

ANNUAL REPORT FOR
YEAR ENDED
DECEMBER 31, 2009

BEDFORD ENERGY, INC.

6301 Waterford Blvd., Suite 403
Oklahoma City, Oklahoma 73118
Phone: (405) 601-9745
Fax: (405) 601-9743

Federal I.D. No.

20-4664596

CUSIP No.

076110 10 5

ISSUER'S EQUITY SECURITIES

COMMON STOCK

\$0.001 Par Value
100,000,000 Common Shares Authorized
20,000,000 Preferred Shares Authorized
37,752,000 Shares Issued and Outstanding

BEDFORD ENERGY, INC.

Part A General Company Information

Item I The exact name of the issuer and its predecessor (if any).

Bedford Energy, Inc. (formerly known as Don Primo, Inc.; Kids Stuff Europe, Inc; and Vista Largo Resorts, Ltd.).

Item II The address of the issuer's principal executive offices.

6301 Waterford Blvd., Suite 403
Oklahoma City, Oklahoma 73118
(405) 601-9745 (telephone)
(405) 601-9743 (facsimile)

Item III The jurisdiction(s) and date of the issuer's incorporation or organization.

Organized under the State of Nevada on March 30, 1999.

Part B Share Structure

Item IV The exact title and class of securities outstanding.

Common Stock, CUSIP #076110 10 5; Trading Symbol: BFDE

Item V Par or stated value and description of the security.

A. Par Value:

Par Value of the Stock is \$0.001 for both common and preferred stock.

B. Common or Preferred Stock:

All the common stock is voting and has no pre-emptive rights.

Item VI The number of shares or total amount of the securities outstanding for each class of securities authorized:

	Year Ended	Year Ended	Current
i. Period End Date	12/31/2008	12/31/2009	03/26/2010
ii. Number of Shares Authorized	100,000,000	100,000,000	100,000,000
iii. Outstanding Shares	37,752,000	37,752,000	37,752,000
iv. Freely Tradable (Public Float)	15,047,000	15,047,000	15,047,000
v. Total No. of Shareholders	390*	257*	257*

*The Company has this number of shareholders of record held in physical form and an unknown number of shareholders holding in street name, estimated at several hundred additional shareholders.

Part C Business Information

Item VII The name and address of the transfer agent:

National Stock Transfer
1512 S. 1100 East, Suite B
Salt Lake City, Utah 84105
(801) 485-7978

National Stock Transfer is registered with the Securities & Exchange Commission

Item VIII The nature of the issuer's business:

A. Business Development.

Bedford Energy, Inc. was incorporated in Nevada on March 30, 1999 as Vista Largo Resorts, Ltd. For the last three years, the company has been inactive until early 2006 when it changed its name to Bedford Energy, Inc. and started in the oil and natural gas business. Our principal executive offices are located at 531 North Portland Avenue, Oklahoma City, Oklahoma 73107, and our telephone number is (405) 601-9745, and our Internet website can be found at www.bedfordenergyinc.com.

The Company is engaged in oil and natural gas acquisition, exploration, development and production, with anticipated activities throughout the mid-continent and gulf coast areas. Our focus will be on pursuing acquisitions of oil and gas properties with upside potential. We also have an oilfield equipment division that will be focusing on buying and reselling oilfield equipment.

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

The issuer is a Nevada corporation.

2. the year that the issuer (or any predecessor) was organized;

1999

3. the issuer's fiscal year end date;

December 31

4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

None.

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

In April, 2006, the company commenced operations as an oil and gas exploration and development company and equipment dealer.

6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

None

7. any change of control;

In April, 2006, a group of investors and the current management acquired sufficient shares in the Company to elect a new board of directors and officers and to change the Company from a development stage company to an oil and gas company.

8. any increase in 10% or more of the same class of outstanding equity securities;

Yes. On April 7, 2006, the Board authorized a 2 for 1 forward stock split which doubled the number of shares outstanding.

9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

See answer to number 5 and 8 above.

10. any delisting of the issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board; and

None

11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

David Dorius vs. Bedford Energy, Inc.

Kurrasch vs. Bedford Energy, Inc.

Avalon Oil & Gas, Inc.

B. Business of Issuer.

The Company is engaged in oil and natural gas acquisition, exploration, development and production, with anticipated activities throughout the mid-continent and gulf coast areas. Our focus will be on pursuing acquisitions of oil and gas properties with upside potential. We also have an oilfield equipment division that will be focusing on buying and reselling oilfield equipment.

