

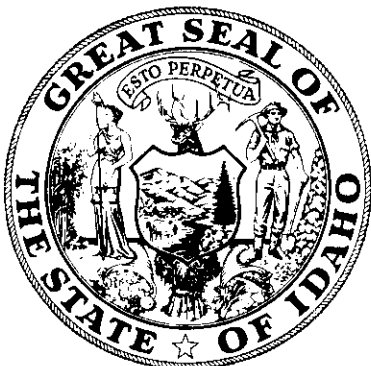
CERTIFICATE OF AUTHORITY  
OF

**ENSTAR CORPORATION**

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

Dated **June 28**, 19 **82**



*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 ENSTAR Corporation
2. \*The name which it shall use in Idaho is ENSTAR Corporation
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is May 14, 1982 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 c/o The Corporation Trust Company of Nevada  
One East First Street, Reno, Nevada 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 C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Oil and gas business and all other lawful purposes which corporations may be permitted to undertake under the laws of Idaho.
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
1,000	Common	\$1.00

(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
1,000	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 June 15, 19 82

ENSTAR Corporation

By

K. S. Hood, Its Vice President

and

P. D. Tucker, Its Assistant Secretary

STATE OF Texas )  
COUNTY OF Harris ) ss:

I, Wayne Patterson, a notary public, do hereby certify that on this 15 day of June, 19 82, personally appeared before me K. S. Hood, who being by me first duly sworn, declared that he is the Vice President of ENSTAR Corporation

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

Wayne Patterson  
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.

ENSTAR Corporation

Nevada

OFFICERS

J. A. Barbera	President	100 West Tenth Street Wilmington, Delaware 19801
K. S. Hood	Vice President Assistant Treasurer	811 Dallas Avenue Houston, Texas 77002
A. D. Atwell	Vice President Secretary Assistant Treasurer	100 West Tenth Street Wilmington, Delaware 19801
A. M. Horne	Vice President Treasurer Assistant Secretary	100 West Tenth Street Wilmington, Delaware 19801
G. J. Coyle	Assistant Secretary Assistant Treasurer	100 West Tenth Street Wilmington, Delaware 19801
P. D. Tucker	Assistant Secretary	811 Dallas Avenue Houston, Texas 77002

DIRECTORS

J. A. Barbera	100 West Tenth Street Wilmington, Delaware 19801
A. D. Atwell	100 West Tenth Street Wilmington, Delaware 19801
A. M. Horne	100 West Tenth Street Wilmington, Delaware 19801

CONSENT TO USE OF NAME

ENSTAR Corporation , a corporation organized under the laws of the State of Delaware, hereby consents to the qualification of ENSTAR Corporation, a corporation organized under the laws of the State of Nevada, in the State of Idaho.

ENSTAR Corporation, the Delaware Corporation, was merged into ENSTAR Corporation, the Nevada Corporation, on May 20, 1982. A copy of the certificate from the Secretary of State of Delaware attesting to the merger and the termination of the existence of the Delaware Corporation is attached hereto.

IN WITNESS WHEREOF, the said ENSTAR Corporation has caused this consent to be executed by its last known president and attested under its corporate seal by its last known secretary, this 20th day of May 1982.

ENSTAR Corporation  
A Delaware Corporation

SEAL

O. Charles Honig  
O. Charles Honig, President

Attest:

Pat T. Dyer  
Pat T. Dyer, Secretary

STATE OF TEXAS )  
COUNTY OF HARRIS ) SS

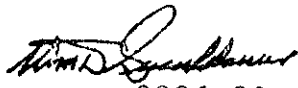
O. Charles Honig and Pat T. Dyer, each being duly sworn, deposes and says that he signed the foregoing consent in the capacity indicated, and that the statements therein contained are true and correct.  
Sworn to and subscribed before me this 20th day of May, A.D. 1982.

Joann V. Sladen  
Joann V. Sladen  
Notary Public in and for the  
State of Texas.  
My commission Expires 2/15/85

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

MAY 14 1982

WM SWACKHAMER SECRETARY OF STATE

  
NO. 2826-82

ARTICLES OF INCORPORATION  
OF  
ENSTAR Corporation

FILING FEE: \$50.00  
BY: WOODBURN, WEDGE,  
BLAKEY & JEPPSON  
SUITE #1600  
ONE EAST FIRST STREET  
RENO, NEVADA  
89501

SECRETARY OF STATE

FIRST. The name of the corporation is  
ENSTAR Corporation

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:

To engage in any lawful act or activity for which corporations may be organized under the Laws of Nevada.

FOURTH. The amount of the total authorized capital stock of the corporation is One Thousand Dollars (\$1,000.00) consisting of one thousand (1,000) shares of stock of the par value of One Dollar (\$1.00) each.

