Bhayana Affiliate" means any corporation, controlled by Bhayana, all of the issued and outstanding shares of which are owned beneficially and of record by one or more of the Bhayana Family or a corporation controlled by Bhayana, or a trust, all the beneficiaries of which are members of the Bhayana Family or a corporation controlled by Bhayana.

"Bhayana Family" means Bhayana, his spouse and his Issue.

"Bhayana Management" means Bhayana Management Ltd., a corporation incorporated under the laws of the Province of Ontario.

"Conversion Event" means (i) the death of Bhayana or the legal declaration that Bhayana is incompetent or incapable of managing his own affairs; (ii) Bhayana ceasing to have the right, in all cases, to exercise the votes attached to, or direct the voting of, all of the then issued and outstanding Multiple Voting Shares; (iii) Bhayana ceasing to control Bhayana Management or any other corporation which has a direct or

indirect interest in any Multiple Voting Shares through share ownership of an intermediary corporation or corporations or otherwise; (iv) any Person other than a Permitted Holder becoming the registered owner of, or any Person other than Bhayana or a Bhayana Affiliate becoming the beneficial owner of, any Multiple Voting Shares; (v) any Person other than a Bhayana Affiliate or a member of the Bhayana Family becoming the registered or beneficial owner of any shares of a corporation, any interest in a trust or any interest in an entity which has an interest, directly or indirectly, through share ownership of an intermediary corporation or corporations or otherwise, in any Multiple Voting Shares; or (vi) Bhayana, together with Bhayana Affiliates, ceasing to beneficially own that number of Multiple Voting Shares representing at least 20% of the total number of Multiple Voting Shares and Subordinated Voting Shares outstanding from time to time; provided that, notwithstanding the provisions above, the indirect interest of Bhayana Investments Ltd. in Multiple Voting Shares through its share ownership in Bhayana Management shall not constitute a "Conversion Event" so long as Bhayana continues to control Bhayana Management and all of the shares of Bhayana Investments Ltd. continue to be owned beneficially and of record by members of the Bhayana Family, Bhayana Affiliates and/or a trust, all the beneficiaries of which are members of the Bhayana Family or a corporation controlled by Bhayana.

"Issue" means all of Bhayana's children, whether natural or adopted, and shall be deemed to include all issue of any Issue, and so on.

"Multiple Voting Shares" means the Corporation's Class A Multiple Voting Shares outstanding at any time or from time to time and includes any securities into or for which Multiple Voting Shares may be changed, exchanged, reclassified, redesignated, subdivided or consolidated if such securities have attached thereto voting rights that are greater than the voting rights attaching to the Subordinated Voting Shares and any securities which may be convertible or changed into, exchangeable or exchanged for or reclassified or redesignated as Multiple Voting Shares.

"Permitted Financial Institution" means a Canadian financial institution which lends money in the ordinary course of its business with which a holder of Multiple Voting Shares deals at arm's length and to which a holder of Multiple Voting Shares has granted a security interest (by way of general security interest, pledge, hypothecation or otherwise) in such Multiple Voting Shares in connection with a *bona fide* borrowing; provided such holder of Multiple Voting Shares in granting such security interest has complied with Section 2.04 of the Stock Control Agreement.

"Permitted Holder" means (i) Bhayana, (ii) a Bhayana Affiliate and (iii) a Permitted Financial Institution holding Multiple Voting Shares by way of security interest only.

"Permitted Transfer" means (i) a transfer of Multiple Voting Shares to Bhayana or a Bhayana Affiliate made in compliance with Sections 2.02 and 2.03 of the Stock Control Agreement; or (ii) the granting of a security interest by Bhayana or a Bhayana Affiliate (by way of general security interest, pledge, hypothecation or otherwise) in Multiple Voting Shares to a Permitted Financial Institution made in compliance with Section 2.04 of the Stock Control Agreement; provided that in each case Bhayana has retained the right, in all cases, to exercise the votes attached to or direct the voting of all of the Multiple Voting Shares.

"Person" means any individual, body corporate, partnership, unincorporated syndicate, organization, association, trust, trustee, executor, administrator, other legal representative or entity, howsoever designated or constituted.

"Prohibited Transfer" means any Transfer of Multiple Voting Shares which is not a Permitted Transfer.

"Stock Control Agreement" means the stock control agreement dated December 9, 1997 among the Corporation, Bhayana, Bhayana Management and the Trustee.

"Subordinated Voting Shares" means the Corporation's Class B Subordinated Voting Shares outstanding at any time or from time to time.

