CORPORATE ACCESS NUMBER: 204892608

Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMENDMENT AND REGISTRATION

OF RESTATED ARTICLES

VISION 2000 EXPLORATION LTD.
AMENDED ITS ARTICLES ON 2005/07/22.

REGISTRAR OF CORPORATIONS

N ne/Structure Change Alberta Corporation - Registration Statement

Service Request Number:	7552409
Corporate Access Number:	204892608
Legal Entity Name:	VISION 2000 EXPLORATION LTD.
French Equivalent Name:	
Legal Entity Status:	Active
Alberta Corporation Type:	Named Alberta Corporation
New Legal Entity Name:	VISION 2000 EXPLORATION LTD.
New French Equivalent Name:	
Nuans Number:	PRE-CONV
Nuans Date:	1991/03/27
French Nuans Number:	
French Nuans Date:	
Share Structure:	SEE ATTACHED SCHEDULE "A"
Share Transfers Restrictions:	SUBJECT TO APPROVAL OF BOARD OF DIRECTORS.
Number of Directors:	
Min Number Of Directors:	1
Max Number Of Directors:	7
Business Restricted To:	NONE.
Business Restricted From:	NONE.
Other Provisions:	NIL
BCA Section/Subsection:	173(1)(H)(E)
Professional Endorsement Provided:	
Future Dating Required:	

Annual returns are outstanding for the 2005 file year(s).

Annual Return

File Year	Date Filed
2004	2004/05/11
2003	2003/04/03
2002	2002/08/15

A' hment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2005/07/22

Registration Authorized By: D. RICHARD SKEITH (TGS)
SOLICITOR

SCHEDULE "I"
TO ARTICLES OF AMENDMENT OF VISION 2000
EXPLORATION LTD.

There shall be two classes of shares, one consisting of an unlimited number of Common Shares, without nominal or par value, ("Common Shares"), and one consisting on an unlimited number of Preferred Shares, without nominal or par value, which may be issued in one or more series ("Preferred Shares"). The shares in the capital stock of the Corporation shall have attached thereto the rights, restrictions, conditions, limitations and prohibitions hereinafter set forth:

COMMON SHARES

The Common Shares shall each carry the right to vote an all meetings of the shareholders and, subject to the rights attached to the Preferred Shares as hereinafter set forth, shall be fully participating as to dividends and distribution of capital upon liquidation or wind-up of the Corporation and shall include the right to receive such dividends as may be declared by the Corporation on that class.

PREFERRED SHARES

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

a. The Preferred Shares may at any time and 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 duly passed by the Board of Directors of the Corporation (the "Series Resolution"). Subject to the provisions of any applicable law, the Board of Directors of the Corporation may in the Series Resolution relating to any series of Preferred Shares fix the designation, privileges, rights, restrictions and conditions attaching to the Preferred Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the issue price, the rate, amount or method of calculation or preferential dividends (if any), whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the date or dates and place or places of payment thereof, the terms and condition of any purchase or cancellation or redemption thereof, conversion rights (if any), any sinking fund, purchase fund or other provisions and the rights of retraction (if any), vested in the holders of Preferred Shares of any series, the terms and conditions of any share purchase plan, and the restrictions (if any) respecting payment of dividends on any shares ranking junior to the Preferred Shares, the whole subject to the following provisions and subject to the filing of Articles of Amendment with the Registrar of Corporations.

b. The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority on payment of dividends and the distribution of assts in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation amongst shareholders for the purpose of winding up its affairs. When any dividends or amounts payable on a repayment of capital are not paid in full, the Preferred Shares of all series shall participate ratably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full and on any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full, provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of such shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

Subject to the provisions of the Series Resolution, the Preferred Share shall be entitled to preference over the Common Shares and any other shares of the Corporation which by their terms rank junior to the Preferred Shares with respect of dividends and with respect to distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation amongst its shareholders for the purpose of winding up its affairs and may also be given such other preferences not inconsistent with paragraphs c) and (e) hereof over the Common Shares and any other shares of the Corporation which by their terms rank junior to the Preferred Shares as may be determined in the case of each series of Preferred Shares authorized to be issued. Nothing in this paragraph shall limit the rights of the Corporation to pay dividends to the holders of any shares ranking senior or junior to the Preferred Shares without participation therein by the holders of the Preferred Shares.

c. Except as required by law, or as set forth in the provisions attaching to any series of Preferred Shares, the holders of Preferred Shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

When the holders of Preferred Shares vote separately as holders of Preferred Shares, each holder shall be entitled to one (1) vote for each Preferred Share held.

d. The provisions attaching to the Preferred Shares as a class may be amended or repealed at any time and from time to time by Special Resolution of the holders of Common Shares of the Corporation and with such approval as may be then (except as otherwise provided in paragraph (c) and (e) required to be given by the holders of the Preferred Shares as a class, such approval to be given in the manner provided in paragraph (e).

