

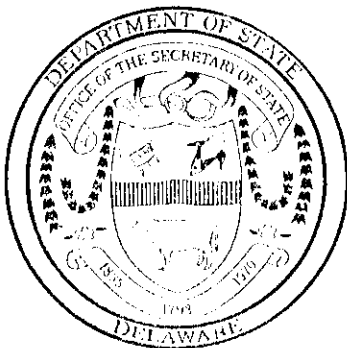


# State of DELAWARE



## 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 \_\_\_\_\_.



Handwritten signature of Glenn C. Kenton.  
\_\_\_\_\_  
Glenn C. Kenton, Secretary of State

BY: Handwritten signature of J. H. Hunsley.  
\_\_\_\_\_

DATE: \_\_\_\_\_ January 18, 1982 \_\_\_\_\_

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
MILE-HI EXPLORATION COMPANY, INC.  
INTO  
NORPAC EXPLORATION SERVICES, INC.

Pursuant to the provisions of section 253 of the Delaware 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 Mile-Hi Exploration Company, Inc., a Colorado 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 49,000 shares of stock of Mile-Hi Exploration Company, Inc. ("Mile-Hi"), a Colorado corporation, which is all of the issued and outstanding stock of Mile-Hi; therefore, it is

RESOLVED that it is advisable and in the best interest of NORPAC and its shareholders that Mile-Hi 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 Mile-Hi (the "Mile-Hi Agreement") appended hereto as Attachment A; and

FURTHER RESOLVED that the Mile-Hi Agreement is hereby ratified, adopted and approved, and the merger of Mile-Hi with and into NORPAC, and the distribution of the assets of Mile-Hi to NORPAC as provided in the Mile-Hi 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 Mile-Hi 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 Mile-Hi Agreement and to perform the obligations of NORPAC under the Mile-Hi 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 Colorado Revised Statutes § 7-7-106, and that NORPAC assumes all liabilities of Mile-Hi as provided by said sections; and

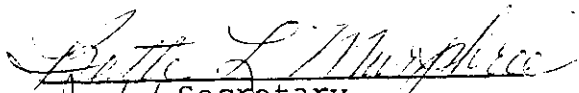
FURTHER RESOLVED that the merger is a complete liquidation of a subsidiary corporation under section 332 of the IRC.

THIRD: This certificate is dated December 29, 1981.

NORPAC EXPLORATION SERVICES, INC.

By:   
President

ATTEST:

  
Assistant Secretary

)

) SS.

City and County of Denver )

Before me, Verna M. Bryant, a notary public

, a notary public

in and for said County and State, personally appeared

H. F. Murphree, who acknowledged before me that

, who acknowledged before me that

he is the President of NORPAC Exploration Services, Inc., a

**a**

Delaware corporation, and that he signed the foregoing Certificate

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of Merger as his free and voluntary act and deed for the uses

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and purposes therein set forth, and that the facts contained

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therein are true.

Witness my hand and official seal.

Verna M. Bryant

Notary Public

Address: 13850 Albrook Dr.

DENVER, CO. 80239

My commission expires: 9-24-85

9-24-85

ATTACHMENT A

(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 27, 1981, is between NORPAC Exploration Services, Inc. ("NORPAC"), a Delaware corporation with offices at 9025 East Kenyon Avenue, Denver, Colorado 80237 and Mile-Hi Exploration Company, Inc. ("Mile-Hi"), a Colorado corporation with offices at 9025 East Kenyon Avenue, Denver, Colorado 80237.

RECITALS

1. Mile-Hi currently has issued and outstanding 49,000 shares of no par value common stock, all of which shares are owned by NORPAC.

2. NORPAC desires to merge and liquidate Mile-Hi 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 Colorado Corporation Code 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, Mile-Hi shall be merged with and into NORPAC, NORPAC shall assume all of the obligations of Mile-Hi and the separate existence and corporate organization of Mile-Hi shall cease. On or after the Effective Date and before November 30, 1984, all of the assets of Mile-Hi shall be distributed to NORPAC.

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

(a) As NORPAC owns 100% of the outstanding stock of Mile-Hi, there shall be no conversion of shares of stock of Mile-Hi 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 representing the outstanding stock of Mile-Hi shall be cancelled.

3. Effective Date. The Effective Date of the merger shall be the later of (i) the date on which the Articles of Merger have been accepted for filing by the Colorado Secretary of State as provided in the Colorado Corporation Code and the Certificate of Merger has been accepted for filing by the Delaware Secretary of State as provided in the Delaware General Corporation Law or (ii) December 31, 1981.

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.