1. the issuer's primary and secondary SIC Codes;

1311, 1381

2. if the issuer has never conducted operations, is in the development stage or is currently conducting operations;

The Issuer is currently conducting operations.

3. if the issuer is considered a "shell company" pursuant to Securities Act Rule 405;

At no time since inception has Bedford Energy, Inc. been a shell company as defined by Securities Act Rule 405.

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure document;

The Company has established Bedford Operating Co. which is owned 100% by Bedford Energy, Inc. for the exploration and development of oil and gas properties and Bedford Energy Equipment LLC, which is owned 50% by Bedford Energy, Inc. to deal in oilfield equipment. Both companies are included in the consolidated financials attached.

5. the effect of existing or probable governmental regulations on the business;

There are existing and probably governmental regulations on the business. Oil and gas exploration and development are highly regulated by local, state and federal agencies, but not limited to the EPA, State oil and gas regulatory authorities and the Bureau of Land Management.

6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

There are costs associated with oil and gas developmental activities. These cost can be significant and there is no expectation that the Company will be successful in its efforts to obtain capital, raise funds or earn the required income to maintain future development.

7. costs and effects of compliance with environmental laws (federal, state and local); and

There are costs and effects for compliance with environmental laws (federal, state or local). These include, but are not limited to complying with rules, regulations and laws concerning well servicing, drilling, and maintenance and, if required, plugging and cleaning well sites. At this time the Company is compliant with all local, state and Federal agencies which regulate the oil and gas industry for the field in which the Company operates.

8. the number of total employees and number of full-time employees.

The Issuer has a total of 3 full-time employees, including officers.

Item IX The nature of products or services offered.

- A. principal products or services, and their markets;

The Company is an oil and gas exploration and development company and buys and sells oilfield equipment. The Company's income is derived from the sale of oil, natural gas and oilfield equipment. The purchasers of these products are typically, but may not be limited to oil and gas wholesaler or oil and gas marketing company's and drilling contractors.

- B. distribution methods of the products or services;

N/A

- C. status of any publicly announced new product or service;

None

- D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The Oil and Gas industry is very competitive and there is a ready market for the company's products. Should the Commodities market for Oil and Gas fluctuate, especially downward, the company may be unable to continue to develop or produce oil and gas. Company expects the intensity of competition to continue to increase from both global and regional competitors. A failure to maintain and enhance the Company's competitive position, including the expansion into geographical areas where the Company currently has no presence, will limit its ability to maintain and increase market share, which would result in serious harm to the Company's business. Increased competition may also result in price reductions, reduced gross margins and loss of market share.

The Company competes on the basis of quality and quantity of product only, and is affected by dramatic market changes in price. Some of the Company's competitors have substantially greater financial, infrastructure, personnel, and other resources than does the Company. As a result, the Company's competitors may be in a stronger position to respond quickly to changes in price and demand. There can be no assurance that the Company's competitors will not develop products and

services that are superior to those of the Company or that achieve greater market acceptance than the Company's offerings.

- E. sources and availability of raw materials and the names of principal suppliers;

There are raw materials needed for operations. These raw materials include oil, gas and water.

- F. dependence on one or a few major customers;

The Issuer is not dependent on one or a few major customers.

- G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

There are working interest, oil and gas lease agreements, royalty agreements and/or labor contracts.

- H. the need for any government approval of principal products or services and the status of any requested government approvals.

There may be from time to time a requirement for government approval of principal products or services as market conditions and world commodities adjust to world demands.

Item X The nature and extent of the issuer's facilities.

The Issuer has an approximate 1,600 sq. ft. of office space. The office is located at 6301 Waterford Blvd., Suite 403, Oklahoma City, OK 73118. The issuer leases this office on a two-year lease starting March 1, 2009. The annual lease cost is \$28,800 per year or \$2,400 per month.

Part D Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors.

<u>Name</u>	<u>Position</u>
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Harvey S. Bryant 6301 Waterford Blvd., Suite 403 Oklahoma City, OK 73118	Chief Executive Officer, President and Director
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Harvey S. Bryant - Chief Executive Officer, President and Director

Mr. Bryant attended Oklahoma State University in Stillwater, Oklahoma. Mr. Bryant is 61 years of age with 34 years of experience operating numerous businesses and business consulting. Mr. Bryant specializes in mergers and acquisitions. From January, 1977 through January, 1990, Mr. Bryant was associated with the investment banking firm, Anderson, Bryant and Company as a registered broker and principal. Anderson, Bryant and Company was founded in 1963 and was a national investment banking firm based in Oklahoma City. Mr. Bryant handled mergers and acquisitions and other investment banking opportunities. Mr. Bryant also supervised the operations of Anderson, Bryant and Company's two Florida offices. Mr. Bryant, along with his brother was one of the founding fathers of "NIBA" (National Investment Banking Association).

