State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY
OF

SUMATRA ENERGY COMPANY, INC.

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

Dated January 25, 19 82.

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Pete T. Cenarrusa
SECRETARY OF STATE

Penny Guerra
Corporation Clerk

CAU 779

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 SUMATRA ENERGY COMPANY, INC.

2. *The name which it shall use in Idaho is SUMATRA ENERGY COMPANY, INC.

3. It is incorporated under the laws of Colorado.

4. The date of its incorporation is January 16, 1980 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 999 18th Street, Ste. 1400, Denver, Colorado 80202.

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:

   See attached rider

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

Name	Office	Address

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
2,000,000		No Par Value

(continued on reverse)

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
1,846,072	-	No Par Value

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 November 11, 19 81

SUMATRA ENERGY COMPANY, INC.

By [signature]
Earl M. Cranston
Its President

and [signature]
Jeffrey J. Scott
Its Secretary

STATE OF Colorado)
) ss:
COUNTY OF Denver)

I, Beckie L. Olsen, a notary public, do hereby certify that on this 11th day of November, 19 81, personally appeared before me Earl M. Cranston, who being by me first duly sworn, declared that he is the President of SUMATRA ENERGY COMPANY, INC.

,

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

NOTARY PUBLIC BECKIE L. OLSEN STATE OF COLORADO

[signature]
Notary Public

My Commission Expires June 8, 1983
5700 S. Queen St., Littleton, CO 80127

*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.

SUMATRA ENERGY COMPANY, INC.

Purposes

* * * * * * * *

To explore and prospect for, produce, refine, transport, sell and dispose of water, oil, gas, coal and all other minerals and the products thereof; to contract for, acquire, to give and receive options upon, sell, own, exchange, develop and operate leases, aquifers, deposits, mines, mining claims, leases, licenses, permits, contracts, estates and interests of all kinds; to exploratory services; to conduct these activities in its name or as operator, agent or nominee for others; to hold United States Oil and Gas and Mineral Leases; and to exercise all powers, rights and privileges and carry on any business authorized by law.

SUMATRA ENERGY COMPANY, INC.

List of Officers and Directors

* * * * * * * *

Name	Title	Address
Earl M. Cranston	President/Director	999 18th Street, Ste. 1400 Denver, Colorado 80202
Jeffrey J. Scott	Exec. V.P./Secy. & Treas./Director	999 18th Street, Ste. 1400 Denver, Colorado 80202
Richard C. Hoefle	Chairman of Bd. of Directors & Director	2101 Sheraton Plaza P.O. Box 986 Billings, Montana 59103
Kathy Kiedrowski	Assistant Secretary	999 18th Street, Ste. 1400 Denver, Colorado 80202

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REC'D
Jan 16 9 25 AM '80
DEPARTMENT OF STATE
STATE OF COLORADO

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STATE OF COLORADO
DEPT. OF STATE

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ARTICLES OF INCORPORATION

OF

SUMATRA ENERGY COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS, THAT:

The undersigned, each of the age of twenty-one (21) years or more, do hereby act as incorporators of SUMATRA ENERGY COMPANY, INC., a corporation to be formed under the Colorado Corporation Code, and for such purpose do hereby sign, verify and deliver in duplicate to the Secretary of State, these Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is SUMATRA ENERGY COMPANY, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

1. To explore and prospect for, develop, produce, mine, manufacture, process, refine, treat, transport, store, sell and dispose of water and of oil, gas, coal deposits and all other minerals, similar or dissimilar, and the products thereof; to buy, lease, contract for, and acquire, to give and receive options upon, to sell, own, hold, exchange, develop and operate leases, aquifers, deposits, mines, mining claims, mining leases, licenses, permits, contracts, concessions, production sharing contracts and estates and interests of all kinds throughout the world and both on and off-shore; to perform prospecting, geologic, geophysical and other exploratory services; to contract for and perform the drilling, equipping, opening, mining, deepening, developing and operating both on and off-shore, of mines, deposits and wells for the production of water and of minerals of all kinds; and to conduct any or all of the foregoing activities in its name or as operator, agent or nominee for others; to hold United States Oil and Gas and Mineral Leases.

