



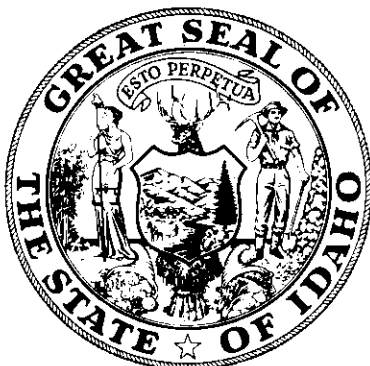
CERTIFICATE OF AUTHORITY
OF

CENERGY EXPLORATION COMPANY

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

Dated August 23, 19 82.



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 CENERGY EXPLORATION COMPANY
2. *The name which it shall use in Idaho is CENERGY EXPLORATION COMPANY
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is September 7, 1976 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 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 exploration and development.

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
100,000	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:

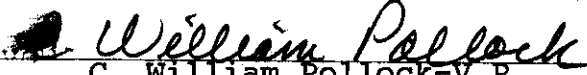
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>62,500</u>	<u>Common</u>	<u>\$1.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

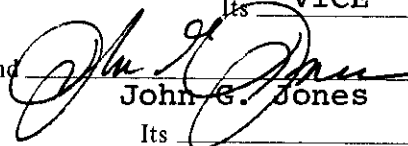
12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 30, 19 82

CENERGY EXPLORATION COMPANY

By 
C. William Pollock-V.P.

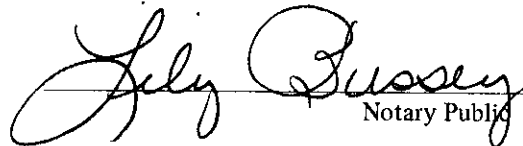
Its VICE President

and 
John E. Jones
Its Secretary

STATE OF TEXAS)
) ss:
COUNTY OF DALLAS)

I, Lily Bussey, a notary public, do hereby certify that on
this 30th day of June, 19 82, personally appeared before
me C. William Pollock, who being by me first duly sworn, declared that he
is the Vice President of CENERGY EXPLORATION COMPANY

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


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.

RIDER A

Names and addresses of Directors:

Frank M. Crossen
4600 Republic Bank Tower
Dallas, Texas 75201

Paul R. Seegers
4600 Republic Bank Tower
Dallas, Texas 75201

Jack L. McDonald
4600 Republic Bank Tower
Dallas, Texas 75201

James W. Hunt
10210 N. Central Expressway
Dallas, Texas 75231

H. S. Erskine
10210 N. Central Expressway
Dallas, Texas 75231

Names and addresses of Officers:

James W. Hunt, Chairman of the Board and Chief Executive Officer
10210 N. Central Expressway
Dallas, Texas 75231

H. S. Erskine, President
10210 N. Central Expressway
Dallas, Texas 75231

Robert L. Smith, Vice President - Administration
10210 N. Central Expressway
Dallas, Texas 75231

C. Douglas Smith, Vice President - Exploration
10210 N. Central Expressway
Dallas, Texas 75231

David M. Hanger, Vice President - Production
10210 N. Central Expressway
Dallas, Texas 75231

Arthur R. Zunker, Jr., Vice President and Treasurer
10210 N. Central Expressway
Dallas, Texas 75231

C. William Pollock, Vice President - Legal and Assistant Secretary
10210 N. Central Expressway
Dallas, Texas 75231


John G. Jones, Secretary
4600 Republic Bank Tower
Dallas, Texas 75201

Stephen M. Clark, Assistant Treasurer
10210 N. Central Expressway
Dallas, Texas 75231

Linda R. Frank, Assistant Secretary
10210 N. Central Expressway
Dallas, Texas 75231

SEP - 7 1976

WM. SWACKHAMER - SECRETARY OF STATE


No. 3377-76

ARTICLES OF INCORPORATION

OF

CENTEX OIL & GAS, INC.

-00000-

FIRST. The name of the corporation is

CENTEX OIL & GAS, INC.

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, activity and/or business for which corporations may be organized under the General Corporation Laws of the State of Nevada, and, without limiting the foregoing, to participate, as a joint venturer or a partner (either general or limited) in joint ventures or partnership which engage in any of the foregoing activities or businesses.

FOURTH. Capital Stock.

A. The amount of the total authorized capital stock of the corporation is Twenty-Five Thousand Dollars (\$25,000.00) consisting of twenty-five thousand (25,000) shares of common stock of the par value of One Dollar (\$1.00) each.

