

CORPORATE ACCESS NUMBER: 2010725584



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**BAYSHORE PETROLEUM CORP.
AMENDED ITS ARTICLES ON 2004/10/28.**



ARTICLES OF AMENDMENT

**Business Corporations Act
(Alberta)
Section 29 or 177**

1. Name of Corporation: Bayshore Petroleum Corp.	2. Corporate Access Number: 2010725584
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3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

Pursuant to Section 173(1)(m) of the Act, by deleting Schedule "B" attached thereto and replacing the same with the word "None", thereby removing any restrictions on the transferability of securities of the Corporation that the Articles of Incorporation of the Corporation may impose; and

Pursuant to Section 173(1)(n) of the Act, by deleting Schedule "C" attached thereto and inserting Schedule "B" attached hereto, thereby removing all limitations on the number of shareholders that the Corporation may have and allowing invitations to the public to subscribe for securities of the Corporation.


Tom Mix
Name of Person Authorizing (please print)

Solicitor
Title (please print)


Signature

October 26, 2004
Date

This information is being collected for 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 Co-ordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 – 102 Street, Edmonton, Alberta T5J 4L4, (780) 427-3000.

BORNET, BOGORTH & PALMER LLP
OCT 28 2004
FILED 

SCHEDULE "B"

Other Provisions:

- (a) The directors of the Corporation may, without authorization of the shareholders:
 - i. borrow money on the credit of the Corporation;
 - ii. issue, reissue, sell or pledge debt obligations of the Corporation;
 - iii. subject to the Business Corporations Act of Alberta, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- (b) The directors may, by resolution, delegate the powers referred to in subsection (a) hereof to a director, a committee of directors or an officer.
- (c) 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 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
- (d) Meetings of the shareholders may be held at any place within Canada.

Name/Structure Change Alberta Corporation - Registration Statement

Service Request Number: 6604167

Corporate Access Number: 2010725584

Legal Entity Name: BAYSHORE PETROLEUM CORP.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: BAYSHORE PETROLEUM CORP.

New French Equivalent Name:

Nuans Number: 78369266

Nuans Date: 2003/10/16

French Nuans Number:

French Nuans Date:

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO

Share Transfers Restrictions: NONE

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 11

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO

BCA Section/Subsection: 173(1)(M) AND (N)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2003/10/22
Restrictions on Share Transfers	ELECTRONIC	2003/10/22

Other Rules or Provisions	ELECTRONIC	2003/10/22
Other Rules or Provisions	ELECTRONIC	2004/10/28

Registration Authorized By: TOM M. MIX
SOLICITOR

SCHEDULE "B"

Other Provisions:

(a) The directors of the Corporation may, without authorization of the shareholders:

i. borrow money on the credit of the Corporation;

ii. issue, reissue, sell or pledge debt obligations of the Corporation;

iii. subject to the Business Corporations Act of Alberta, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

(b) The directors may, by resolution, delegate the powers referred to in subsection (a) hereof to a director, a committee of directors or an officer.

(c) 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 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.

(d) Meetings of the shareholders may be held at any place within Canada.

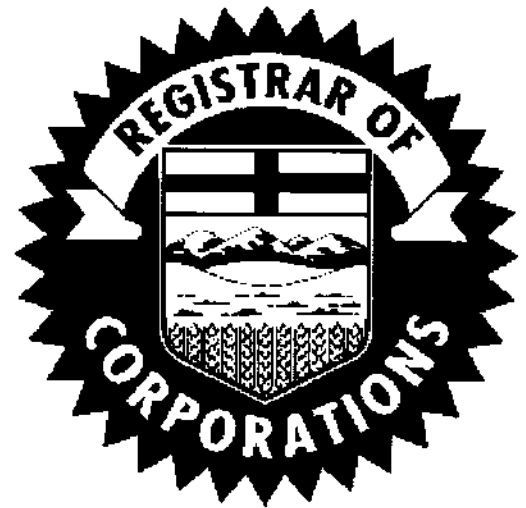
CORPORATE ACCESS NUMBER: 2010725584

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**BAYSHORE PETROLEUM CORP.
WAS INCORPORATED IN ALBERTA ON 2003/10/22.**



**Articles of Incorporation
For
BAYSHORE PETROLEUM CORP.**

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: SEE SCHEDULE "B" ATTACHED HERETO
Number of Directors:
Min Number of Directors: 3
Max Number of Directors: 11
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "C" ATTACHED HERETO

**Registration Authorized By: J. G. (JEFF) LAWSON
SOLICITOR**

SCHEDULE "A"

Unlimited number of common shares without nominal or par value to which shares shall be attached the following rights (i) to vote at any meeting of shareholders of the Corporation; (ii) to receive any dividend declared by the Corporation; and (iii) to receive the remaining property of the Corporation upon dissolution.

