CORPORATE ACCESS NUMBER: 2012459315

Alberta

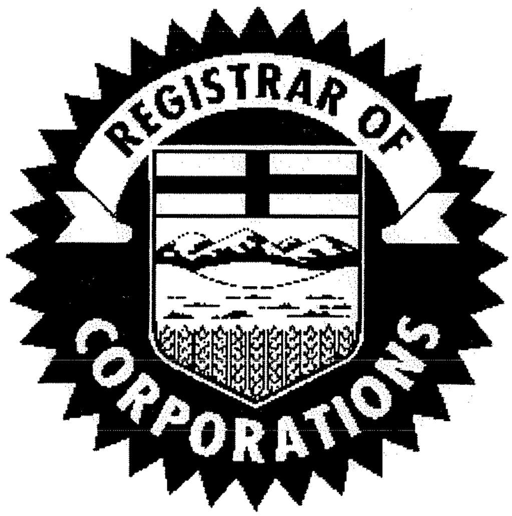
BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMALGAMATION

1245931 ALBERTA LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2006/05/30.



Articles of Amalgamation

Business Corporations Act
Section 185

1. **Name of Amalgamated Corporation**

1245931 ALBERTA LTD.

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

See Schedule

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

See Schedule

4. **Number, or minimum and maximum number of directors:**

Min: 1 - Max: 15

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

Not Applicable

6. **Other provisions *(if any)*:**

See Schedule

7. **Name of Amalgamating Corporations**

Name of Amalgamating Corporations	Corporate Access Number
1238363 Alberta Ltd.	2012383630
Canex Energy Inc.	206996696
	FILED
	MAY 3 0 2006
	OSLER, HOSKIN & HARCOURT LLP CALGARY OFFICE

MARK EADE
Name of Person Authorizing *(please print)*

Identification

CORPORATE SECRETARY
Title *(please print)*

MAY 30, 2006
Date

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.

REG 3068 (Rev. 2003/05)

Articles of Amalgamation
For
1245931 ALBERTA LTD.

Share Structure:	SEE SCHEDULE
Share Transfers Restrictions:	SEE SCHEDULE
Number of Directors:	
Min Number of Directors:	1
Max Number of Directors:	15
Business Restricted To:	NOT APPLICABLE
Business Restricted From:	NOT APPLICABLE
Other Provisions:	SEE SCHEDULE

Registration Authorized By: MARK EADE
OFFICER

SCHEDULE RE AUTHORIZED SHARES

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares without nominal or par value and an unlimited number of First Preferred Shares without nominal or par value. The rights, privileges, restrictions and conditions attaching to the Common Shares and First Preferred Shares are as set out herein.

1. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

   (a) Payment of Dividends: The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.

   (b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.

   (c) Voting Rights: The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote in respect of each Common Share held at all such meetings.

2. The rights, privileges, restrictions and conditions attaching to the First Preferred Shares are as follows:

   (a) Series: The First Preferred Shares may at any time and from time to time be issued in one or more series. Subject to the provisions of clauses 2(b) and (c), the board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of First Preferred Shares.

   (b) Idem: The First Preferred Shares shall be entitled to priority over the Common Shares and all other shares ranking junior to the First Preferred Shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

(c) Idem: The First Preferred Shares of each series shall rank on a parity with the First Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

SCHEDULE RE TRANSFER RESTRICTIONS

No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:

(a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors;

(b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors;

(c) the holders of the voting shares of the Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares; or

(d) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.

SCHEDULE RE OTHER PROVISIONS

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) of the number of directors who held office at expiration of the last annual meeting.