

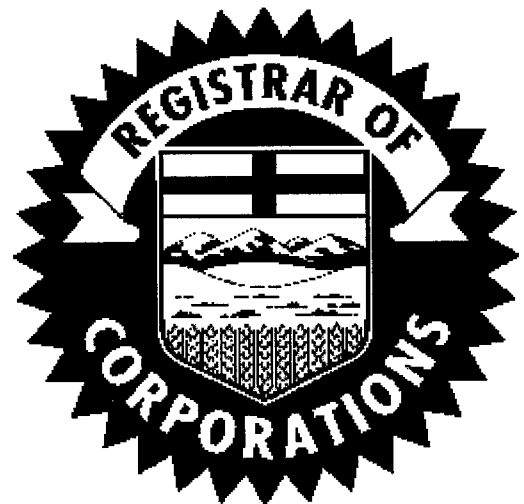
CORPORATE ACCESS NUMBER: 209286749

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**ARBOUR ENERGY INC.
AMENDED ITS ARTICLES ON 2001/12/07.**



**BUSINESS CORPORATIONS ACT
(Section 27 or 171)**


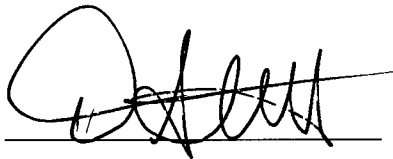
**ALBERTA
REGISTRIES**

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:	2. CORPORATE ACCESS NUMBER:
ARBOUR ENERGY INC.	209286749

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

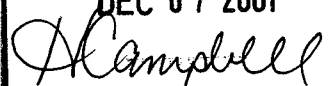
- (a) Pursuant to section 167(1)(l) and 167(1)(m) of the *Business Corporations Act* (Alberta), the Articles of the Corporation are amended by:
 - i. Deleting the Schedule "B" attached to the Articles of the Corporation in its entirety, so that there shall be no restrictions on the transfer of shares of the Corporation, and the private company restrictions of the Corporation are removed.
 - ii. Re-naming the existing Schedule "C" attached to the Articles of the Corporation as Schedule "B" such that the other rules or provisions of the Corporation shall be as set out on the Schedule "B" attached to these Articles of Amendment.
- (b) Pursuant to section 167(1)(k) of the *Business Corporations Act* (Alberta), the Articles of the Corporation are amended by increasing the minimum number of Directors that the Corporation may have from one (1) to three (3).

		
DATE:	SIGNATURE	TITLE
Dec 7 th , 2001		Director

FOR DEPARTMENTAL USE ONLY

REGISTERED ON THE ALBERTA
REGISTRIES CORES SYSTEM FILED

DEC 07 2001



Schedule "B" to Articles of Amendment
of
ARBOUR ENERGY INC.

dated the *7th* day of *December*, 2001.

OTHER RULES OR PROVISIONS (IF ANY):

- (i) The directors of the Corporation may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at anytime exceed one-third of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
- (ii) The Corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

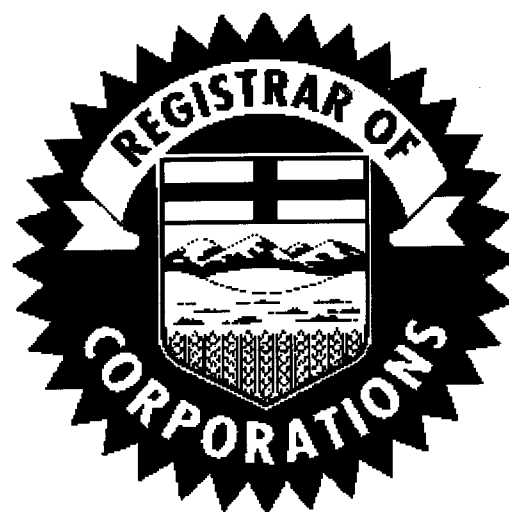
CORPORATE ACCESS NUMBER: 209286749

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**ARBOUR ENERGY INC.
WAS INCORPORATED IN ALBERTA ON 2001/04/09.**



**Articles of Incorporation
For
ARBOUR ENERGY INC.**

Share Structure: SEE ATTACHED SCHEDULE "A"
Share Transfers Restrictions: SEE ATTACHED SCHEDULE "B"
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 10
Business Restricted To: N/A
Business Restricted From: N/A
Other Provisions: SEE ATTACHED SCHEDULE "C"

**Registration Authorized By: P. DEAN STRASHOK
SOLICITOR**

Schedule "A" to Articles of Incorporation (Attached to and forming part of the Articles of Incorporation)

THE CLASSES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

- (a) The Corporation is authorized to issue an unlimited number of Common shares; and
- (b) The Corporation is authorized to issue an unlimited number of Preferred shares;

The Rights, privileges, restrictions and conditions attaching to the shares of each of the aforementioned classes are as follows:

COMMON SHARES

- (a) Subject to the provisions of the Business Corporations Act (Alberta), the holders of the Common shares shall be entitled to receive notice of, attend and vote at all meetings of the shareholders of the Corporation and, upon a ballot, shall be entitled to one vote for each such class of share held.
- (b) Subject to the provisions of the Business Corporations Act (Alberta), the holders of the Common shares shall be entitled to receive, as and when declared by the Directors of the Corporation, non-cumulative dividends at such rate as may be determined from time to time by the Directors of the Corporation.
- (c) Subject to the provisions of the Business Corporations Act (Alberta), in the event of the liquidation, dissolution or winding up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, each holder of Common Shares shall be entitled to share rateably in all such distributions in proportion to the number of shares held by them.

PREFERRED SHARES

- (a) Subject to the provisions of the Business Corporations Act (Alberta), the Preferred Shares may be issued in one or more series and the Directors of the Corporation may fix the number of shares in each series and may, prior to the issuance of any Preferred Shares of a particular series, fix the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series and, without limiting the generality of the foregoing, the Directors may attach to any series of Preferred Shares rights and privileges which are equal or superior to those attached to the Common Shares.
- (b) The Directors are authorized to change the rights, privileges, restrictions and conditions attached to unissued shares of any series of Preferred Shares.

SCHEDULE "B" to Articles of Incorporation (Attached to and forming part of the Articles of Incorporation)

RESTRICTIONS IF ANY ON SHARE TRANSFERS.

- (i) No shares of the corporation shall be transferred without the approval of the Directors evidenced by Resolution of the Board of Directors.
- (ii) The number of Shareholders of the Corporation, exclusive of:
 - a) Persons who are in its employment and are Shareholders of the corporation, and
 - b) Persons, who having been formerly in the employment of the corporation, were, while in that employment Shareholders of the corporation and have continued to be Shareholdersof that corporation after termination of that employment, is limited to not more than 50 persons, 2 or

more persons who are the joint registered owners of one or more shares being counted as one Shareholder, and

(iii) Any invitation to the public to subscribe for securities of the corporation is prohibited.

Schedule "C" to Articles of Incorporation (Attached to and forming part of the Articles of Incorporation)
OTHER RULES OR PROVISIONS (IF ANY):

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

(ii) The Corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.