2. To contract for, lease, purchase or otherwise to acquire, to sell, manage, exchange, contract for, option, lease, subdivide and develop or otherwise dispose of, to mortgage, encumber and otherwise create security interests in and with respect to and in any and all ways to acquire, take, own hold, operate, process, manufacture and dispose of real and personal property and interests therein of every character and description.

3. To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the stock of any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; and to lend money to, and guarantee the indebtedness of others and to accept, hold and realize on mortgages, deeds of trust and security interests of all kinds.

4. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic, government and any agency or instrumentality thereof; and to employ, contract with, hire and otherwise relate to individuals, partnerships, corporations and all other entities.

5. To borrow or raise moneys for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

6. To have one or more offices, to carry on all or any of its operations and business, and without restriction or limit as to amount, to purchase or otherwise acquire, construct, operate, hold, own, develop, mortgage, sell, convey or otherwise dispose of real and personal, tangible and intangible, property and rights of every class and description in any of the States, Districts or Territories of the United States, in any and all foreign countries and in and under the oceans of the world.

7. To carry out all the purposes herein specified and to exercise all powers, rights and privileges now or hereafter conferred on or vested in it, in its own name and as nominee, agent, representative or attorney-in-fact for others, and to carry on any business authorized by law.

ARTICLE IV

In furtherance of the purposes set forth in Article III of these Articles of Incorporation, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under and pursuant to the Colorado Corporation Code.

ARTICLE V

The aggregate number of shares which the corporation shall have the authority to issue is 1,000,000 shares.

Such shares shall consist of two classes, with both classes having no par value. The first class of stock, for which the corporation is authorized to issue 500,000 shares, shall be called "Class A" stock and shall have full voting rights. The second class of stock, for which the corporation is authorized to issue 500,000 shares shall be known as "Class B" stock. Class B stock shall have no voting privileges, but in every other way shall be equal to Class A stock. Both classes of stock shall be of no par value.

ARTICLE VI

Cumulative voting of shares of stock for any purpose is not desired and is not authorized.

ARTICLE VII

The holders of the stock of the corporation shall be entitled as of right to purchase or subscribe for any unissued shares or for any additional shares to be issued

by reason of any increase of the authorized share of the corporation or for any bonds, certificates of indebtedness, debentures or other securities, rights, or options convertible into shares of the corporation, or carrying any right to purchase the shares of the corporation, and in accordance with their individual proportionate equity in the stock of the corporation, except as may be authorized provided by separate agreement between any shareholders, a copy of each such agreement to be maintained in the records of the corporation and its existence noted on the certificate of issued shares of the stock of the corporation.

Notwithstanding the above provision a holder of Class B non-voting stock shall not have a right to purchase or acquire, either directly or indirectly, any interest in Class A voting stock unless these Articles of Incorporation are amended.

ARTICLE VIII

In addition to the other powers now or hereafter conferred upon the Board of Directors by these Articles of Incorporation, the Bylaws of the corporation or by the laws of the State of Colorado, the Board of Directors may from time to time, subject to limitations contained in the statutes of the State of Colorado, distribute to the shareholders in partial liquidation, out of the stated capital or the capital surplus of the corporation, a

portion of the corporate assets, in cash or in kind, provided that shareholders shall share in such distributions in accordance with their individual proportionate equity in the stock of the corporation.

ARTICLE IX

No contract or other transaction between the corporation and any other firm, partnership, corporation, joint venture or syndicate shall be in any affected or invalidated by the fact that any director of the corporation is pecuniarily or otherwise interested in, or is a director, officer, shareholder, employee or member of such other firm, partnership, corporation, joint venture or syndicate, if such fact is known to all directors of the corporation and if such contract shall thereafter be authorized, approved or ratified by the affirmative vote of a majority of all directors. Any director individually may be a party to or may be pecuniarily interested in any contract or transaction of the corporation, provided such interest is disclosed to all directors of the corporation and, if such contract shall thereafter be authorized, approved or ratified by the affirmative vote of a majority of all directors. Interested directors may be counted when present at meetings of the Board of Directors for the purpose of determining the existence of a quorum.

ARTICLE X

The address of the initial registered office of the corporation is 1330 Colorado National Building, Denver, Colorado 80202, and the name of the initial registered agent of the corporation at such address is Jeffrey J. Scott.

ARTICLE XI

The number of directors constituting the initial Board of Directors shall be three (3).

