

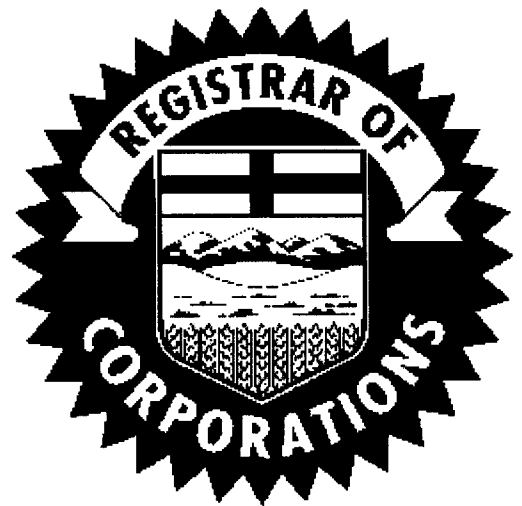
CORPORATE ACCESS NUMBER: 2010839278



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**SOUTHPOINT RESOURCES LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2004/01/01.**



**Articles of Amalgamation
For
SOUTHPOINT RESOURCES LTD.**

Share Structure: UNLIMITED NUMBER OF COMMON SHARES
Share Transfers Restrictions: NONE
Number of Directors:
Min Number of Directors: 3
Max Number of Directors: 12
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "A" ATTACHED HERETO

**Registration Authorized By: SHANNON M. GANGL
SOLICITOR**

SCHEDULE A

The directors 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 at any time exceed one third of the number of directors who held off as at the expiration of the last annual general meeting of the Corporation.