

CORPORATE ACCESS NUMBER: 2010661425

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**BIRCHILL ENERGY LIMITED
CHANGED ITS NAME TO HARVEST BEL INC. ON 2006/08/15.**



ALBERTA REGISTRIES

**NOTICE OF ADDRESS OR
NOTICE OF CHANGE OF ADDRESS**

Business Corporations Act
Section 20

1. Name of Corporation

2. Corporate Access Number

Harvest BEL Inc.

2010661425

3. Address of Registered Office (P.O. Box number **can only** be used by a Society)

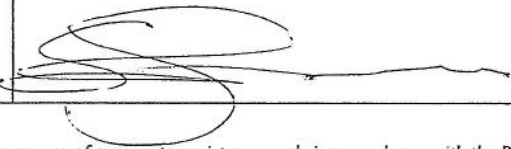
1400, 350 7th Avenue SW,
Calgary, Alberta T2P 3N9

4. Records Address (P.O. Box number **cannot** be used)

1400, 350 7th Avenue SW,
Calgary, Alberta T2P 3N9


5. Address for Service by Mail (if different from Item 3) NOTE: If this is a change, please read instructions, carefully.

N/A

Date	Signature	Name and Title
August 15, 2006		Print Name: Steve Saunders Print Title: Treasurer

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

ELECTRONICALLY FILED WITH
ALBERTA REGISTRIES ON

AUG 15 2006 

by BLAKE, CASSELES & GRAYDON LLP
Corporate Services

**RESOLUTIONS OF THE SOLE SHAREHOLDER
OF
BIRCHILL ENERGY LIMITED
(the "Corporation")**

ELECTION OF DIRECTORS

RESOLVED that:

1. The articles of the Corporation shall be amended to change the name of the Corporation to Harvest BEL Inc.
2. Each of the following persons are hereby elected as a director of the Corporation, and to hold office until the next annual meeting of the shareholders of the Corporation or until a successor is been duly elected or appointed:

M. Bruce Chernoff
John Zahary
Bob Fotheringham
3. Any one of the directors, officers or solicitors of the Corporation is hereby authorized to execute and deliver the articles of amendment and notice of such change, and execute and deliver all other documents and instruments and do all other acts and things as may be necessary or desirable to give effect to this resolution.

REGISTER OF DIRECTORS

RESOLVED that the Secretary of the Corporation be and is hereby instructed to amend the Corporation's Register of Directors to indicate that, as of the date hereof, the directors of the Corporation are as follows:

M. Bruce Chernoff
John Zahary
Bob Fotheringham

The foregoing resolutions are consented to by the sole shareholder of the Corporation as evidenced by the signature hereto, effective the 15th day of August, 2006.

HARVEST OPERATIONS CORP.


Name: _____

Title: _____

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
HARVEST BEL INC.
(the "Corporation")**

APPOINTMENT OF OFFICERS

RESOLVED that:

1. The following persons are hereby appointed officers of the Corporation to hold the offices referred to opposite their respective names during the pleasure of the board or until their successors are duly appointed:

Name of Officer	Office Held
John Zahary	President
Bob Fotheringham	Vice President Finance
Rob Morgan	Vice President Operations
Steve Saunders	Treasurer

REGISTER OF OFFICERS

RESOLVED that any officer of the Corporation be and is hereby instructed to amend the Corporation's Register of Officers to indicate that, as of the date hereof, the officers of the Corporation are as follows:

Name of Officer	Office Held
John Zahary	President
Bob Fotheringham	Vice President Finance
Rob Morgan	Vice President Operations
Steve Saunders	Treasurer

CANCELLATION AND ISSUE NEW SHARES

RESOLVED that, The Corporation be and is hereby authorized and approved to cancel:

1. Share Certificates No. 8, and 9 representing 88,030,246 representing 88,030,246 Common Shares in the capital of the Corporation, and
2. Share Certificates No. P-7, P-8 and P-9 representing 100,577,424 Preferred Shares in the capital of the Corporation.

RESOLVED that, the Corporation be and is hereby authorized and approved to issue new share certificates No. 10 for 88,030,246 Common Shares and No. P-10 for 100,577,424 Preferred Shares registered in the name of Harvest Operations Corp.