Clark H. Boyles, Jr. 6225 Diane Drive Oklahoma City, OK 73118	Director
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Clark H. Boyles, Jr., Director

Mr. Boyles is 69 years of age and graduated from the University of Oklahoma with a degree in Finance. Mr. Boyles has approximately 45 years of experience in entrepreneurial company start-ups and is a turnaround specialist in multiple industries, including oil and gas. Mr. Boyles has been the owner and/or operator of many companies in nearly all fields of the oil and gas industry.

Carl Swan 3333 Brush Creek Oklahoma City, OK 73120	Director
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Carl Swan, Director

Mr. Swan graduated with a Bachelor of Science from the University of New Mexico. Mr. Swan is 81 years of age with 50 years of experience in all fields of the oil and gas industry and is a renowned expert. Mr. Swan has built and developed various successful public and private oil and gas companies. Mr. Swan has owned wholly or partially more than twenty different industry companies and served on the Board of Directors of many additional companies and organizations.

B. Legal/Disciplinary History.

During the past five years, none of our directors, executive officers or persons that may be deemed promoters is currently or have been involved in any legal proceeding concerning (i) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (ii) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (iii) being subject to any order, judgment or decree, not subsequently reversed, suspended, or vacated, of any court of competent jurisdiction permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities or banking activity; or (iv) being found by a court, the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law (and the judgment has not been reversed, suspended or vacated).

C. Disclosure of Family Relationships.

There are no relationships with any director or shareholder of the Issuer.

D. Disclosure of Related Party Transactions.

None.

E. Disclosure of Conflicts of Interest.

None.

Item XII Financial information for the issuer's most recent fiscal period.

The unaudited financial statements of the Company for the fiscal year ended December 31, 2009 are attached at the end of this Annual Report beginning on page F-1. The index to the financial statements follows:

Balance Sheet as of December 31, 2009
Income Statement for the Period Ended December 31, 2009

Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The unaudited and audited financial statements of the Company for the following listed periods are hereby incorporated by reference and can be found on www.Pinksheets.com:

Quarterly Report for September 30, 2009 (unaudited)
Quarterly Report for June 30, 2009 (unaudited)
Quarterly Report for March 31, 2009 (unaudited)
Annual Report for December 31, 2008 (unaudited)
Interim Financial Report for Y/E Balance Sheet & & Income Statement December 30, 2007 (unaudited)
Interim Financial Report - Quarter Ended 03/31/07 (unaudited)
Interim Financial Report for December 31, 2006 (unaudited)
Interim Financial Report - Quarter Ended 07/31/06 (unaudited)
Supplemental Information - Year End Financials 2004 (unaudited)

Item XIV Beneficial Owners.

The Bryant Family Trust 1300 Beford Drive Nichols Hills, OK 73116	8,625,000 Shares (22.846%)
The Swan Family Trust 3333 Brush Creek Road Oklahoma City, OK 73120	7,400,000 Shares (19.602%)

Item XV. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker.

None.

2. Promoters.

None.

3. Counsel:

Robertson & Williams
Attn: Mark A. Robertson
9658 North May Avenue, Suite 200
Oklahoma City, Oklahoma 73120
(405) 848-1944 (telephone)
(405) 843-6707 (facsimile)

4. Accountant or Auditor:

Brooks Mitchell, CPA
6301 Waterford Blvd, Suite 403
Oklahoma City, OK 73118
(405) 601-9745 (telephone)

5. Public Relations Consultant:

The Issuer does not retain the services of a Public Relations firm at this time.

6. Investor Relations Consultant:

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

None.

Item XVI Management's Discussion and Analysis or Plan of Operation:

A. Plan of Operation.

Not applicable.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

C. Off-Balance Sheet Arrangements.

None.

Part E Issuance History

Item XVII List of securities offerings and shares issued for services in the past two years.

There have been no securities offering in the past two years.

1,200,000 Shares were issued to Clark H. Boyles in 2009 for services rendered.

Part F Exhibits

Item XVIII. Material Contracts.

