

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

MOXA ENERGY CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MOXA ENERGY CORPORATION

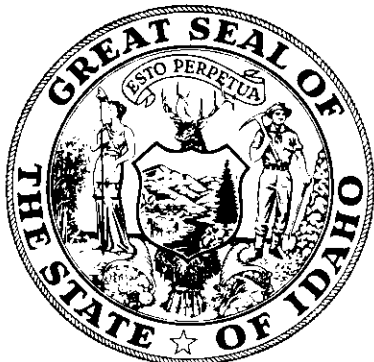
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MOXA ENERGY CORPORATION

to transact business in this State under the name MOXA ENERGY CORPORATION

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated September 24, 19 79.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

79 SEP 24 AM 8 42

SECRETARY OF STATE

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 MOXA ENERGY CORPORATION
2. *The name which it shall use in Idaho is MOXA ENERGY CORPORATION
3. It is incorporated under the laws of NEVADA
4. The date of its incorporation is August 21, 1979 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 East First St. - Reno, Nevada 89501
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Exploration for oil and gas and other energies

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHMENT		

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
25,000,000	Common	\$.10

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>10,000</u>	<u>Common</u>	<u>\$.10</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 August 31, 1979.

MOXA ENERGY CORPORATION
By Bill D. Farleigh
Its President
and L. M. Grace, Jr.
Its Secretary

STATE OF Wyoming)
COUNTY OF Natrona) ss:

I, Evelyn A. Brummond, a notary public, do hereby certify that on this 31st day of August, 19 79, personally appeared before me Bill D. Farleigh, who being by me first duly sworn, declared that he is the President of MOXA ENERGY CORPORATION

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

Evelyn A. Brummond - Notary Public
County of Natrona State of Wyoming
My Commission Expires Feb. 10, 1983

Evelyn A. Brummond
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.

MOXA ENERGY CORPORATION

Names and addresses of Officers and Directors

OFFICERS

Bill D. Farleigh	President	Suite 604, First Nat. Bank Bldg., Casper, Wyoming 82601
Robert D. Simmons	Vice Pres.	Suite 604, First Nat. Bank Bldg., Casper, Wyoming 82601
L. M. Grace, Jr.	Secretary	P. O. Box 1887, Casper, Wyoming 82602
Richard B. Stevens	Treasurer	P. O. Box 2473, Casper, Wyoming 82602
Evelyn Brummond	Asst. Sec.	Suite 604, First Nat. Bank Bldg., Casper, Wyoming 82601

DIRECTORS

Bill D. Farleigh	604 First National Bank Bldg., (P.O. Box 3215), Casper, Wyoming 82602
L. M. Grace, Jr.	P. O. Box 1887, Casper, Wyoming 82602
Richard B. Stevens	P. O. Box 2473, Casper, Wyoming 82602
Kenneth K. Farmer	P. O. Box 3402, Casper, Wyoming 82602
Harry Ptasynski	P. O. Box 43, Casper, Wyoming 82602
D. H. Willson	240 Denver Club Building, Denver, Co. 80202
James D. Collums	P. O. Box 2614, Casper, Wyoming 82602

AUG 21 1979

ARTICLES OF INCORPORATION

OF

WAL SWACKHAMER - SECRETARY OF STATE

MOXA ENERGY CORPORATION

W. Swackhamer
NO. 4690-79

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the General Corporation Law of Nevada, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is MOXA ENERGY CORPORATION.

SECOND: The location of the principal office of this corporation within the State of Nevada is One East First Street, Reno, County of Washoe, Nevada, 89501.

THIRD: The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful businesses for which corporations may be organized under the General Corporation Law of Nevada, this statement of purpose and power being authorized specifically in §78.035, Nevada Revised Statutes, 1957, as amended. The specific purpose of this corporation within the scope of its broad authority is to engage in the business of exploring for and developing natural resources including petroleum and other minerals and engaging in all transactions relating thereto. The specific and immediate purpose is not in limitation of the general powers and authorities granted under law and, specifically, the General Corporation Law of Nevada.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 25,000,000 shares, each having a par value of \$0.10 per share.

