



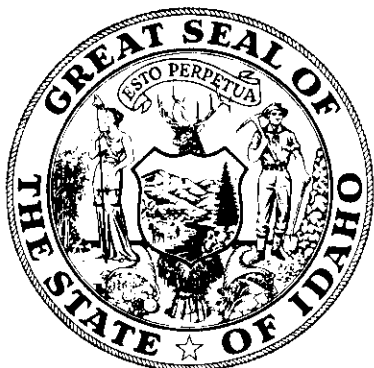
CERTIFICATE OF AUTHORITY
OF

AEROPULSE EXPLORATION SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AEROPULSE EXPLORATION SERVICES, INC. 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 AEROPULSE EXPLORATION SERVICES, INC. to transact business in this State under the name AEROPULSE EXPLORATION SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated May 6, 19 81



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 Aeropulse Exploration Services, Inc.
2. *The name which it shall use in Idaho is Aeropulse Exploration Services, Inc.
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is February 11, 1981 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 302 East Carson Street, Las Vegas, Nevada 89101
6. The address of its proposed registered office in Idaho is 300 North Six Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Oil Business
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>James H. Thomson</u>	<u>President/Director</u>	<u>#50 27 Silver Springs Drive</u> <u>N.W. Calgary, Alberta Canada T3B 4N3</u>
<u>Mark L. Leriger</u>	<u>Vice Pres./Director</u>	<u>1272 Ranchview Road</u> <u>N.W. Calgary, Alberta Canada</u>
<u>Rodney A. Parfett</u>	<u>Sec./Treas./Director</u>	<u>931 Ranch Estates Place</u> <u>N.W. Calgary, Alberta Canada T3G 1M5</u>
<u>Dennis Gaboury</u>	<u>Director</u>	<u>Brooks, Alberta Canada</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>2,500</u>	<u></u>	<u>Shares are without Par Value</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(continued on reverse)

WILLIAM B. COLLISTER
3120 SECURITY LIFE BLDG.
1616 CLEVERLY PLACE
DENVER, COLORADO 80202
PLEASE INDICATE
RECORDING FEE

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
-0-		

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 March 28, 1981, 19 .

Aeropulse Exploration Services, Inc.

By

James H. Thompson

Its President

and

[Signature]

Its Secretary

STATE OF Country of Canada)

)ss:

COUNTY OF Province of Alberta)

I, ROLF RAINER STENGL, a notary public, do hereby certify that on this 23 day of April, 1981, personally appeared before me James H. Thompson, who being by me first duly sworn, declared that he is the President of

Aeropulse Exploration Services, Inc.

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

ROLF RAINER STENGL
BARRISTER & SOLICITOR
A NOTARY PUBLIC FOR
THE PROVINCE OF ALBERTA

[Signature]
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.

ROLF RAINER STENGL
BARRISTER & SOLICITOR
A NOTARY PUBLIC FOR
THE PROVINCE OF ALBERTA

My commission expires at the
pleasure of Her Majesty the
Queen.

STATE OF NEVADA
DEPARTMENT OF STATE

CERTIFICATE OF CORPORATE STATUS

MAY 6 8 37 AM '81
SECRETARY OF STATE

I, WM. D. SWACKHAMER, the duly qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation or suspension of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate,

AEROPULSE EXPLORATION SERVICES, INC.

is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State as a subsisting corporation.