A. Every material contract:

- 1) Involving the purchase or sale of current assets having a determinable market price, at such market price;
- 2) Upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;
- 3) For the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates:

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;
- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

Item XIX Articles of Incorporation and Bylaws.

The following described documents are made a part hereof and incorporated herein by reference as Exhibit A attached hereto.

March 30, 1999	Articles of Incorporation filed with Nevada Secretary of State under the name of Vista Larga Resorts, Ltd.
July 8, 1999	Articles of Merger filed with Nevada Secretary of State merging Vista Larga Resorts Ltd, a Canadian corporation into Vista Larga Resorts, Ltd, a Nevada corporation, the survivor.
December 2, 1999	Articles of Amendment to Articles of Incorporation filed with Nevada Secretary of State changing the company name to Kids Stuff Europe, Inc.
August 2, 2005	Articles of Amendment to Articles of Incorporation filed with Nevada Secretary of State changing the company name to Don Primo, Inc.
April 7, 2006	Articles of Amendment to Articles of Incorporation filed with Nevada Secretary of State changing the company name to Bedford Energy, Inc. and amending Article IV to provide for the authority to issue 120,000,000 shares of stock, of which 100,000,000 shall be common stock and 20,000,000 shall be preferred stock, both with a par value of \$0.001.

Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

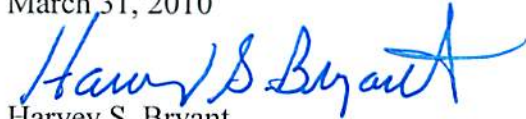
None.

Item XXI. Issuer's Certification:

I, Harvey S. Bryant, Chief Financial Officer of the issuer, certify that:

- a. I have reviewed the Annual Report including the financial statements for the year ended December 31, 2009 and the footnotes of Bedford Energy, Inc..
- b. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- c. Based on my knowledge, the financial statements, other financial information included or incorporated by reference including the previously filed information and disclosure statement, present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented.

March 31, 2010



Harvey S. Bryant
Chief Financial Officer

I, Harvey S. Bryant, Chief Executive Officer of the issuer, certify that:

- a. I have reviewed the Annual Report including the financial statements for the year ended December 31, 2009 and the footnotes of Bedford Energy, Inc.
- b. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- c. Based on my knowledge, the financial statements, other financial information included or incorporated by reference including the previously filed information and disclosure statement, present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented.

March 31, 2010



Harvey S. Bryant
Chief Executive Officer

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Consolidated Income Statement for the period ended December 31, 2009	F-2

Bedford Energy, Inc.
Consolidated Balance Sheet
For the Year Ended December 31, 2009

Balance Sheet

Assets

Cash - Operating	\$	36,898.00
Cash - Savings		-
Cash - Revenue		23,502.00
Accounts Receivable		-
Inventory		-
		<hr/>
		-
Total Current Assets		60,400.00

Fixed Assets

Furniture & Equipment		22,957.00
Oil & Gas Working Interest		195,000.00

Other Assets

Deposits		-
Other Receivables		-
Investments		30,000.00
Oil & Gas Leases		157,850.00

Total Assets **\$ 466,207.00**

Liabilities & Equity

Deposits	\$	140,775.00
Accounts Payable - Drilling & Completion		126,572.00
Payroll Taxes Payable		-
Other Payables		65,935.00
Deferred Revenue		

Total Current Liabilities **333,282.00**

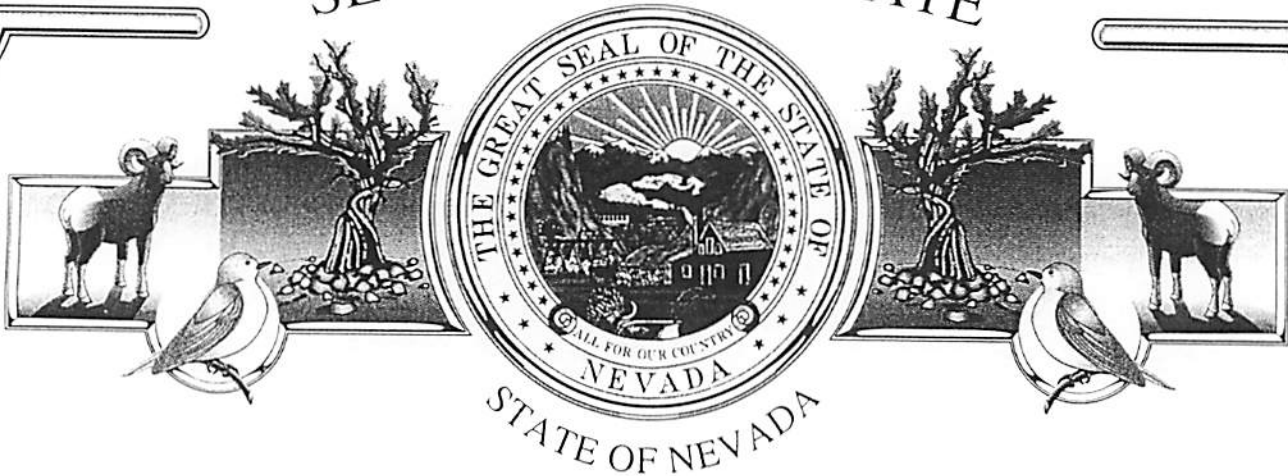
Common Stock		222,962.00
Preferred Stock		117,000.00
Additional Paid in Capital		919,319.00
Retained Earnings		(944,496.00)
Net Income		
Total Equity		132,925.00

