

CORPORATE ACCESS NUMBER: 206933970

Alberta

COPY

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**AQUILO ENERGY INC.
CHANGED ITS NAME TO BAYTEX RESOURCES LTD. ON 2001/01/22.**



(Section 27 and 171)

TAMIZA MAWANI
Accredited Person

ALBERTA
Consumer and Corporate Affairs

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION	2. CORPORATE ACCESS NUMBER
Aquilo Energy Inc.	206933970

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

1. Pursuant to Section 167(1)(a) of the *Business Corporations Act* (Alberta), Item 1 of the Articles of the Corporation is hereby amended by changing the name of the Corporation from Aquilo Energy Inc. to:

BAYTEX RESOURCES LTD.

January 17, 2001		Director
DATE	SIGNATURE	TITLE



Saskatchewan
Justice
Corporations

617657
Entity Number

Certificate of Amendment

THE BUSINESS CORPORATIONS ACT
EXTRA-PROVINCIAL BUSINESS CORPORATION

I certify that

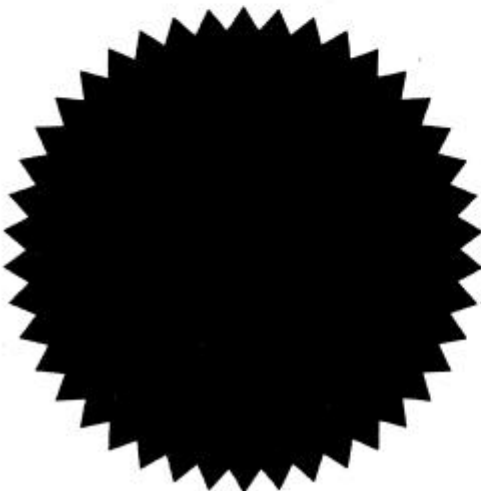
BAYTEX RESOURCES LTD.

(formerly) AQUILO ENERGY INC.

has registered an amendment made to its Articles under the laws of Alberta in accordance with the attached.

Given under my hand and seal

this 6th day of February, 2001



A handwritten signature in black ink, appearing to read "Potter", written over a horizontal line.

Director of Corporations



NUMBER: A-44886

**CERTIFICATE
OF
CHANGE OF NAME**
for an extraprovincial company
COMPANY ACT

I Hereby Certify that

AQUILO ENERGY INC.

has this day filed documents evidencing its change of name to

BAYTEX RESOURCES LTD.

*Issued under my hand at Victoria, British Columbia
on February 16, 2001*



JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA