

CORPORATE ACCESS NUMBER: 2013045535

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**CRESCENT POINT GENERAL PARTNER CORP.
IS THE RESULT OF AN AMALGAMATION FILED ON 2007/03/01.**





10000602000051405

Articles Of Arrangement

Business Corporations Act
Section 193

1. Name of Corporation Crescent Point General Partner Corp.	2. Corporate Access Number 2013045535
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3. In accordance with the order of the Court of Queen's Bench dated February 28, 2007 approving the arrangement, the Plan of Arrangement attached hereto as Schedule "A", to which Crescent Point General Partner Corp. (the "Corporation") is a party, and which is made pursuant to subsections 193(1)(b), 193(1)(f) and 193(1)(i) of the *Business Corporations Act* (Alberta) (the "Act"), is hereby effective.

The Plan of Arrangement effects the creation of the Corporation by amalgamation among Crescent Point MFC Ltd., Crescent Point General Partner Corp. and Mission Oil & Gas Inc. under the name of Crescent Point General Partner Corp. pursuant to section 193(1)(b) of the Act.

FILED
MAR 01 2007

McCarthy Tétrault LLP
Calgary, Alberta

Per: *A. Peate*

MARK G. EASE
Name of Person Authorizing (please print)

[Signature]
Signature

CORPORATE SECRETARY
Title (please print)

March 1, 2007
Date

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330

REG 3059 (99/01)

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF SECTION 193 OF THE *BUSINESS CORPORATIONS ACT* (ALBERTA), R.S.A. 2000, c. B-9, AS AMENDED;

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT INVOLVING CRESCENT POINT ENERGY TRUST, THE UNITHOLDERS OF CRESCENT POINT ENERGY TRUST, CRESCENT POINT COMMERCIAL TRUST, CRESCENT POINT GENERAL PARTNER CORP. AND FUTURE SUBSIDIARIES OF THE AFOREMENTIONED ENTITIES

I hereby certify this to be a true copy of the original Order
Dated this 28 day of February 2007
P. S. K. S.
for Clerk of the Court

BEFORE THE HONOURABLE
MADAM JUSTICE K. M. HORNER
IN CHAMBERS

) AT THE COURT HOUSE
) IN CALGARY, ALBERTA
) ON WEDNESDAY, FEBRUARY 28, 2007
)
)
)

FILED
MAR 01 2007
McCarthy Tétrault LLP
Calgary, Alberta

FINAL ORDER

Per: M. Peate

UPON THE APPLICATION by the Petitioner, Crescent Point General Partner Corp. ("New CPGPC") (formerly Crescent Point Resources Ltd. ("CPRL")) for approval of a proposed arrangement (the "Arrangement") under Section 193 of the *Business Corporations Act*, R.S.A. 2000, c. B-9 as amended (the "ABCA");

AND UPON reading the Amended Petition of New CPGPC, the Affidavits of Gregory T. Tisdale sworn October 26, 2006, November 27, 2006 and February 28, 2007 and the exhibits referred to in the Affidavits;

AND UPON hearing counsel for New CPGPC, Crescent Point Energy Trust (the "Trust") and Crescent Point Commercial Trust ("CPCT");

Articles Of Amalgamation

Business Corporations Act
Section 185

1. **Name of Amalgamated Corporation**
CRESCENT POINT GENERAL PARTNER CORP.

2. **The classes of shares, and any maximum number of shares that the corporation is authorized to issue:**
 The attached Schedule re Authorized Shares is incorporated in this form

3. **Restrictions on share transfers (if any):**
 The attached Schedule re Share Transfer Restrictions is incorporated in this form

4. **Number, or minimum and maximum number of directors:**
 Minimum: 1 Maximum: 15

5. **If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):**
 Not applicable

6. **Other provisions (if any):**
 The attached Schedule re Other Provisions is incorporated in this form

FILED
MAR 01 2007

McCarthy Tétrault LLP
Calgary, Alberta

Per: 


7. Name of Amalgamating Corporations	Corporate Access Number
Mission Oil & Gas Inc.	2012998148
Crescent Point General Partner Corp.	2012906695
Crescent Point MFC Ltd.	2013032145

Mark G. Eade

 Name of Person Authorizing (please print)

 Corporate Secretary

 Title (please print)



 Signature

 March 1, 2007

 Date

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