

RESTATED ARTICLES OF INCORPORATION

of

ERHC ENERGY INC.

ARTICLE I - Name

The name of the corporation is ERHC Energy Inc., hereinafter referred to as the “Corporation.”

ARTICLE II - Duration

The Corporation shall commence upon the issuance by the Colorado Secretary of State of a certificate of incorporation and thereafter shall have perpetual existence.

ARTICLE III - Purpose

The purpose for which the Corporation is organized shall be to transact all lawful business for which corporations may be organized pursuant to the Colorado Corporations and Associations Act.

ARTICLE IV – Capital Stock

The aggregate number of shares of the Corporations shall have authority to issue is 950,000,000 shares of common stock having \$.0001 par value and 10,000,000 shares of Series B Preferred Stock having \$.001 per share par value.

ARTICLE V - Voting

Cumulative voting in the election of directors is not authorized.

ARTICLE VI – Preemptive Rights

Shareholders of the Corporation shall not have preemptive rights to acquire unissued or treasury shares of the Corporation or securities convertible into such shares or carrying a right to subscribe to or acquire such shares.

ARTICLE VII – Registered Office and Agent

[Deleted pursuant to Section 7-90-304.5]

ARTICLE VIII – Board of Directors

Section 1. Board of Directors; Number. The governing board of the corporation shall be known as the Board of Directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided in the Bylaws of the corporation, provided that the number of directors shall not be reduced to less than three unless the outstanding shares are held of record by fewer than three shareholders, in which case there need only be as many directors as there are shareholders.

Section 2. Classification of Directors. The Board of Directors shall be divided into three classes, Class 1, Class 2, and Class 3, each class to be as nearly equal in number as possible. The term of office of Class 1 directors shall expire at the first annual meeting of shareholders following their election, that of Class 2 directors shall expire at the second annual meeting following their election, and that of Class 3 directors shall expire at the third annual meeting following their election. At each annual meeting after such classification, a number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. No classification of directors shall be effective prior to the first annual meeting of shareholders or at any time when the Board of Directors consists of less than six members. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Company, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of shareholders.

Section 3. Directors. The names and addresses of the persons who are serving as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

[Deleted pursuant to Section 7-90-304.5]

Section 4. Nomination of Directors.

(a) Nominations for the election of directors may be made by the Board of Directors, by a committee of the Board of Directors, or by any shareholder entitled to vote for the election of directors. Nominations by shareholders shall be made by notice in writing, delivered or mailed by first class United States mail, postage prepaid, to the Secretary of the Corporation, not less than 14 days nor more than 50 days prior to any meeting of the shareholders called for the election of directors; provided, however, that if less than 21 days' notice of the meeting is given to shareholders, such written notice shall be delivered or mailed, as prescribed, to the Secretary of the Corporation, not later than the close of the seventh day following the day on which notice of the meeting was mailed to shareholders.

(b) Each notice under subsection (a) shall set forth (i) the name, age, business address and, if known, residence address of each nominee proposed in such

notice, (ii) the principal occupation or employment of each such nominee, and (iii) the number of shares of stock of the Corporation which are beneficially owned by each such nominee.

(c) The chairman of the shareholders' meeting, may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall also declare to the meeting and the defective nomination shall be disregarded.

Section 5. Certain Powers of the Board of Directors. In furtherance and not in limitation of the powers conferred by stature, the Board of Directors is expressly authorized:

(a) to manage and govern the corporation by majority vote of members present at any regular or special meeting at which a quorum shall be present, to make, alter, or amend the Bylaws of the corporation at any regular or special meeting, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation, and to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the Bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation (such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors);

(b) to sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the corporation in the ordinary course of its business upon such terms and conditions as the Board of Directors may determine without vote or consent of the shareholders;

(c) to sell, pledge, lease, exchange, liquidate, or otherwise dispose of all or substantially all of the property or assets of the corporation, including its goodwill, if not in the ordinary course of its business upon such terms and conditions as the Board of Directors may determine; provided, however, that such transaction shall be authorized or ratified by the affirmative vote of the holders of at least a majority of the shares entitled to vote thereon at a shareholders' meeting duly called for such purpose, or authorized or ratified by the written consent of the holders of all of the shares entitled to vote thereon; and provided, further, that any such transaction with any substantial shareholder or affiliate of the corporation shall be authorized or ratified by the affirmative vote of the holders of at least two-thirds of the shares entitled to vote thereon at a shareholders' meeting duly called for that purpose, unless such transaction is with any subsidiary of the corporation or is approved by the affirmative vote of a majority of the continuing directors of the corporation, or is authorized or ratified by the written consent of the holders of all of the shares entitled to vote thereon;

(d) to merge, consolidate, or exchange all of the issued or outstanding shares of one or more classes of the corporation upon such terms and conditions as the Board of Directors may authorize; provided, however, that such merger, consolidation, or exchange shall be approved or ratified by the affirmative vote of the holders of at least a majority of the shares entitled to vote thereon at a shareholders' meeting duly called for that purpose, or authorized or ratified by the written consent of the holders of all or the shares entitled to vote thereon; and provided, further, that any such merger, consolidation, or exchange with any substantial shareholder or affiliate of the corporation shall be authorized or ratified by the affirmative vote of the holders of at least two-thirds of the shares entitled to vote thereon at a shareholders' meeting duly called for that purpose, unless such merger, consolidation, or exchange is with any subsidiary of the corporation or is approved by the affirmative vote of a majority of the continuing directors of the corporation, or is authorized or ratified by the written consent of the holders of all of the shares entitled to vote thereon; and

(e) to distribute to the shareholders of the corporation, without the approval of the shareholders, in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of the corporation's assets, in cash or in property, so long as the partial liquidation is in compliance with the Colorado Corporation Code.

