

**ARTICLES OF INCORPORATION  
OF  
O'LEARY EXPLORATORY SERVICES, INC.**

**ARTICLE I  
CORPORATE NAME**

The name of this corporation shall be :

O'LEARY EXPLORATORY SERVICES, INC.

**ARTICLE II  
EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III  
PURPOSES**

This corporation is formed for the purpose and objective of transacting any and all lawful business for which corporations may be incorporated under Title 30 of the Idaho Code, including without limitation:

1. Conducting a business for the purpose of seismic drilling for oil and gas.

**ARTICLE IV  
CAPITALIZATION**

The capital stock of this corporation shall consist of 10,000 shares of common stock, having no par value per share. Each of such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock. Each share of stock shall be entitled to one vote in all matters wherein the shareholders of the corporation shall be entitled to vote, and each share shall, in all respects, be equal to every other share.

IDAHO SECRETARY OF STATE

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STATE OF IDAHO

The capital stock shall be transferred in accordance with such rules and regulations as may be established by the bylaws of the corporation, and all restrictions relative to the transfer of shares of stock of the corporation shall be specifically noted on the stock certificates issued by the corporation.

#### **ARTICLE V REGISTERED OFFICE**

The initial registered office of this corporation shall be located at 302 Prospect Blvd., Lewiston, Idaho 83501. The initial registered agent of this corporation at such address shall be Heidi Munoz.

#### **ARTICLE VI INCORPORATORS**

The below named individuals are the incorporators:

Heidi Munoz  
302 Prospect Blvd.  
Lewiston, Idaho 83501

Patrick O'Leary  
302 Prospect Blvd.  
Lewiston, Idaho 83501

#### **ARTICLE VII INITIAL BOARD OF DIRECTORS**

The below named individuals shall constitute the initial board of directors who shall serve as directors until the first annual meeting of shareholders or until their successors are duly elected and qualified.

Heidi Munoz  
302 Prospect Blvd.  
Lewiston, Idaho 83501

Patrick O'Leary  
302 Prospect Blvd.  
Lewiston, Idaho 83501

James O'Leary  
3231 Ridge Drive  
Beale Air Force Base, California 95903

Matthew O'Leary  
418 8th Street #2  
Moscow, Idaho 83843

Kevin O'Leary  
3231 Ridge Drive  
Beale Air Force Base, California 95903

Dennis O'Leary  
3111 7th Avenue South  
Great Falls, MT 59405

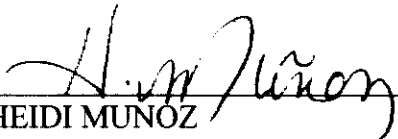
#### **ARTICLE VIII LIMITED LIABILITY**

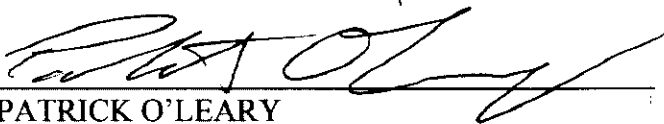
The directors of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such personal liability shall not be limited for any of the following acts:

1. For any breach of the directors duty of loyalty to the corporation or its stockholders;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. For those acts more particularly set forth in Idaho Code § 30-1-48; and
4. For any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, do hereby make this certificate for the purpose of forming a corporation pursuant to the provisions of Title 30, Idaho Code, and do hereby certify that the facts hereinbefore set forth are true and correct.

Signed this 18th day of March, 1998.


  
HEIDI MUNOZ

  
PATRICK O'LEARY

STATE OF IDAHO            )  
                                  : ss.  
County of Nez Perce        )

On this 18th day of March, 1998, before me, the undersigned, a notary public in and for said state, personally appeared HEIDI MUNOZ and PATRICK O'LEARY, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

  
Notary Public in and for said state,  
residing at or employed in Lewiston.  
My Commission Expires: 11-14-03  
(SEAL)

