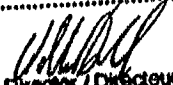


Ontario
CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

JANUARY 01 JANVIER, 2014

1908700


Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

(17)

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

D	A	T	A		G	R	O	U	P		L	T	D	.	/	G	R	O	U	P	E		D	A	T	A		L	T
É	E																												

2. The address of the registered office is:
Adresse du siège social :

9195 Torbram Road

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Brampton

ONTARIO

L 6 S 6 H 2

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number OR minimum and maximum 1 10
Nombre d'administrateurs : Nombre fixe OU minimum et maximum

4. The director(s) is/are: / Administrateur(s) :

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
William Albino	9195 Torbram Road Brampton, Ontario L6S 6H2	Yes
John H. Greenhough	9195 Torbram Road Brampton, Ontario L6S 6H2	Yes
Ron Fotheringham	9195 Torbram Road Brampton, Ontario L6S 6H2	Yes

4. The director(s) is/are:
Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Derek Ridout	9195 Torbram Road Brampton, Ontario L6S 6H2	Yes
Thomas R. Spencer	9195 Torbram Road Brampton, Ontario L6S 6H2	Yes
Michael Suksi	9195 Torbram Road Brampton, Ontario L6S 6H2	Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

☐

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.
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 - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

☒

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.

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

Data Group Inc.

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
The Fulfillment Solutions Advantage Inc.	1861348	2013	12	19
FSA Datalytics Canada Inc.	002297073	2013	12	19
Data Group Ltd./Groupe Data Ltée	1708779	2013	12	19
Data Group Inc.	002276895	2013	12	19

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 an unlimited number of common 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 :

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

(a) Payment of Dividends: The holders of the common shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution will be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.

(c) Voting Rights: The holders of the common shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each common share held at all such meetings.

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 :

N/A

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

N/A

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.

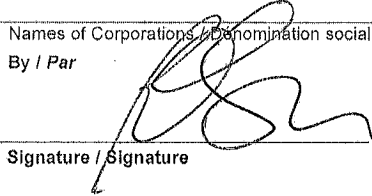
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

FSA Datalytics Canada Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Paul O'Shea

Chief Financial Officer

Signature / Signature

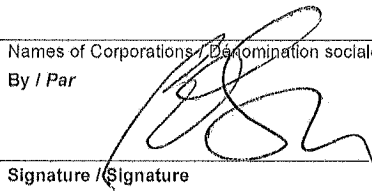
Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

The Fulfillment Solutions Advantages Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Paul O'Shea

Chief Financial Officer

Signature / Signature

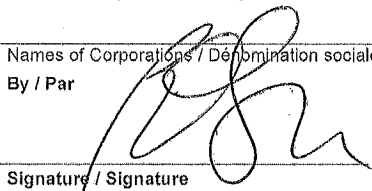
Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Data Group Ltd./Groupe Data Ltée

Names of Corporations / Dénomination sociale des sociétés

By / Par



Paul O'Shea

Chief Financial Officer

Signature / Signature

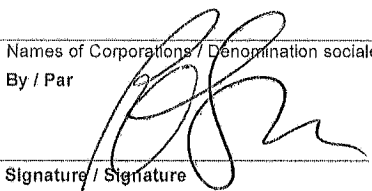
Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Data Group Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Paul O'Shea

Chief Financial Officer

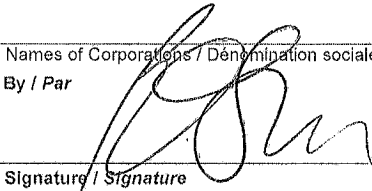
Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par



Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Schedule "A"

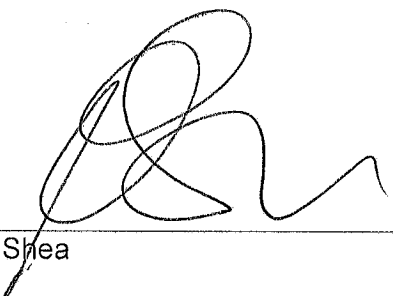
THE FULFILLMENT SOLUTIONS ADVANTAGE INC.

Statement

I, Paul O'Shea, Chief Financial Officer of The Fulfillment Solutions Advantage Inc. (the "**Corporation**"), refer to the proposed amalgamation of the Corporation with FSA Datalytics Canada Inc., Data Group Ltd. and Data Group Inc. and hereby state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Corporation, FSA Datalytics Canada Inc., Data Group Ltd. and Data Group Inc. is able to pay its liabilities as they become due;
 - (b) the corporation continuing from the amalgamation of the Corporation, FSA Datalytics Canada Inc., Data Group Ltd. and Data Group Inc. (the "**Amalgamated Corporation**") will be able to pay its liabilities as they become due;
 - (c) the realizable value of the Amalgamated Corporation's' assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (d) no creditor of the Corporation, FSA Datalytics Canada Inc., Data Group Ltd., or Data Group Inc. will be prejudiced by the said amalgamation.
2. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED December 19, 2013.