IN WITNESS WHEREOF, I have hereunto set my hand

and affixed the Great Seal of the State at my office in

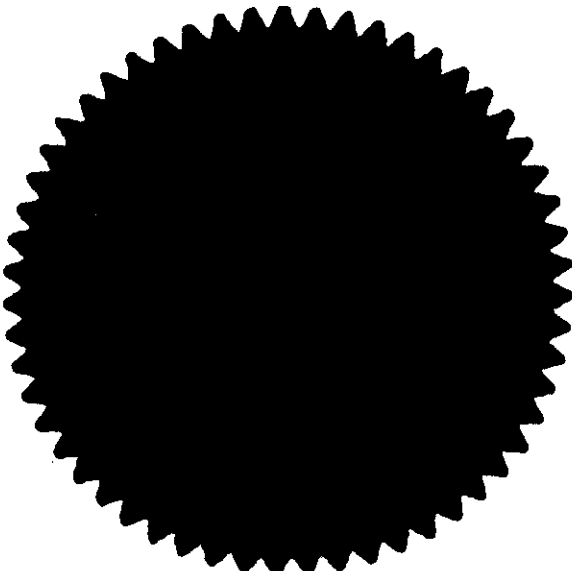
Carson City, Nevada, this 10th day of

March, A. D., 1981

Secretary of State

By _____ Deputy

Deputy



FILED FEE: \$50.00

BY: BECKLEY, SINGLETON, DELANOY & JEMISON, CHARTERED
SUITE 1000, FIRST NATIONAL BANK BUILDING
302 EAST CARSON STREET
LAS VEGAS, NEVADA 89101

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

FEB 11 1981

WM. SWACKHAMER, SECRETARY OF STATE

AEROPULSE EXPLORATION SERVICES, INC.

NO. 975-81

The undersigned, for the purpose of forming a corporation, pursuant to and by virtue of Chapter 78 of the Nevada Revised Statutes, hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

Name:

The name of the corporation shall be AEROPULSE EXPLORATION SERVICES, INC.

ARTICLE II

Principal Office:

The location of the principal office of the corporation in the State of Nevada is 302 East Carson, Suite 1000, Las Vegas, Nevada 89101.

The corporation may also maintain an office or offices at such other place or places, either within or without the State of Nevada, as may be determined, from time to time, by the Board of Directors.

ARTICLE III

Purpose:

The purpose for which this corporation is organized is to engage in any business or activity not forbidden by law or these Articles of Incorporation.

ARTICLE IV

Capital Stock:

Section 1. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue shall consist of 2,500 shares, with no par value.

L-15, 100

Section 2. Consideration for Shares. The common stock authorized by Section 1 of this Article shall be issue for such consideration as shall be fixed, from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property received in full or partial payment for shares shall be conclusive.

ARTICLE V

Directors:

Members of the governing board of the corporation shall be styled Directors, and the number of Directors shall not be less than four (4), except that in cases where all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of Directors may be less than four, but not less than the number of stockholders. The number of Directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of the corporation, but shall not be decreased to a number less than the lower of (a) the number of stockholders, or (b) four. The names and post office addresses of the first Board of Directors, which shall consist of four (4) persons and who shall hold office until their successors are duly elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rod Parfett	931 Ranch Estate Place N.W. Calgary, Alberta, Canada
James E. Thomson	#50, 27 Silversprings Court N.W. Calgary, Alberta, Canada
Mark Leriger	5102 Kipp Road Kamloops, British Columbia, Canada
Dennis Gaboury	Brooks, Alberta, Canada

ARTICLE VI

Assessment of Stock:

The capital stock of this corporation, after the amount of the subscription price has been fully paid in, shall not be subject to pay the debts of this corporation, and no paid up stock and no stock issued as fully paid up shall be assessable or assessed.

ARTICLE VII

Incorporators:

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:


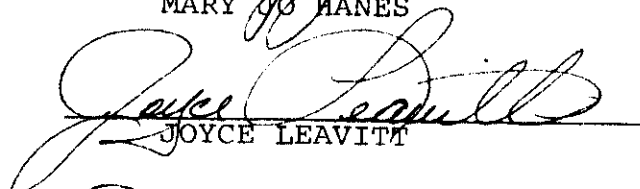

<u>NAME</u>	<u>ADDRESS</u>
Mary Jo Hanes	302 East Carson, #1000 Las Vegas, NV 89101
Joyce Leavitt	302 East Carson, #1000 Las Vegas, NV 89101
Judith MacMillan	302 East Carson, #1000 Las Vegas, NV 89101

ARTICLE VIII

Term:

The corporation shall have perpetual existence.

IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation this 9th day of February, 1981.


MARY JO HANES

JOYCE LEAVITT

JUDITH MacMILLAN

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On the 9th day of February, 1981, before me, the undersigned, a Notary Public in and for said County and State,

personally appeared MARY JO HANES, JOYCE LEAVITT and JUDITH MacMILLAN, the persons described in and who executed the foregoing Articles of Incorporation and duly acknowledged that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.



Notary Public-State of Nevada
CLARK COUNTY
Linda M. Martens
My Appointment Expires Mar. 7, 1984

Linda M. Martens
NOTARY PUBLIC