



Department of State.

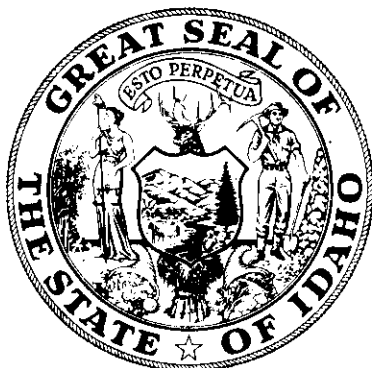
**CERTIFICATE OF AUTHORITY
OF**

LATHAM EXPLORATION COMPANY, INC.

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

Dated **August 25**, 19 **80**.



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 LATHAM EXPLORATION COMPANY, INC.
2. *The name which it shall use in Idaho is LATHAM EXPLORATION COMPANY, INC.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is 4/8/80 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 100 West Tenth St., Wilmington, Del. 19801
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 exploration.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
James A. Latham	Pres/Treas.	700 American Tower, Shreveport, La. 71101
Eddie E. Boniol	VP-Finance	700 American Tower, Shreveport, La. 71101
Frank S. Kennedy	Secy.	700 American Tower, Shreveport, La. 71101
Eloise H. Musgrove	Assist. Secy.	700 American Tower, Shreveport, La. 71101
Joseph J. Skram	Asst. Secy.	720 Olive St., 24th Fl., Mo. 63101
Joan B. Cathey	VP-Adm.	700 American Tower, Shreveport, La. 71101

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
10,000	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
<u>1,000</u>	<u>Common</u>	<u>\$1.00</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 June 30, 19 80

LATHAM EXPLORATION COMPANY, INC.

By

James A. Latham
James A. Latham

Its _____ President

and

Frank S. Kennedy
Frank S. Kennedy

Its _____ Secretary

STATE OF Louisiana)

) ss:

~~XXXXXXX~~ Parish of Caddo)

I, Eloise H. Muegrou, a notary public, do hereby certify that on this 30th day of June, 19 80, personally appeared before me James A. Latham, who being by me first duly sworn, declared that he is the President of LATHAM EXPLORATION COMPANY, INC.

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

Eloise H. Muegrou
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.

CERTIFICATE OF INCORPORATION
OF

LATHAM EXPLORATION COMPANY, INC.

ARTICLE FIRST. The name of this corporation is
LATHAM EXPLORATION COMPANY, INC.

ARTICLE SECOND. The address of the registered office of
this corporation in the State of Delaware is 100 West Tenth
Street, City of Wilmington, County of New Castle. The name
of its registered agent at such address is The Corporation
Trust Company.

ARTICLE THIRD. The nature of the business to be conducted
or promoted and the purposes of this corporation are to engage
in any lawful act or activity for which corporations may be
organized under the General Corporation Law of the State of
Delaware.

ARTICLE FOURTH. The total number of shares of capital
stock which the corporation shall have authority to issue shall
be 10,000 shares of common stock, par value \$1.00 per share,
designated as the "Common Stock."

ARTICLE FIFTH. The name and mailing address of the in-
corporator are as follows:

Joseph J. Skram
720 Olive St., 24th Floor
St. Louis, Missouri 63101

ARTICLE SIXTH. The Board of Directors of the corporation shall consist of one or more members. The number of directors shall be fixed by, or in the manner provided in, the By-laws.

Any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors, except as provided in the By-laws. The Board of Directors is expressly authorized to adopt, amend, alter, change or repeal the By-laws of this corporation.

ARTICLE SEVENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the

Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE EIGHTH. The books of the corporation may be kept (subject to any requirement of the laws of the State of Delaware) out of 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. The election of directors need not be by written ballot unless the By-laws of this corporation shall so provide.

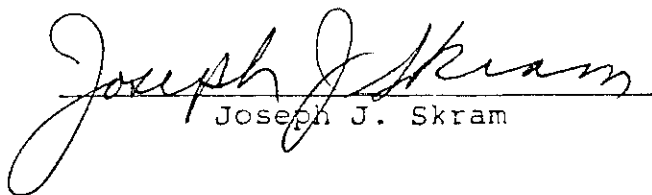
ARTICLE NINTH. A. This corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, and in addition to any other type of action, suit or proceeding, an action, suit or proceeding by or in the right of this corporation) by reason of the fact that he is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the full extent permitted by the General Corporation Law of the State of Delaware from time to time in effect.

B. The indemnification provided by this ARTICLE NINTH shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity

and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE TENTH. This corporation reserves the right to amend, alter, change or repeal any provisions 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.

IN WITNESS WHEREOF, this Certificate of Incorporation has been executed this 4th day of April, 1980.


Joseph J. Skram



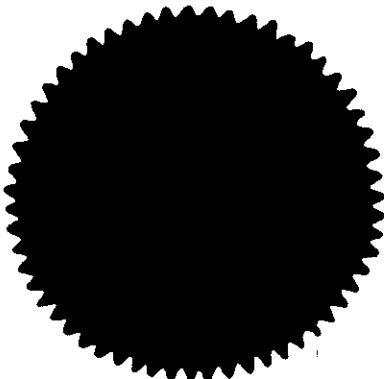
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "LATHAM EXPLORATION COMPANY, INC.", as received
and filed in this office the eighth day of April A.D. 1980, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *twelfth* _____ *day*
of _____ *May* _____ *in the year of our Lord*
one thousand nine hundred and _____ *eighty.*



Glenn C. Kenton

Glenn C. Kenton, Secretary of State