

State of Idaho

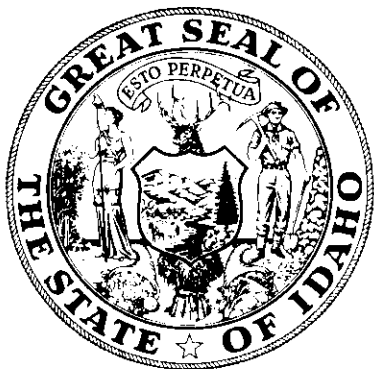
Department of State.

CERTIFICATE OF AUTHORITY OF WELL DYNAMICS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WELL DYNAMICS, INC.
_____ 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 WELL DYNAMICS, INC.
_____ to transact business in this State under the name WELL DYNAMICS, INC.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **January 4, 1983.**



Pete T. Cenarrusa
SECRETARY OF STATE

Muriel E. Artich
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
JAN 9 9:32 AM
SECRETARY OF STATE

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:

1. The name of the corporation is WELL DYNAMICS, INC.
2. *The name which it shall use in Idaho is WELL DYNAMICS, INC.
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is September 29, 1980 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 The Corporation Company of Nevada, One East First St., Reno, NV 89501
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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To stimulate the production of oil and gas wells by use of the stressfrac procedure using a patented device.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Henry Mohaupt</u>	<u>President, Director</u>	<u>1151 Estrella Dr.</u> <u>Santa Barbara, CA 93110</u>
<u>Dr. Franklin C. Ford</u>	<u>Vice Pres., Secy.,</u> <u>Treas., Director</u>	<u>31 Golf Road</u> <u>Pleasanton, CA 93466</u>
<u>John R. Behr</u>	<u>Vice Pres., Asst. Secy.,</u> <u>Treas., Director</u>	<u>763 Ashley Road</u> <u>Santa Barbara, CA 93108</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>100,000</u>	<u>Common</u>	<u>\$1.00</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
450	Common	\$1.00

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.

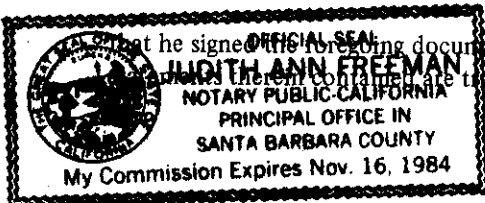
Dated December 29, 19 82.

WELL DYNAMICS, INC.

By Henry Mohaupt
Henry Mohaupt
Its President
and John R. Behr
John R. Behr
Its Assistant Secretary

STATE OF California)
COUNTY OF Santa Barbara) ss:

I, Judith Ann Freeman, a notary public, do hereby certify that on
this 29th day of December, 19 82, personally appeared before
me HENRY MOHAUPT, who being by me first duly sworn, declared that he
is the President of WELL DYNAMICS, INC.



that he signed this foregoing document as President of the corporation and that the

Judith Ann Freeman
Judith Ann Freeman, 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.

FILED
IN THE OFFICE OF THE
CLERK OF THE STATE OF NEVADA

SEP 28 1980

THE GOVERNMENT - DEPARTMENT OF STATE

W. S. Sullivan
No. 5553-50

RECEIVED
Filing Fee \$115.00
By: *Wendell W. Wagoner, Attorney at Law*
One East First Street, Reno, Nevada 89501
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

WELL TECHNOLOGY INC.

* * * * *

FIRST. The name of the corporation is

WELL TECHNOLOGY INC.

SECOND. Its principal office in the State of Nevada is located at One East First Street, Reno, Washoe County, Nevada 89501. The name and address of its resident agent is The Corporation Trust Company of Nevada, One East First Street, Reno, Nevada 89501.

THIRD. The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

Any lawful purpose.

To engage in any lawful activity and to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises and to take the same by devise or bequest.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or other evidence of the indebtedness created by any other corporation or other persons of this state, or any other state or government, and, while owner of such stock, bonds, securities or other evidence of indebtedness, to exercise all the rights, powers

and privileges of ownership, including the right to vote, if any.

To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects.

To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign country.

