

Department of State.

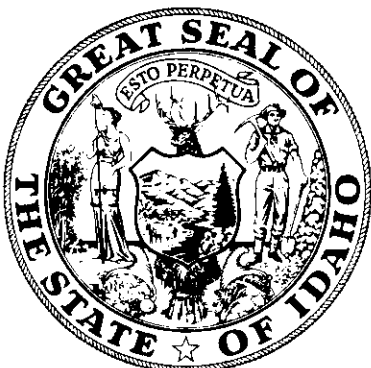
**CERTIFICATE OF AUTHORITY
OF**

THE CARTER OIL COMPANY

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

Dated **February 27**, 19 **80**.



Pete T. Cenarrusa

SECRETARY OF STATE

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:

FEB 27 3 18 PM '80

SECRETARY OF STATE

1. The name of the corporation is The Carter Oil Company
2. *The name which it shall use in Idaho is The Carter Oil Company
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is December 12, 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 100 West Tenth Street, Wilmington, Delaware 19801
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:
To develop and operate coal and mineral mining properties and to sell
coal and minerals.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>D.F. Dickey</u>	<u>President & Director</u>	<u>P.O. Box 2180 Houston TX 77001</u>
<u>R.P. Larkins</u>	<u>VicePresident & Director</u>	<u>P.O. Box 2180 Houston TX 77001</u>
<u>R.A. Blome</u>	<u>Secretary</u>	<u>P.O. Box 2180 Houston TX 77001</u>
<u>L.W. Groce</u>	<u>Treasurer</u>	<u>P.O. Box 2180 Houston TX 77001</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>100</u>	<u>----</u>	<u>Without par value.</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
100	-	Without 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 January 18, 19 80

The Carter Oil Company

By

R. P. Larkins

RLS

Its Vice President

and

R. A. Blome

RLS

Its _____ Secretary

STATE OF Texas)

) ss:

COUNTY OF Harris)

I, SUSAN S. CHAPMAN, a notary public, do hereby certify that on this 18th day of January, 19 80, personally appeared before me R. P. Larkins, who being by me first duly sworn, declared that he is the Vice President of The Carter Oil Company.

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

SUSAN S. CHAPMAN

Notary Public in and for Harris County, Texas

My Commission Expires June 16, 1980

Susan S. Chapman
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.

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
Retrac Lio, Inc.

Retrac Lio, Inc., a Delaware corporation, acting by and through its duly authorized officers, hereby certifies that Article 1 of its Certificate of Incorporation has been amended to read as follows, effective as of January 1, 1980:

"1. The name of the corporation is The Carter Oil Company."

Retrac Lio, Inc. further certifies that said amendment was duly adopted by actions taken by its Board of Directors on December 21, 1979, and by its sole stockholder on December 21, 1979, all in accordance with Title 8 of the Delaware Code §§ 141, 228 and 242 (1974 ed.), as amended.

EXECUTED BY Retrac Lio, Inc. on this the 21st day of December, 1979.

Retrac Lio, Inc.

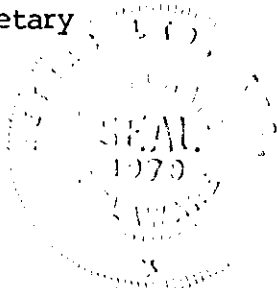
By

R. J. Hopkins

ATTEST:

Robert Blome

Secretary



STATE OF TEXAS

COUNTY OF HARRIS

On this 21st day of December, 1979, personally appeared before me, the undersigned authority, R. P. Larkins, known to me to be the same person who executed the within instrument for and in behalf of Retrac Lio, Inc., a Delaware corporation, as Vice President thereof, who acknowledged to me that such execution is the act and deed of Retrac Lio, Inc., and that the facts stated therein are true.

Given under my hand and seal of office this 21st day of December, 1979.

