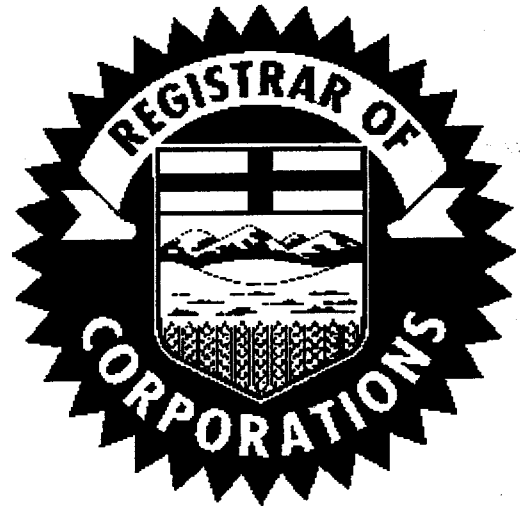




BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**ROYAL SOVEREIGN EXPLORATION INC.
CHANGED ITS NAME TO RSX ENERGY INC. ON 2002/07/08.**



Alberta

MUNICIPAL AFFAIRS
Registries

Articles of Amendment

1. NAME OF CORPORATION:

Royal Sovereign Exploration Inc.

2. CORPORATE ACCESS NUMBER:

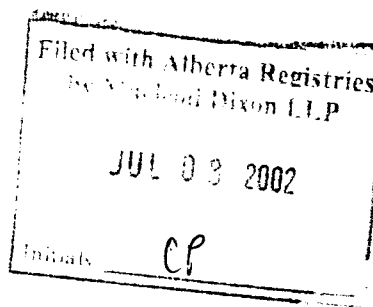
209611896

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

Pursuant to Section 173(1)(a) of the *Business Corporations Act* (Alberta), Item 1 of the Articles of the Corporation be and is hereby amended to read:

"1. Name of Corporation

RSX ENERGY INC."



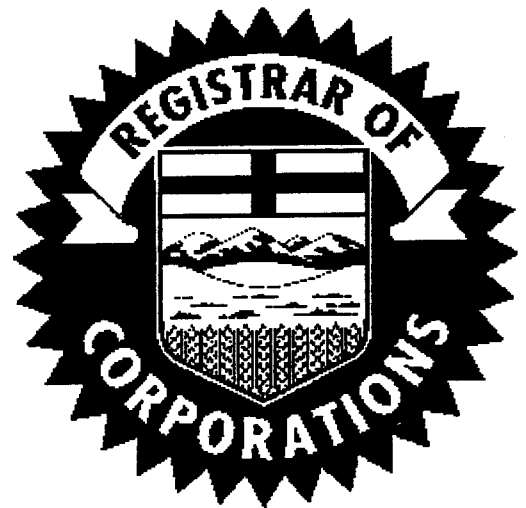
DATE	SIGNATURE	TITLE
July/03		PRESIDENT
FOR DEPARTMENTAL USE ONLY		FILED



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**ROYAL SOVEREIGN EXPLORATION INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2001/11/16.**



Alberta

MUNICIPAL AFFAIRS
Registries

Articles of Amalgamation

1. NAME OF CORPORATION:

ROYAL SOVEREIGN EXPLORATION INC.

2. CORPORATE ACCESS NUMBER:

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

The attached Schedule is incorporated into and forms part of the Articles of the Corporation.

4. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):

None

5. NUMBER, OR MINIMUM AND MAXIMUM NUMBER, OF DIRECTORS THAT THE CORPORATION MAY HAVE:

Minimum - One (1), Maximum - Fifteen (15)

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

None

7. OTHER PROVISIONS IF ANY:

The attached Schedule is incorporated into and forms part of the Articles of the Corporation.

8. NAME OF AMALGAMATING CORPORATIONS:

Royal Sovereign Exploration Inc.
929190 Alberta Ltd.

CORPORATE ACCESS NO.

207382896
209291905

9. DATE

Nov. 15, 2001

SIGNATURE

Lee Baker

TITLE

Director

FOR DEPARTMENTAL USE ONLY

FILED Registries

CLP

NOV 15 2001

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
ROYAL SOVEREIGN EXPLORATION INC. (the "Corporation")

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares.

