



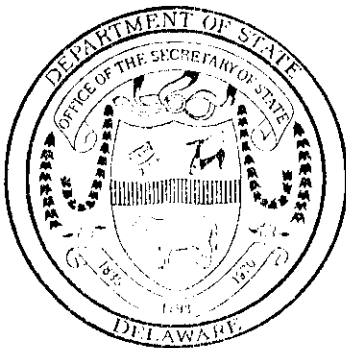
FILED 4 1982  
DEPARTMENT OF STATE

# 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 attached is a true and correct copy of  
Certificate of \_\_\_\_\_ Ownership \_\_\_\_\_  
filed in this office on \_\_\_\_\_ December 30, 1981 \_\_\_\_\_.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: \_\_\_\_\_

*D. Hunsy*  
January 18, 1982

DATE: \_\_\_\_\_

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
PACIFIC WEST EXPLORATION COMPANY  
INTO  
NORPAC EXPLORATION SERVICES, INC.

Pursuant to the provisions of section 253 of the Delaware General Corporation Law and section 78.486 of the Nevada General Corporation Law, the undersigned corporation, NORPAC Exploration Services, Inc., a Delaware corporation ("NORPAC"), certifies as follows:

FIRST: NORPAC is the owner of 100% of the issued and outstanding stock of Pacific West Exploration Company, Inc., a Nevada corporation.

SECOND: By a Consent of Directors executed pursuant to section 141(f) of the Delaware General Corporation Law, the Board of Directors of NORPAC has adopted the following resolution:

WHEREAS, NORPAC owns 1,515 shares of stock of Pacific West Exploration Company ("PWEC"), a Nevada corporation, which is all of the issued and outstanding stock of PWEC; therefore, it is

RESOLVED that it is advisable and in the best interest of NORPAC and its shareholders that PWEC merge with and into NORPAC on substantially the terms and conditions contained in the Plan and Agreement of Merger dated as of December 29, 1981 between NORPAC and PWEC (the "PWEC Agreement") appended hereto as Attachment B; and

FURTHER RESOLVED that the PWEC Agreement is hereby ratified, adopted and approved, and the merger of PWEC with and into NORPAC and the distribution of the assets of PWEC to NORPAC as provided in the PWEC Agreement are hereby authorized and approved; and

FURTHER RESOLVED that the officers of NORPAC are, and each of them hereby is, empowered, authorized and directed to take all actions and execute and deliver all amendments to the PWEC Agreement and all other agreements, certificates, documents and other instruments that any of them deems necessary or convenient to consummate the merger and the other transactions contemplated by the PWEC Agreement and to perform the obligations of NORPAC under the PWEC Agreement, and that the authority of any officer executing any of the above shall be conclusively evidenced by his execution thereof; and

FURTHER RESOLVED that this merger is a merger of a surviving corporation and a subsidiary corporation under section 253 of the Delaware General Corporation Law and under section 78.486 of the Nevada General Corporation Law, and that NORPAC assumes all liabilities of PWEC as provided by said sections; and

FURTHER RESOLVED that the merger is a complete liquidation of a subsidiary corporation under section 332 of the IRC.

THIRD: This certificate is dated December 29, 1981.

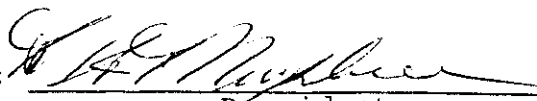
FOURTH: NORPAC, as the surviving corporation of the Merger, hereby (a) agrees that it may be served with process in the state of Nevada in any proceeding for the enforcement of any obligation of Pacific West Exploration Company prior to the Merger, (b) irrevocably appoints the Secretary of State of the state of Nevada as its agent to accept service of process in any such enforcement action, and (c) states that the post office address to which a copy of any such process may be mailed is 9025 East Kenyon Avenue, Denver, Colorado 80237.

ATTEST:

NORPAC EXPLORATION SERVICES, INC.

  
Assistant Secretary

By:

  
President

STATE OF COLORADO

)  
) ss.

)

Before me, Uerna M. Bryant, a notary public

H.F. Murphree, who acknowledged before me that

Witness my hand and official seal.

Verma M. Bryant  
Notary Public

Notary Public

Address: 13850 Albrook Dr.  
Denver, Co 80239

My commission expires: 9-24-85

ATTACHMENT B

(Attached to and made a part of  
a Consent of Directors of NORPAC)

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER, dated as of December 29, 1981, is between NORPAC Exploration Services, Inc. ("NORPAC"), a Delaware corporation with offices at 9025 East Kenyon Avenue, Denver, Colorado 80237 and Pacific West Exploration Company ("PWEC"), a Nevada corporation with offices at 9025 East Kenyon Avenue, Denver, Colorado 80237.

RECITALS

1. PWEC currently has issued and outstanding 1,515 shares of no par value common stock, all of which shares are owned by NORPAC.

2. NORPAC desires to merge and liquidate PWEC with and into NORPAC on the terms and subject to the conditions set forth below and in accordance with the Delaware General Corporation Law, the Nevada General Corporation Law and section 332 of the Internal Revenue Code of 1954, as amended.

PLAN AND AGREEMENT

1. Merger and Liquidation. On the Effective Date, as defined in paragraph 3, PWEC shall be merged with and into NORPAC, NORPAC shall assume all of the obligations of PWEC and the separate existence and corporate organization of PWEC shall cease. On or after the Effective Date and before November 30, 1984, all of the assets of PWEC shall be distributed to NORPAC.

2. Conversion of Shares. The manner and basis of converting the shares of stock in PWEC into shares of stock of NORPAC shall be as follows:

(a) As NORPAC owns 100% of the outstanding stock of PWEC, there shall be no conversion of shares of PWEC into shares of stock of NORPAC.

(b) The issued and outstanding stock of NORPAC shall not be changed or converted as a result of the merger and no exchange of the certificates evidencing such shares shall be required.

(c) After the Effective Date, the stock certificate or certificates representing the outstanding stock of PWEC shall be cancelled.

3. Effective Date. The Effective Date of the merger shall be the date on which the Certificate of Merger has been filed with the Nevada Secretary of State as provided in the Nevada General Corporation Law and the Certificate of Merger has been filed with the Delaware Secretary of State as provided in the Delaware General Corporation Law.

4. Entire Agreement. This agreement contains the entire agreement between the parties hereto with respect to the transactions contemplated by this agreement.

5. Counterparts. This agreement may be executed in one or more counterparts and each counterpart shall be deemed to constitute an original. The agreement shall become effective when one or more counterparts have been signed by each of the parties hereto and delivered to the other party.