GOVERNMENT OF
NEWFOUNDLAND AND LABRADOR
Department of Government Services

THE CORPORATIONS ACT
FORM 10

CERTIFICATE OF AMALGAMATION

(Section 294)

Corporation Name: **BLUE DROP INC.**
Corporation Number: **66708**
Date of Amalgamation: **January 26, 2012**

I certify that the Corporations identified in the attached Articles of Amalgamation have amalgamated to form this Corporation under the Corporations Act of Newfoundland and Labrador.

REGISTRAR OF COMPANIES
For Province of Newfoundland and Labrador
January 26, 2012

REGISTRY OF COMPANIES
Company No. 66702
Filed Jan 26, 2012
Receipt No. 80000K5X

GOVERNMENT OF
NEWFOUNDLAND AND LABRADOR
Department of Government Services and Lands

Registrar of Companies

REGISTERED

The Corporations Act (Form 9)

Articles of Amalgamation (Section 293)

1 - Name of Amalgamated Corporation
Blue Drop Inc.

2 - The place in Newfoundland where the registered office is situated
St. John's, NL

3 - The classes and any maximum number of shares that the corporation is authorized to issue:
(i) an unlimited number of common shares

See Schedule I attached which forms part of these Articles of Amalgamation.

4 - Restrictions if any on share transfers

See Schedule II attached which forms part of these Articles of Amalgamation.

5 - Number (or minimum and maximum number) of directors
Minimum of one (1) and a Maximum of ten (10) directors.

6 - Restrictions if any on business the corporation may carry on
None

7 - Other provisions if any
See Schedule III attached which forms part of these Articles of Amalgamation.

8 - The amalgamation agreement has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 10 below in accordance with Section 290 of the *Corporations Act*. ☒

The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 10 below in accordance with Sections 291 and 292 of the *Corporations Act*. ☐

9 - Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation: Serebra Acquisition Corp.

10 - Name of Amalgamated Corporations	Corporation No.	Signature	Date	Description of Office
Blue Drop Inc.	46343			
Serebra Acquisition Corp.	65796	[signature]	Jan 12, 2012	President CeO

For Departmental use only

Corporation No.	Filed

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JAN 26 2012
REGISTRY OF COMPANIES

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JAN 17 2012
REGISTRY OF COMPANIES

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GOVERNMENT OF
NEWFOUNDLAND AND LABRADOR
Department of Government Services and Lands

The Corporations Act (Form 9)

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Blue Drop Inc.	46343	[signature]	Jan 11, 2012	President
Serebra Acquisition Corp.	65796			

For Departmental use only

Corporation No.	Filed

(12013720_1.DOC)

SCHEDULE I

3. (i) The rights, privileges, restrictions and conditions attaching to the common shares of the Corporation are as follows:

(a) the holders of the common shares shall be entitled to notice of and to attend all meetings of shareholders of the Corporation, and shall be entitled to one vote for each common share held;

(b) the holders of the common shares shall have the right to receive dividends if, as and when declared by the board of directors of the Corporation; and

(c) the holders of the common shares shall have the right, to receive the remaining property and assets of the Corporation upon its dissolution, liquidation or winding-up.

SCHEDULE II

4. No security (as defined by the *Securities Act* (Newfoundland and Labrador)) issued by the Corporation, other than a non-convertible debt security, may be transferred without the prior approval of the Directors of the Corporation.

SCHEDULE III

7. (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;

   (b) Any invitation to the public to subscribe for shares, debentures or debenture stock of the Corporation is prohibited; and

   (c) The Corporation shall have a lien on the Shares of a holder who is indebted to the Corporation in respect of any such debt due the Corporation.

STATUTORY DECLARATION

The undersigned, Taleeb Farouk Noormohamed, of North Vancouver in the Province of British Columbia, hereby makes oath and says that:

1. I am a director of Serebra Acquisition Corp. ("Serebra") and as such have full knowledge of the facts herein deposed to.

2. Serebra and Blue Drop Inc. (collectively, the "Amalgamating Corporations") have entered into an agreement (the "Amalgamation Agreement") pursuant to which they have agreed to amalgamate on January 26, 2012 (thus forming the "Amalgamated Corporation").

3. The Amalgamation Agreement has been approved by Special Resolution of the shareholders of Serebra in accordance with Section 290 of the *Corporations Act*, Newfoundland and Labrador.

4. Based on my knowledge of the financial position of Serebra, I am of the opinion that:

   (a) Serebra is and the Amalgamated Corporation to be formed by the amalgamation of the Amalgamating Corporations will be able to pay their liabilities as they become due;

   (b) the realizable value of the assets of the Amalgamated Corporation to be formed by the amalgamation of the Amalgamating Corporations will not be less than the aggregate of its liabilities and stated capital of all classes; and

   (c) no creditor of either of the Amalgamating Corporations or the Amalgamated Corporation to be formed by the amalgamation of the Amalgamating Corporations will be prejudiced by the amalgamation of the Amalgamating Corporations.

