CORPORATE ACCESS NUMBER: 207841974

Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMALGAMATION

ALTA NATURAL HERBS & SUPPLEMENTS LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 1998/05/06.

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REGISTRAR OF CORPORATIONS

BUSINESS CORPORATIONS ACT
(SECTION 179)

FORM 9

ALBERTA
CONSUMER AND CORPORATE AFFAIRS

ARTICLES OF AMALGAMATION

1. NAME OF AMALGAMATED CORPORATION:

Alta Natural Herbs & Supplements Ltd.

2. CORPORATE ACCESS NO.:

FILE COPY

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

The shares which the Corporation is authorized to issue are:

(a) an unlimited number of common shares without nominal or par value with the following rights, privileges, restrictions and conditions:

(i) to vote at meetings of the shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

(ii) subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, to share equally, in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation; and

(iii) subject to the rights of the preferred shares, the common shares shall be entitled to receive dividends if, as and when declared by the directors of the Corporation.

(b) an unlimited number of preferred shares without nominal or par value which, as a Class, have attached thereto the following:

(i) The preferred shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of preferred shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions;

(ii) the preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the preferred shares of every other series and be entitled to preference over the common shares and over any other shares of the Corporation ranking junior to the preferred shares. The preferred shares of any series may also be given such other preferences, not inconsistent with these articles, over the common shares and any other shares of the Corporation ranking junior to such preferred shares as may be fixed in accordance with clause (b)(i);

(iii) if any cumulative dividends or amounts payable on the return of capital in respect of a series of preferred shares are not paid in full, all series of preferred shares shall participate rateably in respect of accumulated dividends and return of capital; and

(iv) unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of preferred shares shall not, except as otherwise specifically provided in the *Business Corporations Act* (Alberta), be entitled to receive notice of or vote at any meeting of shareholders.

4. RESTRICTIONS IF ANY ON SHARE TRANSFERS:

None.

5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS:

A minimum of 1 and a maximum of 15.

6. RESTRICTIONS IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON:

None.

7. OTHER PROVISIONS, IF ANY:

The board of 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 any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

In compliance with section 126(4) of the Business Corporations Act (Alberta), meetings of shareholders of the Corporation shall be held both at the place within Alberta that the directors determine, or in the Greater Vancouver Regional District, in the Province of British Columbia.

8. NAME OF AMALGAMATING CORPORATIONS:	CORPORATE ACCESS NO.:
Alta Natural Herbs & Supplements Ltd. Cartilago Products Ltd.	20571595

9. DATE	SIGNATURE	TITLE
April 30, 1998	[signature]	Director

FOR DEPARTMENTAL USE ONLY

FILED

Articles of Amalgamation
For
ALTA NATURAL HERBS & SUPPLEMENTS LTD.

Classes of Shares:	SEE ATTACHED SCHEDULE "A"
Number of Directors:	
Maximum Number of Directors :	15
Minimum Number of Directors:	1
Restrictions on Business To:	NONE.
Restrictions on Business From:	NONE.
Restrictions on Share Transfers:	NONE
Other Rules or Provisions:	SEE ATTACHED SCHEDULE "B"

Registration Authorized By: MICHAEL R. REMPEL
SOLICITOR

SCHEDULE "A"

The shares which the Corporation is authorized to issue are:

(a) an unlimited number of common shares without nominal or par value with the following rights, privileges, restrictions and conditions:

(i) to vote at meetings of the shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

(ii) subject to the rights, privileges, restrictions and conditi attached to any other class of shares of the Corporation, to share equally, in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation; and

(iii) subject to the rights of the preferred shares, the com shares shall be entitled to receive dividends if, as and when declared by the directors of the Corporation.

(b) an unlimited number of preferred shares without nominal or par value which, as a Class, have attached thereto the following:

(i) The preferred shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of preferred shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions;

(ii) the preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the preferred shares of every other series and be entitled to preference over the common shares and over any other shares of the Corporation ranking junior to the preferred shares. The preferred shares of any series may also be given such other preferences, not inconsistent with these articles, over the common shares and any other shares of the Corporation ranking junior to such preferred shares as may be fixed in accordance with clause (b)(i);

(iii) if any cumulative dividends or amounts payable on the return of capital in respect of a series of preferred shares are not paid in full, all series of preferred shares shall participate rateably in respect of accumulated dividends and return of capital; and

(iv) unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of preferred shares shall not, except as otherwise specifically provided in the Business Corporations Act (Alberta), be entitled to receive notice of or vote at any meeting of shareholders.

SCHEDULE "B"

The board of 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 any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

In compliance with section 126(4) of the Business Corporations Act (Alberta), meetings of shareholders of the Corporation shall be held both at the place within Alberta that the directors determine, or in the Greater Vancouver Regional District, in the Province of British Columbia.

DECLARATION OF PROPOSED DIRECTOR OF AMALGA

1000069L000303930

CANADA)
PROVINCE OF ALBERTA) IN THE MATTER OF the amalgamation of
) Cartilago Products Ltd. and Alta Natural Herbs &
TO WIT:) Supplements Ltd. (the "Amalgamating Corporations")

I, CAROL HUCKSCHLAG, of Calgary, Alberta, DO SOLEMNLY DECLARE THAT:

1. I am a proposed director of ALTA NATURAL HERBS & SUPPLEMENTS LTD. (the "Amalgamated Corporation") and therefore, have personal knowledge of the matters in this declaration;

2. I have conducted the necessary examinations of the books and records of the Amalgamating Corporations and have made the necessary enquiries and investigations that enable me to make this declaration; and

3. I have satisfied myself that there are reasonable grounds for believing that:

   (a) 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.

I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

DECLARED at ~~Vancouver~~ Surrey, B.C., this)
4th day of ~~April~~ May, 1998.)

A Commissioner for Oaths in and for)
the Province of British Columbia)

DAVID W. ROWAN
NOTARY PUBLIC
#104 1656 Martin Drive
Surrey, B.C. V4A 6E7
Telephone: 531-6655

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