

# State of Idaho

## Department of State

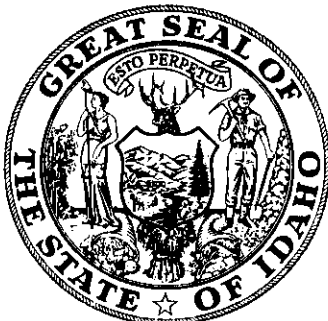
### CERTIFICATE OF WITHDRAWAL OF

MITCHELL ENERGY CORPORATION  
File Number C 67575

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MITCHELL ENERGY CORPORATION for a Certificate of Withdrawal from this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 7, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*L. D. [Signature]*

# APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, Idaho Code, the undersigned Corporation hereby applies for a Certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is Mitchell Energy Corporation. The name which it used in Idaho is Mitchell Energy Corporation.
2. It is incorporated under the laws of Delaware.
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is P.O. Box 4000, The Woodlands, Texas 77387-4000.
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for, and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By W. D. Stevens  
Its President/Vice President (please specify)  
W. D. Stevens

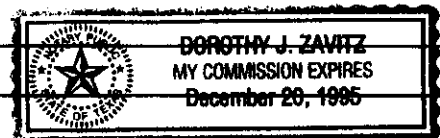
And Thomas P. Battle  
Its Secretary/Assistant Secretary (please specify)  
Thomas P. Battle

STATE OF Texas )  
 ) ss:  
COUNTY OF Montgomery )

I, Dorothy J. Zavitz, a notary public, do hereby certify that on this 2nd day of August, 19 95, personally appeared before me W. D. Stevens, who being by me first duly sworn, declared that (s)he is the President of Mitchell Energy Corporation

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

Dorothy J. Zavitz  
Notary Public



Submit application and filing fee to:

Office of the Secretary of State  
Division of Corporations  
700 West Jefferson, Room 203  
P.O. Box 83720  
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE

8/7/95 9:00:00 AM  
Customer # 20461  
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CORPORATION FOREIGN WITHDRAWAL