Total Liabilities & Equity **\$ 466,207.00**

Bedford Energy, Inc.
Consolidated Income Statement
For the Year Ended December 31, 2009

Revenue	\$ 415,831.00
Expenses	
Advertising	738.00
Appraisal Fee	-
Automobile	1,778.00
Bank Service Charges	438.00
Commissions	10,500.00
Contract Labor	2,500.00
Dues & Subscriptions	3,625.00
Insurance	6,052.00
Interest	12,320.00
Meals & Entertainment	
Other	7,859.00
Office	3,622.00
Office Supplies	712.00
Oil & Gas Operating	25,625.00
Payroll Expenses	123,801.00
Postage	985.00
Professional Fees	60,789.00
Rent	28,000.00
Repairs & Maintenance	-
Security	-
Storage	1,890.00
Taxes - Other	1,767.00
Taxes - Payroll	-
Telephone	5,877.00
Travel	157.00
Utilities	901.00
Working Interest/Royalty Payments	294,350.00
Total Expenses	639,458.00
Other Income	791,840.00
Other Expense	795,244.00
	-
Net Income	\$ (181,859.00)

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **VISTA LARGA RESORTS, LTD.** did on **March 30, 1999** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 30, 1999.



Dean Heller

Secretary of State

By *Denise A. Bates*

Certification Clerk

FILED # C7543-99

MAR 30 1999

ARTICLES OF INCORPORATION

OF

VISTA LARGA RESORTS, LTD.

IN THE OFFICE OF
Helen Hill
DEAN HELLEN SECRETARY OF STATE

BE IT KNOWN BY ALL PERSONS THAT: The undersigned, Mr. Patrick Cornish, Mr. Duncan McGregor and Ms. Kathryn Harris, declaring that they are of legal age for the purpose of forming a corporation under the laws of the State of Nevada, and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation, and state as follows:

ARTICLE I
(Corporate Name)

The name of this corporation is and shall be known as:

VISTA LARGA RESORTS, LTD.

ARTICLE II
(Duration)

The corporation is to have perpetual existence.

ARTICLE III
(Purposes)

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

1. To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the laws of the State of Nevada.

2. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Nevada, it is expressly provided that this corporation shall also have the following powers:

(a) To purchase or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm or corporation and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.

(b) To purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and leaseholds, and in any interest, estate and rights in real property and any personal or mixed property, and any franchises, rights, business or privileges necessary, convenient and appropriate for any purposes herein expressed.

(c) To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stock, bonds, or any obligations or securities of this or any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.

(d) To borrow money or other assets, and to make and issue notes, bonds,

debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledged or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every legal kind and description.

(e) To conduct and carry on its business, or any part thereof, and to have one or more officers, and to exercise all or any of its corporate powers and rights in the State of Nevada, and in various states, territories, colonies and dependencies of the United States of America, in the District of Columbia, the country of Canada, and in all or any foreign countries or country.

(f) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things incidental or pertinent to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof: Provided, the same be not inconsistent with the laws under which this corporation is organized.

(g) To have such powers as are conferred upon corporations under the laws of the State of Nevada, and to engage in any lawful business.

