

**FILED EFFECTIVE**

**2010 DEC 14 PM 3:48**

**SECRETARY OF STATE  
STATE OF IDAHO**

**STATEMENT OF MERGER**

**of**

**SYMBIOTICS ACQUISITION CORP.**

**an Idaho corporation,**

**with and into**

**SYMBIOTICS ENERGY CORP.**

**an Idaho corporation**

*In accordance with the  
Idaho Entity Transactions Act  
(Idaho Code §§ 30-18-101 et seq.)*

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Symbiotics Energy Corp., an Idaho corporation ("SEC"), and Symbiotics Acquisition Corp., an Idaho corporation ("Acquisition Sub"), each as a "merging entity," do hereby certify as follows:

1. SEC and Acquisition Sub have entered into an Agreement and Plan of Merger (the "Merger Plan") dated as of June 21, 2010. Pursuant to the Merger Plan, Acquisition Sub is being merged with and into SEC, with SEC being the surviving corporation in the Merger (the "Surviving Corporation").

2. The Merger as described in the Merger Plan was duly authorized and approved by SEC and Acquisition Sub in accordance with Part 2 (including Section 30-18-203) of the Idaho Entity Transactions Act ("IETA"). SEC and Acquisition Sub are each a domestic merging entity under the IETA.

3. The Merger shall be effective at the date and time of filing this Statement of Merger with the Idaho Secretary of State.

4. Upon the effective date and time of the Merger, the Articles of Incorporation of Symbiotics Energy Corp., an Idaho corporation, as the Surviving Corporation, shall be amended and restated in their entirety to read as set forth in the attached Exhibit A.

**SIGNATURE PAGE FOLLOWS**

**STATEMENT OF MERGER - 1**

**IDAHO SECRETARY OF STATE  
12/14/2010 05:00  
CK: 565139 CT: 172899 BH: 1250005  
1 @ 30.00 = 30.00 CONVERSION # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3**

**C152494**

**SYMBIOTICS ENERGY CORP.**

Dated: December 14 2010

By: *Mr. Vincent A. Roman*  
Its President

**SYMBIOTICS ACQUISITION CORP.**

Dated: December 14 2010

By: \_\_\_\_\_  
Its President


**SYMBIOTICS ENERGY CORP.**

Dated: December 14 2010

By: \_\_\_\_\_  
Its President

**SYMBIOTICS ACQUISITION CORP.**

Dated: December 14 2010

By:  \_\_\_\_\_  
Its President

**EXHIBIT A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**SYMBIOTICS ENERGY CORP.**

Symbiotics Energy Corp. (the "Corporation"), a corporation organized and existing under the Idaho Business Corporation Act, hereby certifies as follows:

1. The name of the Corporation is Symbiotics Energy Corp.
2. These Amended and Restated Articles of Incorporation, which amend and restate in their entirety the original Articles of Incorporation of the Corporation as filed with the Idaho Secretary of State on January 7, 2004, were approved by the shareholders in the manner required by the Idaho Business Corporation Act and by the Articles of Incorporation and pursuant to Part 2 (including Section 30-18-203) of the Idaho Entity Transactions Act, and are being filed pursuant to Section 30-18-205 of the Idaho Entity Transactions Act.
3. The Corporation certifies to the Secretary of State that the restated Articles of Incorporation of the Corporation consolidate all amendments into a single document.
4. The Corporation's Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of the corporation (the "Corporation") shall be Symbiotics Energy Corp.

**ARTICLE II  
PURPOSE**

The Corporation is organized for the purpose of engaging in any business, trade or activity which may be conducted lawfully by a corporation organized under the Idaho Business Corporation Act ( the "Act").

**ARTICLE III  
SHARES**

The Corporation is authorized to issue Ten Million (10,000,000) shares of common stock, no par value per share.

#### **ARTICLE IV NO PREEMPTIVE RIGHTS**

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of the Corporation.

#### **ARTICLE V DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be five (5) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided in the Bylaws; provided, however, that the number of directors constituting a board shall not be less than five (5) nor more than eleven (11).

#### **ARTICLE VI NO CUMULATIVE VOTING**

At each election of members of the Board of Directors (each, a "Director"), every shareholder of the Corporation (each, a "Shareholder") entitled to vote at such election has the right to vote in person or by proxy the number of shares held by such Shareholder for as many persons as there are Directors to be elected. No cumulative voting for Directors shall be permitted.

#### **ARTICLE VII BYLAWS**

The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation (the "Bylaws") or adopt new Bylaws. Nothing herein shall deny the concurrent power of the Shareholders to adopt, alter, amend or repeal the Bylaws.

#### **ARTICLE VIII REGISTERED AGENT AND OFFICE**

The name of the registered agent of the Corporation and the address of its registered office are as follows:

<b>Name</b>	<b>Address</b>
Corporation Service Company	1401 Shoreline Drive, Suite 2 Boise, ID 83702

#### **ARTICLE IX LIMITATION ON LIABILITY**

No Director shall be liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director except for the following:

1. For breach of the Director's duty of loyalty to the Corporation or the Shareholders; and
2. For acts or omission not in good-faith which involve intentional misconduct or a knowing violation of law; any unlawful distribution made in violation of the Act or a successor statute or of these Articles of Incorporation to the extent that the distribution exceeds what could have been distributed without violating either the Act or the Articles of Incorporation; any transaction from which the Director derived an improper personal benefit.

#### **ARTICLE X INDEMNIFICATION**

1. The Corporation shall indemnify, to the fullest extent provided in the Act, any Director or officer of the Corporation who was or is a party or is threatened to be made a party to any proceeding by reason of or arising from the fact that he is or was a Director or officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.
2. The Corporation may pay for or reimburse the reasonable expenses incurred by a Director or officer of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act.
3. The indemnification referred to in the various sections of this article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Shareholders or Board of Directors or otherwise.

#### **ARTICLE XI MAILING ADDRESS**

The mailing address of the Corporation shall be:

P.O. Box 166  
Toronto, Ontario  
CANADA  
M5J 2J4

Dated December 10, 2010 and effective as of filing with the Idaho Secretary of State.