

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

NORTHERN MUD COMPANY, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **28th** day of **October** 19**57**, a properly authenticated copy of its articles of incorporation, and on the **28th** day of **October** 19**57**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **October**, A.D. 19**57**.

Secretary of State.

CERTIFICATE OF INCORPORATION

OF

NORTHERN MUD COMPANY, INC.

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FIRST: The name of the corporation is

NORTHERN MUD COMPANY, INC.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To purchase, manufacture, process and sell goods, wares and merchandise, including but not limited to oil, gas, drilling mud and fluid components, products and chemicals.

To transact any manufacturing or mining business, and to purchase and sell goods, wares and merchandise used for such business.

To establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas; also the right to erect, build and own all necessary oil tanks, cars and pipes necessary for the operation of the business of the same.

To purchase and own patents with all rights incidental thereto, and to manufacture products and processes thereunder, and to market, sell, and distribute such products, and license dealers to use such processes in prescribed territories on a royalty basis.

To establish and maintain a drilling business, with authority to own and operate drilling rigs, machinery, tools and apparatus necessary in the boring, or otherwise sinking of wells in the production of oil, gas, or water, or either, and the purchase and sale of such goods, wares and merchandise used for such business.

To design, purchase and sell steel and iron and other metal products and the manufacture of any or all such products, and to design, sell, construct and erect engineering and architectural structures, and to contract for the construction and erection of such structures.

To take and promote stock in manufacturing companies and corporations.

To organize exchanges, with authority to deal in the stocks of mining companies.

To transport goods, wares and merchandise, or any valuable thing.

To build, maintain and operate a line of railroads to mines, gins, quarries, and manufacturing plants and mills.

To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise deal in and dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of foreign or domestic corporations not competing with each other in the same line of business.

To establish a transportation business with power to buy, construct, lease, own, operate and maintain and convey all kinds of steamships, vessels and other water craft, and to navigate the same between all parts of the globe, and upon rivers, and to construct, buy, lease, own, maintain, operate and convey warehouses, docks, and wharves, and to buy, lease, receive, own, hold and enjoy real and personal property necessary in the transaction of its business; to receive, purchase, hold, use and convey such rights, privileges, franchises and property, and to exercise such power as may be granted to or conferred upon it by any foreign government, state or municipality; to have officers and agents, and to maintain offices at all points at which the company may do business; to act as principal or agent in buying and selling merchandise in all foreign countries; to carry passengers, freight, express and mail.

To acquire, bring together, hold, dispose of and deal in royalty and other interests in minerals, and to manage, control and exploit said mineral interests, and to collect the revenue arising therefrom.

To produce, mine, manufacture, buy and sell building materials of all kinds.

To buy, manufacture and sell feeds, fertilizers, insecticides, fungicides, soaps and cleansers.

To engage in, conduct and carry on the business of locating, exploring, excavating, quarrying, mining, digging, boring and drilling for, raising, producing, milling, crushing, washing, smelting, amalgamating, assaying, analyzing, refining, reducing, converting, concentrating, treating, preparing for market, manufacturing, buying, selling, storing, marketing, distributing and generally dealing in and with, sulphur, gold, silver, copper, iron, nickel, lead, potash, salt, clays, barytes, uranium, titanium, alkalis, phosphates, hydro-carbons, carbon black, magnesium, zinc, coal, ores and metals of all kinds, oil, petroleum, gas, minerals, deposits, chemicals of all kinds, and other similar products and substances of every kind and character, and any and all products and by-products thereof, and to engage in, conduct and carry on any branch of the business of excavating, quarrying, mining, smelting, milling, processing, treating, manufacturing and mining, and all trades, occupations and businesses necessary or convenient in connection with or incidental, allied or contributory thereto.

To acquire by purchase, lease, hire, discovery, location or otherwise, mines, mineral claims, mineral leases, mining lands, prospects, licenses, mineral beds and pits, quarries, deposits, and mineral rights and properties of every description, including petroleum deposits, claims, leases and lands, and natural gas leases, claims, deposits and lands, wherever located, and other mineral deposits and lands, and including in particular, but without limitation, sulphur mines, and to work, hold, develop, operate, turn to account, sell, or otherwise use or dispose of the same or any of them or any interest therein.

To acquire by purchase, lease, hire, exchange, or otherwise, to construct, use and maintain, and to sell, mortgage, lease, or otherwise dispose of and deal with, mills, pumping plants, machine shops, factories, foundries, furnaces, coke-ovens, crushing works, smelting works, concentrating works,

refining works, hydraulic, electrical and other machinery and works, and other appliances, devices, apparatus, tools, works and machinery of all kinds; laboratories, warehouses, dwellings and buildings of all kinds; and properties, equipment, conveniences, facilities and works of all kinds necessary or useful in connection with the business of the corporation or incidental thereto; and to manufacture, buy, sell and deal in all kinds of goods, stores, provisions, implements, wares, merchandise, chattels, and effects required by the corporation or its workmen, servants or employees.

