

CORPORATE ACCESS NUMBER: 2012484149



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

SHEAR WIND INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2006/06/09.



**Articles of Amalgamation
For
SHEAR WIND INC.**

Share Structure:	THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
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:	THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Registration Authorized By: DAVID D. HEIGHINGTON
SOLICITOR**

SCHEDULE "A"
To Form 9

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. The rights, privileges and restrictions of the Common and Preferred Shares are as follows;

1. Common Shares

The rights of the holders of the Common Shares are equal in all respects and include the rights:

- a) to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;
- b) subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive any dividend declared by the Corporation on the Common Shares; and
- c) subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.

2. Preferred Shares

a) The Preferred Shares may be issued from time to time in one or more series in such numbers with such rights, restrictions, privileges, conditions and designations attached thereto as shall be fixed from time to time before issuance by any resolution or resolutions providing for the issue of the shares of any series which may be passed by the board of directors of the Corporation and confirmed and declared by articles of amendment. Reference to one class or series of shares ranking on a parity with another class or series of shares shall mean ranking on a parity with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation whether voluntary or involuntary to the extent of their respective rights in that connection.

b) The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series, provided, however, that when in the case of any of such shares any cumulative dividends or amounts payable on a return of capital are not paid in full in accordance with their respective terms, the Preferred Shares of all series shall participate ratably in respect of such dividends (including all unpaid accumulated dividends which for such purpose shall be calculated as if the same were accruing up to the date of payment) in accordance with the sums which would be payable on said shares if all such dividends were declared and paid in full in accordance with their respective terms, and on any return of capital in accordance with the sums which would be payable on such return of capital if all sums so payable were paid in full in accordance with their respective terms, and provided further that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the said shares with respect to return 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 as aforesaid.

The Preferred Shares shall be entitled to preference over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said Preferred Shares with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, to the extent fixed in the case

of each respective series, and may also be given such other preferences over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said Preferred Shares as may be fixed in the case of each respective series.

SCHEDULE "B"

To Form 9.

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2006/06/09

Corporate Access Number: 2012484149

Service Request Number: 8773743
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: SHEAR WIND INC.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 730, 1015 - 4 STREET SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1J4

RECORDS ADDRESS

Street: 730, 1015 - 4 STREET SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1J4

ADDRESS FOR SERVICE BY MAIL

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

Share Structure: THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND
FORMS PART OF THIS FORM.

**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: THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND
FORMS PART OF THIS FORM.

**Professional Endorsement
Provided:**

Future Dating Required:

Registration Date: 2006/06/09

Director

Last Name: MAGNUS
First Name: MICHAEL
Middle Name:
Street/Box Number: 80 SNOWY OWL DRIVE
City: BEDFORD
Province: NOVA SCOTIA
Postal Code: B4A 3L3
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Last Name: WHEATLEY
First Name: MICHAEL
Middle Name: J.
Street/Box Number: 2 RAVEN HILL
City: BEDFORD
Province: NOVA SCOTIA
Postal Code: B4A 3L2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MACKENZIE
First Name: GARY
Middle Name:
Street/Box Number: 103 GRANITE COVE DRIVE
City: FIVE LAKE ISLAND
Province: NOVA SCOTIA

Postal Code: B3Z 1A2

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: HEIGHINGTON

First Name: DAVID

Middle Name: D.

Street/Box Number: 730, 1015 - 4 STREET SW

City: CALGARY

Province: ALBERTA

Postal Code: T2R 1J4

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2011432867	SHEAR WIND INC.
2011683600	MWP CAPITAL CORP.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2006/06/09
Statutory Declaration	10000306101628155	2006/06/09
Amalgamation Agreement	10000706101628158	2006/06/09
Other Rules or Provisions	ELECTRONIC	2006/06/09

Registration Authorized By: DAVID D. HEIGHINGTON
SOLICITOR