(f) as used in this Section 5, the following terms shall have the following meanings:

(i) an "*affiliate*" shall mean any person or entity which is an affiliate within the meaning of Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended;

(ii) a "*continuing director*" shall mean a director who was elected before the substantial shareholder or affiliate of the corporation which is to be a party to a proposed transaction within the scope of subsections (c) and (d) of this Section 5 because such a substantial shareholder or affiliate of the corporation, as the case may be, or is designated at or prior to his first election or appointment to the Board of Directors by the affirmative vote of a majority of the Board of Directors who are continuing directors;

(iii) a "*subsidiary*" shall mean any corporation in which the corporation owns the majority of each class of equity security; and

(iv) a "*substantial shareholder*" shall mean any person or entity which is the beneficial owner, within the meaning of Rule 13d-3 of the General Rules and Regulations under the Securities Exchange act of 1934, as amended, of 10% or more of the outstanding capital stock of the corporation.

ARTICLE IX CONFLICTS OF INTEREST

Section 1. Related Party Transactions.

(a) No contract or transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for that reason or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies the contract or transaction or solely because his or their votes are counted for such purpose if:

(i) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of the majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(ii) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically authorized, approved, or ratified in good faith by a vote of the shareholders' or;

(iii) the contract or transaction is fair as to the corporation as of the time it is authorized, approved, or ratified by the board of Directors, a committee thereof, or the shareholders.

(b) Common or disinterested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the contract or transaction.

Section 2. Corporate Opportunities. The officers, directors, and other members of management of the corporation shall be subject to the doctrine of corporate opportunities only insofar as it applies to business opportunities in which the corporation has expressed an interest as determined from time to time by resolution of the Board of Directors. When such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors, and other members of management of the corporation shall be disclosed promptly to the corporation and made available to it. The Board of Directors may reject any business opportunity presented to it, and thereafter any officer, director, or other member of management may avail himself of such opportunity. Until such time as the corporation, through its Board of Directors, has designated an area of interest, the officers, directors, and other members of management of the corporation shall be free to engage in such

areas of interest on their own. The provisions hereof shall not limit the rights of any officer, director, or other member of management of the corporation to continue a business existing prior to the time that such area of interest is designated by the corporation, nor shall they be construed to release any employee of the corporation (other than an officer, director, or member of management) from any duties which such employee may have to the corporation.

ARTICLE X INDEMNIFICATION

The corporation had the right and/or duty to indemnify a director of the corporation to the extent provided by statute.

The corporation has the right and/or duty to indemnify any officer, employee, or agent of the corporation who is not a director to the extent provided by law, or to a greater extent if consistent with law and if provided by resolution of the corporation's shareholders or directors, or in a contract.

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or to its shareholders, (ii) for acts or omissions not in good faith or which involve in the intentional misconduct or a knowing violation of law, (iii) for acts specified under Section 7-5-114 of the Colorado Corporation Code, or (iv) for any transaction from which the director derived an improper personal benefit. If the Colorado Corporation Code is amended after this Article is adopted to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Colorado Corporation Code, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XI ARRANGEMENTS WITH CREDITORS

Whenever a compromise or arrangement is proposed by the corporation between it and its creditors or any class of them, and/or between the corporation and its shareholders or any class of them, any court of equitable jurisdiction may, on summary application by the corporation, or by a majority of its shareholders, or on the application of any receiver or receivers appointed for the corporation, or on the application of trustees in dissolution, order a meeting of the creditors or class of creditors and/or of the shareholders or class of shareholders of the corporation, as the case may be, to be notified

in such manner as the court decides. If a majority in number representing at least three-fourths in amount of the creditors or class of creditors and/or the holders of the majority of the stock or class of stock of the corporation, as the case may be, agree to any compromise or arrangement and/or to any reorganization of the corporation, as a consequence of such compromise or arrangement, then said compromise or arrangement and/or said reorganization shall, if sanctioned by the court to which the application has been made, be binding upon all the creditors or class of creditors and/or on all the shareholders or class of shareholders of the corporation, as the case may be, and also on the corporation.

ARTICLE XII SHAREHOLDERS' MEETINGS

Shareholders' meetings may be held at such time and place as may be stated or fixed in accordance with the Bylaws. At all shareholders' meetings, one-third of all shares entitled to vote shall constitute a quorum.

ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended by resolution of the Board of Directors if no shares have been issued, and, if shares have been issued, by the affirmative vote of the holders of at least a majority of the shares entitled to vote thereon at a meeting duly called for that purpose, or, when authorized, when such action is ratified by the written consent of all the shareholders entitled to vote thereon.

ARTICLE XIV SHAREHOLDER VOTE

Whenever the laws of the State of Colorado require the vote or concurrence of the holders of two-thirds of the outstanding shares entitled to vote thereon with respect to any action to be taken by the shareholders of the corporation, such action may be taken by the vote or concurrence of the holders of at least a majority of the shares entitled to vote thereon.

ARTICLE XV DISSOLUTION

Section 1. Procedure. The corporation shall be dissolved upon the affirmative vote of the holders of at least a majority of the shares entitled to vote thereon at a meeting duly called for that purpose, or when authorized or ratified by the written consent of the holders of all of the shares entitled to vote thereon.

Section 2. Revocation. The corporation shall revoke voluntary dissolution proceedings upon the affirmative vote of the holders of a least a majority of

the shares entitled to vote at a meeting duly called for that purpose, or when authorized or ratified by the written consent of the holders of all of the shares entitled to vote thereon.