



Department of State.

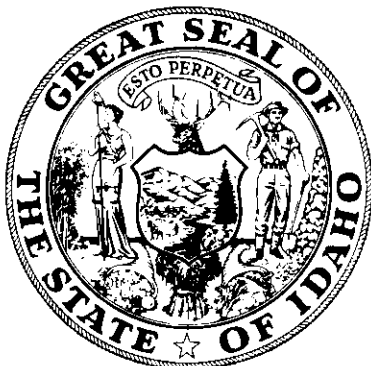
**CERTIFICATE OF AUTHORITY
OF**

SPG ENERGY CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ***SPG ENERGY CORPORATION*** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to ***SPG ENERGY CORPORATION*** to transact business in this State under the name ***SPG ENERGY CORPORATION*** and attach hereto a duplicate original of the Application for such Certificate.

Dated January 11, 19 82



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SPG ENERGY CORPORATION
2. *The name which it shall use in Idaho is SPG ENERGY CORPORATION
3. It is incorporated under the laws of State of New Jersey
4. The date of its incorporation is March 13, 1980 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is One Exchange Place, c/o First Jersey National Bank, Jersey City, New Jersey 07303
6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Product manufacturing processing and distribution; oil and gas exploration production and distribution
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>W. Sydnor Settle</u>	<u>Director, President</u>	<u>One Battery Park Plaza</u>
<u>Richard A. Garvey</u>	<u>Dir., Vice Pres., Sect'y</u>	<u>33rd Floor</u>
<u>Sarah E. Cogan</u>	<u>Dir., Treas., Asst. Sect'y</u>	<u>New York, New York 10004</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 6, 1982

SPG ENERGY CORPORATION

By W. Lyndon Settle

Its _____ President

and Sarah E. Coyle

Its _____ Assistant Secretary

STATE OF New York)
)ss:
COUNTY OF New York)

I, Jodi Goodelman, a notary public, do hereby certify that on this 6th day of January, 19 82, personally appeared before me W. Sydnor Settle, who being by me first duly sworn, declared that he is the President of SPG ENERGY CORPORATION.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

JODI GOODELMAN
Notary Public, State of New York
No. 30-4725931
County of Nassau
Certificate Filed in New York County
Commission Expires March 30, 1983

Jodi Grodelman
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

CERTIFICATE OF INCORPORATION

of

SURPANE, INC.

FIRST: The name of the Corporation is
SURPANE, INC.

SECOND: The Corporation may engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, par value \$1.00 per share.

FOURTH: The address of the Corporation's initial registered office is 1 Exchange Place, c/o First Jersey National Bank, Jersey City, New Jersey 07303.

FIFTH: The name of the Corporation's initial registered agent at such address is The Prentice-Hall Corporation System, Inc.

SIXTH: The number of directors constituting the first board of directors is three, and the name and address of each person who is to serve as such director are:

SECRETARY OF
STATE

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<u>Name</u>	<u>Address</u>
W. Sydnor Settle	Room 3427 One Battery Park Plaza New York, New York 10004
Richard A. Garvey	Room 3111 One Battery Park Plaza New York, New York 10004
Perry Golkin	Room 3135 One Battery Park Plaza New York, New York 10004

SEVENTH: The undersigned incorporator is of the age of eighteen years or over.

IN WITNESS WHEREOF, this Certificate has been subscribed by the undersigned incorporator this 13th day of March, 1980.

Perry Golkin

 Perry Golkin
 Room 3135
 One Battery Park Plaza
 New York, New York 10004

CERTIFICATE OF INCORPORATION
of
SURPANE, INC.

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MAR 20 1960
DONALD LAN
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION
OF
SURPANE, INC.

Pursuant to subsections 14A:9-2(4) and 14A:9-4(3) of the New Jersey Business Corporation Act, the undersigned corporation hereby executes the following certificate:

FIRST: The name of the corporation is
SURPANE, INC.

SECOND: The following Amendment to the Certificate of Incorporation was approved by the Board of Directors and thereafter duly adopted by the sole shareholder of the Corporation as of the 4th day of December, 1981:

RESOLVED, that Article FIRST of the Certificate of Incorporation be amended to read as follows:

"FIRST: The name of the Corporation is SPG
ENERY CORPORATION." *OK*

THIRD: The number of shares of Common Stock entitled to vote on said Amendment was 100.