ARTICLE IV (Shares)

The aggregate number of shares which the corporation shall have authority to issue, including the classes thereof and special provisions, are as follows: 60,000,000 shares; 50,000,000 shares of voting, common stock with a par value of \$.001, and 10,000,000 preferred shares with a par value of \$.001. The shareholders shall have the right to accumulate votes in the election of directors with respect to shares of stock in the corporation. Each share shall be entitled to one vote. The holders of the preferred shares and common shares are entitled to receive the net assets of the corporation upon dissolution. The Board of Directors can restructure the issued and outstanding shares with respect to a forward or reverse split, without a shareholders meeting, general or special meeting, providing that 50% of the shareholders agree to the share reorganization within the limits of the share capitalization of 50,000,000 shares of common stock and or 10,000,000 preferred shares of stock.

ARTICLE V (By-Laws)

The authority to make By-Laws for the corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the majority of the shareholders to change or repeal such By-Laws. Any such change in the By-Laws must be agreed to by the majority of the shareholders. The Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, terms of office or extraordinary powers without first securing the approval of the majority (50% or more) of the shareholders. Such majority approval may be obtained by the Board of Directors without the necessity of a Special or Extraordinary General Meeting of the corporation's shareholders. Such majority shareholder approval may be obtained by written proxy statement or a polling of the shareholders by telephone or telefax.

ARTICLE VI
(Amendments to Articles of Incorporation)

The Board of Directors reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the corporation herein are granted subject to this reservation.

ARTICLE VII
(Registered Office and Agent)

The street address of the initial registered office is 3631 Seneca, Las Vegas, Nevada 89109; and the name of the initial registered agent at such address is Mr. Roger Ellsworth.

ARTICLE VIII
(Directors)

The management of this corporation shall be vested in a Board of Directors; the number of initial directors shall be 3, and the subsequent number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the By-Laws of the corporation. The names of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors be elected and qualify, are as follows:

- Mr. Patrick Cornish
- Mr. Duncan McGregor
- Ms. Kathryn Harris

ARTICLE IX
(Incorporators)

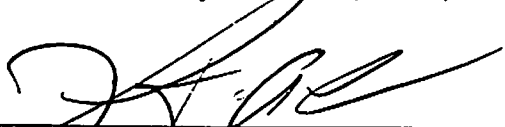
The name and address of each incorporator is as follows:

- Mr. Patrick Cornish, 1075 Bellevue Way N.E. #188, Bellevue, WA 98004
- Mr. Duncan McGregor, 1075 Bellevue Way N.E. #188, Bellevue, WA 98004
- Ms. Kathryn Harris, 1075 Bellevue Way N.E. #188, Bellevue, WA 98004

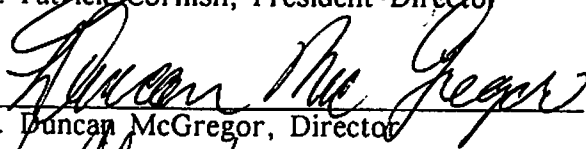
ARTICLE X
(Commencement of Business)

This corporation will commence business upon receiving its corporate license.

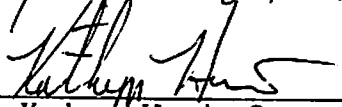
IN WITNESS WHEREOF the incorporators have hereunto set their hands in duplicate originals this 26th day of March, 1999, under penalty of perjury.



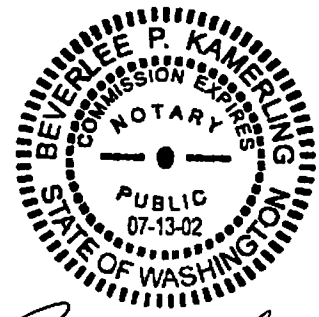
Mr. Patrick Cornish, President-Director



Mr. Duncan McGregor, Director



Ms. Kathryn Harris, Secretary/Treas.-Director





FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

JUL 08 1999

No C 7543-99

Dean Heller
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF MERGER

OF

VISTA LARGA RESORTS LTD., a Canadian Corporation

INTO

VISTA LARGA RESORTS, LTD., a Nevada Corporation

FIRST: The name of the surviving entity is VISTA LARGA RESORTS, LTD., and the place of its initial organization as VISTA LARGA ESTATES LTD. is in the jurisdiction of British Columbia, Canada, on December 3, 1981, under the provisions of the British Columbia Company Act, R.S.B.C. 1996, Chapter 62, which permits this merger. VISTA LARGA ESTATES LTD. changed its name to VISTA LARGA RESORTS LTD. on December 29, 1981. The name, place and organization of the entity being merged into the surviving entity is VISTA LARGA RESORTS, LTD., organized in the jurisdiction of the State of Nevada on March 30, 1999.