SWORN TO before me at Ottawa in the Province of Ontario, on 12th January 2012:

Witness MATT CERTOSIMO.
Barrister (Ontario)

Taleeb Farouk Noormohamed

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STATUTORY DECLARATION

The undersigned, Emad Rizkalla, of St. John's in the Province of Newfoundland and Labrador, hereby makes oath and says that:

1. I am a director of Blue Drop Inc. ("Blue Drop") and as such have full knowledge of the facts herein deposed to.

2. Blue Drop and Serebra Acquisition Corp. (collectively, the "Amalgamating Corporations") have entered into an agreement (the "Amalgamation Agreement") pursuant to which they have agreed to amalgamate on January 26, 2012 (thus forming the "Amalgamated Corporation").

3. The Amalgamation Agreement has been approved by Special Resolution of the shareholders of Blue Drop in accordance with Section 290 of the *Corporations Act*, Newfoundland and Labrador.

4. Based on my knowledge of the financial position of Blue Drop, I am of the opinion that:

   (a) Blue Drop is and the Amalgamated Corporation to be formed by the amalgamation of the Amalgamating Corporations will be able to pay their liabilities as they become due;

   (b) the realizable value of the assets of the Amalgamated Corporation to be formed by the amalgamation of the Amalgamating Corporations will not be less than the aggregate of its liabilities and stated capital of all classes; and

   (c) no creditor of either of the Amalgamating Corporations or the Amalgamated Corporation to be formed by the amalgamation of the Amalgamating Corporations will be prejudiced by the amalgamation of the Amalgamating Corporations.

SWORN TO before me at St. John's in the Province of N.L., on 11 January 2012:

Witness
A Barrister (NL)

EMAD RIZKALLA

(Blue Drop Statutory Declaration re amalgamation (4).DOC)

STEWART McKELVEY
LAWYERS • AVOCATS

Cabot Place, 1100 – 100 New Gower Street, P.O. Box 5038
St. John's NL A1C 5V3 Canada tel: 709.722.4270 fax: 709.722.4565 stewartmckelvey.com

January 26th, 2012

Stephen H. Winter
Direct Dial: 709.570.8851
swinter@stewartmckelvey.com

Registry of Companies
Commercial Registrations Division
P.O. Box 8700
St. John's, NL
A1B 4J6

RECEIVED
JAN 2 6 2012
REGISTRY OF COMPANIES

Attention: **Mr. Dean Doyle**
Director, Commercial Registrations Division
Service NL

Dear Mr. Doyle:

Re: Blue Drop. Inc. triangular amalgamation with Serebra Learning Corporation

We are pleased to inform you that the closing date for the transaction involving Blue Drop Inc. ("**Blue Drop**"), a Newfoundland and Labrador ("**NL**") corporation, Serebra Acquisition Corp., a NL corporation, and Serebra Learning Corporation ("**Serebra**"), an Alberta ("**AB**") corporation (the "**Transaction**") is today, January 26th, 2012. Accordingly, and further to our letter dated January 17th, 2012, we request that the Registry of Companies (the "**Registry**") please release the Transaction documents it is currently holding in escrow and process them along with the original statutory declarations attached hereto.

For greater certainty, the attached documents are the following:

1. Statutory Declaration of a director or officer of Blue Drop in relation to the amalgamation of Blue Drop and Serebra Acquisition Corp. as Blue Drop Inc.;

2. Statutory Declaration of a director or officer of Serebra Acquisition Corp. in relation to the amalgamation of Blue Drop and Serebra Acquisition Corp. as Blue Drop Inc.;

3. Statutory Declaration of a director or officer of Bluedrop Performance Learning Inc. in relation to the vertical short-form amalgamation of Bluedrop Performance Learning Inc. and Blue Drop Inc.; and

4. Statutory Declaration of a director or officer of Blue Drop Inc. in relation to the vertical short-form amalgamation of Bluedrop Performance Learning Inc. and Blue Drop Inc.

Please be advised that the parties have decided to revert to the original order for the three transactional steps, as it was contemplated in our letter dated December 21, 2011. Accordingly, the continuance in NL of Serebra as Bluedrop Performance Learning Inc. constitutes the initial step, followed by the amalgamation of Blue Drop and Serebra Acquisition Corp. as Blue Drop Inc. The vertical short-form amalgamation of Bluedrop Performance Learning Inc. with the amalgamated Blue Drop Inc. remains the third and final step.

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As mentioned in our prior correspondence, please insert the missing corporation numbers, currently unavailable, and the missing dates in the submitted forms. Finally, the goal being to have as short a time lag as possible between the three transactional steps, we request the cooperation and support of the Registry to ensure that the continuance, initial amalgamation and vertical short-form amalgamation are all processed in that order today, January 26th, 2012.

We trust that you will find the attached documents satisfactory and thank you in advance for your assistance in this important matter.

Yours truly,

Stephen H. Winter
Associate

SHW/jcg