

CERTIFICATE OF INCORPORATION
OF

BBL DIRECTIONAL DRILLING, INC.

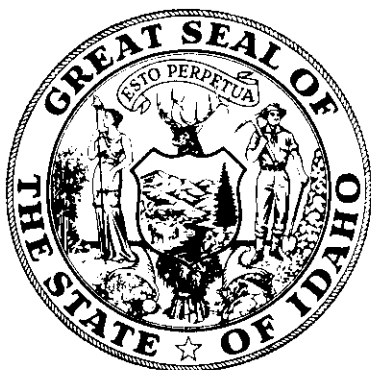
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BBL DIRECTIONAL DRILLING, INC.

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: October 21, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gursaa*

ARTICLES OF INCORPORATION
BBL DIRECTIONAL DRILLING, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the United States of America and over eighteen years of age, having this day voluntarily associated ourselves together for the purpose of forming a corporation, under and pursuant to the laws of the State of Idaho, and to that end we hereby agree as follows:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be BBL Directional Drilling, Inc.

ARTICLE II

PERIOD OF EXISTENCE

The period of its duration is perpetual.

ARTICLE III

CORPORATE PURPOSES

A corporation's purpose is to:

A) Establish, own, maintain and operate a modern up-to-date business enterprise for engaging in all phases of petroleum directional drilling operations and related businesses; establishment of petroleum business related to the acquisition and leasing and/or sale of any and all types of tools and equipment in the providing of specified services to the oil industry.

B) To sue and be sued in the corporate name.

C) In any legal manner to acquire, hold, vote and use, alienate and encumber, to deal in and with, shares, memberships, or other interests in, or obligations of, other business, non-profit or foreign corporations, associations, partnerships, joint ventures, individuals or governmental entities.

D) In any legal manner to acquire, hold, use and

alienate or encumber property of any kind, including its own shares.

E) To make contracts and guarantees, including guarantees of the obligations of other business, non-profit or foreign corporations, associations, partnerships, joint ventures, individuals or governmental entities, to incur liabilities, to borrow money, to issue notes, bonds and other obligations, and to secure any of its obligations by hypothecation of any kind of property.

F) To lend money for its corporate purposes and invest and re-invest in funds to take and hold property and rights of any kind of security for loans or investments.

G) To conduct business and exercise its powers in this state and elsewhere as may be permitted by law.

H) To elect or appoint officers and agents, to define their duties and to fix their compensation; to pay pensions and establish pension plans, pension trusts, profit-sharing plans and other incentive and benefit plans for any and all of its directors, officers and employees; and to establish stock bonus plans, stock option plans and plans for the offered sale of any or all of its unissued shares or of shares purchased or to be purchased, to the employees of the corporation or to employees of subsidiary corporations or to trustees on their behalf, which plans (a) may include the establishment of a special fund or funds for the purpose of such shares in which such employees, during the period of their employment or any other period of time, may be privileged to shares on such terms as are imposed with respect thereto, and (b) may provide for the payment for the price of such shares in installments.

I) To make and alter by-laws, not inconsistent with the laws of this state or with the articles for the administration and regulation of the affairs of the corporation.

J) To make donations for the public welfare, or for charitable, scientific, education or civic purposes.

K) In time of war or other national emergency, to do any lawful business in aid thereof, at the request or direction of any apparently authorized governmental authority.

L) To further engage in any other lawful activity for which corporations may be formed.

ARTICLE IV

PLACE OF BUSINESS

AND REGISTERED AGENT

The said corporation is organized and the place of its general business shall be at Montpelier, County of Bear Lake, State of Idaho. The initial registered office of this corporation is 109 North 8th Street, P. O. Box 266, Montpelier, Idaho 83254, and the name of its initial registered agent at such address is Billy S. Landers.

ARTICLE V

ISSUANCE OF STOCK

This corporation has authority to issue:
FIFTEEN HUNDRED SHARES OF STOCK HAVING NO PAR VALUE
Holders of fractional shares are permitted voting rights to the extent of the fraction of a share owned.

ARTICLE VI

PRE-EMPTIVE RIGHTS

Share holders shall have pre-emptive rights, including issuance of stock for other consideration than cash or which may be issued for any other reason or consideration.

ARTICLE VII

BY-LAWS

The rights, duties and obligations and powers of the various officers and directors of this corporation, together with other rules and regulations for the governing of said corporation, shall be adopted by the stock holders of said corporation in the form of by-laws, such by-laws to be adopted at the first annual meeting of the stock holders. The annual meeting of the corporation shall be provided for in said by-laws.

ARTICLE VIII

INCORPORATORS

The incorporators, first officers and initial Board of Directors of said corporation with their respective place of residence are as follows:

Billy S. Landers
President and Director
109 North 8th Street
Montpelier, ID 83254

Kevin Desoreaux
Vice-President and Director
Garden City, UT 84028

Delores Stephens
Secretary-Treasurer and
Director
109 North 8th Street
Montpelier, ID 83254

The officers of this corporation shall consist of a board of three directors, President, Vice-President and Secretary-Treasurer. Said officers may be, but shall not be required to be, members of the Board of Directors. The corporate powers, business and property of this corporation shall be exercised, conducted and controlled by the Board of Directors.

The first Board of Directors and officers as above named shall hold office until their successors are elected and qualified.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Any director and/or officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to their duties, including all reasonable expenses of defense, except to the extent that they shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

ARTICLE X

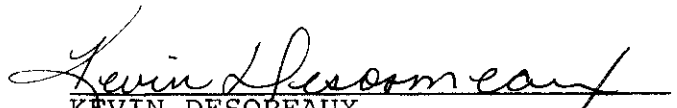
RESERVATION OF RIGHTS

The corporation reserves the right to amend, alter or repeal any provision herein contained in the manner now, or hereinafter prescribed by the statutes of the State of

Idaho, and all rights and powers conferred herein and are granted subject to this reservation.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record these Articles and certify that the facts stated therein are true and have herewith set our hands and seals this 12th day of October, 1981.


BILLY S. LANDERS

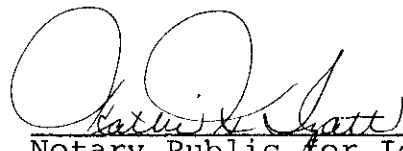

KEVIN DESOREAUX


DELORES STEPHENS

STATE OF IDAHO)
) ss.
County of Bear Lake)

On this 12th day of October, 1981, before me, a Notary Public in and for said State, personally appeared BILLY S. LANDERS and DELORES STEPHENS, known to me to be the persons who subscribed their names to the within instrument and acknowledged to me that they executed the same.

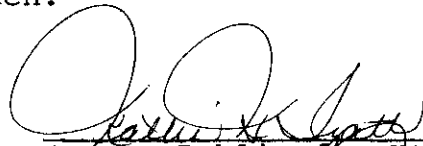
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first hereinabove written.


Notary Public for Idaho
Residing at Fish Haven
Commission Expires: 12/13/81

STATE OF ~~UTAH~~ Idaho)
County of ~~Rich~~ Bear Lake) ss.

On this 12th day of October, 1981, before me,
a Notary Public in and for said State, personally appeared
KEVIN DESOREAUX, known to me to be the person who subscribed
his name to the within instrument and acknowledged to me
that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first hereinabove written.


Notary Public for Utah Idaho
Residing at: Post Haven
Commission Expires: 12/13/81