



**CERTIFICATE OF INCORPORATION
OF**

AFC OPERATIONS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated:

May 30, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by:

[Signature]

ARTICLES OF INCORPORATION ^{Mar 20 3 09 PM '89}
OF SECRETARY OF STATE
AFC OPERATIONS, INC.

ARTICLE I.

The name of this corporation shall be AFC OPERATIONS, INC.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purposes of the Corporation are as follows:

- A. To engage in and carry out the general business of drilling operations, to include but not be limited to, the following:
 - 1. Joint venture drilling operations, develop and manufacture drilling equipment.
 - 2. Drilling equipment rental and sales.
- B. To purchase, buy, sell, hold, maintain, mortgage, encumber, lease or rent any and all real or personal property of any kind of description, in order to implement, facilitate and encourage the aforementioned purpose.

- c. To engage in and perform any act which a natural person might or could do in accomplishing the aforementioned purposes and to exercise all the powers and privileges of a business corporation authorized under the laws and statutes of the State of Idaho.
- d. To transact any and all lawfull business for which corporations may be incorporated under the general business corporation act and other applicable laws of the State of Idaho.

ARTICLE IV.

The amount of the total authorized capital stock of this corporation is 1,000 shares of no Par Value.

ARTICLE V.

The name of the Registered Agent is Gerald Adcock. The Registered Office in the State of Idaho is to be 2033 3rd Avenue North, Suite #5, in the City of Lewiston, County of Nez Perce. The Registered Office location may be changed without formal amendment to these Articles, however, the Idaho Secretary of State's Office must be informed in writing of any change within 30 days of the relocation.

ARTICLE VI.

The number of directors constituting the initial board of directors shall be three. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors be elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gerald Adcock	2033 3rd Ave North, Lewiston, ID 83501
Nancy Adcock	P.O. Box 1606 Lewiston, ID 83501
W.R. Adcock	511 Airway Drive Lewiston, ID 83501

ARTICLE VII.

The names and addresses of each incorporator are set forth below:

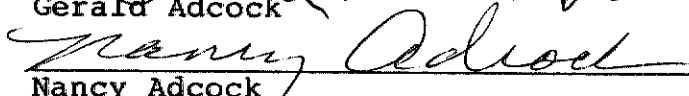
<u>NAME</u>	<u>ADDRESS</u>
Gerald Adcock	2033 3rd Ave North, Lewiston, ID 83501
Nancy Adcock	P.O. Box 1606 Lewiston, ID 83501
W.R. Adcock	511 Airway Dr. Lewiston, ID 83501

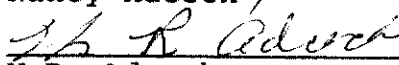
ARTICLE VIII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a Corporation pursuant to Chapter 1 of Title 30 of the Idaho Code, do make these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 29th day of May, 1989.


Gerald Adcock


Nancy Adcock


W.R. Adcock

On this 29th day of May, 1989, before me personally appeared Gerald Adcock, Nancy Adcock, and W.R. Adcock known to me to be the persons whose names are subscribed to the foregoing instrument and in my presence they executed the same.

In witness whereof, I have hereunto set my hand and seal on the date above.



(SEAL)

A notary public residing at


Lewiston, Ida