e. Any consent or approval given by the holders of Preferred Shares as a class shall be deemed to have been sufficiently given if given in writing by the holders of at least 66 q % of the outstanding Preferred Shares or by a Resolution passed at a meeting of holders of Preferred Shares duly called and held on not less than 21 days notice at which at least 2 holders of the outstanding Preferred Shares are present or are represented by proxy and carried by the affirmative vote of not less than 66 q % of the votes cast at such meeting, in addition to any vote or other consent or approval that may be required by law. If at any such meeting at least 2 holders of the outstanding Preferred Shares are not present or represented by proxy within one half hour of the time appointed for such meeting then the meeting shall be adjourned to such date not less than 15 days thereafter and at such time and place as may be designated by the Chairman, and not less than 10 days written notice shall be given of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66 q % of the votes cast at such meeting shall constitute the approval of the holders of Preferred Shares.

On every poll taken at any meeting of holders of Preferred Shares, every holder of Preferred Shares shall be entitled to one (1) vote for each Preferred Share held by such holder. Subject to the foregoing, the formalities to be observed in respect of the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the By-laws of the Corporation with respect to meetings of shareholders.

f. So long as any Preferred Shares are outstanding, the Corporation shall not, without the approval of the holders of Preferred Shares given in the same manner as provided under paragraph (e), create any class of Preferred Shares ranking in priority to or on a parity with the Preferred Shares with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation.

g. Subject to the provisions of any Series Resolution, Preferred Shares redeemed, purchased or otherwise acquired by the Corporation shall be returned to authorized but unissued capital of the Corporation.

BUSINESS CORPORATIONS ACT
(SECTION 29 OR 177)

FORM 4

Alberta
MUNICIPAL AFFAIRS
Registries

Articles of Amendment

1. NAME OF CORPORATION:	2. CORPORATE ACCESS NUMBER:
VISION 2000 EXPLORATION LTD.	**204892608**

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

(a) Pursuant to section 173(1)(h) of the *Business Corporations Act* (Alberta), the authorized and unissued Class B and Preferred Shares of the Corporation are hereby cancelled.

(b) Pursuant to Sections 173(1)(e) of the *Business Corporations Act* (Alberta), Item 2 of the Articles of the Corporation be and is hereby amended by renaming the existing Class A Common Shares as Common Shares which shares shall have attached to them those certain rights, privileges, restrictions and conditions as set out in the attached Schedule which is incorporated into and forms part of the Articles of the Corporation.

Filed with Alberta Registries
by Macleod Dixon LLP
JUL 2[illegible] 2005
Initials

DATE	SIGNATURE	TITLE
July 22, 2005	D. Richard Skeith	Secretary

FOR DEPARTMENTAL USE ONLY	FILED

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SCHEDULE "I"

TO ARTICLES OF AMENDMENT OF VISION 2000 EXPLORATION LTD.

There shall be two classes of shares, one consisting of an unlimited number of Common Shares, without nominal or par value, ("Common Shares"), and one consisting on an unlimited number of Preferred Shares, without nominal or par value, which may be issued in one or more series ("Preferred Shares"). The shares in the capital stock of the Corporation shall have attached thereto the rights, restrictions, conditions, limitations and prohibitions hereinafter set forth:

COMMON SHARES

The Common Shares shall each carry the right to vote an all meetings of the shareholders and, subject to the rights attached to the Preferred Shares as hereinafter set forth, shall be fully participating as to dividends and distribution of capital upon liquidation or wind-up of the Corporation and shall include the right to receive such dividends as may be declared by the Corporation on that class.

PREFERRED SHARES

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

a. The Preferred Shares may at any time and 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 duly passed by the Board of Directors of the Corporation (the "Series Resolution"). Subject to the provisions of any applicable law, the Board of Directors of the Corporation may in the Series Resolution relating to any series of Preferred Shares fix the designation, privileges, rights, restrictions and conditions attaching to the Preferred Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the issue price, the rate, amount or method of calculation or preferential dividends (if any), whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the date or dates and place or places of payment thereof, the terms and condition of any purchase or cancellation or redemption thereof, conversion rights (if any), any sinking fund, purchase fund or other provisions and the rights of retraction (if any), vested in the holders of Preferred Shares of any series, the terms and conditions of any share purchase plan, and the restrictions (if any) respecting payment of dividends on any shares ranking junior to the Preferred Shares, the whole subject to the following provisions and subject to the filing of Articles of Amendment with the Registrar of Corporations.

b. The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority on payment of dividends and the distribution of assts in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation amongst shareholders for the purpose of winding up its affairs. When any dividends or amounts payable on a repayment of capital are not paid in full, the Preferred Shares of all series shall participate ratably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full and on any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full, provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of such shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

