

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

PHOENIX OIL & GAS, INC.

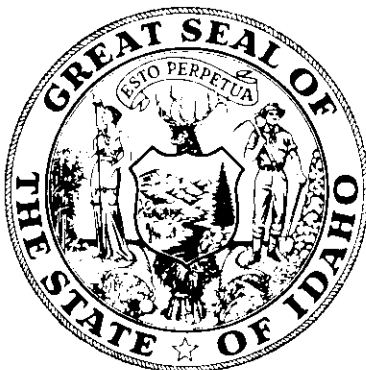
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PHOENIX OIL & GAS, 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: **June 7, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Kelly J. Cook*

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

OF

PHOENIX OIL & GAS, INC.

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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is

PHOENIX OIL & GAS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock with the par value of One Dollar (\$1.00) each.

FIFTH: Provisions denying preemptive rights are:

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any

class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

SIXTH: The address of the initial registered office of the corporation is 300 North 6th Street, Boise, Idaho 83701 and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Charles Burris	118 West Main St., Suite B-1 Marietta, Oklahoma 73448

EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
C. T. Morris	RepublicBank Building Dallas, Texas 75201
K. J. Sluder	RepublicBank Building Dallas, Texas 75201
J. Washington	RepublicBank Building Dallas, Texas 75201

Dated June 6, 1984.

C. T. Morris
C. T. Morris

K. J. Sluder
K. J. Sluder

J. Washington
J. Washington

INCORPORATORS