CORPORATE ACCESS NUMBER: 208362616

Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMENDMENT

ZAPATA ENERGY CORPORATION
AMENDED ITS ARTICLES ON 2006/06/13.

REGISTRAR OF CORPORATIONS

ARTICLES OF AMENDMENT

Business Corporations Act
Section 29 or 177

1.	NAME OF CORPORATION:	2. CORPORATE ACCESS NO.
	ZAPATA ENERGY CORPORATION	208362616

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

Pursuant to Section 173(1)(f) of the Act, all the issued and outstanding Class "A" Common shares of the Corporation be subdivided in accordance with the Share Split Schedule attached hereto.

ELECTRONICALLY FILED WITH
ALBERTA REGISTRIES ON

JUN 13 2006 AG

by BLAKE, CASSELS & GRAYDON LLP
Corporate Services

DATE	SIGNATURE	NAME AND TITLE
June 13, 2006	W Howard Blacker	Print Name: W. HOWARD BLACKER Print Title: CHIEF FINANCIAL OFFICER AND CONTROLLER

This information is being collected for the purposes of Alberta Registries records in accordance with the Business Corporations Act.

30711151.1

SHARE SPLIT SCHEDULE
ARTICLES OF AMENDMENT
OF
ZAPATA ENERGY CORPORATION

(a) the issued and outstanding Common Shares of the Corporation are subdivided by issuing one additional Common Share for each Common Share issued and outstanding; and

(b) the record date of the subdivision for the purpose of entitlement of additional Common Shares shall be the close of business on June 23, 2006 or such other date as is established prior thereto by the Board of Directors and publicly announced by the Corporation.

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2006/06/13

Service Request Number:	8782265
Corporate Access Number:	208362616
Legal Entity Name:	ZAPATA ENERGY CORPORATION
French Equivalent Name:	
Legal Entity Status:	Active

Alberta Corporation Type:	Named Alberta Corporation
New Legal Entity Name:	ZAPATA ENERGY CORPORATION
New French Equivalent Name:	
Nuans Number:	
Nuans Date:	
French Nuans Number:	
French Nuans Date:	

Share Structure:	THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
Share Transfers Restrictions:	NONE
Number of Directors:	
Min Number Of Directors:	3
Max Number Of Directors:	9
Business Restricted To:	NONE
Business Restricted From:	NONE
Other Provisions:	THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
BCA Section/Subsection:	
Professional Endorsement Provided:	
Future Dating Required:	

Annual Return

File Year	Date Filed
2005	2006/05/29
2004	2004/08/13

2003	2003/05/31

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	1999/06/24
Other Rules or Provisions	ELECTRONIC	1999/06/24
Statutory Declaration	10000696000302394	1999/06/24
Consolidation, Split, Exchange	ELECTRONIC	2006/06/13

Registration Authorized By: W. HOWARD BLACKER
OFFICER

CORPORATE ACCESS NUMBER: 208362616

Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMALGAMATION

ZAPATA ENERGY CORPORATION
IS THE RESULT OF AN AMALGAMATION FILED ON 1999/06/24.

BUSINESS CORPORATIONS ACT
(Section 179)

FORM 9

ALBERTA CONSUMER AND CORPORATE AFFAIRS

ARTICLES OF AMALGAMATION

1. NAME OF CORPORATION.

ZAPATA ENERGY CORPORATION

2. CORPORATE ACCESS NO.

208362616

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

The annexed Schedule "A" is incorporated into and forms part of this form.

4. RESTRICTIONS IF ANY ON SHARE TRANSFERS.

None.

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

Minimum of three (3), maximum of nine (9).

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

None.

7. OTHER RULES OR PROVISIONS IF ANY.

The annexed Schedule "B" is incorporated into and forms part of this form.

