

PROVINCE OF ONTARIO

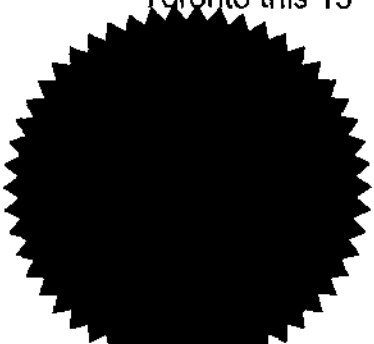
TO WIT:

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TO ALL WHOM THESE PRESENTS
MAY COME, BE SEEN OR KNOWN

I, Ahmed Kaiser Akbar, a Notary Public in and for the Province of Ontario by Royal Authority duly appointed residing in the town of Richmond Hill in the Regional Municipality of York in the said Province, do certify that the photostatted document attached hereto is a true and correct copy of a certified true copy of the Articles of Amendment of Vergene Capital Corp. changing its name to Greencastle Resources Ltd. dated May 5, 2004, the copy attached hereto having been photocopied from the original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Notarial Seal of Office at the City of Toronto in the Municipality of Metropolitan Toronto this 13th day of May, 2004.



AHMED KAISER AKBAR
A Notary Public in and for
the Province of Ontario

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of incorporation of the Company be and the same are hereby amended by changing the name of the Company to "Baymar Capital Limited" or such other name as the directors of the Company may determine and may be acceptable to applicable regulatory authorities;
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby authorized and directed to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the articles of amendment and to determine not to proceed with the amendment of the articles of incorporation of the Company without further approval of the shareholders of the Company; and
3. any one director or one officer of the Company be and such one director or one officer of the Company is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of articles of amendment in the prescribed form to the Director appointed under the Business Corporations Act (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

- 6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

- 7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

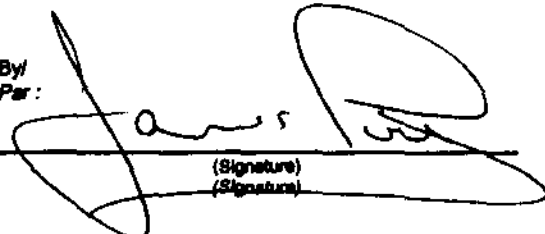
2001-Nov-28

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

VERGENE CAPITAL CORP.

(Name of Corporation) (If the name is to be changed by these articles set out current name)
(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By/
Par: 

(Signature)
(Signature)

PRESIDENT

(Description of Office)
(Fonction)

Nick Taylor

443 East Chestermere Drive
Chestermere, AB, Canada T1X 1A3

YES

5. Check A or B
Cocher A ou B

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

VERGENE CAPITAL CORP.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

| Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i> | Ontario Corporation Number <i>Numéro de la société en Ontario</i> | Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> | | |
|---|--|--|--------------|------------|
| | | Year / année | Month / mois | Day / jour |
| BAYMAR CAPITAL CORPORATION | 1195443 | 2003 | Dec | 22 |
| 1439993 ONTARIO LIMITED | 1439993 | 2003 | Dec | 22 |
| VERGENE CAPITAL CORP. | 1274048 | 2003 | Dec | 22 |

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The shares that the Corporation is authorized to issue are:

1. an unlimited number of common shares without par value; and
2. an unlimited number of special shares without par value, issuable in series.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Common Shares

The rights of the holders of the common shares are equal in all respects and include the right, among other things:

1. to vote at all meetings of shareholders; and
2. subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.

Special Shares

The special shares without par value shall as a class have attached thereto the following:

1. the special 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 endorsement thereon of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of special 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;
2. the special 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 special shares of every other series and be entitled to preference over the special shares and over any other shares of the Corporation ranking junior to the special shares. The special shares of any series may also be given other preferences, not inconsistent with these articles, over the special shares and any other shares of the Corporation ranking junior to the special shares as may be fixed as provided herein;
3. if the cumulative dividends or amounts payable on the return of capital in respect of a series of special shares are not paid in full, all series of special shares shall participate rateably in respect of such dividends and return of capital;
4. the special shares of any series may be made convertible into special shares of any other series or common shares at such rate and upon such basis as the directors in their discretion may determine; and

5. unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of special shares shall be entitled to one vote at a meeting of shareholders.

Voting Restrictions

The holders of shares of any class and the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon, and shall not be entitled to dissent in respect of, any proposal to amend the articles to:

1. increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;
2. effect an exchange, reclassification or cancellation of the shares of such class or series; or
3. create a new class or series of shares equal or superior to the shares of such class or series.

9. The issue, transfer or ownership of shares is/ls not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

1. the board of directors of the Corporation may, without authorization of the shareholders of the Corporation, from time to time, in such amounts and on such terms as it deems expedient:

(a) borrow money upon the credit of the Corporation;

(b) issue, re-issue, sell or pledge debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) charge, mortgage, hypothecate or otherwise create a security interest in all or any of the currently owned or subsequently acquired property and assets of the Corporation, including without limiting the generality of the foregoing, real and personal property, moveable and immovable property, tangible and intangible assets, book debts, rights, powers, franchises and undertakings, to secure any obligation of the Corporation.

The board of directors may from time to time by resolution delegate to a committee of directors or to one or more of the directors or officers of the Corporation all or any of the powers hereby conferred upon the board to such extent and in such manner

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

board shall determine at the time of each such delegation. Nothing in this section shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

VERGENE CAPITAL CORP.