Subject to the provisions of the Series Resolution, the Preferred Share shall be entitled to preference over the Common Shares and any other shares of the Corporation which by their terms rank junior to the Preferred Shares with respect of dividends and with respect to distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation amongst its shareholders for the purpose of winding up its affairs and may also be given such other preferences not inconsistent with paragraphs c) and (e) hereof over the Common Shares and any other shares of the Corporation which by their terms rank junior to the Preferred Shares as may be determined in the case of each series of Preferred Shares authorized to be issued. Nothing in this paragraph shall limit the rights of the Corporation to pay dividends to the holders of any shares ranking senior or junior to the Preferred Shares without participation therein by the holders of the Preferred Shares.

c. Except as required by law, or as set forth in the provisions attaching to any series of Preferred Shares, the holders of Preferred Shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

When the holders of Preferred Shares vote separately as holders of Preferred Shares, each holder shall be entitled to one (1) vote for each Preferred Share held.

d. The provisions attaching to the Preferred Shares as a class may be amended or repealed at any time and from time to time by Special Resolution of the holders of Common Shares of the Corporation and with such approval as may be then (except as otherwise provided in paragraph (c) and (e) required to be given by the holders of the Preferred Shares as a class, such approval to be given in the manner provided in paragraph (e).

e. Any consent or approval given by the holders of Preferred Shares as a class shall be deemed to have been sufficiently given if given in writing by the holders of at least 66 ⅔ % of the outstanding Preferred Shares or by a Resolution passed at a meeting of holders of Preferred Shares duly called and held on not less than 21 days notice at which at least 2 holders of the outstanding Preferred Shares are present or are represented by proxy and carried by the affirmative vote of not less than 66 ⅔ % of the votes cast at such meeting, in addition to any vote or other consent or approval that may be required by law. If at any such meeting at least 2 holders of the outstanding Preferred Shares are not present or represented by proxy within one half hour of the time appointed for such meeting then the meeting shall be adjourned to such date not less than 15 days thereafter and at such time and place as may be designated by the Chairman, and not less than 10 days written notice shall be given of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66 ⅔ % of the votes cast at such meeting shall constitute the approval of the holders of Preferred Shares.

On every poll taken at any meeting of holders of Preferred Shares, every holder of Preferred Shares shall be entitled to one (1) vote for each Preferred Share held by such holder. Subject to the foregoing, the formalities to be observed in respect of the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the By-laws of the Corporation with respect to meetings of shareholders.

f. So long as any Preferred Shares are outstanding, the Corporation shall not, without the approval of the holders of Preferred Shares given in the same manner as provided under paragraph (e), create any class of Preferred Shares ranking in priority to or on a parity with the Preferred Shares with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation.

g. Subject to the provisions of any Series Resolution, Preferred Shares redeemed, purchased or otherwise acquired by the Corporation shall be returned to authorized but unissued capital of the Corporation.

THIS FORM WILL BE REJECTED IF NOT PROPERLY COMPLETED

Alberta
REGISTRIES

Restated Articles of Incorporation

Business Corporations Act
Section 180

1. Name of Corporation	2. Corporate Access Number
VISION 2000 EXPLORATION LTD.	204892608

3. The classes, and any maximum number of shares that the corporation is authorized to issue:

See attached Schedule "A"

4. Restrictions on share transfers *(if any)*:

Subject to approval of board of directors.

Filed with Alberta Registries
by Macleod Dixon LLP
JUL 22 2005
Initials

5 Number, or minimum and maximum number, of directors:

Minimum = 1 and Maximum = 7

6. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None

7. Other provisions *(if any)*:

NIL

The Restated Articles of Incorporation correctly set out above, without substantive change represent the Articles of Incorporation as amended and supersede the original Articles of Incorporation.

Signature of Director/~~Authorized~~ Officer

Secretary
Title (please print)

July 22/05
Date

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SCHEDULE "1"

TO ARTICLES OF AMENDMENT OF CONKLIN ENERGY COMPANY LIMITED

There shall be three classes of shares, one consisting of an unlimited number of Class "A" Common Shares, without nominal or par value, ("Class "A" Common Shares"), one consisting of an unlimited number of Class "B" Common Shares, without nominal or par value, ("Class "B" Common Shares") and one consisting on an unlimited number of Preferred Shares, without nominal or par value, which may be issued in one or more series (" Preferred Shares"). The shares in the capital stock of the Corporation shall have attached thereto the rights, restrictions, conditions, limitations and prohibitions hereinafter set forth:

CLASS "A" COMMON SHARES

The Class "A" Common Shares shall each carry the right to vote at all meetings of the shareholders and, subject to the rights attached to the Preferred Shares as hereinafter set forth, shall be fully participating as to dividends and distribution of capital upon liquidation or wind-up of the Corporation and shall include the right to receive such dividends as may be declared by the Corporation on that class; provided that such dividends may be declared on the Class "A" Common Shares to the exclusion of the Class "B" Common Shares, or vice versa, or in part on each such class.

