

Articles of Amalgamation

Business Corporations Act

1. Name of Amalgamated Corporation

Kensington Energy Ltd.

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

The Corporation is authorized to issue an unlimited number of Common Shares.

3. Restrictions on share transfers (if any):

No shares of the Corporation shall be transferred to any person without the approval of the Board of Directors by resolution.

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

Minimum 1; Maximum 9

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):

The attached Schedule is incorporated into and forms part of the Articles of the Corporation.

7. Name of Amalgamating Corporations

Viking Kensington Inc.
Kensington Energy Ltd.

Corporate Access Number

2011433089
2010939755

Robert Fotheringham

Name of Person Authorizing (please print)



Identification

Director

Title (please print)

April 1, 2005

Date

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
KENSINGTON ENERGY LTD.

6. OTHER RULES OR PROVISIONS (IF ANY):

1. The number of shareholders, exclusive of persons who are in the employment of the Corporation and are shareholders of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after the termination of that employment, who beneficially owns shares, directly or indirectly, is limited to not more than fifty (50) persons, two or more persons who are the joint registered owners of one or more shares being counted as one beneficial shareholder.
2. Any invitation to the public to subscribe for the Corporation's securities is prohibited.
3. Subject to the *Business Corporations Act* (Alberta), the board of directors may, between annual general meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual general meeting of shareholders.

Alberta

MUNICIPAL AFFAIRS
Registries

Notice of Address or Notice of Change of Address

1. NAME OF CORPORATION: KENSINGTON ENERGY LTD.	2. CORPORATE ACCESS NUMBER:
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BUSINESS CORPORATIONS ACT
(SECTION 19)

3. ADDRESS OF REGISTERED OFFICE (ONLY A STREET ADDRESS, INCLUDING POSTAL CODE, OR LEGAL LAND DESCRIPTION).

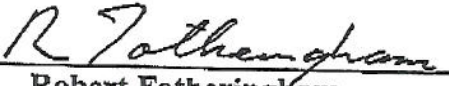
**3700, 400 - 3rd Avenue SW
Calgary, Alberta
T2P 4H2**

4. RECORDS ADDRESS (ONLY A STREET ADDRESS, INCLUDING POSTAL CODE, OR LEGAL LAND DESCRIPTION).

**3700, 400 - 3rd Avenue SW
Calgary, Alberta
T2P 4H2**

5. ADDRESS FOR SERVICE BY MAIL, IF DIFFERENT FROM ITEM 3 (ONLY A POST OFFICE BOX, INCLUDING POSTAL CODE).


N/A

6. DATE: April 1, 2005	SIGNATURE  Robert Fotheringham	TITLE Director
FOR DEPARTMENTAL USE ONLY		TELEPHONE NO. 403-268-3175 FILED

Alberta

MUNICIPAL AFFAIRS
Registries

NOTICE OF DIRECTORS OR NOTICE OF CHANGE OF DIRECTORS

1. NAME OF CORPORATION: KENSINGTON ENERGY LTD.		2. CORPORATE ACCESS NUMBER:	
3. ON THE DAY OF 20		, THE FOLLOWING PERSON(S) WERE APPOINTED DIRECTOR(S):	
NAME	MAILING ADDRESS (INCLUDING POSTAL CODE)	RESIDENT CANADIAN?	
4. ON THE DAY OF 20		, THE FOLLOWING PERSON(S) CEASED TO HOLD OFFICE AS DIRECTOR(S):	
NAME	MAILING ADDRESS (INCLUDING POSTAL CODE)		
5. AS OF THIS DATE, THE DIRECTOR(S) OF THE CORPORATION ARE:			
NAME	MAILING ADDRESS (INCLUDING POSTAL CODE)	RESIDENT CANADIAN?	
Zahary, John E.	400, 330 - 5 Avenue S.W., Calgary, Alberta T2P 0L4	Yes	
Fotheringham, Robert	400, 330 - 5 Avenue S.W., Calgary, Alberta T2P 0L4	Yes	
Hunter, H. Douglas	400, 330 - 5 Avenue S.W., Calgary, Alberta T2P 0L4	Yes	
6. TO BE COMPLETED ONLY BY ALBERTA CORPORATIONS: ARE AT LEAST HALF OF THE MEMBERS OF THE BOARD OF DIRECTORS RESIDENT CANADIANS?			
YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>			
7. DATE:	SIGNATURE	TITLE	TELEPHONE NO.
April 1, 2005	 Robert Fotheringham	Director	403-268-3175
FOR DEPARTMENTAL USE ONLY		FILED	

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.

I understand that the personal information on this form is being collected for the purpose of providing such information to Alberta Registries as required by the Business Corporations Act (Alberta) and may be disclosed, without my further consent to Alberta Registries or other firm departments. The personal information will not be disclosed to any third party, other than those identified, without my consent. By signing below I am consenting to the collection, use and disclosure of this information by Macleod Dixon LLP for the purposes stated.

CORPORATE ACCESS NUMBER: 2011618762

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**KENSINGTON ENERGY LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2005/04/01.**