For its own private purposes, to acquire by purchase, lease, hire, exchange or otherwise, to construct, operate, use and maintain, and to sell, mortgage, lease or otherwise dispose of and deal with, roads, tramways, trails, reservoirs, dams, flumes, race and other ways, watercourses, canals, aqueducts, pipelines, wells, tanks, wharves, piers, docks, bridges, and other similar conveniences and facilities of all kinds, and to build, purchase, lease, hire, charter, navigate, use, operate, maintain, sell, mortgage and dispose of, cars, wagons, and other vehicles, boats, ships and other vessels.

To obtain the grant of, purchase, lease or otherwise acquire any concessions, rights, options, patents, privileges, lands, rights of way, sites, properties, undertakings or businesses, or any right, option or contract in relation thereto, and to perform, carry out, and to fulfill the terms and conditions thereof, and to carry the same into effect, and to develop, maintain, lease, sell, transfer, dispose of and otherwise deal with the same.

From time to time to apply for, purchase or acquire by assignment, transfer or otherwise, and to exercise, carry out and enjoy any license, power, authority, franchise, ordinance, order, right and privileges, which any government or authority, supreme, municipal or local, or any corporation or other public body shall enact, make or grant.

To manufacture, acquire, buy, hold, sell and dispose of in any lawful manner, and generally deal in and with goods, wares, merchandise, machinery, property and commodities of any and every class and description, and all articles

used or useful in connection therewith; to engage in any business, whether manufacturing or otherwise, which this corporation may deem advantageous or useful in connection with any or all of the foregoing, and to purchase, acquire, manufacture, prepare for market, sell, and otherwise acquire, hold, and dispose of any article or thing which this corporation may use in connection with its business, or which may be employed in utilizing the products sold or the services rendered by this corporation or by any other corporation, firm, association or individual in whose securities or obligations this corporation is interested either as holder, guarantor, or otherwise, or which will foster the sale or use of such products or services.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operation and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses ~~is~~ all, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The authorized capital stock of the corporation is One Hundred Thousand Dollars (\$100,000.00) divided into two thousand (2,000) shares, each of the par value of Fifty Dollars (\$50.00), two hundred (200) shares of which shall be designated as Class A Common Capital Stock, and the remaining eighteen hundred (1800) shares shall be designated as Class B Common Capital Stock. The Class A Common Capital Stock is preferred over the Class B. Common Capital Stock only to the extent as follows: At all meetings of stockholders, each holder of Class A common Capital Stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation, but no holder of Class B Common Capital Stock shall be entitled to any vote at any meeting of the stockholders of the corporation, nor shall he be entitled to any notice of any such meeting, nor be permitted to attend any such meeting, nor shall holders of Class B Common Capital Stock have any voting rights whatsoever, unless there be matters upon which the law does not permit them to be deprived of voting rights or to waive or contract away voting rights, and in any such event they shall have only such voting rights as are mandatory under the law.

No stockholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

FIFTH: The minimum amount of capital with which the corporation will commence business is Ten Thousand Dollars (\$10,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
Willard M. Johnson	123 Oil & Gas Building, Houston, Texas
A. J. Eastman	807 Sterling Building, Houston, Texas
Willard C. Williams	807 Sterling Building, Houston, Texas
Jack Rumbelow	Williston, North Dakota

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To fix, determine and vary from time to time the amount to be maintained as surplus and the amount or amounts to be set apart as working capital or for any other lawful purposes.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purposes or to abolish any such reserve in the manner in which it was created.

To make, alter, change, add to or repeal by-laws for the corporation, without any action on the part of the stockholders, but subject to the power of the holders of stock having voting power to alter, amend or repeal the by-laws made by the board of directors.

To authorize and cause to be executed mortgages and liens, without limit to amount, upon the real and personal property of the corporation, including the securities of other corporations owned by the corporation, without any action or consent of stockholders.

To authorize the payment of fees for attendance at meetings of the board of directors, of the committees designated by the board of directors, and to determine the amount of such fees.

To designate by resolution or resolutions passed by a majority of the total number of directors at the time provided for by the by-laws, one or more committees, each committee to consist of two or more of the directors of the corporation, which to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it.

TENTH: A director of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the board of directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer or director of a corporation so interested, or (2) by the written consent, or by the vote at any stockholders' meeting, of the holders of record of a majority of all the outstanding shares of stock of the corporation entitled to vote; nor shall any director be liable to account to this corporation for any profits realized by or from or through any such transaction or contract of the corporation authorized, ratified or approved as aforesaid by reason of the fact that he, or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorization, ratification or approval of such transactions or contracts in any other manner permitted by law.