SECOND: A Plan of Reorganization and Change of Domicile was adopted by each entity that is a party to this merger and set forth in the Plan or Reorganization and Change of Domicile, effective March 31, 1999.

THIRD: The name of the surviving corporation is VISTA LARGA RESORTS, LTD., which has been taken over and become the Nevada Corporation. The Nevada Company shall survive the Reorganization as indicated in the Plan of Reorganization and Change of Domicile and these Articles of Merger. After Reorganization, the operational history of the Company, VISTA LARGA RESORTS LTD., before the Reorganization, with the duties and relationships to its shareholders, shall be unchanged by the Reorganization. All of its property and its shareholder list shall be unchanged. The Public Canadian Company, VISTA LARGA RESORTS LTD., shall cease to exist as a separate entity and shall survive as, and only as, the Public Nevada Company, VISTA LARGA RESORTS, LTD.

FOURTH: The Articles of Incorporation of VISTA LARGA RESORTS LTD. shall be the same as filed in the State of Nevada as reflected by the submitted Articles of Incorporation filed by VISTA LARGA RESORTS, LTD., the Nevada corporation.

FIFTH: The executed Plan of Reorganization and Change of Domicile was voted upon by the Board of Directors of each component company with the majority consent of each components shareholders, ie fifty percent or more approval of each component corporation.


SIXTH: The executed Plan of Reorganization is on file at the principal place of business of the VISTA LARGA RESORTS, LTD., the merged Nevada Corporation at 9805 NE 116th Street #A-196, Kirkland, WA 98034 and at the office of the Nevada Registered Agent and at the principle place of business of VISTA LARGA RESORTS LTD., the former Canadian corporation, #1212 345 Quebec Street, Victoria, British Columbia, Canada V8V 1W4.

SEVENTH: All entities involved in this merger have complied with the laws of their respective jurisdictions or organization concerning this merger. The governing law shall be the laws of the State of Nevada.

EIGHTH: The effective date of this merger shall be March 31, 1999.

NINTH: The Board of Directors of the survived merged entity shall be the founding Board of Directors as presented to the State of Nevada with the Articles of Incorporation.

VISTA LARGA RESORTS, LTD.
a Nevada Corporation

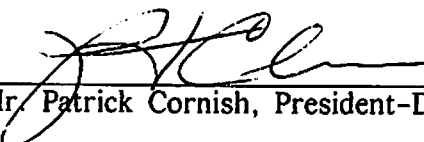


Mr. Patrick Cornish, President-Director



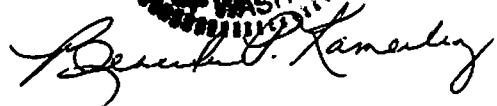
Ms. Kathryn Harris, Secretary/Treas.-Director

VISTA LARGA RESORTS LTD.
a British Columbia, Canada Corporation



Mr. Patrick Cornish, President-Director





SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **KIDS STUFF EUROPE, INC.** did on **March 30, 1999** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **June 15, 2004**.