The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are duly elected and qualified are:

Earl M. Crarston
208 Petroleum Building
Billings, Montana

Richard C. Hoople
208 Petroleum Building
Billings, Montana

Jeffrey J. Scott
1330 Colorado National Building
Denver, Colorado 80202

ARTICLE XII

The names and addresses of each of the incorporators of the corporation are as follows:

Jeffrey J. Scott
1330 Colorado National Building
Denver, Colorado 80202

Mary Ressler
1330 Colorado National Building
Denver, Colorado 80202

Ann Blackmon
1330 Colorado National Building
Denver, Colorado 80202

ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to, its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the provisions of the statutes of the State of Colorado, and all rights and powers conferred upon directors and shareholders herein are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned named incorporators have hereunto set their hands this _____ day of January, 1980.

Jeffrey J. Scott

Mary Ressler

Ann Blackmon

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

Jeffrey [illegible] Scott, Mary Reasler and Ann [illegible] are the incorporators of SUMATRA ENERGY COMPANY, INC. which [illegible] their oaths having been sworn and being of lawful age, do [illegible] and say that the statements in the foregoing Articles of Incorporation of SUMATRA ENERGY COMPANY, INC. are true to the best of their knowledge, information and belief.

[illegible]

Mary Reasler
Mary Reasler

Ann Williams
Ann Williams

SUBSCRIBED and sworn to before me, the undersigned, this 2th day of January, 1980.

My Commission expires: My Commission Expires Oct. 24, 198

[illegible]
NOTARY PUBLIC

(S E A L)

STATE OF COLORADO

STATEMENT OF CHANGE OF REGISTERED OFFICE AND OR REGISTERED AGENT

PLEASE TYPE OR PRINT CLEARLY

[1] The street address of the Registered Office and/or Registered Agent is

RECEIVED

APC389799

FOR OFFICE USE ONLY

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Sumatra Energy Company, Inc.
1330 Celebrity National Building
Denver, Colorado 80202
Agent: Jeffrey J. Scott

The Corporation named herein makes the following statement

(1) The State or Country of incorporation is Colorado

[2] The street address of the Corporation's Registered Office is changed to

1580 Lincoln St., Suite 540, Denver, Colorado 80203

[3] The name of its Registered Agent is

Jeffrey J. Scott

[5] The address of the Corporation's Registered Office and the address of its Registered Agent as changed are the same as follows:

[6] The address of the Registered Office is

1580 Lincoln St. Suite 540, Denver, Colorado 80203

STATE OF Colorado
COUNTY OF Denver

Jeffrey J. Scott

President Sumatra Energy Company, Inc. Colorado

Subscribed and sworn to before me this 25th day of February, 81.

Sumatra Energy Company, Inc.

3/25/81

Sharon K Murphy

MAIL TO
LEGAL SPECIAL SECTION
DEPARTMENT OF STATE

SECRETARY OF STATE

1981 FEB 26 AM 8:00

Filing fee $5.00

DPO 21979

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH.

Notes
1. Exact corporate name of corporation making the statement
2. Signature and title of officer signing for the corporation,— must be President or Vice President
3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission
4. This document must be typewritten

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is Sumatra Energy Company, Inc.

Second: The address of its REGISTERED OFFICE is 540 Lincoln Court Building, Denver, Colorado 80233

Third: The name of its REGISTERED AGENT is Jeffrey J. Scott

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is 540 Lincoln Court Building, Denver, Colorado 80233

*Sixth: REGARDING FOREIGN CORPORATIONS: THIS STATEMENT MAY BE EXECUTED BY THE REGISTERED AGENT WHEN IT INVOLVES ONLY A REGISTERED ADDRESS CHANGE. A COPY OF THIS STATEMENT HAS BEEN FORWARDED TO THE CORPORATION BY THE REGISTERED AGENT.

SUMATRA ENERGY COMPANY, INC. (Note 1)

By Jeffrey J. Scott (Note 2)

Its Exec. Vice President

Its _____ Registered Agent*

STATE OF COLORADO

County of Denver

Before me, _____, a Notary Public in and for the said County and State, personally appeared Jeffrey J. Scott who acknowledged before me that he is the Executive of Sumatra Energy Company, Inc. a Colorado corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 23rd day of February A. D. 19 81.

My commission expires 2/18/85

Eleanor Page
Notary Public

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SUMATRA ENERGY COMPANY, INC.

