BRITISH
COLUMBIA

NUMBER: **477353**

CERTIFICATE
OF
CHANGE OF NAME

COMPANY ACT

I Hereby Certify *that*

HERITAGE AMERICAN RESOURCE CORP.

has this day changed its name to

HERITAGE EXPLORATIONS LTD.

Issued *under my hand at Victoria, British Columbia*
on September 17, 2001

JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA

PROVINCE OF BRITISH COLUMBIA

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

SEP 17 2001

JHowell

11 JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

FORM 19
(Section 348)

Certificate of
Amalgamation No. 477353

COMPANY ACT

SPECIAL RESOLUTION

The following special resolution was passed by the company referred to below on the date stated:

Name of Company: Heritage American Resource Corp.

Date Resolution Passed: June 27, 2001

Resolutions:

UPON MOTION duly made, seconded and carried, IT WAS RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the authorized share capital of the Company be altered by consolidating all of the 100,000,000 common shares without par value, of which 8,247,982 common shares are issued, into 25,000,000 common shares without par value, of which 2,061,995.5 shares are issued, every four (4) of the common shares before consolidation being consolidated into one (1) common share;

2. the authorized common share capital of the Company be increased from 25,000,000 common shares without par value, of which 2,061,995.5 common shares are issued, to 500,000,000 common shares without par value, of which 2,061,995.5 common shares are issued, by creating an additional 475,000,000 common shares without par value;

3. paragraph 2 of the Memorandum of the Company be altered to read as follows:

   "2. The authorized capital of the Company consists of five hundred million (500,000,000) common shares without par value.";

4. the Company's Board of Directors be authorized in its discretion, to amend, postpone, or abandon implementation of the foregoing Special Resolutions if, in the Board of Directors' sole opinion, circumstances so warrant;

5. any Director or Officer of the Company be and is hereby authorized and directed to execute and deliver for and on behalf of the Company such notices and documents, and to do all

things necessary or desirable on behalf of the Company to effect the foregoing Special Resolutions.

UPON MOTION duly made, seconded and carried, IT WAS RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the name of the Company be changed to "Heritage Explorations Ltd." or such other name as reflects the Company's business and as may be acceptable to the regulatory authorities having jurisdiction; AND THAT paragraph 1 of the Memorandum of the Company be altered accordingly;

2. the Company's Board of Directors be authorized in its discretion, to amend, postpone, or abandon implementation of the foregoing Special Resolutions if, in the Board of Directors' sole opinion, circumstances so warrant;

3. any Director or Officer of the Company be and is hereby authorized and directed to execute and deliver for and on behalf of the Company such notices and documents, and to do all things necessary or desirable on behalf of the Company to effect the foregoing Special Resolutions.

The Memorandum, as altered, is attached hereto as Schedule "A".

Certified a true copy this 23 day of July, 2001.

Steven Sobolewski
Solicitor for the Company

SCHEDULE "A"

PROVINCE OF BRITISH COLUMBIA

FORM 1
(SECTION 5)

"COMPANY ACT"

ALTERED MEMORANDUM

As altered by Special Resolutions passed by the Members on June 27, 2001

1. The name of the Company is Heritage Explorations Ltd.

2. The authorized capital of the Company consists of five hundred million (500,000,000) common shares without par value.