B. 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.

C. Cumulative voting by any stockholder is hereby

expressly denied.

D. No stockholder of this corporation shall by reason of his holding shares of any class of stock have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of stock of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class of stock, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder other than such rights, if any, as the board of directors in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may cause to be issued shares of any class of stock of this corporation, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class of stock without offering any such shares or other securities either in whole or in part to the existing stockholders of any class of stock.

FIFTH. The governing board of this 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 four (4) in number, are as follows:

POST OFFICE ADDRESSES

Frank M. Crossen

4600 Republic National Bank Tower
Dallas, Texas 75201

Paul R. Seegers

4600 Republic National Bank Tower
Dallas, Texas 75201

James E. Lewis

4600 Republic National Bank Tower
Dallas, Texas 75201

Jack L. McDonald

4600 Republic National Bank Tower
Dallas, Texas 75201

SIXTH. 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>
B. I. White	Republic National Bank Building Dallas, Texas 75201
M. E. Jones	Republic National Bank Building Dallas, Texas 75201
V. L. Turk	Republic National Bank Building Dallas, Texas 75201

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:

Subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, 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, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the

by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of stockholders holding stock entitled them to exercise at least a majority of the voting power given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

NINTH. 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.

TENTH. 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 hand this 31st day of August, 1976.

B. I. White

B. I. White

M. E. Jones

M. E. Jones

V. L. Turk

V. L. Turk

STATE OF TEXAS
COUNTY OF DALLAS

SS:

On this 31st day of August, 1976, before me, a Notary Public, personally appeared B. I. White, M. E. Jones and V. L. Turk, who severally acknowledged that they executed the above instrument.

Mara L. Braden
Notary Public in and for
Dallas County, Texas.

My Commission Expires: June 1, 1977

(NOTARIAL SEAL)

ARTICLES OF INCORPORATION
OF

CENTEX OIL & GAS, INC.

FILED AT THE REQUEST OF

C T Corporation Systems
P. O. Box 807
Dallas, Texas 75221

SEP - 7 1976
(DATE)



WM. D. SWACKHAMER SECRETARY OF STATE

(BY) DEPUTY SECRETARY OF STATE

No. 3377-76

FILING FEE \$ 25.00

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

OCT 18 1978

W. W. SWAN, JR., SECRETARY OF STATE

**PLAN AND AGREEMENT
OF
MERGER AND REORGANIZATION**

W. W. Swan, Jr.
NO. 3377-76

Filing fee: \$25.00
By: C T Corporation System
P.O. Box 807
Dallas, Texas 75221

WHEREAS, Centex Oil & Gas, Inc. ("Oil & Gas"), a Nevada corporation, and Cenergy, Inc. ("Cenergy") a Nevada corporation, desire to merge Cenergy with and into Oil & Gas and to have Oil & Gas (sometimes hereinafter referred to as the "Surviving Corporation") be governed by the laws of the State of Nevada:

NOW, THEREFORE, Oil & Gas and Cenergy agree as follows:

Section 1.01. A plan of reorganization of Oil & Gas and Cenergy, pursuant to the provisions of Section 78.450 et seq. of the General Corporation Law of Nevada is adopted as follows:

(a) Cenergy shall be merged with and into Oil & Gas.

(b) The name of the Surviving Corporation shall be Centex Oil & Gas, Inc.

(c) When this agreement shall become effective, the separate existence of Cenergy shall cease and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of Cenergy and shall be subject to all debts and liabilities of such corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and liens upon the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the merger.

(d) The Surviving Corporation will carry on business with the assets of Cenergy, as well as with the assets of Oil & Gas.

(e) The Surviving Corporation will be governed by the laws of the State of Nevada.

(f) The registered or principal office of the Surviving Corporation within the State of Nevada shall be One East First Street, Washoe County, Reno, Nevada.

(g) Upon the effective date of the merger, Twenty-Two Hundred Corp. ("TTH") a Nevada corporation, and the sole shareholder of Cenergy, shall surrender to the Surviving Corporation its 1,000 shares of the \$1.00 par value common stock of Cenergy ("Cenergy Stock"), which shares represent 100% of the issued and outstanding shares of the only class of stock of Cenergy. In exchange for the surrender by TTH of Cenergy Stock to the Surviving Corporation, the Surviving Corporation shall issue to TTH 37,750 shares of its \$1.00 par value common stock.

