

**Articles of Incorporation
For
TOTAL CAPITAL CANADA LTD.**

Share Structure: ONE CLASS OF SHARES, TO BE DESIGNATED AS "COMMON SHARES",
IN AN UNLIMITED NUMBER.

**Share Transfers
Restrictions:** THE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE
TRANSFERS IS INCORPORATED INTO AND FORMS PART OF THIS
FORM.

**Number of
Directors:**

**Min Number of
Directors:** 1

**Max Number of
Directors:** 10

**Business Restricted
To:** NONE.

**Business Restricted
From:** NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS
INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Registration Authorized By: KAHLAN K. MILLS
SOLICITOR**

Alberta**Articles of Incorporation**

1. Name of Corporation

TOTAL CAPITAL CANADA LTD.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

One class of shares, to be designated as "Common Shares", in an unlimited number.

3. Restrictions on share transfers (if any):

The attached Schedule of Restrictions on Share Transfers is incorporated into and forms part of this form.

4. Number, or minimum and maximum number, of directors that the corporation may have:

Not less than One (1) director and not more than Ten (10) directors.

5. If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):

None

6. Other rules or provisions (if any):

The attached Schedule of Other Provisions is incorporated into and forms part of this form.

7. Dated: March 30, 2007**Incorporators**

Name of Person Authorizing (please print)	Address: (including postal code)	Signature
John S. Kowal	1900, 333 -7th Avenue S.W. Calgary, Alberta T2P 2Z1	

