



Ministry of
Consumer and
Ontario Business Services
CERTIFICATE

This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises
CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

1653848

APRIL 03 AVRIL, 2005

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

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

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):

I	N	D	I	G	O	B	O	O	K	S	&	M	U	S	I	C	I	N	C			

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

468 King Street West, Suite 500

(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)

Toronto

Ontario

M5V 1L8

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

(Postal Code /
Code postal)

3. Number of directors is/are: or minimum and maximum number of directors is/are:
Nombre d'administrateurs : ou nombres minimum et maximum d'administrateurs :

Number
Nombre

or minimum and maximum
ou nombres minimum et maximum

one

twenty

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

Frank Clegg

1074 Argyle Dr., Oakville, ON L6J 1A7

Yes

Jonathan Deitcher

111 Summit Cir., Westmount, PQ H3Y 1B6

Yes

James Hall

1 Alderton Crt., Etobicoke, ON M9A 3X7

Yes

Senator Michael Kirby

93 Waterford Dr., Nepean, ON K2E 2T5

Yes

Robert Lantos

285 Russell Hill Rd., Toronto, ON M4V 2T5

Yes

Continuation

First name, initials and surname <i>Prénom, initiales et nom de famille</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>
Jack Lawrence	70 York St., Ste. 1500, Toronto, ON M5J 1S9	Yes
Heather Reisman	468 King St., Suite 500, Toronto, ON M5V 1L8	Yes
Gerald Schwartz	161 Bay St., Suite 4900, Toronto, ON M5J 2S1	Yes
Nigel Wright	161 Bay St., Suite 4900, Toronto, ON M5J 2S1	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

Indigo Books & Music Inc.

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 / année Month / mois Day / jour
Indigo Books & Music Inc.	1612929	November 8, 2004
CCBC Holdings (2001) Inc.	1487802	March 31, 2005
1526656 Ontario Limited	1526656	March 31, 2005

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.

No restrictions.

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 :

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 holders of the common shares shall 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 amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine, and subject as aforesaid 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.

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation amongst its shareholders for the purpose of winding up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets or property of the Corporation upon such a distribution in priority to the common shares, be entitled to receive all property and assets of the Corporation properly distributable to the shareholders of the Corporation.

The holders of the common shares shall be entitled to vote at all meetings of the shareholders of the Corporation, other than at meetings of the holders of any other class of shares meeting separately as a class, and at all such meetings each such holder have one vote for each common share held.

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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes :

N/A

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

The following provisions shall apply to the Corporation:

1. The directors may from time to time, in such amounts and on such terms as they deem expedient:
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
 - (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed or other debt or liability of the Corporation.

The directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the directors all or any of the powers conferred on the directors above to such extent and in such manner as the directors shall determine with respect to each such delegation.

2. Meeting of the board of directors and the executive committee (if any) of the Corporation may be held at any place or places within or outside Ontario, and meetings of the shareholders of the Corporation may be held at such place or places within or outside Ontario as may be determined from time to time by the board of directors of the Corporation.


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.


INDIGO BOOKS & MUSIC INC.

By: 
Name: Jim McGill
Title: Chief Financial Officer
+ SECRETARY

CCBC HOLDINGS (2001) INC.

By: 
Name: Jim McGill
Title: SECRETARY

1526656 **ONTARIO LIMITED**

By: 
Name: Jim McGill
Title: SECRETARY

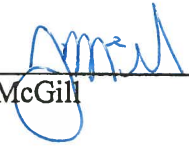
SCHEDULE A

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of Indigo Books & Music Inc. ,
	)	CCBC Holdings (2001) Inc. and
	)	<u>1526656</u> Ontario Limited
)	
TO WIT:)	

I, Jim McGill, of the City of Toronto, in the Province of Ontario, hereby certify that:

1. I am the Chief Financial Officer and Secretary of Indigo Books & Music Inc. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

DATED at Toronto, this 31st day of March, 2005.



 Jim McGill

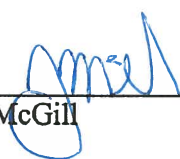
SCHEDULE A

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of Indigo Books & Music Inc.,
	)	CCBC Holdings (2001) Inc. and
	)	<u>1526656</u> Ontario Limited
)	
TO WIT:)	

I, Jim McGill, of the City of Toronto, in the Province of Ontario, hereby certify that:

1. I am the Secretary of CCBC Holdings (2001) Inc. and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

DATED at Toronto, this 31st day of March, 2005.