FIFTH. The governing board of the 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>
J. A. Barbera	100 West Tenth Street Wilmington, Delaware 19801
A. D. Atwell	100 West Tenth Street Wilmington, Delaware 19801
A. M. Horne	100 West Tenth Street Wilmington, Delaware 19801

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:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
E. A. Wallace	811 Dallas Avenue Houston, Texas 77002
K. S. Hood	811 Dallas Avenue Houston, Texas 77002
T. F. Elkin	811 Dallas Avenue Houston, Texas 77002

EIGHTH. The corporation is to have perpetual existence.

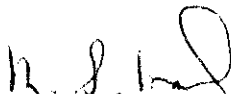
NINTH. In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized; subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the corporation.


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 hereinbefore 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 30 day of April, 1982.

  
\_\_\_\_\_  
E. A. Wallace

  
\_\_\_\_\_  
K. S. Hood

  
\_\_\_\_\_  
T. F. Elkin



STATE OF TEXAS

COUNTY OF HARRIS

On this 30 day of April, 1982, before me, a Notary Public, personally appeared E. A. Wallace, K. S. Hood, and T. F. Elkin, who severally acknowledged that they executed the above instrument.

  
\_\_\_\_\_  
Wayne Patterson, Notary Public

My commission expires: 1/31/85

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

MAY 20 1982

WM. SWACKHAMER SECRETARY OF STATE

*Wm. Swackhamer*  
No. 2826-82 AGREEMENT OF MERGER, dated this 19 day of May,  
1982, made by and between ENSTAR Corporation, a Nevada Corpora-  
tion ("ENSTAR-Nevada"), and ENSTAR Corporation, a Delaware Corpo-  
ration ("ENSTAR-Delaware").

WITNESSETH that:

WHEREAS the board of directors of each of said corpora-  
tions parties hereto, in consideration of the mutual agreements  
of each corporation as set forth herein, do deem it advisable and  
generally to the welfare of said corporations and their respec-  
tive stockholders, that ENSTAR-Nevada, merge into itself ENSTAR-  
Delaware, and that ENSTAR-Delaware should be merged into ENSTAR-  
Nevada as authorized by the statutes of the States of Nevada and  
Delaware, under and pursuant to the terms and conditions herein-  
after set forth; and

WHEREAS, said ENSTAR-Nevada filed its articles of in-  
corporation in the office of the Secretary of State of Nevada on  
May 14, 1982, and filed a copy thereof, certified by  
the Secretary of State, in the office of the County Clerk of the  
County of Washoe on May 18, 1982, and has an authorized  
capital stock consisting of one thousand (1,000) shares of common  
stock of the par value of One Dollar (\$1.00) each, amounting in  
the aggregate to One Thousand Dollars (\$1,000.00), of which  
capital stock one thousand (1,000) shares are now issued and out-  
standing; and

WHEREAS, said ENSTAR-Delaware filed its certificate of incorporation in the office of the Secretary of State of Delaware on February 2, 1982, and filed a copy thereof, certified by the Secretary of State, in the office of the Recorder of Deeds for the County of New Castle on February 2, 1982, and has an authorized capital stock consisting of One Thousand shares of common stock of the par value of One Dollar (\$1.00) each, amounting in the aggregate to One Thousand Dollars (\$1,000.00), of which capital stock one thousand (1,000) shares are now issued and outstanding; and

WHEREAS, the principal office of said ENSTAR-Nevada in the State of Nevada is located at One East First Street in the City of Reno, County of Washoe, and the name and address of its resident agent is The Corporation Trust Company of Nevada; and the principal office of ENSTAR-Delaware in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name and address of its resident agent is The Corporation Trust Company;

NOW, THEREFORE, the corporations, parties to this agreement, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that ENSTAR-Nevada merge into itself ENSTAR-Delaware, and likewise that said ENSTAR-Delaware shall be merged into ENSTAR-Nevada, pursuant to Section 78.455 of the Nevada Revised Statutes and section 252 of the Delaware General Corporation Law, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect,

and the manner and basis of causing the shares of each of the constituent corporations to constitute or be converted into shares of the surviving corporation as follows:

FIRST: ENSTAR-Nevada hereby merges into itself ENSTAR-Delaware, and likewise said ENSTAR-Delaware shall be and hereby is merged into ENSTAR-Nevada, which shall be the surviving corporation. The corporate existence of ENSTAR-Nevada shall continue and the corporate existence of ENSTAR-Delaware shall cease.

SECOND: The articles of incorporation and by-laws of ENSTAR-Nevada are to be and remain the articles of incorporation and by-laws of the surviving corporation.

THIRD: The outstanding shares of ENSTAR-Delaware shall not be transferred, nor shall the beneficial interests thereto pass to ENSTAR-Nevada, but such shares of stock shall forthwith be surrendered for cancellation. The shares of ENSTAR-Nevada shall remain outstanding and unchanged.