"Transfer" means any gift, sale, assignment, conveyance, devolution, transmission, transfer, pledge, mortgage, charge, hypothecation, lien or other encumbrance of, or grant of a security interest in, any shares or interest in a trust or any legal or beneficial ownership therein, whether held directly or indirectly, and including (i) any agreement, arrangement or understanding which has the effect of the foregoing; and (ii) a transaction or the occurrence of an event which has the effect of changing the status of a holder of Multiple Voting Shares so that such holder is no longer a Permitted Holder.

"Trustee" means CIBC Mellon Trust Company, its successors and assigns.

(b) In this Section 5, (i) references to any Transfer of any Multiple Voting Shares or Subordinated Voting Shares herein includes any Transfer which results in the direct or indirect acquisition thereof or the acquisition of beneficial ownership, control or direction with respect thereto; (ii) a corporation will be deemed to be "controlled" by Bhayana if (y) voting securities of the corporation carrying more than 50% of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of Bhayana and without any restriction by contract or otherwise as to the manner of voting such securities, and

(z) the votes carried by such securities are entitled, if exercised, to elect a majority of the board of directors of the corporation, provided that Bhayana possesses, and exercises, the power to direct or cause the direction of the management policies and decisions of the corporation; and (iii) a Person shall be deemed to own beneficially securities beneficially owned by a corporation controlled by such Person;

- 5.2 If a Conversion Event occurs, all holders of Multiple Voting Shares will be deemed to have given a Conversion Notice as of the date of the Conversion Event whereupon such shares shall be, and shall be deemed to have been, converted into Subordinated Voting Shares on the basis of one Subordinated Voting Share for each Multiple Voting Share. Upon the conversion of any Multiple Voting Share into a Subordinated Voting Share, the Multiple Voting Share so converted shall be cancelled, the number of authorized Multiple Voting Shares shall be reduced accordingly and the directors of the Corporation shall not be entitled to restore such cancelled Multiple Voting Share to the authorized capital of the Corporation.
- 5.3 From and after the time at which (i) a holder of Multiple Voting Shares ceases to be a Permitted Holder, (ii) a Prohibited Transfer occurs or (iii) Multiple Voting Shares are sold, directly or indirectly, in the circumstances described in the second last sentence of Section 2.02 of the Stock Control Agreement, the Multiple Voting Shares held by such holder or which are the subject of the Prohibited Transfer or of such sale, as the case may be, may not be converted or transferred without the prior written consent of the Trustee, nor may such Multiple Voting Shares be voted except in accordance with the written instructions of the Trustee. The Trustee may attach conditions to any consent the Trustee gives in exercising its rights hereunder. The Trustee shall exercise such rights in a manner that the Trustee considers to be: (i) in the best interests of the holders of the Subordinated Voting Shares, other than the shareholder or shareholders who, in the opinion of the Trustee, participated directly or indirectly in the transaction that triggered the operation of this Section 5.3; and (ii) consistent with the intentions of the Corporation, Bhayana and Bhayana Management in entering into the Stock Control Agreement as such intentions are set out in the preamble to the Stock Control Agreement.

6. Subdivision or Consolidation

- 6.1 Neither the Multiple Voting Shares nor the Subordinated Voting Shares shall be subdivided, consolidated, reclassified or otherwise changed unless contemporaneously therewith the shares of such other class are subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner.

7. **Creation of Other Voting Securities**

7.1 No Voting Securities (as defined herein) shall be created or issued without the affirmative vote of at least 66 2/3% of the votes cast by the holders of the Multiple Voting Shares and the Subordinated Voting Shares, in each case voting separately as a class, at a meeting of the holders of such shares duly called for that purpose. For purposes of this paragraph 7.1, "Voting Securities" means any securities of the Corporation, other than Subordinated Voting Shares and Multiple Voting Shares, carrying the right to vote at a meeting of the securityholders of the Corporation (other than for the purpose of a meeting at which the holders of a particular class or series of securities of the Corporation are entitled to vote separately as a class or series) either under all circumstances or under certain circumstances which have occurred and are continuing.

8. **Modification**

8.1 Subject to paragraph 10.1 below, the rights, privileges, restrictions and conditions attaching to the Multiple Voting Shares, as a class, and the Subordinated Voting Shares, as a class, may be added to, changed or removed, and the number of authorized Multiple Voting Shares may be increased, but in each case only with the approval of the holders of the shares of both such classes given as hereinafter specified, in addition to any other approval required by the Business Corporations Act (Ontario) or any other statutory provision of like or similar effect, from time to time in force.