(h) Upon the effective date of the merger, the 23,500 shares of the \$1.00 par value common stock of Oil & Gas ("O & G Stock") owned by Cenergy shall be surrendered to the Surviving Corporation which will then issue 23,500 shares of its \$1.00 par value stock to TTH; and

(i) Upon the effective date of the merger, the balance of the issued and outstanding shares of O & G Stock shall be surrendered to the Surviving Corporation which will then issue a like number of shares of the \$1.00 par value common stock of the Surviving Corporation for each share so surrendered.

Section 1.02. The merger as between Oil & Gas and Cenergy shall be effective as of the date that this Plan and Agreement of Merger and Reorganization, duly executed and certified, is filed in the office of the Secretary of State of Nevada.

Section 1.03. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

<u>Entitled to Vote as a Class</u>			
<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Cenergy, Inc.	1,000	N/A	-0-
Centex Oil and Gas, Inc.	24,750	N/A	-0-

ARTICLE II

Section 2.01.

(a) The present Board of Directors of Oil & Gas shall continue to serve as the Board of Directors of the Surviving Corporation until the next annual meeting or until such time as their successors have been elected and qualified.

(b) If a vacancy shall exist on the Board of Directors of the Surviving Corporation on the effective date of the merger, such vacancy shall be filled by the Board of Directors as provided in the Bylaws of the Surviving Corporation.

(c) All persons who are on the effective date of the merger executive or administrative officers of Oil & Gas, shall remain as such officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine. The Board of Directors of the Surviving Corporation may elect or appoint such additional officers as it may determine.

ARTICLE III

Section 3.01. The Articles of Incorporation of Oil & Gas as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed as provided therein or as provided by law.

ARTICLE IV

Section 4.01. The Bylaws of Oil & Gas, as existing on the effective date of the merger, shall continue in full force as the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein or as provided by law.

ARTICLE V

Section 5.01. Cenergy hereby agrees that from time to time as and when requested by the Surviving Corporation or by its successors and assigns, to execute and deliver or cause to be executed and delivered, all such deeds and other

instruments, and to take or cause to be taken all such further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest or perfect in, or conform of record, or otherwise, to vest the Surviving Corporation with title to and possession of all the property, rights, privileges, powers and franchises of Cenergy, and otherwise to carry out the intents and purposes of this Agreement.

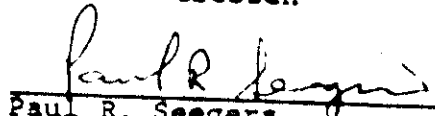
Section 5.02. The validity, interpretation and performance of this Agreement shall be controlled by and construed under the laws of the State of Nevada, the state of incorporation of the Surviving Corporation.

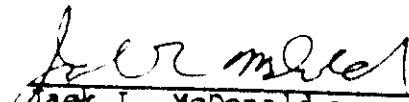
IN WITNESS WHEREOF, the undersigned directors of Cenergy, Inc. and Centex Oil & Gas, Inc. have executed this Plan and Agreement of Merger and Reorganization on August 14, 1978.

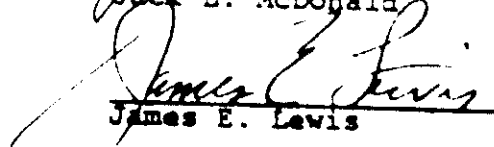
CENERGY, INC.

Directors:


Frank M. Crossen


Paul R. Seegers


Jack L. McDonald


James E. Lewis

CENTEX OIL & GAS, INC.

Directors:


Frank M. Crossen

Paul R. Seegers
Paul R. Seegers

Jack L. McDonald
Jack L. McDonald

Norris R. Harris
Norris R. Harris

Paul Woodberry
Paul Woodberry

I, Joseph C. Nelson, Secretary of Cenergy, Inc., a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such secretary and under the seal of the said corporation, that the Plan and Agreement of Merger and Reorganization to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed by a majority of the directors of Centex Oil & Gas, Inc., a corporation of the State of Nevada, was duly adopted by the unanimous written consent of the stockholders holding all of the shares of the capital stock of the corporation, same being all of the shares issued and outstanding, which Plan and Agreement of Merger and Reorganization was thereby adopted as the act of the stockholders of said Cenergy, Inc., and the duly adopted agreement and act of said corporation.

WITNESS my hand and seal of said corporation on this
14 day of August, 1978.

