

State of Idaho

Department of State

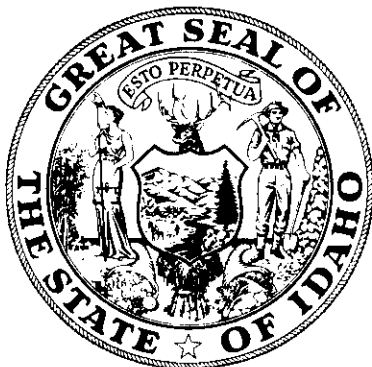
CERTIFICATE OF AUTHORITY OF

IREX CORP.

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

Dated September 21, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Kenny Gorsa

Corporation Clerk

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 IREX CORP.

2. *The name which it shall use in Idaho is IREX CORP.

3. It is incorporated under the laws of Colorado

4. The date of its incorporation is July 30, 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 1776 South Jackson Street, Denver, Colorado 80210

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 CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage in oil and gas exploration and any business related thereto.

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

Name	Office	Address
<u>Kenneth D. Kirkland</u>	<u>Pres./Dir.</u>	<u>ALL AT:</u>
<u>Robert M. Roth</u>	<u>Secretary</u>	
<u>Alan C. E. Dille</u>	<u>Exec.V.P./Dir.</u>	<u>1670 Broadway, Ste. 3301</u>
<u>Jack D. Rule, Jr.</u>	<u>Treas./Dir.</u>	<u>Denver, Colorado 80202</u>
<u>Mark F. Luther</u>	<u>Asst. Secy.</u>	
<u>Joel M. Pashcow</u>	<u>Director</u>	

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
<u>50,000</u>	<u>Common</u>	<u>\$1.00</u>

(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
50,000	Common	\$1.00

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 September 4, 19 81.

IREX CORP.

By

Kenneth D. Kirkland

Kenneth D. Kirkland, President

Its _____ President

and

Mark F. Luther

Mark F. Luther, Asst. Secretary

Its _____ Secretary

STATE OF COLORADO)

) ss:

COUNTY OF DENVER)

I, Beverly J. Greenfield, a notary public, do hereby certify that on this 4th day of September, 19 81, personally appeared before me Kenneth D. Kirkland, who being by me first duly sworn, declared that he is the President of IREX CORP.

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

My commission expires April 22, 1983

Beverly J. Greenfield
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.

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ARTICLES OF INCORPORATION

STATE OF COLORADO

ARTICLES OF INCORPORATION OF

We, the undersigned natural persons of the age of twenty one years or more, acting as incorporators of a corporation under the Colorado Corporation Act adopt the following Articles of Incorporation for such corporation:

FIRST The name of this corporation is

SECOND The period of its duration is

THIRD The purpose or purposes for which the corporation is organized are:

FOURTH The aggregate number of shares which the corporation shall have authority to issue is

FIFTH Cumulative voting of shares of stock is

SIXTH Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are

SEVENTH The address of the initial registered office of the corporation is and the name of its initial registered agent at such address is

EIGHTH Address of the place of business

NINTH The names of directors constituting the initial board of directors of the corporation is

ROLL 469

Arthur Goldberg 395 Madison Ave., New York, NY 10017
Sally Ziner 395 Madison Ave., New York, NY 10017

TENTH The name and address of each incorporator is:

Barlor R. Sadovsky 295 Madison Ave., New York, NY 10017
Valerie A. Myers 295 Madison Ave., New York, NY 10017
Miriam Bloom 295 Madison Ave., New York, NY 10017

Dated July 10 1979

Signature of Barlor R. Sadovsky, Valerie A. Myers, Miriam Bloom

STATE OF NEW YORK COUNTY OF NEW YORK

I, Delmar E. Grubb, a notary public, hereby certify that on the 10 day of July 1979, personally appeared before me Barlor R. Sadovsky, Valerie A. Myers and Miriam Bloom who being by me first duly sworn, solemnly declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal this 10 day of July A.D. 1979.

Notary Public: Delmar E. Grubb, 295 Madison Ave., New York, NY 10017. My commission expires... My office is at... My commission expires...

NOTE: Each stock must have a dollar amount per value... COMPUTER UPDATE COMPLETE AS

380995

ARTICLE IV AMENDMENT
TO
ARTICLES OF INCORPORATION

INTEGRATED RESOURCE REGENERATION CORPORATION

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporate
adopts the following Article IV Amendment to the Articles of Incorporation

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FIRST: The name of the corporation is

INTEGRATED RESOURCE REGENERATION CORPORATION

SECOND: The following amendment of the Articles of Incorporation was adopted by the
shareholders of the corporation on August 21, 1979, in the manner prescribed
by the Colorado Corporation Act

Article IV Amendment

"FIRST: The name of the corporation is
IRRA CORP."

ARTICLES OF AMENDMENT

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THIRD The number of shares of the class entitled to vote thereon as a class was ... and the number of shares voted for such amendment was ...

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

Class	Number of Shares	Number of Shares Voted	
		For	Against

FIFTH The number of shares of each class entitled to vote thereon as a class voted for and the number of shares voted against such amendment was ...

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	Number of Shares Voted	
		For	Against

SEVENTH 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, is as follows (Note 2):

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 (Note 2):
N/A

Dated this 21st day of August, 1979

INTEGRATED RESOURCES EXPLORATION CORPORATION (Note 3)

By *Joseph Kirsland*
President
Kenneth Kirsland (Note 4)
By *Robert M. Roth*
Secretary
Robert M. Roth

STATE OF COLORADO
County of ...

Before me, *Joseph M. Arenadi*, a Notary Public in and for the said County and State, personally appeared *Joseph Kirsland*, who acknowledged before me

that he is the President of INTEGRATED RESOURCES EXPLORATION CORPORATION

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.

In witness whereof I have hereunto set my hand and seal this 21st day of August, A. D. 1979

My commission expires ...

RECORDED

AUG 23 1979