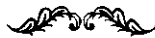
Kay L. Lamo
Notary Public in and for
Harris County, Texas

My commission expires:

February 16, 1980



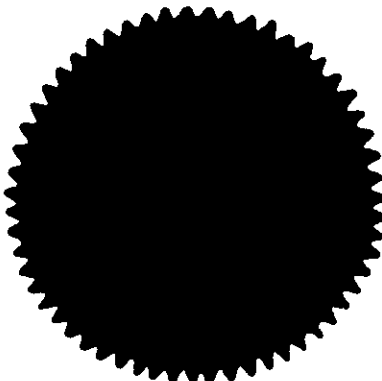
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 Amendment of the "Retrac Lio, Inc.", as received and filed in this
 office the twenty-seventh day of December, A.D. 1979, at 11 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-seventh *day*
of December *in the year of our Lord*
one thousand nine hundred and seventy-nine.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

CERTIFICATE OF INCORPORATION

OF

Retrac Lio, Inc.

FEB 27 3 18 PM '80
SECRETARY OF STATE

1. The name of the corporation is Retrac Lio, Inc.
2. The corporation is to have perpetual existence.
3. The name and address of its registered agent in Delaware is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware. The address of its registered office in Delaware is 100 West Tenth Street, Wilmington, New Castle County, Delaware.
4. The purposes, objects and powers for which the corporation is organized are to engage in any or all activities within the purposes, objects and powers for which corporations now or at any time hereafter may be organized under the General Corporation Law of Delaware and all amendments and supplements thereto, or any revisions thereof or any statute enacted to take the place thereof, including, but not limited to, the following:
 - a. To explore for, prospect for, produce, develop, mine, acquire, store, refine, treat, convert, distill, manufacture, beneficiate, process, handle, market, buy and sell, dispose of and otherwise deal in natural resources and their products, by-products, and derivatives, including, but not limited to, hydrocarbon and mineral substances,

asphaltum, bitumen, bituminous rock, petroleum, oil, gas (either natural or artificial), coal, oil shale, tar sands, sulphur, carbon, carbon black, pyrites, potash, salts, barites, borates, nitrates, phosphates, clays, gravel, gypsum, limestone, sand, talc, iron, copper, lead, zinc, aluminum, magnesium, titanium, chromium, cobalt, manganese, molybdenum, nickel, uranium, thorium, and other radioactive materials, rare earths, tin, tungsten, vanadium, antimony, mercury, gold, platinum, silver or all other fluids, metals and minerals, whether similar or dissimilar to those enumerated, and timber, and to transport said natural resources and the products and by-products thereof, both for itself and for others;

- b. To mine, refine, treat, convert, distill, manufacture, beneficiate, process, handle and otherwise deal in natural resources and their products, by-products, and derivatives, including, but not limited to, hydrocarbon and mineral substances, asphaltum, bitumen, bituminous rock, petroleum, oil, gas (either natural or artificial), coal, oil shale, tar sands and all other fluids, metals and minerals, whether similar or dissimilar to those enumerated, by mechanical, electrical, chemical, combustion or any other method or methods (whether now or hereafter known), including mining, conversion, processing or treatment in situ or in plants or other facilities, in order to extract liquids or gases or to convert such natural resources and their products, by-products and derivatives to other forms of energy, including synthetic fuels, or to other products in gaseous, liquid or solid states;

- c. To engage in or to carry on for others engineering, chemical, physical, or any other scientific research or development work; to investigate, test, develop, produce, demonstrate and license new chemical processes; to use and operate such processes and to sell or otherwise exploit or dispose of the same; to sell, use or otherwise dispose of any products made by any such new chemical processes; to manufacture, produce, sell and otherwise deal in chemicals, organic and inorganic, of all kinds, gases, solids, liquids, and any and all combinations thereof; and
- d. To produce, acquire, manufacture, process, transport, own, hold, encumber, sell or otherwise dispose of, and otherwise deal in, equipment, commodities, materials, goods, wares and merchandise and personal property of every kind and description.