CLASS "B" COMMON SHARES

The Class "B" Common Shares shall each not be entitled to receive notice of, attend or vote at any meeting of the shareholders except as otherwise permitted by law and, subject to the rights attached to the Preferred Shares as hereinafter set forth, shall be fully participating as to dividends and distribution of capital upon liquidation or wind-up of the Corporation and shall include the right to receive such dividends as may be declared by the Corporation on that class; provided that such dividends may be declared on the Class "B" Common Shares to the exclusion of the Class "A" Common Shares, or vice versa, or in part on each such class.

PREFERRED SHARES

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

a. The Preferred Shares may at any time and 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 duly passed by the Board of Directors of the Corporation (the "Series Resolution"). Subject to the provisions of any applicable law, the Board of Directors of the Corporation may in the Series Resolution relating to any series of Preferred Shares fix the designation, privileges, rights, restrictions and conditions attaching to the Preferred Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the issue price, the rate, amount or method of calculation or preferential dividends (if any), whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the date or dates and place or places of payment thereof, the terms and condition of any purchase or cancellation or redemption thereof, conversion rights (if any), any sinking fund, purchase fund or other provisions and the rights of retraction (if any), vested in the holders of Preferred Shares of any series, the terms and conditions of any share purchase plan, and the restrictions (if any) respecting payment of dividends on any shares ranking junior to the Preferred Shares, the whole subject to the following provisions and subject to the filing of Articles of Amendment with the Registrar of Corporations.

b. The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority on payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation amongst shareholders for the purpose of winding up its affairs. When any dividends or amounts payable on a repayment of capital are not paid in full, the Preferred Shares of all series shall participate ratably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full and on any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full, provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of such shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

Subject to the provisions of the Series Resolution, the Preferred Shares shall be entitled to preference over the Common Shares and any other shares of the Corporation which by their terms rank junior to the Preferred Shares with respect of dividends and with respect to distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation amongst its shareholders for the purpose of winding up its affairs and may also be given such other preferences not inconsistent with paragraphs (c) and (e) hereof over the Common Shares and any other shares of the Corporation which by their terms rank junior to the Preferred Shares as may be determined in the case of each series of Preferred Shares authorized to be issued. Nothing in this paragraph shall limit the rights of the Corporation to pay dividends to the holders of any shares ranking senior or junior to the Preferred Shares without participation therein by the holders of the Preferred Shares.

c. Except as required by law, or as set forth in the provisions attaching to any series of Preferred Shares, the holders of Preferred Shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

When the holders of Preferred Shares vote separately as holders of Preferred Shares, each holder shall be entitled to one (1) vote for each Preferred Share held.

d. The provisions attaching to the Preferred Shares as a class may be amended or repealed at any time and from time to time by Special Resolution of the holders of Common Shares of the Corporation and with such approval as may be then (except as otherwise provided in paragraph (c) and (e) required to be given by the holders of the Preferred Shares as a class, such approval to be given in the manner provided in paragraph (e).

e. Any consent or approval given by the holders of Preferred Shares as a class shall be deemed to have been sufficiently given if given in writing by the holders of at least 66 2/3% of the outstanding Preferred Shares or by a Resolution passed at a meeting of holders of Preferred Shares duly called and held on not less than 21 days notice at which at least 2 holders of the outstanding Preferred Shares are present or are represented by proxy and carried by the affirmative vote of not less than 66 2/3% of the votes cast at such meeting, in addition to any vote or other consent or approval that may be required by law. If at any such meeting at least 2 holders of the outstanding Preferred Shares are not present or represented by proxy within one half hour of the time appointed for such meeting then the meeting shall be adjourned to such date not less than 15 days thereafter and at such time and place as may be designated by the Chairman, and not less than 10 days written notice shall be given of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66 2/3% of the votes cast at such meeting shall constitute the approval of the holders of Preferred Shares.

On every poll taken at any meeting of holders of Preferred Shares, every holder of Preferred Shares shall be entitled to one (1) vote for each Preferred Share held by such holder. Subject to the foregoing, the formalities to be observed in respect of the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the By-laws of the Corporation with respect to meetings of shareholders.

f. So long as any Preferred Shares are outstanding, the Corporation shall not, without the approval of the holders of Preferred Shares given in the same manner as provided under paragraph (e), create any class of Preferred Shares ranking in priority to or on a parity with the Preferred Shares with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation.

g. Subject to the provisions of any Series Resolution, Preferred Shares redeemed, purchased or otherwise acquired by the Corporation shall be returned to authorized but unissued capital of the Corporation.