FOURTH: The mode of carrying this merger into effect is as follows:

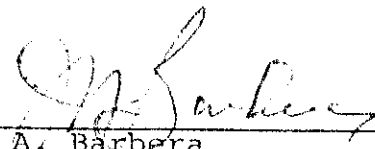
This agreement of merger shall be signed by at least a majority of the directors of each corporation, party to this merger, under the respective corporate seals, and shall be adopted by the unanimous written consent of the stockholders of each corporation pursuant to section 78.320 of the Nevada Revised Statutes and section 228 of the Delaware General Corporation Law, which shall be set forth in a certificate attached to the agreement by the secretary or assistant secretary of each corporation party hereto, under the respective corporate seal, and the agreement so adopted and certified shall be signed by the president or

vice president and the secretary or assistant secretary of each corporation party hereto under the respective corporate seal, and acknowledged by the president or vice president of each corporate party hereto to be the respective act, deed and agreement of each such corporation, and the agreement so certified and acknowledged shall be filed in the office of the Secretary of State of Nevada and a copy thereof duly certified by the Secretary of State shall be recorded in the office of the Clerk of the County of Washoe, and shall be effective from the filing thereof in the office of the Secretary of State of Nevada.

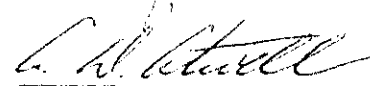
IN WITNESS WHEREOF, the parties to this agreement, pursuant to authority duly given by their respective boards of directors, have caused these presents to be executed by a majority of the directors of each party hereto, and the corporate seal affixed.


ENSTAR Corporation  
A Nevada Corporation

By

  
J. A. Barbera

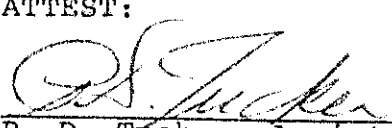
(Corporate Seal)

  
A. D. Atwell

  
A. M. Horne

A majority of the Board of  
Directors

ATTEST:

  
P. D. Tucker, Assistant Secretary

ENSTAR Corporation  
A Delaware Corporation

By O. Charles Honig  
O. Charles Honig

(Corporate Seal)

Pat T. Dyer  
Pat T. Dyer

W. A. Anderson, Jr.  
W. A. Anderson, Jr.

A majority of the Board  
of Directors

ATTEST:

Pat T. Dyer  
Pat T. Dyer, Secretary

I, P. D. Tucker, Assistant Secretary of ENSTAR Corporation, a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of ENSTAR Corporation, a corporation of the State of Nevada was duly adopted pursuant to section 78.320 of the Nevada Revised Statutes, by the unanimous written consent of the stockholders holding one thousand (1,000) shares of the capital stock of the corporation, being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholders of said ENSTAR Corporation, and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said ENSTAR Corporation on this *19* day of *May*, 1982.



P. D. Tucker, Assistant Secretary

(CORPORATE SEAL)

I, Pat T. Dyer, Secretary of ENSTAR Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of ENSTAR Corporation, a corporation of the State of Delaware was duly adopted pursuant to section 78.320 of the Nevada Revised Statutes and section 228 of the Delaware General Corporation Law, by the unanimous written consent of the stockholders holding one thousand (1,000) shares of the capital stock of the corporation, being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholders of said ENSTAR Corporation, and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said ENSTAR Corporation on this 19 day of May, 1982.

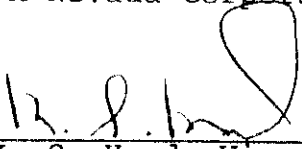
  
\_\_\_\_\_  
Pat T. Dyer, Secretary

(CORPORATE SEAL)




THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the board of directors of each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the Laws of the State of Nevada, and that fact having been certified on said Agreement of Merger by the Secretary of ENSTAR-Delaware and the Assistant Secretary of ENSTAR-Nevada, The President and Secretary of ENSTAR-Delaware and the Vice President and Assistant Secretary of ENSTAR-Nevada, do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 14 day of May, 1982.

ENSTAR Corporation  
A Nevada Corporation

  
\_\_\_\_\_  
K. S. Hood, Vice President

(CORPORATE SEAL)

  
\_\_\_\_\_  
P. D. Tucker, Assistant Secretary

ENSTAR Corporation  
A Delaware Corporation

O. Charles Honig  
O. Charles Honig, President

(CORPORATE SEAL)

Pat T. Dyer  
Pat T. Dyer, Secretary

STATE OF TEXAS )  
COUNTY OF HARRIS ) ss.

On May 19, 1982, personally appeared before me, a Notary Public, K. S. Hood and P. D. Tucker, who acknowledged that they executed the above instrument.

(Seal)

Wayne Patterson  
Wayne Patterson Notary Public

My commission expires  
January 31, 1985

STATE OF TEXAS )  
COUNTY OF HARRIS ) ss.

On May 19, 1982, personally appeared before me, a Notary Public, O. Charles Honig and Pat T. Dyer, who acknowledged that they executed the above instrument.

(Seal)

Joann V. Sladen  
Joann V. Sladen Notary Public

JOANN V. SLADEN  
Notary Public in and for the State of Texas  
My Commission Expires February 15, 1985