9. **Approval of Holders of Multiple Voting Shares and Subordinated Voting Shares**

9.1 The approval of the holders of the Multiple Voting Shares and the Subordinated Voting Shares to add to, change or remove any right, privilege, restriction or condition attaching to the shares of either such class or to increase the number of authorized Multiple Voting Shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolutions signed by all holders of each such class of shares or passed by the affirmative vote of at least 66 2/3% of the votes cast by the holders of each such class of shares, in each case, voting separately as a class at a meeting of the holders of such shares duly called for that purpose. The formalities to be observed with respect to the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders and as required by the Business Corporations Act (Ontario), as amended from time to time.

10. **Equality**

- 10.1 Except as otherwise provided herein, the rights, privileges, restrictions and conditions attaching to the Multiple Voting Shares and the Subordinated Voting Shares shall be identical in all respects and, without limiting the generality of the foregoing, no rights of any kind shall be conferred by the Corporation on the holders of the shares of either class of shares unless the same rights are conferred on the holders of the shares of the other class, without distinction between such classes.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

There shall be no restrictions on the transfer of shares in the capital of the Corporation.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

Without in any way restricting the powers conferred upon the Corporation or its board of directors by the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient:

(a) borrow money upon the credit of the Corporation;

(b) issue, re-issue, sell or pledge debt obligations of the Corporation;

(c) subject to the provisions of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

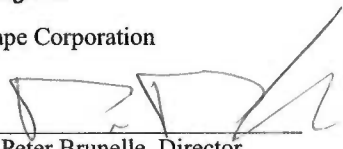
The board of directors may from time to time delegate to a director, a committee of directors or an officer of the Corporation any or all of the powers conferred on the board as set out above, to such extent and in such manner as the board shall determine at the time of such delegation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

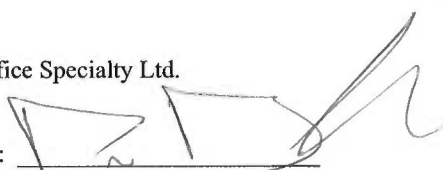
Inscape Corporation

By: 
Peter Brunelle, Director

Inscape Ltd.

By: 
Peter Brunelle, Director

Office Specialty Ltd.

By: 
Peter Brunelle, Director

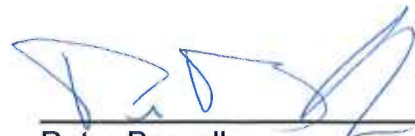
SCHEDULE "A"

**STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT**

I, Peter Brunelle, of the Town of Oakville, in the Province of Ontario, hereby certify and state, in my capacity as a director and officer and not in my personal capacity, as follows:

1. This Statement is made pursuant to subsection 178(2) of the Business Corporations Act (the "Act").
2. I am an officer and director of each of Inscape Corporation, Inscape Ltd. and Office Specialty Ltd. (the "Amalgamating Corporations") and as such have knowledge of their affairs.
3. I have conducted such examinations of the books and records of each of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due, and
 - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this 30th day of April, 2007.



Peter Brunelle

SCHEDULE "B" – PART 1

CERTIFIED COPY OF A RESOLUTION OF THE DIRECTORS OF

**INSCAPE CORPORATION
(the "Corporation")**

WHEREAS the Corporation is the holder of all the issued and outstanding shares in the capital of Office Specialty Ltd. ("OSL");

AND WHEREAS all of the issued and outstanding shares in the capital of Inscape Ltd. ("IL") are owned by either the Corporation or OSL;

AND WHEREAS the Corporation desires to amalgamate with OSL and IL to continue as one corporation;

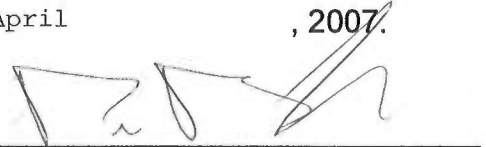
NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation be and it is hereby authorized to amalgamate with OSL and IL, its subsidiaries, under the provisions of Section 177(1) of the Business Corporations Act, and to continue as one corporation under the name "Inscape Corporation" (the "Amalgamated Corporation");
2. The articles of amalgamation shall be the same as the articles of the Corporation, except as prescribed;
3. The issued and outstanding shares of each of OSL and IL shall be cancelled without any repayment of capital in respect thereof;
4. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation;
5. No security shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation;
6. Any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing; and

7. This resolution may be signed in counterpart, by original or facsimile signature and each such counterpart when taken together shall constitute one and the same resolution or document and, notwithstanding the date of execution of each such counterpart, shall be deemed to bear the effective date as set forth below.