FIFTH: The members of the governing board shall be styled "directors." The number of Directors constituting the initial Board of Directors of the corporation is seven. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Bill D. Farleigh	P. O. Box 3215 Suite 604 - First National Bank Building Casper, Wyoming 82602
Kenneth K. Farmer	Suite 804 - First National Bank Building Casper, Wyoming 82602
L. M. Grace, Jr.	P. O. Box 1887 Suite 832 - First National Bank Building Casper, Wyoming 82602
Harry Ptasynski	Suite 841 - First National Bank Building Casper, Wyoming 82602

<u>Name</u>	<u>Address</u>
Richard B. Stevens	303 Petroleum Building Casper, Wyoming 82601
James D. Collums	303 Petroleum Building Casper, Wyoming 82601
D. H. Willson	240 Denver Club Building Denver, Colorado 80202

The number of Directors to be elected at each Annual Meeting of Shareholders or at a special meeting called for the election of Directors shall be not less than three nor more than nine, the exact number to be fixed by the By-laws.

SIXTH: The capital stock of this corporation shall not be subject to assessment to pay the debts of the corporation, and, in this particular, these Articles of Incorporation shall not be subject to amendment.

SEVENTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Bill D. Farleigh	P. O. Box 3215 Suite 604 - First National Bank Building Casper, Wyoming 82602
George W. Hopper	2418 Prudential Plaza Denver, Colorado 80265
William F. Drew	512 Petroleum Building Casper, Wyoming 82601

EIGHTH: The corporation shall have perpetual existence.

NINTH: No holder of shares of stock of any class of the corporation, whether now or hereafter authorized, shall have the pre-emptive right to purchase, receive or subscribe for any of the unissued stock of the corporation, or for any stock of the corporation hereafter authorized to be issued, or for bonds, debentures, or other securities convertible into stock of any class of the corporation, or for stock held in the treasury of the corporation; and all such unissued and additional shares of stock, bonds, debentures, or other securities convertible into stock of any class of the corporation as well as stock held in the treasury of the corporation, howsoever the same may have been acquired, may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors in their absolute discretion may deem advisable.

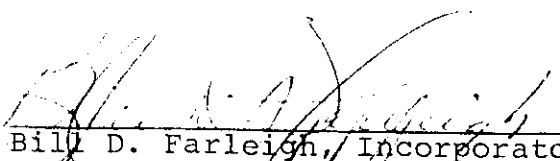
TENTH: Cumulative voting in the election of Directors is not permitted.


ELEVENTH: All lawful restrictions on the sale or other disposition of shares may be placed on all or a portion or portions of the certificates evidencing the corporation's shares.

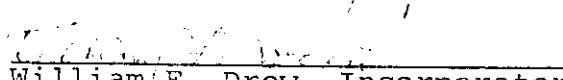
TWELFTH: The officers, directors and other members of management of this corporation shall be subject to the doctrine of corporate opportunities only insofar as it applies to business opportunities in which this corporation has expressed an interest as determined from time to time by the corporation's Board of Directors as evidenced by resolutions appearing in the corporation's Minutes. When such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors and other members of management of this corporation shall be disclosed promptly to this corporation and made available to it. The Board of Directors may reject any business opportunity presented to it and thereafter any officer, director or other member of management may avail himself of such opportunity. Until such time as this corporation, through its Board of Directors, has designated an area of interest, the officers, directors and other members of management of this corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any officer, director or other member of management of this corporation to continue a business existing prior to the time that such area of interest is designated by this corporation. This provision shall not be construed to release any employee of the corporation (other than an officer, director or member of management) from any duties which he may have to the corporation.

THIRTEENTH: The Directors of this corporation are authorized to adopt, confirm, ratify, alter, amend, rescind, and repeal By-laws or any portion thereof from time to time.

Dated: August 16, 1979.


Bill D. Farleigh, Incorporator


George W. Hopper, Incorporator


William F. Drew, Incorporator

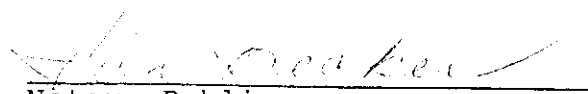
STATE OF COLORADO)
CITY AND) ss.
COUNTY OF DENVER)

On this 16th day of August, 1979, personally appeared before me, the undersigned, a Notary Public in and for the City and County of Denver, State of Colorado, Bill D. Farleigh, George W. Hopper and William F. Drew, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged to me that they and each of them, executed the same freely and voluntarily and for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on August 16, 1979.

My commission expires: 5/10/80.

S E A L


Notary Public