8. NAME OF AMALGAMATING CORPORATIONS. CORPORATE ACCESS NO.

NAME OF AMALGAMATING CORPORATIONS	CORPORATE ACCESS NO.
ZAPATA ENERGY CORPORATION	208355529
808703 ALBERTA LTD.	208087031

9. DATE	SIGNATURE	TITLE
JUNE 24, 1999	GEORGE E. PAULUS	DIRECTOR

FOR DEPARTMENTAL USE ONLY

FILED

ELECTRONICALLY FILED WITH ALBERTA REGISTRIES ON
JUN 24 1999
by BLAKE, CASSELS & GRAYDON
Corporate Services

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SCHEDULE "A"

ARTICLES OF AMALGAMATION
OF
ZAPATA ENERGY CORPORATION

1. The Corporation is authorized to issue:

   (a) an unlimited number of Common Shares, which shares shall carry and be subject to the following rights, privileges, restrictions and conditions:

      (i) to receive notice of and to vote at every meeting of the Shareholders of the Corporation;

      (ii) to receive such dividends as the Directors may, from time to time, by resolution declare for the benefit of the Common Shares;

      (iii) to share equally in the assets of the Corporation remaining upon the liquidation or winding up of the Corporation with the holders of the Preferred Shares on a share for share basis after the creditors of the Corporation have been satisfied;

   (b) an unlimited number of Preferred Shares which, as a class, have attached thereto the following rights, terms and conditions:

      (i) the Preferred Shares may from time to time be issued in one or more series and the Directors may fix from time to time before such issue the number of Preferred 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, any voting rights, the rate or amount of dividends, the dates of payment thereof, the terms and conditions of redemption, retraction, purchase and, conversion, if any and any sinking fund or any other provisions;

      (ii) the Preferred Shares of each series shall be entitled to a priority over the Common Shares of the Corporation with respect to the payment of dividends. The Preferred Shares shall share equally in the assets of the Corporation remaining upon the liquidation or winding-up of the Corporation with the holders of the Common Shares on a share for share basis, after the creditors of the Corporation have been satisfied. 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 by their terms junior to such Preferred Shares as may be fixed in accordance with clause (i) hereof; and

      (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.

SCHEDULE "B"

ARTICLES OF AMALGAMATION
OF
ZAPATA ENERGY CORPORATION

1. Without in any way limited the borrowing powers of the Corporation or of the Directors as set out in the Business Corporations Act and in the by-laws (as amended from time to time), the Directors of the Corporation may from time to time:

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

   (b) issue, reissue, sell or pledge securities, bonds, debentures, notes or other evidence of indebtedness of or guarantee by the Corporation, whether secured or unsecured;

   (c) charge, mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property of any nature present or future (including, without limitation, the undertaking and rights) of the Corporation, by way of charge, mortgage, hypothec, pledge or otherwise in order to secure any securities, bonds, debentures, notes or other evidence of indebtedness of or guarantee by the Corporation, or money borrowed by or other debt or liability of the Corporation.

Nothing in this Section limits or restricts 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.

The Board may from time to time delegate to such one or more of the Directors or Officers of the Corporation as may be designated by the Board of Directors all or any of the powers conferred on the Board by the foregoing or by the Business Corporations Act to such extent and in such manner as the Board shall determine at the time of each such delegation.

2. The Corporation is entitled to a lien on shares registered in the name of a shareholder for a debt to the Corporation.

3. 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 OF A PROPOSED DIRECTOR

CANADA	)	IN THE MATTER of the *Business Corporations Act* (Alberta) and the Articles of Amalgamation of Zapata Energy Corporation and 808703 Alberta Ltd. (the "Amalgamating Corporations")
PROVINCE OF ALBERTA	)	
ALBERTA	)	
TO WIT:		

I, George E. Paulus, of the City of Calgary, in the Province of Alberta, do solemnly declare that:

1. I am a proposed director of Zapata Energy Corporation ("the amalgamated corporation"), and as such have personal knowledge of the matters herein declared to.

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

3. I have satisfied myself that:

   a. the amalgamated corporation will be able to pay its liabilities as they become due; and

   b. the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.

4. There are reasonable grounds for believing 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 *Evidence Act* (Alberta).

DECLARED before in at the City of Calgary, in the Province of Alberta this 24th day of June, 1999.

A Commissioner for Oaths and Notary Public in and for the Province of Alberta
CHAD C. SCHNEIDER
Barrister & Solicitor

GEORGE E. PAULUS

ELECTRONICALLY FILED WITH ALBERTA REGISTRIES ON

JUN 24 1999

by BLAKE, CASSELS & GRAYDON Corporate Services

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