COMMON SHARES

The Common Shares shall be subject to the following rights, privileges, restrictions and conditions, namely:

- (a) The holders of the Common Shares shall be entitled to receive notice of, to attend at, and to vote at any meeting of shareholders of the Corporation;
- (b) The holders of the Common Shares shall be entitled to receive such dividend declared by the Corporation for the benefit of the Common Shares; and
- (c) The holders of the Common Shares shall be entitled to receive the remaining property of the Corporation on dissolution after the creditors of the Corporation and the holders of the Preferred Shares outstanding at the time have been satisfied.

PREFERRED SHARES

The Preferred Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions, namely:

- (a) **DIRECTORS' RIGHT TO ISSUE IN ONE OR MORE SERIES**

The Preferred Shares may at any time, or from time to time, be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the board of directors of the Corporation;

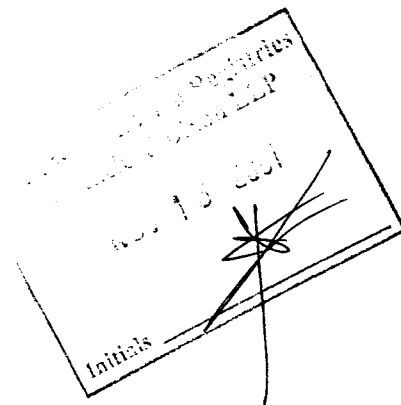
- (b) **DIRECTORS' RIGHT TO FIX TERMS OF EACH SERIES**

The directors of the Corporation shall, by ordinary resolution, fix from time to time before the issue thereof the designation, price, restrictions, conditions and limitations attaching to the Preferred Shares of each series 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 or purchase prices and terms and conditions of redemption or purchase, any voting rights, any conversion rights and any sinking fund or other provisions;

- (c) **RANKING OF PREFERRED SHARES**

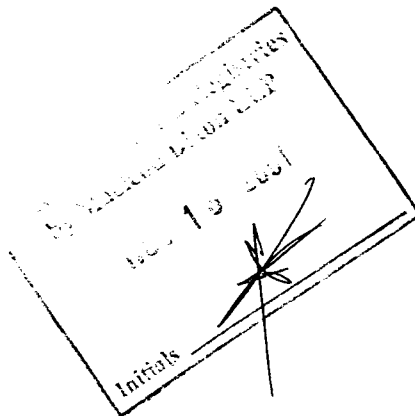
The Preferred Shares of each series shall rank, both as regards to dividends and return of capital, in priority of all other shares of the Corporation. The Preferred Shares of any

series may also be given such other preferences over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares, as may be fixed in accordance with subsection 2(b) hereof; provided, however, that no rights, privileges, restrictions or conditions attached to a series of shares shall confer on a series a priority in respect of voting, dividends or return of capital over any other series of shares of the same class that are then outstanding.



THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
ROYAL SOVEREIGN EXPLORATION INC. (the "Corporation")

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 not at any time exceed one-third (1/3) the number of directors who held office at the expiration of the last annual meeting of the Corporation.





STATUTORY DECLARATION

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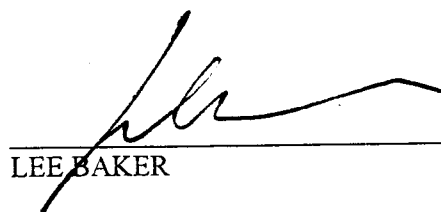
CANADA	)	IN THE MATTER of the Alberta Business
PROVINCE OF ALBERTA	)	Corporations Act and the Articles of Amalgamation
TO WIT:	)	of Royal Sovereign Exploration Inc. and 929190 Alberta Ltd.
	)	

I, Lee Baker, of the City of Calgary, in the Province of Alberta, businessman, do solemnly declare that:

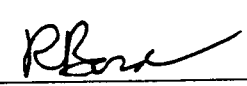
1. I am a proposed director of the amalgamated corporation (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein declared to.
2. I am of the opinion and do verily believe that the Corporation will be able to pay its liabilities as they become due and that the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and the stated capital of all classes.
3. I am of the opinion and do verily believe that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same 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 before me at the City of)
Calgary, in the Province of)
Alberta, this 15th day of)
November, 2001.)



LEE BAKER



A Commissioner for oaths in and for the
Province of Alberta

Richard P. Borden
Barrister & Solicitor

