



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

ZoomerMedia Limited

448309-0

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

July 1, 2008 / le 1 juillet 2008

Date of Amalgamation - Date de fusion



Industry Canada / Industrie Canada
 Canada Business Corporations Act / Loi canadienne sur les sociétés par actions

FORM 9
 ARTICLES OF AMALGAMATION
 (SECTION 185)

FORMULE 9
 STATUTS DE FUSION
 (ARTICLE 185)

- 1 - Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion
ZoomerMedia Limited
- 2 - The province or territory in Canada where the registered office is to be situated / La province ou le territoire au Canada où se situera le siège social
Ontario
- 3 - The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
An unlimited number of common shares and an unlimited number of preference shares. The annexed Schedule 1 is incorporated into this form.
- 4 - Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
None.
- 5 - Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs
A minimum of three and a maximum of nine.
- 6 - Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu
None.
- 7 - Other provisions, if any / Autres dispositions, s'il y a lieu
The annexed Schedule 2 is incorporated into this form.
- 8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183 184(1) 184(2)

Name of the amalgamating corporation / Dénomination sociale des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Title / Titre	Tel. No. / N° de tél.
Fifty-Plus.Net International Inc.	273851-1	<i>[Signature]</i>	JUN 11/08	CFO	4166077732
ZOOMERMEDIA LIMITED	699211-1	<i>[Signature]</i>	JUN 11/08	President	4166077732
Fifty-Plus.Net Inc.	3381714	<i>[Signature]</i>	JUN 11/08	CFO	4166077732

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448309-0

IC 3190 (2007/1116)



SCHEDULE 1

The Common Shares entitled holders to:

- (a) vote at all meetings of shareholders except at meetings at which only holders of Preference Shares are entitled to vote; and
- (b) receive the remaining property of the Corporation upon dissolution or winding-up of the Corporation.

The Board of Directors, in their sole discretion and without further shareholder approval, may:

- (a) divide the Preference Shares into series and fix the number of shares in each series and the rights, privileges, restrictions and conditions of the shares in each series; and
- (b) change the rights, privileges, restrictions and conditions attached to the unissued shares of any series of Preference Shares if none of the shares of that series have been issued.

SCHEDULE 2

To permit the Board of Directors to appoint, between annual general meetings, up to that number of additional directors as is equal to one-third of the number of directors elected at the previous annual general meeting.