ELEVENTH: Any property of the corporation not essential to the conduct of its corporate business may be sold, leased, exchanged or otherwise disposed of by authority of the board of directors, and the corporation may sell, lease or exchange all of its property and assets, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock, in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation, when and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding.

TWELFTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

THIRTEENTH: Meetings of stockholders may be held without the state of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

FOUR TEENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

STATE OF TEXAS |

SS

COUNTY OF HARRIS |

BE IT REMEMBERED that on this 29th day of December,
A. D., 1952, personally came before me, Marjorie K. Mars,
a Notary Public in and for the county and state aforesaid, WILLARD M. JOHNSON,
party to the foregoing certificate of incorporation, personally known to me to be
such and acknowledged this certificate of incorporation to be the act and deed of
said signer and that the facts therein stated are truly set forth.

GIVEN UNDER MY HAND AND SEAL OF OFFICE the day and year
aforesaid.

NOTARY PUBLIC
COUNTY OF HARRIS, TEXAS

MARJORIE K. MARS Marjorie K. Mars
Notary Public in and for
Harris County, Texas

STATE OF TEXAS |

SS

COUNTY OF HARRIS |

BE IT REMEMBERED that on this 29th day of December,
A. D., 1952, personally came before me, Marjorie K. Mars,
a Notary Public in and for the county and state aforesaid, A. J. EASTHAM, party
to the foregoing certificate of incorporation, personally known to me to be such and
acknowledged this certificate of incorporation to be the act and deed of said signer
and that the facts therein stated are truly set forth.

GIVEN UNDER MY HAND AND SEAL OF OFFICE the day and year
aforesaid.

NOTARY PUBLIC
COUNTY OF HARRIS, TEXAS

MARJORIE K. MARS Marjorie K. Mars
Notary Public in and for
Harris County, Texas

STATE OF TEXAS |

SS

COUNTY OF HARRIS |

BE IT REMEMBERED THAT on this 29th day of December,
A. D., 1952, personally came before me, Marjorie K. Mars,
a Notary Public in and for the county and state aforesaid, WILLARD C. WILLIAMS,
party to the foregoing certificate of incorporation, personally known to me to be
such and acknowledged this certificate of incorporation to be the act and deed of
said signer and that the facts therein stated are truly set forth.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this day and year
aforesaid.

NOTARY PUBLIC
COUNTY OF HARRIS, TEXAS

MARJORIE K. MARS Marjorie K. Mars
Notary Public in and for
Harris County, Texas

STATE OF TEXAS |

SS

COUNTY OF HARRIS |

BE IT REMEMBERED that on this 29th day of December,
A. D., 1952, personally came before me, Marjorie K. Mars,
a Notary Public in and for the county and state aforesaid, JACK RUMBELOW,
party to the foregoing certificate of incorporation, personally known to me to be
such and acknowledged this certificate of incorporation to be the act and deed of
said signer and that the facts therein stated are truly set forth.

GIVEN UNDER MY HAND AND SEAL OF OFFICE the day and year
aforesaid.

NOTARY PUBLIC
COUNTY OF HARRIS, TEXAS

MARJORIE K. MARS Marjorie K. Mars
Notary Public in and for
Harris County, Texas

WE, THE UNDERSIGNED, being each of the incorporators herein-
before named for the purpose of forming a corporation in pursuance of the
General Corporation Law of the State of Delaware, do make this certificate,
hereby declaring and certifying that the facts herein stated are true, and accord-
ingly have hereunto set our hands and seals this 29th day of December,
A. D., 1952.

WILLARD M. JOHNSON
Willard M. Johnson

A. J. EASTHAM
A. J. Eastham

WILLARD C. WILLIAMS
Willard C. Williams

JACK RUMBELOW
Jack Rumbelow

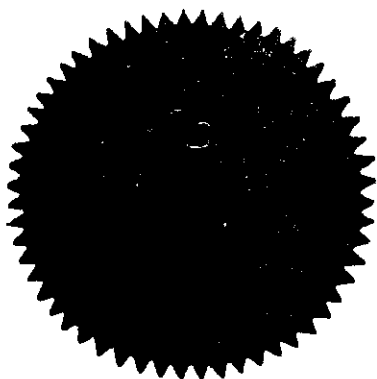


Office of Secretary of State.

I, John N. McDowell, Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*

Certificate of Incorporation of the "NORTHERN MUD COMPANY, INC.",
as received and filed in this office the thirty-first day of
December, A.D. 1952, at 11 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ *tenth* _____ *day*
of _____ *October* _____ *in the year of our Lord*
one thousand nine hundred and _____ *fifty-seven.*



John N. McDowell

Secretary of State

Asst. Secretary of State