Per: 
Anthony Roodenburg
President

BAYMAR CAPITAL CORPORATION

Per: 
Anthony Roodenburg
President

1439993 ONTARIO LIMITED

Per: 
Anthony Roodenburg
President

SCHEDULE "A"

Statement

**IN THE MATTER OF THE AMALGAMATION OF VERGENE CAPITAL
CORP., BAYMAR CAPITAL CORPORATION
AND 1439993 ONTARIO LIMITED**

**THE UNDERSIGNED Anthony Roodenburg, a director and officer of 1439993
ONTARIO LIMITED, states that:**

1. there are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (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 of shares; and
2. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

DATED as of the 22nd day of December, 2003



Anthony Roodenburg

SCHEDULE "A"


Statement

**IN THE MATTER OF THE AMALGAMATION OF VERGENE CAPITAL
CORP., BAYMAR CAPITAL CORPORATION
AND 1439993 ONTARIO LIMITED**

**THE UNDERSIGNED Anthony Roodenburg, a director and officer of BAYMAR
CAPITAL CORPORATION, states that:**

1. there are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (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 of shares; and
2. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

DATED as of the 22nd day of December, 2003



Anthony Roodenburg

SCHEDULE "A"


Statement

**IN THE MATTER OF THE AMALGAMATION OF VERGENE CAPITAL
CORP., BAYMAR CAPITAL CORPORATION
AND 1439993 ONTARIO LIMITED**

**THE UNDERSIGNED Anthony Roodenburg, a director and officer of VERGENE
CAPITAL CORP., states that:**

1. there are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (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 of shares; and
2. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

DATED as of the 22nd day of December, 2003


Anthony Roodenburg

SCHEDULE "B"

CERTIFICATE

VERGENE CAPITAL CORP.
(the "Corporation")

**AMALGAMATION WITH BAYMAR CAPITAL
CORPORATION AND 1439993 ONTARIO LIMITED**

WHEREAS Baymar Capital Corporation and 1439993 Ontario Limited are wholly-owned subsidiaries of the Corporation and it is desirable that the Corporation amalgamate with the subsidiaries pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation and Baymar Capital Corporation and 1439993 Ontario Limited under the Act, pursuant to subsection 177 (1) thereof, is hereby approved;
2. upon the endorsement of the certificate of the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of Baymar Capital Corporation and 1439993 Ontario Limited, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the name of the amalgamated corporation shall be **Vergene Capital Corp.;**
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of the Corporation, as amended;
6. all the issued and outstanding commons shares in the capital of the amalgamating corporation, Vergene Capital Corp., which are registered in the name of the shareholders of the amalgamating corporation, Vergene Capital Corp., will be converted share for share into one (1) common share in the capital of the amalgamated corporation, Vergene Capital Corp.;

7. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
8. any one officer or one director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

* * * *

THE UNDERSIGNED director of the Corporation hereby certifies that the foregoing is true and correct copy of a resolution duly passed by the directors of the Corporation on December 22, 2003 and that such resolution is still in full force and effect, unamended as at the date hereof.

DATED as of the 22nd day of December, 2003


Anthony Roodenburg

SCHEDULE "B"

CERTIFICATE

BAYMAR CAPITAL CORPORATION (the "Corporation")

AMALGAMATION WITH VERGENE CAPITAL CORP., AND 1439993 ONTARIO LIMITED

WHEREAS the Corporation is a wholly-owned subsidiary of Vergene Capital Corp. and it is desirable that the Corporation amalgamate with Vergene Capital Corp. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation and Vergene Capital Corp. under the Act, pursuant to subsection 177(1) thereof, is hereby approved;
2. upon the endorsement of the certificate on the articles of amalgamation pursuant to subsection 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the name of the amalgamated corporation shall be **Vergene Capital Corp.**;
4. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles of incorporation and by-laws of **Vergene Capital Corp.**;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any one director or one officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

* * * *

THE UNDERSIGNED director of the Corporation hereby certifies that the foregoing is true and correct copy of a resolution duly passed by the directors of the

Corporation on December 22, 2003 and that such resolution is still in full force and effect, unamended as at the date hereof.

DATED as of the 22nd day of December, 2003



Anthony Roedenburg

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SCHEDULE "B"

CERTIFICATE

1439993 ONTARIO LIMITED
(the "Corporation")

**AMALGAMATION WITH VERGENE CAPITAL CORP.,
AND BAYMAR CAPITAL CORPORATION**

WHEREAS the Corporation is a wholly-owned subsidiary of Vergene Capital Corp. and it is desirable that the Corporation amalgamate with Vergene Capital Corp. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation and Vergene Capital Corp. under the Act, pursuant to subsection 177(1) thereof, is hereby approved;
2. upon the endorsement of the certificate on the articles of amalgamation pursuant to subsection 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the name of the amalgamated corporation shall be **Vergene Capital Corp.**;
4. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles of incorporation and by-laws of **Vergene Capital Corp.**;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any one director or one officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

* * * *

THE UNDERSIGNED director of the Corporation hereby certifies that the foregoing is true and correct copy of a resolution duly passes by the sole director of the Corporation on December 22, 2003 and that such resolution is still in full force and effect, unamended as at the date hereof.

DATED as of the 22nd day of December, 2003



Anthony Roodenburg