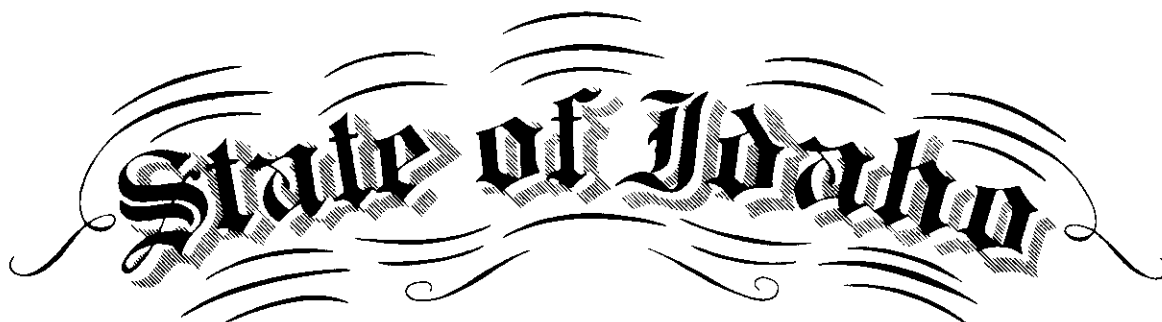




CERTIFICATE OF WITHDRAWAL
OF

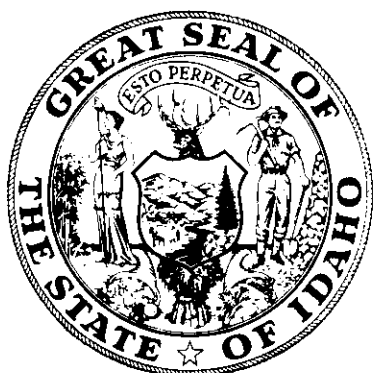
WOODS PETROLEUM CORPORATION

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

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

Dated July 30, 19 90.




SECRETARY OF STATE


Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, **Idaho Code**, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is WOODS PETROLEUM CORPORATION
The name which it used in Idaho is WOODS PETROLEUM CORPORATION
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is One Lakeview Energy Center, Suite 700; 3817 N.W. Expressway; Oklahoma City, Oklahoma 73112 - Attn: Betty Sloan
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By

John M. Hugo
John M. Hugo

Its Vice President

And

Elora M. Piatt
Elora M. Piatt

Its _____ Secretary

STATE OF Oklahoma)

COUNTY OF OKLAHOMA)

ss:

I, Brenda Farris, a notary public, do hereby certify that on this
25th day of July, 19 90, personally appeared
before me John M. Hugo, who being by me first duly sworn,
declared that he is the Vice President of Woods Petroleum Corporation

that he signed the foregoing document as the Vice President of the corporation and
that the statements therein contained are true.
My commission expires:

May 29, 1994.

Brenda Farris
Notary Public