SCHEDULE "B"

No shares of the Corporation shall be transferred without the approval of the directors, provided that approval of any transfer of shares may be given as aforesaid after the transfer has been effected upon the records of the Corporation, in which event, unless the said approval stipulates otherwise, the said transfer shall be valid and shall take effect as from the date of its very entry upon the books of the Corporation.

SCHEDULE "C"

- a. The number of shareholders of the Corporation, exclusive of
 - i. persons who are in its employment or that of an affiliate, and;
 - ii. persons who, having been formerly in its employment or that of an affiliate, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of that Corporation after termination of that employment,

is limited to not more than 50 persons, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
- b. Any invitation to the public to subscribe for the securities of the Corporation is prohibited.
- c. The directors of the corporation may, without authorization of the shareholders:
 - i. borrow money on the credit of the Corporation;
 - ii. issue, reissue, sell or pledge debt obligations of the Corporation;
 - iii. subject to the Business Corporations Act of Alberta, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and;
 - iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- d. The directors may, by resolution, delegate the powers referred to in subsection (c) hereof to a director, a committee of directors or an officer.
- e. 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 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
- f. Meetings of the shareholders may be held at any place within Alberta or at any of the following cities: Vancouver, British Columbia; Victoria, British Columbia; Winnipeg, Manitoba; Toronto, Ontario; Ottawa, Ontario; Montreal, Quebec; or Halifax, Nova Scotia.

Incorporate Alberta Corporation - Registration Statement

Service Request Number: 5435275
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: BAYSHORE PETROLEUM CORP.
French Equivalent Name:
Nuans Number: 78369266
Nuans Date: 2003/10/16
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 1400, 350 - 7TH AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3N9

RECORDS ADDRESS

Street: 1400, 350 - 7TH AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3N9

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: SEE SCHEDULE "B" ATTACHED HERETO
Number of Directors:
Min Number Of Directors: 3
Max Number Of Directors: 11
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "C" ATTACHED HERETO

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2003/10/22

Director

Last Name: TANG
First Name: ALAN
Middle Name: M.
Street/Box Number: 950, 550 - 6TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0S2
Country:
Resident Canadian: Y

Last Name: CHOW
First Name: STUART
Middle Name:
Street/Box Number: 500, 304 - 8TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1C2
Country:
Resident Canadian: Y

Last Name: WOOLSTENCROFT
First Name: MARK
Middle Name:
Street/Box Number: 500, 603 - 7TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2T5
Country:
Resident Canadian: Y

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2003/10/22

Restrictions on Share Transfers	ELECTRONIC	2003/10/22
Other Rules or Provisions	ELECTRONIC	2003/10/22

Registration Authorized By: J. G. (JEFF) LAWSON
SOLICITOR

ARTICLES OF INCORPORATION

Business Corporations Act
(Alberta)
Section 6

1. Name of Corporation:

Bayshore Petroleum Corp.

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

See Schedule "A" attached hereto

3. Restriction on Share Transfers, if any:

See Schedule "B" attached hereto

4. Number, or minimum and maximum number, of directors that the corporation may have:

Minimum of ~~three~~ (3); Maximum of eleven (11)

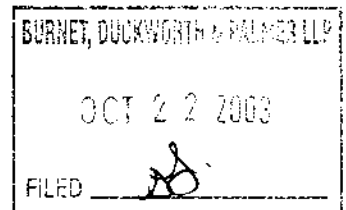
5. If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):

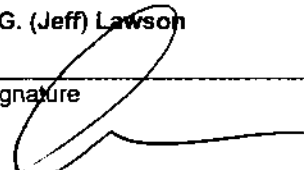
None.

6. Other Provisions (if any):

See Schedule "C" attached hereto

7. Date authorized by Incorporators: 03/10/22 (Year/Month/Day)



Name of Person Authorizing (please print) J.G. (Jeff) Lawson	Address: (including postal code) Burnet, Duckworth & Palmer LLP 1400, 350 7 th Avenue S.W. Calgary, Alberta T2P 3N9
Signature 	

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SCHEDULE "A"

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SCHEDULE "C"

- a. The number of shareholders of the Corporation, exclusive of
- i. persons who are in its employment or that of an affiliate, and;
 - ii. persons who, having been formerly in its employment or that of an affiliate, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of that Corporation after termination of that employment,
- is limited to not more than 50 persons, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
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- c. The directors of the corporation may, without authorization of the shareholders:
- i. borrow money on the credit of the Corporation;
 - ii. issue, reissue, sell or pledge debt obligations of the Corporation;
 - iii. subject to the Business Corporations Act of Alberta, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and;
 - iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- d. The directors may, by resolution, delegate the powers referred to in subsection (c) hereof to a director, a committee of directors or an officer.
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- f. Meetings of the shareholders may be held at any place within Alberta or at any of the following cities: Vancouver, British Columbia; Victoria, British Columbia; Winnipeg, Manitoba; Toronto, Ontario; Ottawa, Ontario; Montreal, Quebec; or Halifax, Nova Scotia.