Paul O'Shea

Schedule "A"

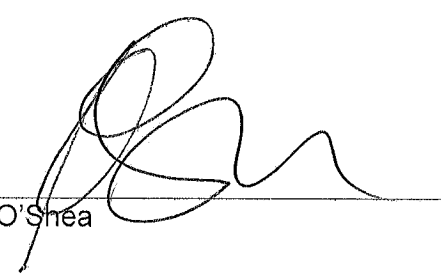
FSA DATALYTICS CANADA INC.

Statement

I, Paul O'Shea, Chief Financial Officer of FSA Datalytics Canada Inc. (the "**Corporation**"), refer to the proposed amalgamation of the Corporation with The Fulfillment Solutions Advantage Inc., Data Group Ltd. and Data Group Inc. and hereby state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Corporation and The Fulfillment Solutions Advantage Inc., Data Group Ltd. and Data Group Inc. is able to pay its liabilities as they become due;
 - (b) the corporation continuing from the amalgamation of the Corporation and The Fulfillment Solutions Advantage Inc., Data Group Ltd. and Data Group Inc. (the "**Amalgamated Corporation**") will be able to pay its liabilities as they become due;
 - (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (d) no creditor of the Corporation or The Fulfillment Solutions Advantage Inc., Data Group Ltd. or Data Group Inc. will be prejudiced by the said amalgamation.
2. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED December 19, 2013.



Paul O'Shea

Schedule "A"

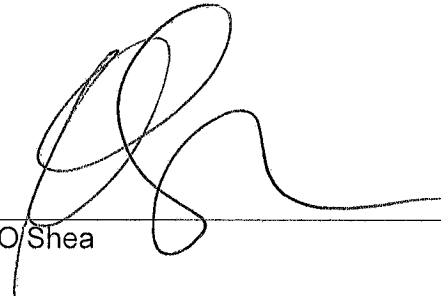
DATA GROUP LTD.

Statement

I, Paul O'Shea, Chief Financial Officer of Data Group Ltd. (the "**Corporation**"), refer to the proposed amalgamation of the Corporation with The Fulfillment Solutions Advantage Inc., FSA Datalytics Canada Inc. and Data Group Inc. and hereby state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Corporation, The Fulfillment Solutions Advantage Inc., FSA Datalytics Canada Inc. and Data Group Inc. is able to pay its liabilities as they become due;
 - (b) the corporation continuing from the amalgamation of the Corporation, The Fulfillment Solutions Advantage Inc., FSA Datalytics Canada Inc. and Data Group Inc. (the "**Amalgamated Corporation**") will be able to pay its liabilities as they become due;
 - (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (d) no creditor of the Corporation, The Fulfillment Solutions Advantage Inc., FSA Datalytics Canada Inc. or Data Group Inc. will be prejudiced by the said amalgamation.
2. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED December 19, 2013.



Paul O'Shea

Schedule "A"

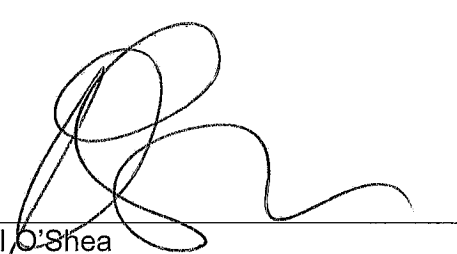
DATA GROUP INC.

Statement

I, Paul O'Shea, Chief Financial Officer of Data Group Inc. (the "**Corporation**"), refer to the proposed amalgamation of the Corporation with FSA Datalytics Canada Inc., The Fulfillment Solutions Advantage Inc. and Data Group Ltd. and hereby state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Corporation, FSA Datalytics Canada Inc., The Fulfillment Solutions Advantage Inc. and Data Group Ltd. is able to pay its liabilities as they become due;
 - (b) the corporation continuing from the amalgamation of the Corporation, FSA Datalytics Canada Inc., The Fulfillment Solutions Advantage Inc. and Data Group Ltd. (the "**Amalgamated Corporation**") will be able to pay its liabilities as they become due;
 - (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (d) no creditor of the Corporation, FSA Datalytics Canada Inc., The Fulfillment Solutions Advantage Inc. or Data Group Ltd. will be prejudiced by the said amalgamation.
2. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED December 19, 2013.



Paul O'Shea

THE FULFILLMENT SOLUTIONS ADVANTAGE INC.

The undersigned, being all the directors of The Fulfillment Solutions Advantage Inc. (the "**Corporation**"), hereby sign the following resolution:

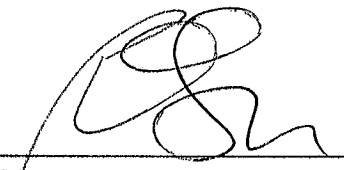
AMALGAMATION WITH FSA DATALYTICS CANADA INC., DATA GROUP LTD.
AND DATA GROUP INC.

