

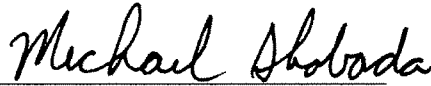
**BUSINESS CORPORATIONS ACT
(Section 27 or 171)**

**ALBERTA
REGISTRIES ARTICLES OF AMENDMENT**

1. NAME OF CORPORATION:	2. CORPORATE ACCESS NUMBER:
MELCOR DEVELOPMENTS LTD.	205480387

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

Pursuant to Section 173(1)(f) of the *Business Corporations Act* (Alberta), the Certificate of Amalgamation is amended by dividing each authorized common share, whether issued or unissued, into ten common shares, so that after giving effect to the division, the authorized capital of the Company will consist of 100,000,000 common shares, and 50,000,000 first preferred shares, non-voting.

DATE:	SIGNATURE	TITLE
Dated on April 12, 2006	 Michael Shabada	Officer ^m Director

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REGISTERED ON THE ALBERTA
REGISTRIES CORES SYSTEM

APR 13 2006

D. McArthur

SECTION 173(1)(f) SCHEDULE
Attached to the Articles of Amendment
of
MELCOR DEVELOPMENTS LTD.
(the "Corporation")

dated the 12th day of April, 2006.

Pursuant to Section 173(1)(f) of the *Business Corporations Act* (Alberta) all of the issued common shares of the Company are subdivided on the basis that for every one common share held by a shareholder of the Company, such shareholder will receive, or be deemed to receive, ten new common shares of the Company.