

CORPORATE ACCESS NUMBER

20745401

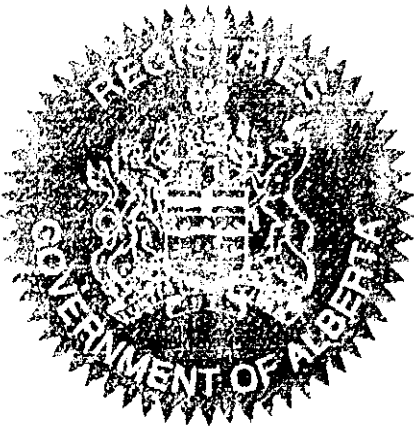


BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

JUSTINIAN EXPLORATIONS LTD.

IS THE RESULT OF AN AMALGAMATION FILED ON JULY 3, 1997.




Registrar of Corporations

BUSINESS CORPORATIONS ACT
(Section 179)

Form 9

ALBERTA CONSUMER AND
CORPORATE AFFAIRS

ARTICLES OF AMALGAMATION

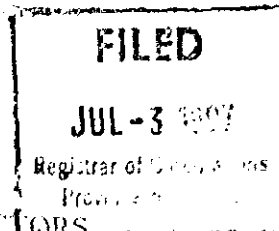
NAME OF AMALGAMATED CORPORATION. 2. CORPORATE ACCESS NO.
JUSTINIAN EXPLORATIONS LTD. 20745401

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

The Corporation is authorized to issue an unlimited number of First Preferred Shares, an unlimited number of Second Preferred Shares and an unlimited number of Common Shares, each having the rights, privileges, restrictions and conditions set forth in Schedule "A" which is attached hereto and forms part of these Articles of Amalgamation.

RESTRICTIONS IF ANY ON SHARE TRANSFERS.

None



NUMBER (OR MINIMUM OR MAXIMUM NUMBER) OF DIRECTORS.

The annexed Schedule "B" is incorporated in this form.

RESTRICTIONS IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON.

None

OTHER PROVISIONS IF ANY.

None

NAME OF AMALGAMATING CORPORATIONS. CORPORATE ACCESS NO.
PetroPower Energy Inc. 20582270
Justinian Explorations Ltd. 20623285

DATE	SIGNATURE	TITLE
June 30, 1997	<i>Sara Little</i>	Secretary