FOURTH: The number of shares voting for the foregoing Amendment to the Certificate of Incorporation was 100 shares of Common Stock.

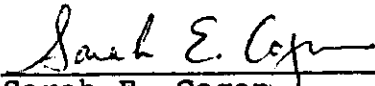
IN WITNESS WHEREOF, the Corporation has made this Certificate of Amendment to its Certificate of Incorporation under the hand of its Vice President this 7th day of December, 1981.

SURPANE, INC.

By 

Richard A. Garvey,
Vice President

ATTEST:



Sarah E. Cogan,
Assistant Secretary

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 7th day of December, 1981, before me, the subscriber, a Notary Public authorized to take acknowledgements and proofs in said County and State, personally appeared SARAH E. COGAN, Assistant Secretary of SURPANE, INC., the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, did depose and say and make proof to my satisfaction that she is the Assistant Secretary of said corporation; that RICHARD A. GARVEY is the Vice President of said corporation, that she saw said RICHARD A. GARVEY as such Vice President sign and deliver said certificate, and hear him declare that he signed, and delivered said certificate as the voluntary act and deed of said corporation by its order and by authority of its Board of Directors and by vote of its sole stockholder, by written consent, duly constituted and thereunder duly authorized, for the uses and purposes therein expressed, and that said SARAH E. COGAN signed her name thereto at the same time as subscribing witness.

Subscribed and sworn to before me the day and year aforesaid.


Notary Public

EDWIN F. ABRAHAMS
Notary Public, State of New York
No. 43-5005585
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1982

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FILED AND RECORDED

DEC 11 1981

DONALD LAN
SECRETARY OF STATE

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CERTIFICATE OF CORRECTION

JAN 6 1982

OF

DONALD LAN
SECRETARY OF STATESPG ENERGY CORPORATION(TO BE USED BY DOMESTIC AND FOREIGN CORPORATIONS)TO: Secretary of State
State of New Jersey

The Undersigned, hereby submits for filing, a Certificate of Correction, executed in behalf of the above named Corporation, pursuant to the provisions of Section 14A:1-6 (5) Corporations, General, of the New Jersey Statutes.

1. The Certificate to be corrected is:
Certificate of Amendment to
Certificate of Incorporation December 11, 1981
(Type of Certificate) (Date Filed)

2. The inaccuracy in the Certificate is:
There is a typographical error in the resolution set forth in paragraph SECOND of Certificate of Amendment.

(Indicate the inaccuracy or defect)

3. The Certificate of Correction hereby reads as follows:

RESOLVED, that Article FIRST of the Certificate of Incorporation be corrected to read as follows:

"FIRST: The name of the Corporation is
SPG ENERGY CORPORATION."

Dated this 6th day of January 1982.

SPG ENERGY CORPORATION

(Corporate Name)

BY:

W. Sydnor Settle
(Signature) *W. Sydnor Settle, President

(Type or Print Name and Title)

* May be executed by the Chairman of the Board, or the President or the Vice-President.

State of New Jersey

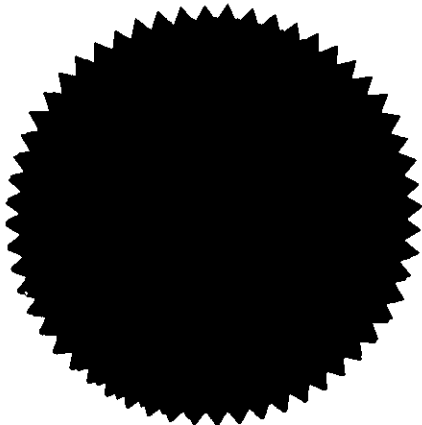


Department of State.

I, the Secretary of State of the State of New Jersey,
do hereby Certify that the foregoing is a true copy of _____
Certificate of Incorporation, Amendment and Correction thereto
of SPG ENERGY CORPORATION (formerly: SURPANE, INC.)

as the same is taken from and compared with the original
filed in this office on the dates set forth on each instrument
and now remaining on file and of record in my office

In Testimony Whereof, I
have hereunto set my hand
and affixed my Official Seal
at Trenton, this 8th
day of January A.D.
19 82.



J. H. L.

Secretary of State
DONALD LAN