Dean Heller

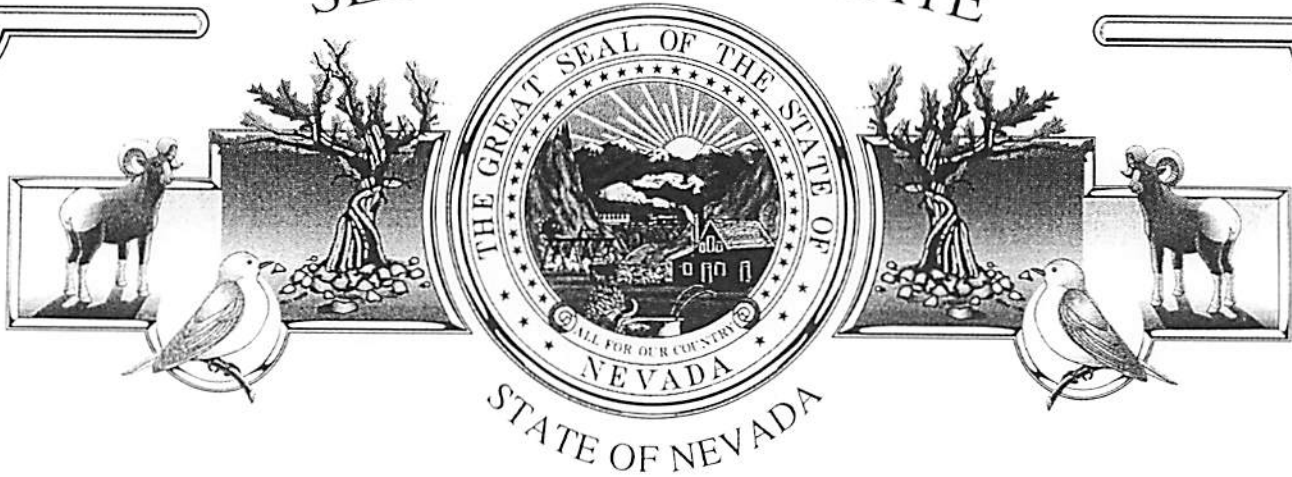
DEAN HELLER
Secretary of State

By

[Signature]

Certification Clerk

SECRETARY OF STATE



CERTIFICATE OF NAME CHANGE

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that on December 2, 1999, a Certificate of Amendment to its Articles of Incorporation changing the name to **KIDS STUFF EUROPE, INC.**, was filed in this office by **VISTA LARGA RESORTS, LTD.** Said change of name has been made in accordance with the laws of the State of Nevada and that said Certificate of Amendment is now on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on December 3, 1999.



Dean Heller

Secretary of State

By

M. J. Barry

Certification Clerk

FILED
IN THE OFFICE OF THE
CLERK OF THE STATE OF THE
STATE OF NEVADA

DEC 2 1999

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

(After Issuance of Stock)

Filed by:

No. 87543-99
Dean Heller
DEAN HELLER, SECRETARY OF STATE

VISTA LARGA RESORTS, LTD.

Name of Corporation

We the undersigned, Michael Kavanaugh and
President or Vice President

Jay Gordon of VISTA LARGA RESORTS, LTD.
Secretary or Assistant Secretary Name of Corporation

do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on the 24th
day of NOVEMBER, 1999, adopted a resolution to amend the original articles as follows:

Article 1 is hereby amended as follows:

The Name of the corporation shall now be known as:

KIDS STUFF EUROPE, INC.

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 5,490,000 that the said changes and amendment have been consented to and approved by a majority of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon. The vote was sufficient for approval.

Michael Kavanaugh

President or Vice President

Jay Gordon

Secretary or Assistant Secretary



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Entity #
C7543-1999
Document Number:
20050299132-23

Date Filed:
8/2/2005 1:00:57 PM
In the office of

Dean Heller

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Important: Read attached instructions before completing form.

NAME SPACE IS FOR:

Dean Heller
Secretary of State

**Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations**

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

KIDS STUFF EUROPE, INC.

2. The articles have been amended as follows (provide article numbers, if available):

ARTICLE I

The name of the corporation hereby formed shall be:
DON PRIMO, INC.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 9,810,000 out of 12,650,000 (78%)

4. Effective date of filing (optional):

5. Officer Signature (required):

Dean Heller, Secretary

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment, regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM 78.385 Amend 2003
Revised 08/11/05/08



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 6708
Website: secretaryofstate.biz

Entity #
C7543-1999
Document Number:
20060223648-83

Date Filed:
4/7/2006 2:35:05 PM
In the office of

Dean Heller

Dean Heller
Secretary of State

ABOVE SPACE IS F

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Don Primo, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

- 1. Article I. Article I is amended to change the name of the Corporation to: Bedford Energy, Inc.
- 2. Article IV. The authorized stock provisions stock provisions under Article IV are amended to provide: The total number of shares of stock which the Corporation shall have authority to issue is 120,000,000 shares, of which 100,000,000 shares shall be common stock of a par value of \$0.001 each, and of which 20,000,000 shares shall be preferred stock with a par value of \$0.001 each.

The Board of Directors is authorized to issue the capital stock in one or more classes or one or more series of stock within any class thereof and which classes or series may have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, shall be stated and expressed in the resolution or resolutions providing for the use issue of such stock adopted by the Board of Directors. The Board of Directors is further authorized to restructure the issued and outstanding shares of stock with respect to forward or reverse splits without a shareholder meeting, provided that a majority of the share votes entitled to vote thereon consent to the same.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the * articles of incorporation have voted in favor of the amendment is: 80%-10,120,000 out of 12,650,000 shares

4. Effective date of filing (optional):

(must not be later than 90 days after the certificate is filed)

5. Officer Signature (required):

Harry S. Bryant

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.385 Amend 2003
Revised on: 09/29/05