To do all and everything necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The amount of the total authorized capital stock of the corporation is ONE HUNDRED THOUSAND (\$100,000) DOLLARS consisting of one hundred thousand (100,000) shares of stock of the par value of ONE (\$1.00) DOLLAR each.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the by-laws of this corporation, provided that the number of directors shall not be reduced to less than three (3), except that in cases where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names and post-office addresses of the first board of directors, which shall be three (3) in number, are as follows:

<u>NAME</u>	<u>POST-OFFICE ADDRESS</u>
FRANKLIN FORD	1220 1/2 State Street Santa Barbara, Calif. 93120
HENRY MUHAUPT	1220 1/2 State Street Santa Barbara, Calif. 9312
JOHN BEHR	1220 1/2 State Street Santa Barbara, Calif. 93120

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post-office address of each of the incorporators signing the articles of incorporation are as follows:

NAME
V. Miller
R. Harold
E. Andrews

POST-OFFICE ADDRESS
P.O. Box 2311, Reno, Nev. 89501
P.O. Box 2311, Reno, Nev. 89501
P.O. Box 2311, Reno, Nev. 89501

EIGHTH. The corporation is to have perpetual existence.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

Subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole board, to designate one (1) or more committees, each committee to consist of one (1) or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in

the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

TENTH. Meetings of stockholders may be held outside the State of Nevada, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

ELEVENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed by statute, or by the articles of incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinafore named for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this

29 day of September, 1980

V. Miller
V. Miller

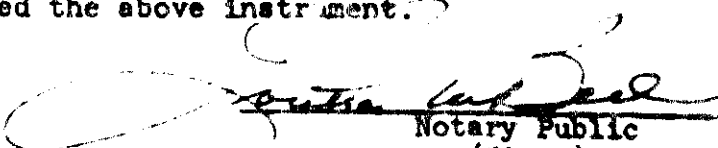
R. Harold
R. Harold

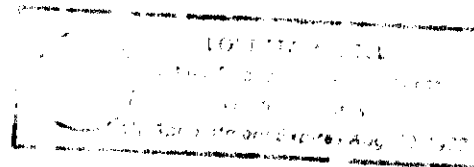
K. Andrews
K. Andrews

STATE OF NEVADA
COUNTY OF WASHOE

} SS:

On this 29th day of September, 19 89
before me, a Notary Public, personally appeared
V. Miller, R. Harold, and
K. Andrews, who severally acknowledged
that they executed the above instrument.


Notary Public
(Stamp)



FILED
CLERK OF THE
STATE OF NEVADA

MAY - 7 1981

WILL BRACKENBERRY - SECRETARY OF STATE

[Signature]
No. 5551-80

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

WELL TECHNOLOGY, INC., a corporation organized under the laws of the State of Nevada, by its president and assistant secretary does hereby certify:

1. That the board of directors of said corporation at a meeting duly convened and held on the 4th day of April, 1981, passed a resolution declaring that the following change and amendment in the articles of incorporation is advisable.

RESOLVED that article FIRST of said articles of incorporation be amended to read as follows: "FIRST. The name of the corporation is WELL DYNAMICS, INC."

2. That the number of shares of the corporation outstanding and entitled to vote on an amendment to the articles of incorporation is 100,000; that the said change and amendment has been consented to and authorized by the written consent of stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, the said WELL TECHNOLOGY, INC. has caused this certificate to be signed by its president and its assistant secretary and its corporate seal to be hereto affixed this 30th day of April, 1981.

WELL TECHNOLOGY, INC.

By *[Signature]*
Henry B. Haupt, President

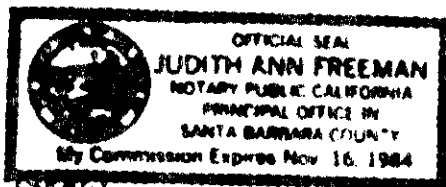
By *[Signature]*
John R. Behr, Assistant Secretary

STATE OF CALIFORNIA

Santa Barbara
COUNTY OF ~~SAN ANTONIO~~

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) 281
)

On April *28*, 1981 personally appeared before me,
a Notary Public, and John R. Behr, who
acknowledged that he executed the above instrument.



(35207)

[Signature]
Notary Public

THE STATE OF TEXAS :
:
COUNTY OF NUECES :

BEFORE ME, THE UNDERSIGNED AUTHORITY, ON THIS DAY PERSONALLY APPEARED
HENRY MCHAUDT, KNOWN TO ME TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE
FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME FOR
THE PURPOSES AND CONSIDERATION THEREIN EXPRESSED.

GIVEN UNDER MY HAND AND SEAL OF OFFICE ON THIS THE *23rd* DAY OF
APRIL, 1981.

Joyce T. Myers
NOTARY PUBLIC IN AND FOR THE STATE OF
Joyce Myers TEXAS

MY COMMISSION EXPIRES: *1-19-85*