



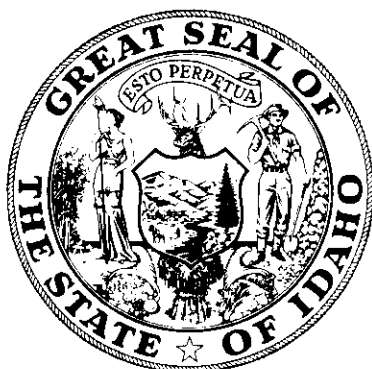
CERTIFICATE OF AUTHORITY
OF

TEXANA EXPLORATION, INC.

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

Dated November 12, 1982



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 TEXANA EXPLORATION, INC.
2. *The name which it shall use in Idaho is TEXANA EXPLORATION, INC.
3. It is incorporated under the laws of DELAWARE
4. The date of its incorporation is AUGUST 31, 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 4305 LANCASTER PIKE WILMINGTON, DELAWARE 19805
6. The street 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 engage in any lawful act or activity for which
corporations may be organized under the General
Corporation Law of Delaware
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>M.S. Stude</u>	<u>President & Treasurer</u>	<u>1004 Kirby Houston, TX 77019</u>
<u>W.E. Bloxsom</u>	<u>Vice-President & Secretary</u>	<u>1741 S. Blvd. Houston, TX 77098</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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>1,000</u>	<u>Common</u>	<u>No Par Value</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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
<u>70</u>	<u>Common</u>	<u>No Par Value</u>
_____	_____	_____
_____	_____	_____

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 November 1, 1982.

By M. S. Stude
M.S. Stude
Its _____ President
and W. E. Bloxson
W.E. Bloxson
Its _____ Secretary

STATE OF TEXAS)
COUNTY OF HARRIS) ss:

I, Sammie M. Travis, a notary public, do hereby certify that on this First day of November, 1982, personally appeared before me M.S. Stude, who being by me first duly sworn, declared that he is the President of Texana Exploration, Inc.

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

SAMMIE M. TRAVIS
Notary Public, State of Texas
My Commission Expires July 13, 1985

Sammie M. Travis
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.

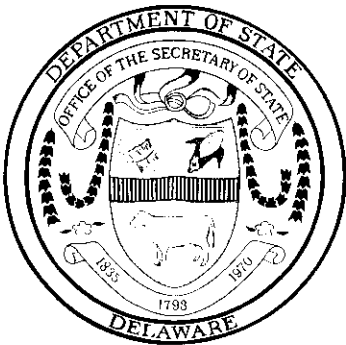


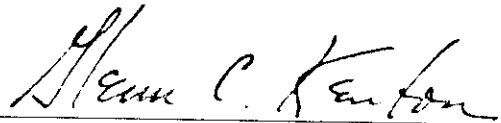
State of DELAWARE

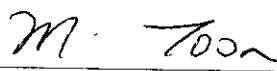


Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on August 4, 1982 .




Glenn C. Kenton, Secretary of State

BY:  _____

DATE: October 25, 1982 _____

CERTIFICATE OF INCORPORATION
OF
TEXANA EXPLORATION, INC.

First: The name of the corporation is Texana Exploration, Inc.

Second: The registered office of the Corporation in the State of Delaware is located at 4305 Lancaster Pike, Wilmington, County of New Castle, Delaware 19805. The name and address of its registered agent is Corporation Service Company.

Third: The nature of the business, objects and purposes to be transacted, promoted or carried on by the Corporation are:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, no par value.

Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the meeting and vote of stockholders may be dispensed with and such action may be taken with the written consent of stockholders having not less than the minimum percentage of the vote required by statute for the proposed corporate action, provided that prompt notice shall be given to all stockholders of the taking of corporate action without a meeting and by less than unanimous consent.

Fifth: The name and mailing address of the incorporator is

<u>Name</u>	<u>Mailing Address</u>
Karen M. Scanlon	One Rodney Square P. O. Box 636 Wilmington, Delaware 19899

Sixth: The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

M. S. Stude	1004 Kirby Drive Houston, Texas 77019
W. E. Bloxsom	1741 South Boulevard Houston, Texas 77098

Seventh: The Corporation is to have perpetual existence.

Eighth: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, alter or repeal the by-laws of the Corporation.

(2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

(3) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(4) By a majority of the whole Board of Directors, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the

committee. Any such committee, 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; provided, however, the by-laws may provide that in the absence or disqualification of any member of such committee or committees the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

(5) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including securities of any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

Ninth: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provisions contained in the statutes) outside the State of Delaware 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. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

Tenth: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 5/11 day of August, 1982.

Karen M. Scanlon
KAREN M. SCANLON

State of Delaware

New Castle County

ss,

I,

Leo J. Dugan, Jr.

Recorder of

Deeds for New Castle County, Delaware, do hereby certify that Certified Copy of

Certificate of

Incorporation of TEXANA EXPLORATION, INC.

was received for record in this office on August 5, 1982

and the same appears of record in the Recorder's Office for said County.

Witness my hand and Official Seal, this

Fifth

day of

August

A. D.

1982

Leo J. Dugan Jr.

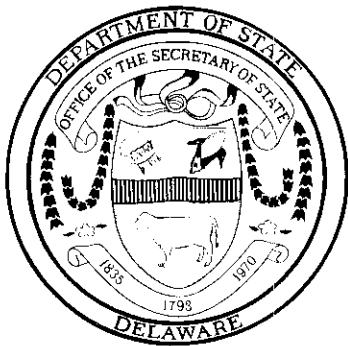
Recorder.



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Merger
filed in this office on _____ August 31, 1982 .



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Toon*

DATE: _____ October 31, 1982

CERTIFICATE OF MERGER UNDER SECTION 252(c) OF
THE DELAWARE GENERAL CORPORATION LAW

1

THE UNDERSIGNED CORPORATION, Texana Exploration, Inc., does hereby certify:

(1) The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Texana Exploration, Inc.	Texas
Texana Exploration, Inc.	Delaware

(2) An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

(3) The surviving corporation of the merger is to be Texana Exploration, Inc., a Delaware corporation, whose name, at the time of the merger, shall be Texana Exploration, Inc.

(4) The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is: Texana Exploration, Inc., 1010 Lamar, Suite 1300, Houston, Texas 77002.

(5) A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

(6) The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Texana Exploration, Inc.	Common	10,000	\$1.00 per share

Dated: August 26, 1982

ATTEST:

TEXANA EXPLORATION, INC.

H. S. Bayson
Secretary

By M. J. Shuck
President