

State of Idaho

Department of State

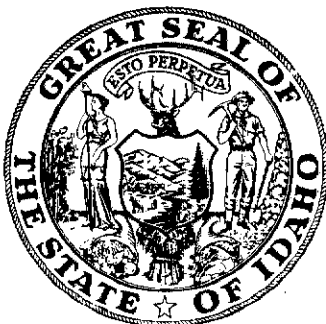
CERTIFICATE OF AUTHORITY OF

KINLEY CORPORATION
File number C 122358

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed 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 transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: January 9, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Delmar*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

JAN 9 4 18 PM '98

1. The name of the corporation is KINLEY CORPORATION

SECRETARY OF STATE
STATE OF IDAHO

2. The name which it shall use in Idaho is _____

3. It is incorporated under the laws of New York

4. Its date of incorporation is May 1, 1964

5. The address of its principal office is P.O. Box 1190, Olean, New York 14760

6. The address to which correspondence should be addressed, if different from item 5, is _____

C T CORPORATION SYSTEM

7. The street address of its registered office in Idaho is 300 North 6th Street, Boise,

ID 83702

, and its registered agent in Idaho at that address is C T CORPORATION SYSTEM

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

Name	Office	Address
Directors: James H. Kinley	Director	201 N. Union St., Olean, NY 14760
James L. Kinley	Director	4025 Woodland Pk Blvd, Arlington, TX 76013
Sarah C. Kinley	Director	201 N. Union St., Olean, NY 14760
Jenifer M. Kinley	Director	201 N. Union St., Olean, NY 14760
Officers: James H. Kinley	Chairman	Same as above
James L. Kinley	President/CEO	Same as above
Kerry Hargrove	Vice President	201 N. Union St., Olean, NY 14760
Steven B. Teuscher	CFO	201 N. Union St., Olean, NY 14760
Bernilee D. Moore	Secretary	201 N. Union St., Olean, NY 14760
Tom Hansen	Ass't Secretary	201 N. Union St., Olean, NY 14760
Sarah C. Kinley	Ass't Secretary	Same as above
Jason Woodarek	Ass't Secretary	201 N. Union St., Olean, NY 14760
William I. Schapiro, Esq.	Ass't Secretary	800 Fleet Bank Bldg, Buffalo, NY 14202

Dated: January 5, 1998

KINLEY CORPORATION

(Corporation name)

By William I. Schapiro

Its Assistant Secretary

(specify capacity of signer)

Customer Acct #:

(if using prepaid account)

Secretary of State use only
IDAHO SECRETARY OF STATE

01/12/1998 09:00
CK: 23615 CT: 74104 BH: 71585

1 @ 100.00 = 100.00 AUTH PRO

C122358

State of New York
Department of State | ss:

I hereby certify, that the certificate of incorporation of KINLEY CORPORATION was filed on 05/01/1964, under the name of KINLEY OIL & GAS CORP., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Merger was filed on 12/24/1987.

A Biennial Statement was filed 02/05/1993.

A Certificate of Amendment was filed on 08/06/1993.

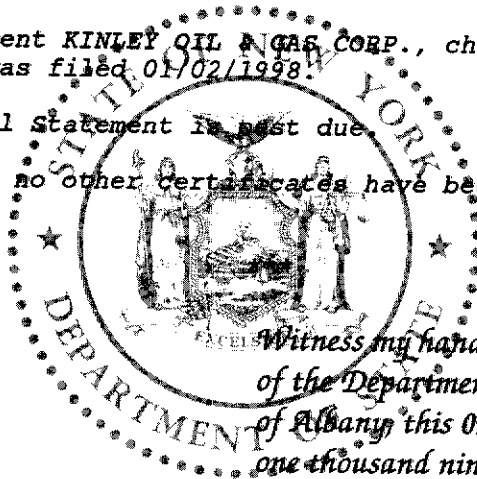
A Biennial Statement was filed 08/30/1993.

A Certificate of Merger was filed on 12/26/1997.

A Certificate of Amendment KINLEY OIL & GAS CORP., changing name to KINLEY CORPORATION, was filed 01/02/1998.

The Corporation Biennial Statement is next due.

I further certify, that no other certificates have been filed by such corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany this 02nd day of January
one thousand nine hundred and
ninety-eight.

Special Deputy Secretary of State