



Department of State.

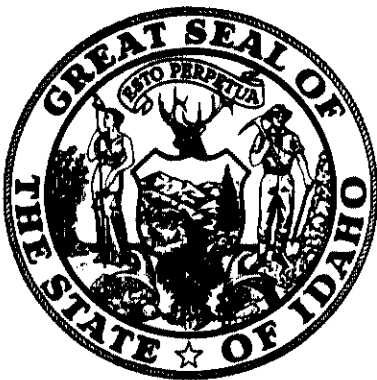
**CERTIFICATE OF INCORPORATION
OF**

MACHINERY LEASING INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: Aug. 02, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION
OF
MACHINERY LEASING INCORPORATED

RECORDED
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America and State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name this corporation shall be and is:

MACHINERY LEASING INCORPORATED

ARTICLE II.

PURPOSES

The purposes and powers of the corporation shall be:

SECTION 1. To perform contractual and/or leasing services for any and all state or Federal regulatory agencies, for the mining industry, for the petroleum industry, including but not limited to drilling consultants, construction supervision, sales of mining, construction, drilling and heavy equipment of any and all nature whatsoever, energy and mining related supplies and services, and to explore, develop and produce oil, gas, and minerals of any and all kinds whatsoever.

SECTION 2. To perform all functions and provide all services necessary to the existence and operation of the corporation. To engage in and conduct any and all types of lawful business, pursuant to the laws of Idaho.

SECTION 3. To buy and sell, discount and rediscount, notes, drafts, bills of exchange stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

SECTION 4. To draw, make, accept, endorse, execute, issue, discount, and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

SECTION 5. To purchase, lease as lessee, or otherwise acquire and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies, and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

SECTION 6. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

SECTION 7. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

SECTION 1. The location of the corporation's registered office in this state is: Hwy. 93 North, across from airport entrance, Challis, Idaho. The corporation may also maintain office at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The Post Office address of the registered offices shall be: P.O. Box 628, Challis, ID., 83226.

SECTION 2. The operation and business of this corporation shall be carried out in the County of Custer, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

ARTICLE V.

CAPITAL STOCK

The authorized Capital Stock of the Corporation shall be Ten Thousand (10,000) shares of Common No-Par Value Stock.

MANAGEMENT

Management of this corporation shall be vested in a Board of Directors of two, three, or five directors. The directors shall be elected at the annual meeting of the stockholders, and the number of directors to serve shall be decided at the annual meeting of the stockholders, as provided in the By-Laws and in the manner and method therein provided. The initial Board of Directors shall be:

C.P. Hoover, P.O. Box 628, Challis, ID 83226

Robert E. Lee, 1504 Willow Creek, Seguin, TX 78155

ARTICLE VI.

DIRECTORS MEETINGS

The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or via telephone conference calls, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE VII.

STOCK SUBSCRIPTION

The initial stock subscribed for at the inception of this corporation is:

C.P. Hoover P.O. Box 628 Challis, ID 83226	Thirty Seven Hundred Fifty Shares
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W. Maxine Hoover P.O. Box 628 Challis, ID 83226	Thirty Seven Hundred Fifty Shares
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Robert E. Lee 1504 Willow Creek Sequin, TX 78155	Twelve Hundred Fifty Shares
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Mary Alice Lee 1504 Willow Creek Sequin, TX 78155	Twelve Hundred Fifty Shares
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INCORPORATORS

The name, post office address of each of the incorporators is:

C.P. Hoover	P.O. Box 628, Challis, ID 83226
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W. Maxine Hoover	P.O. Box 628, Challis, ID 83226
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All of the subscribers to these articles of incorporation are of legal age, citizens of the United States and residents of the State of Idaho.

ARTICLE VIII.

PARTICULAR CONTRACTS

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation which is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE IX.

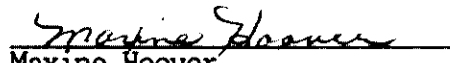
RESIDENT AGENT

Name and address of the resident agent of this corporation is:

C.P. Hoover, P.O. Box 628, Challis, ID 83226

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 30 day of July, 1990.


C.P. Hoover


Maxine Hoover

STATE OF IDAHO)
County of Custer)

On this 30th day of July, 1990, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared C.P. Hoover and W. Maxine Hoover, who, being by me first duly sworn and known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation 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 date first above written.


Notary Public - State of Idaho
Residing at Challis, ID