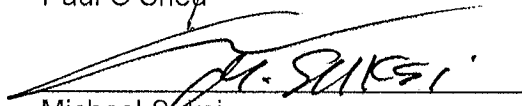
RESOLVED that:

1. The amalgamation of the Corporation with FSA Datalytics Canada Inc., Data Group Ltd. and Data Group Inc. ("**DGI**") pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "**Amalgamated Corporation**") shall be the same as the articles of DGI, except for the name of the Amalgamated Corporation which shall be "Data Group Ltd. /Groupe Data Ltée".
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of DGI, such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
6. Any director or officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such director's or officer's opinion may be necessary or desirable to complete the amalgamation hereby approved and authorized.

[Remainder of the page is intentionally blank]

DATED December 19, 2013.



Paul O'Shea

Michael Suksi

SCHEDULE B

FSA DATALYTICS CANADA INC.

The undersigned, being all the directors of FSA Datalytics Canada Inc. (the "**Corporation**"), hereby sign the following resolution:

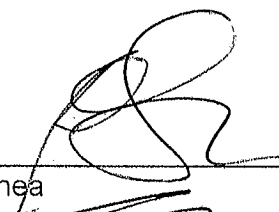
AMALGAMATION WITH THE FULFILLMENT SOLUTIONS ADVANTAGE INC.,
DATA GROUP LTD. AND DATA GROUP INC.

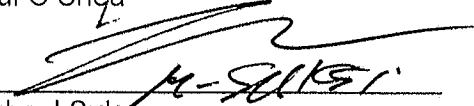
RESOLVED that:

1. The amalgamation of the Corporation with The Fulfillment Solutions Advantage Inc., Data Group Ltd. and Data Group Inc. ("**DGI**") pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "**Amalgamated Corporation**") shall be the same as the articles of DGI, except for the name of the Amalgamated Corporation which shall be "Data Group Ltd. /Groupe Data Ltée".
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of DGI, such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
6. Any director or officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such director's or officer's opinion may be necessary or desirable to complete the amalgamation hereby approved and authorized.

[Remainder of the page is intentionally blank]

DATED December 19, 2013.



Paul O'Shea

Michael Suksi

Steve Wittal

SCHEDULE B

DATA GROUP LTD.

The undersigned, being all the directors of Data Group Ltd. (the "**Corporation**"), hereby sign the following resolution:

AMALGAMATION WITH FSA DATALYTICS CANADA INC.,
THE FULFILLMENT SOLUTIONS ADVANTAGE INC. AND DATA GROUP INC.

RESOLVED that:

1. The amalgamation of the Corporation with FSA Datalytics Canada Inc., The Fulfillment Solutions Advantage Inc., and Data Group Inc. ("**DGI**") pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "**Amalgamated Corporation**") shall be the same as the articles of DGI, except for the name of the Amalgamated Corporation which shall be "Data Group Ltd./Groupe Data Ltée".
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of DGI, such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
6. Any director or officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such director's or officer's opinion may be necessary or desirable to complete the amalgamation hereby approved and authorized.

[Remainder of the page is intentionally blank]

DATED December 19, 2013.

Paul O'Shea

Michael Suski

SCHEDULE B

DATA GROUP INC.

The undersigned, being all the directors of Data Group Inc. (the "**Corporation**"), hereby sign the following resolution:

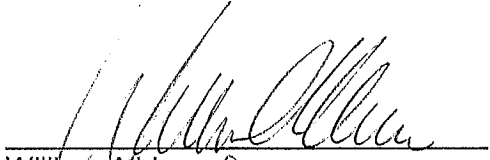
AMALGAMATION WITH FSA DATALYTICS CANADA INC.,
THE FULFILLMENT SOLUTIONS ADVANTAGE INC. AND DATA GROUP LTD.

RESOLVED that:

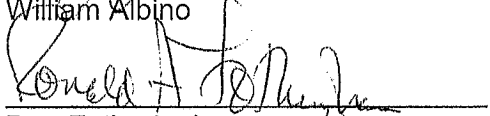
1. The amalgamation of the Corporation with FSA Datalytics Canada Inc., The Fulfillment Solutions Advantage Inc. and Data Group Ltd. pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of FSA Datalytics Canada Inc., The Fulfillment Solutions Advantage Inc. and Data Group Ltd. shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "**Amalgamated Corporation**") shall be the same as the articles of the Corporation, except for the name of the Amalgamated Corporation which shall be "Data Group Ltd./Groupe Data Ltée".
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation, such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
6. Any director or officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such director's or officer's opinion may be necessary or desirable to complete the amalgamation hereby approved and authorized.

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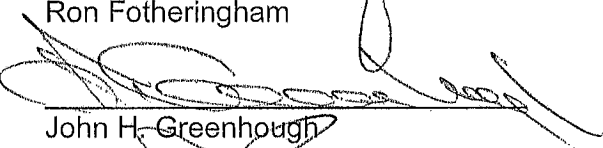
DATED December 19, 2013.



William Albino



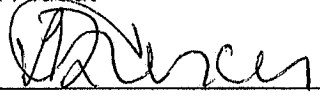
Ron Fotheringham



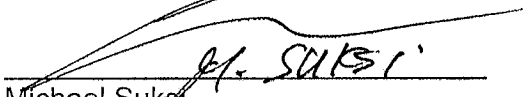
John H. Greenhough



Derek Ridout



Thomas R. Spencer



Michael Suker