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SUMATRA ENERGY COMPANY, INC.

SECOND: The following amendment was adopted by the shareholders of the corporation on August 26, 1981, in the manner prescribed by the Colorado Corporation Act:

(a) The text of Article V of the Articles of Incorporation is amended to read: "The aggregate number of shares which the corporation shall have the authority to issue is 2,000,000 shares of common stock having no par value."

(b) The second paragraph of Article VII of the Articles of Incorporation shall be deleted.

(c) The authorization of the Corporation's Class B common stock is hereby repealed.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 99,000; and the number of shares entitled to vote thereon was 99,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS	NUMBER OF SHARES
A	99,000
B	-0-

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FIFTH: The number of shares voted for such amendment was 99,000; and the number of shares voted against such amendment was zero.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

CLASS	NUMBER OF SHARES VOTED	
	For	Against
A	99,000	0

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

All outstanding Class A common stock shall be cancelled and each certificate evidencing ownership of 93,000 shares of Class A stock shall be exchanged for a certificate evidencing ownership of 413,636 shares of the single class no par voting common stock of Sumatra Energy Company, Inc., provided for in these Articles of Amendment.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

No change.

SUMATRA ENERGY COMPANY, INC.

By _____
President

_____
Secretary

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

Before me, Eleanor Page, a Notary Public in and for the said County and State, personally appeared Clifford M. Cameron who acknowledged before me that he is the President of Sumatra Energy Company, Inc., a Colorado corporation and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

In witness whereof I have hereunto set my hand and seal this 26th day of August, 1981.

My commission expires 2/18/98.

Eleanor Page
Notary Public

Address of Notary Public
2557 So. Dover
Lakewood, Co. 80227

STATEMENT OF

(1) The exact Corporate name current be
Sumatra Energ
1500 Lincoln
Denver, Co.
STATE OF COLO Jeffr

The Corporation named herein makes the fol

(2) The State or Country of incorporation is

(3) The complete street address o
999 18th Stree

(4) The name of the Corporation's
Jeffrey J. Goo

(5) The address of the Corporation's Registe

(6) The complete street address of the Corpo
999 18th Street,

STATE OF Colorado
COUNTY OF Denver

Pursuant to the provisions of Title 7, C
Sec. 7.2 of Sumatra E
(Name)
corporation, being duly sworn or affirmed, de
is true, correct and complete.

Subscribed and sworn to before me this
My commission expires 2/18/98
Address: 2557 So. D
Lakewood, C

CORPORATE UPDATE COMP
AB

STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

PLEASE TYPE OR PRINT CLEARLY — PLEASE READ INSTRUCTIONS ON REVERSE SIDE

(1) The exact Corporate name, current Registered Office & current Registered Agent are

FOR OFFICE USE ONLY

Sumatra Energy Company, Inc.
1500 Lincoln Street, Suite 540
Denver, Co. 80203
Jeffrey J. Scott

The Corporation named herein makes the following statement

(2) The State or Country of Incorporation is Colorado

(3) The complete street address of the Corporation's REGISTERED OFFICE shall be changed to
999 18th Street, Suite 1400, Denver, Colorado 80202

(4) The name of the Corporation's SUCCESSOR REGISTERED AGENT is
Jeffrey J. Scott

(5) The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical

(6) The complete street address of the Corporation's principal place of business in Colorado is
999 18th Street, Suite 1400, Denver, Colorado 80202

STATE OF Colorado)
COUNTY OF Denver) ss

Pursuant to the provisions of Title 7, C.R.S. 1973, I, Jeffrey J. Scott (Name of President or a Vice President) as V.P. (Title) of Sumatra Energy Company, Inc. (Corporate name), a Colorado (State or Country of Incorporation) corporation, being duly sworn or affirmed, depose and declare that this statement has been examined by me and to the best of my knowledge and belief is true, correct and complete.

Corporate Seal: Sumatra Energy Company, Inc.

(Authorized Signature)

President X Executive Vice President

Subscribed and sworn to before me this 21st day of August

Notary Public

Address: 2687 W. Alameda
Lakewood, Co. 80227

Notary Public

SUBMIT THIS STATEMENT WITH PAYMENT TO:
CORPORATE REPORT SECTION
DEPARTMENT OF STATE
P.O. BOX 5801
DENVER, CO 80217

Filing Fee $5.00

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