

Department of State.

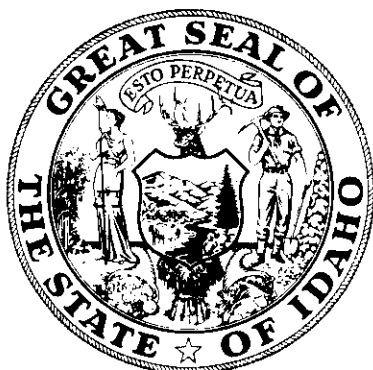
**CERTIFICATE OF AUTHORITY
OF**

INCA OIL & GAS, INC.

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

Dated _____ **April 25** _____, 19 **30** _____.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 INCA OIL & GAS, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Texas
4. The date of its incorporation is 1/19/65 and the period of its duration is 50 Years
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1404 Ft. Worth Nat'l. Bank Bldg., Fort Worth, Texas 76102
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 C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
All lawful purposes, specifically including oil and gas production, exploration and leasing.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
(SEE ATTACHED RIDER)		

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</u>	<u>Common</u>	<u>\$25.00</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
40	Common	\$25.00

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 APRIL 8, 19 80

INCA OIL & GAS, INC.

By

Larry Lydick

Its

President

and

Jeff Stuckert

Its

Secretary

STATE OF TEXAS)

COUNTY OF TARRANT) ss:

I, Karen L. Portie, a notary public, do hereby certify that on this 8th day of April, 19 80, personally appeared before me Larry Lydick, who being by me first duly sworn, declared that he is the President of INCA OIL & GAS, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

(NOTARIAL SEAL)

Karen L. Portie
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.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Larry Lydick	President	1404 Ft. Worth Nat'l. Bank Bldg. Fort Worth, TX. 76102
Stewart Lydick	Vice President	1404 Ft. Worth Nat'l. Bank Bldg. Fort Worth, TX. 76102
Jeff Stuckert	Secretary	1404 Ft. Worth Nat'l. Bank Bldg. Fort Worth, TX. 76102
Jeff Stuckert	Treasurer	1404 Ft. Worth Nat'l. Bank Bldg. Fort Worth, TX. 76102
Larry Lydick	Director	1404 Ft. Worth Nat'l. Bank Bldg. Fort Worth, TX. 76102
Stewart Lydick	Director	1404 Ft. Worth Nat'l. Bank Bldg. Fort Worth, TX. 76102
Jeff Stuckert	Director	1404 Ft. Worth Nat'l. Bank Bldg. Fort Worth, TX. 76102



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SECRETARY OF STATE

The State of Texas

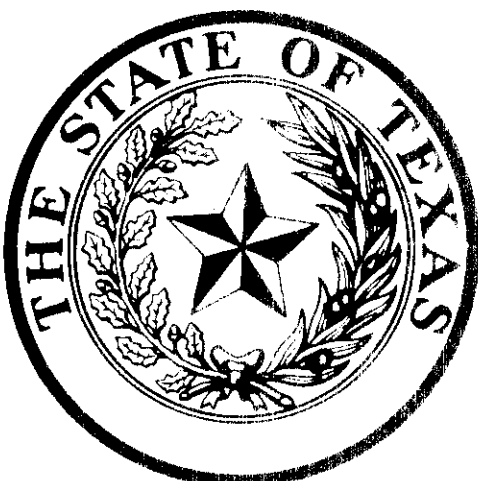
SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

INCA OIL & GAS, INC.

Articles of Incorporation

January 19, 1965

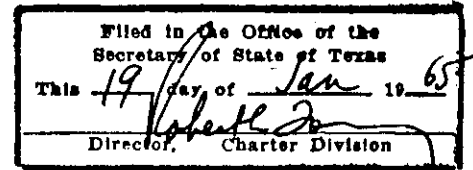


IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

18th day of April, A. D. 19 80.

GW Strake Jr.
Secretary of State

NBP



ARTICLES OF INCORPORATION
OF
INCA OIL & GAS, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is INCA OIL & GAS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are to engage in the business of leasing and/or operating and developing lands believed to contain petroleum, oil and gas; improving, mortgaging, leasing, assigning or otherwise disposing of the same; prospecting for, drilling for, pumping, piping, storing, refining and selling oil and gas (but not including engaging directly in the oil pipe line business); buying or otherwise acquiring and selling or otherwise disposing of any and all real estate and personal property (including oil and gas leases) used in the corporate business; constructing any and all buildings, pipe lines, pumping stations, storage tanks, and any and all other structures, and doing any

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and every act or thing, proper, necessary, and incidental to the general purposes of this corporation as hereinbefore set forth.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares without par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS consisting of money or property actually received.

ARTICLE SIX

The post office address of its initial registered office is The Continental National Bank Building, Seventh and Houston Streets, Fort Worth, Texas, 76102, and the name of its initial registered agent at such address is MR. LARRY S. LYDICK.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

WILLIAM D. JOHNSON
El Chorro Exploration, Inc.
2001 Continental National Bank Building
Fort Worth, Texas 76102

LARRY S. LYDICK
The Continental National Bank Building
Fort Worth, Texas 76102

DICK LOWE
El Chorro Exploration, Inc.
2001 Continental National Bank Building
Fort Worth, Texas 76102

ARTICLE EIGHT

The names and addresses of the incorporators are:

WILLIAM D. JOHNSON
El Chorro Exploration, Inc.
2001 Continental National Bank Building
Fort Worth, Texas 76102

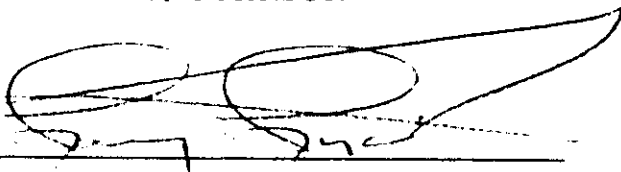
LARRY S. LYDICK
The Continental National Bank Building
Fort Worth, Texas 76102

DICK LOWE
El Chorro Exploration, Inc.
2001 Continental National Bank Building
Fort Worth, Texas 76102

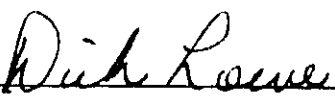
IN WITNESS WHEREOF, we have hereunto set our hands,
this the 30th day of December, 1964.



WILLIAM D. JOHNSON



LARRY S. LYDICK



DICK LOWE

THE STATE OF TEXAS]
]
COUNTY OF TARRANT]

I, Merle Yancey, a Notary Public,
do hereby certify that on this the 30th day of December,
1964, personally appeared before me, William D. Johnson
Larry S. Lydick and Wick Lowe, who each
being by me first duly sworn, severally declared that they
are the persons who signed the foregoing document as incor-
porators, and that the statements therein contained are true.

Merle Yancey
NOTARY PUBLIC, In and For
Tarrant County, Texas

MERLE YANCEY, Notary Public
Tarrant County, Texas