 Jim McGill


SCHEDULE A

CANADA	)	IN THE MATTER OF the <i>Business</i>
	)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO	)	Amalgamation of Indigo Books & Music Inc. ,
	)	CCBC Holdings (2001) Inc. and
	)	<u>1524656</u> Ontario Limited
)	
TO WIT:)	

I, Jim McGill, of the City of Toronto, in the Province of Ontario, hereby certify that:

1. I am the Secretary of 1524656 Ontario Limited and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

DATED at Toronto, this 31st day of March, 2005.



 Jim McGill

SCHEDULE B**INDIGO BOOKS & MUSIC INC.****RECITALS:**

- A. The Corporation was amalgamated under the laws of Ontario by certificate of amalgamation dated April 3, 2004.
- B. It is desirable that the Corporation amalgamate with CCBC Holdings (2001) Inc. and 1526656 Ontario Limited (the "Subsidiaries"); in this resolution, the Corporation and the Subsidiaries are referred to as the "Amalgamating Corporations".

RESOLVED THAT:

1. the amalgamation of the Corporation with the Subsidiaries is hereby approved effective the Close of Business on April 2, 2005;
2. the by-laws of the amalgamated corporation shall be the by-laws of the Corporation, until amended or repealed;
3.
 - (i) the shares of each of the Subsidiaries shall be cancelled without any repayment of capital in respect of those shares;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of the Corporation;
 - (iii) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of that person, is necessary or desirable to give effect to this resolution and to deliver all or any of those documents to the Ministry of Consumer and Business Services.

CERTIFICATE

I, Jim McGill, the Chief Financial Officer and Secretary of Indigo Books & Music Inc. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the board of directors of the Corporation on November 8, 2004, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: March 31, 2005.



Chief Financial Officer & Secretary

SCHEDULE B

CCBC HOLDINGS (2001) INC.

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate of incorporation dated August 3, 2001.
- B. It is desirable that the Corporation be amalgamated with Indigo Books & Music Inc. ("Indigo") and 1526656 Ontario Limited ("Ontario Limited"); in this resolution, Indigo, the Corporation and Ontario Limited are referred to as the "Amalgamating Corporations".
- C. All of the issued and outstanding shares of the Corporation are held by one or more of the Amalgamating Corporations.

RESOLVED THAT:

- 1. the amalgamation of the Corporation with Indigo and Ontario Limited is hereby approved effective the Close of Business on April 2, 2005;
- 2. the by-laws of the amalgamated corporation shall be the by-laws of Indigo, until amended or repealed;
- 3.
 - (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of Indigo;
 - (iii) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of that person, is necessary or desirable to give effect to this resolution and to deliver all or any of those documents to the Ministry of Consumer and Business Services.

CERTIFICATE

I, Jim McGill, the Secretary of CCBC Holdings (2001) Inc. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the board of directors of the Corporation on March 31, 2005, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: March 31st, 2005.



Secretary

SCHEDULE B

1526656 ONTARIO LIMITED

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate of continuance dated March 31, 2005;
- B. It is desirable that the Corporation be amalgamated with Indigo Books & Music Inc. ("Indigo") and CCBC Holdings (2001) Inc. ("2001"); in this resolution, Indigo, the Corporation and 2001 are referred to as the "Amalgamating Corporations".
- C. All of the issued and outstanding shares of the Corporation are held by one or more of the Amalgamating Corporations.

RESOLVED THAT:

- 1. the amalgamation of the Corporation with Indigo and 2001 is hereby approved effective the Close of Business on April 2, 2005;
- 2. the by-laws of the amalgamated corporation shall be the by-laws of Indigo, until amended or repealed;
- 3.
 - (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of Indigo;
 - (iii) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of that person, is necessary or desirable to give effect to this resolution and to deliver all or any of those documents to the Ministry of Consumer and Business Services.

CERTIFICATE

I, Jim McGill, the Secretary of 1526656 Ontario Limited (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the board of directors of the Corporation on March 31st, 2005, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: March 31st, 2005.



Secretary