CERTIFIED to be a true copy of a resolution duly passed by the board of directors of Inscape Corporation on the 30th day of April, 2007 as required by law and that such resolution is in full force and effect and unamended as of the date hereof.

DATED as of the 30th day of April, 2007.

A handwritten signature in black ink, appearing to read "Peter Brunelle", is written over a horizontal line.

Peter Brunelle, President

SCHEDULE "B" – PART 2

CERTIFIED COPY OF A RESOLUTION OF THE DIRECTORS OF

**INSCAPE LTD.
(the "Corporation")**

WHEREAS Office Specialty Ltd. ("OSL") is a wholly-owned subsidiary of Inscape Corporation ("IC");

AND WHEREAS IC and OSL own all of the issued and outstanding shares in the capital of the Corporation;

AND WHEREAS the Corporation desires to amalgamate with IC and OSL to continue as one corporation;


NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation be and it is hereby authorized to amalgamate with IC and OSL under the provisions of Section 177(1) of the Business Corporations Act, and to continue as one corporation under the name "Inscape Corporation" (the "Amalgamated Corporation");
2. The articles of amalgamation shall be the same as the articles of IC, except as prescribed;
3. The issued and outstanding shares of each of the Corporation and OSL shall be cancelled without any repayment of capital in respect thereof;
4. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of IC;
5. The registered pension plan maintained by the Corporation, being "The Pension Plan for the Hourly Employees of Inscape Systems Ltd., plan no. 288233" (the "Plan") shall be maintained following the amalgamation by the Amalgamated Corporation and the Amalgamated Corporation shall assume responsibility for such Plan and for the benefits accrued thereunder. Following the amalgamation, the Plan shall be re-named "The Pension Plan for the Hourly Employees of Inscape Corporation, plan no. 288233".
6. No security shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation;
7. Any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing; and

8. This resolution may be signed in counterpart, by original or facsimile signature and each such counterpart when taken together shall constitute one and the same resolution or document and, notwithstanding the date of execution of each such counterpart, shall be deemed to bear the effective date as set forth below.

CERTIFIED to be a true copy of a resolution duly passed by the board of directors of Inscape Ltd. on the 30th day of April, 2007 as required by law and that such resolution is in full force and effect and unamended as of the date hereof.

DATED as of the 30th day of April, 2007.



Peter Brunelle, President

SCHEDULE "B" – PART 3

CERTIFIED COPY OF A RESOLUTION OF THE DIRECTORS OF

**OFFICE SPECIALTY LTD.
(the "Corporation")**

WHEREAS the Corporation is a wholly-owned subsidiary of Inscape Corporation ("IC");

AND WHEREAS the Corporation and IC own all of the issued and outstanding shares in the capital of Inscape Ltd. ("IL");

AND WHEREAS the Corporation desires to amalgamate with IC and IL to continue as one corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation be and it is hereby authorized to amalgamate with IC and IL under the provisions of Section 177(1) of the Business Corporations Act, and to continue as one corporation under the name "Inscape Corporation" (the "Amalgamated Corporation");
2. The articles of amalgamation shall be the same as the articles of IC, except as prescribed;
3. The issued and outstanding shares of each of the Corporation and IL shall be cancelled without any repayment of capital in respect thereof;
4. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of IC;
5. The registered pension plan maintained by the Corporation, being "The Pension Plan for the Hourly Employees of Office Specialty Ltd., plan no. 0494161" (the "Plan") shall be maintained following the amalgamation by the Amalgamated Corporation and the Amalgamated Corporation shall assume responsibility for such Plan and for the benefits accrued thereunder. Following the amalgamation, the Plan shall be re-named "The Pension Plan for the Hourly Employees of Inscape Corporation (formerly Office Specialty Ltd., plan no. 0494161)".
6. No security shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation;
7. Any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing; and

8. This resolution may be signed in counterpart, by original or facsimile signature and each such counterpart when taken together shall constitute one and the same resolution or document and, notwithstanding the date of execution of each such counterpart, shall be deemed to bear the effective date as set forth below.

CERTIFIED to be a true copy of a resolution duly passed by the board of directors of Office Specialty Ltd. on the 30th day of April, 2007 as required by law and that such resolution is in full force and effect and unamended as of the date hereof.

DATED as of the 30th day of April, 2007.



Peter Brunelle, President