The foregoing clauses shall be construed as purposes, objects and powers, and the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the general purposes, objects and powers of the corporation permissible under the General Corporation Law of Delaware. It is the intention that the purposes, objects and powers specified in each of the subparagraphs of this Paragraph 4 of the Certificate of Incorporation, except as otherwise expressly provided, shall not be limited or restricted by reference to or inference under the terms of any other clause or provision of this Paragraph or of any other Paragraph of this Certificate of Incorporation, but that each of the purposes, objects and powers specified in this Paragraph and each of the other Paragraphs of this Certificate of Incorporation shall be

regarded as independent purposes, objects and powers. Nothing herein contained shall be deemed to authorize the corporation to carry on any business or exercise any power or do any act which a corporation organized under the General Corporation Law of Delaware may not at the time lawfully carry on, exercise, or do, nor authorize the corporation to carry on any business in any jurisdiction where such business is prohibited by said jurisdiction.

5. The aggregate number of shares of stock which the corporation shall have authority to issue is one hundred, each of which shares will be of the same class as all other such shares. All such shares of stock shall be without par value.

6. The minimum amount of capital with which the corporation shall commence business is One Thousand Dollars (\$1,000).

7. The private property of the stockholders shall not be subject to the payment of the debts of the corporation to any extent whatsoever.

8. The Board of Directors shall have all powers and authorities conferred or authorized by the statutory law of Delaware and as applied or construed by the courts. In furtherance and not in limitation of such powers and authorities, the Board of Directors is authorized to adopt, amend or repeal the bylaws of the corporation.

9. Meetings of the stockholders may be held within or outside the State of Delaware, as the bylaws of the corporation may provide. Subject to

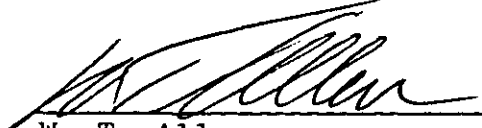
any relevant provision in the statutes of Delaware, the books and records of the corporation may be located and maintained outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the corporation. Election of directors need not be by written ballot unless the bylaws of the corporation provide for such election.

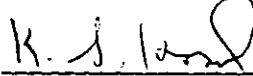
10. The corporation reserves the right to amend, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the statutory law of Delaware, and all rights conferred upon or provided to stockholders herein are conferred or provided subject to this reservation.

11. The names and mailing addresses of the incorporators are as follows:

<u>Names</u>	<u>Addresses</u>
W. T. Allen	811 Dallas Avenue, Houston, Texas 77002
K. S. Hood	811 Dallas Avenue, Houston, Texas 77002
P. D. Tucker	811 Dallas Avenue, Houston, Texas 77002

WE, THE UNDERSIGNED INCORPORATORS, above named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, hereby make this Certificate of Incorporation, and hereby declare and certify that this is our act and deed, and that the facts stated therein are true. Accordingly, we have executed this Certificate of Incorporation on this 11th day of December, 1979.


W. T. Allen


K. S. Hood

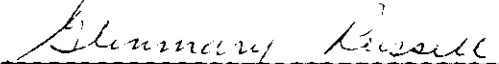

P. D. Tucker

STATE OF TEXAS §
 § s.s.
COUNTY OF HARRIS §

BE IT REMEMBERED that on this 11th day of December, 1979, personally came before me, the undersigned authority, W. T. Allen, K. S. Hood and P. D. Tucker, all of the parties to the foregoing Certificate of Incorporation, as Incorporators, known to me personally to be such, and severally acknowledged the said Certificate to be their respective act and deed, and that the matters set forth therein are true.

GIVEN under my hand and seal of office on the date set forth above.

My Commission Expires:
February 28, 1981


Notary Public in and for
Harris County, Texas
Glenmary Russell

NOTARIAL SEAL



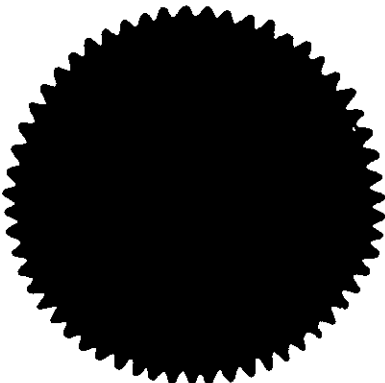
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 "Retrac Lio, Inc.", as received and filed in
this office the twelfth day of December, A.D. 1979, at 11 o'clock A.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State