Joseph C. Nelson
Joseph C. Nelson, Secretary

(CORPORATE SEAL)

I, Joseph C. Nelson, Secretary of Centex Oil & Gas, Inc., a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such secretary and under the seal of the said corporation, that the Plan and Agreement of Merger and Reorganization to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed by a majority of the directors of Cenergy, Inc., a corporation of the State of Nevada, was duly adopted by the unanimous written consent of the stockholders holding all of the shares of the capital stock of the corporation, same being all of the shares issued and outstanding, which Plan and Agreement of Merger and Reorganization was thereby adopted as the act of the stockholders of said Centex Oil & Gas, Inc., and the duly adopted agreement and act of said corporation.

WITNESS my hand and seal of said corporation on this 14 day of August, 1978.

Joseph C. Nelson
Joseph C. Nelson, 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 each corporate party thereto, the President and Secretary of each corporate party thereto 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 corporation, on this 16 day of October, 1978.

CENERGY, INC.


Norris R. Harris, President

(CORPORATE SEAL)


Joseph C. Nelson, Secretary

CENTEX OIL & GAS, INC.


Morris R. Harris, President

(CORPORATE SEAL)


Joseph C. Nelson, Secretary

STATE OF TEXAS)
) SS
COUNTY OF DALLAS)

On October 16th, 1978 personally appeared before me, a
Notary Public, Norris R. Harris, President of Centex Oil &
Gas, Inc., who acknowledged that he executed the above
instrument.

(Seal)

Norris R. Harris
Notary Public

STATE OF TEXAS)
) SS
COUNTY OF DALLAS)

On October 16th, 1978 personally appeared before me, a
Notary Public, Norris R. Harris, President of Cenergy, Inc.,
who acknowledged that he executed the above instrument.

(Seal)

Sharon R. Thompson
Notary Public

SHARON R. THOMPSON, Notary Public
My Comm. Expires 12/31/1980

AGREEMENT OF MERGER

MERGING

CENERGY, INC.
(A Nevada Corp.)

Into

CENTEX OIL & GAS, INC.
(A Nevada Corporation)

FILED AT THE REQUEST OF

C T Corporation System

P.O. Box 807

Dallas, Texas 75221

October 18, 1978

(DATE)



WM D SWACKHAMER, SECRETARY OF STATE

(BY) DEPUTY SECRETARY OF STATE

No 3377-76

FILING FEE \$ 25.00

130

Filing fee: \$65.00

Bv.

CTC : 7-10-81 Item
P.O. Box 607
Dallas Texas 75221

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

APR 13 1978

WM. BRACKENBERRY, SECRETARY OF STATE

Wm. Brackenberry
NO. 3377-26
CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
CENTEX OIL & GAS, INC.

Pursuant to the provisions of Article 78.185 and 78.190 of the Nevada General Corporation Law, the undersigned corporation adopts the following Certificate of Amendment for the purpose of amending its Articles of Incorporation:

1. Article Fourth of the Articles of Incorporation of Centex Oil & Gas, Inc. is amended to read as follows:

"FOURTH. Capital Stock.

A. The amount of the total authorized capital stock of the corporation is One Hundred Thousand Dollars (\$100,000.00) consisting of One Hundred Thousand (100,000) shares of common stock of the par value of One Dollar (\$1.00) each.

B. 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.

C. Cumulative voting by any stockholder is hereby expressly denied.

D. No stockholder of this corporation shall by reason of his holding shares of any class of stock have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of stock of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class of stock, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would


adversely affect the dividend or voting rights of such stockholder other than such rights, if any, as the board of directors in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may cause to be issued shares of any class of stock of this corporation, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class of stock without offering any such shares or other securities either in whole or in part to the existing stockholders of any class of stock."


2. The amendment to the Articles of Incorporation of the Company has been duly authorized by the Board of Directors of the Company, and approved and adopted by the shareholders of the Corporation on the 28th day of March, 1978. The number of shares outstanding, entitled to vote and voting for and against were as follows:

CLASS	Outstanding and Entitled to Vote	Total Voted For	Total Voted Against
Common	14,777		0

DATED: March 28, 1978.

CENTEX OIL & GAS, INC.

By: 
Norris R. Harris, President

And: 
Joseph C. Nelson, Secretary

THE STATE OF TEXAS)
)
COUNTY OF DALLAS)

I, Patricia Ann Smyth, a Notary Public, do hereby certify that on this 28th day of March, 1978, personally appeared before me the said Norris R. Harris and Joseph C. Nelson who being by me first duly sworn, declared that they are the President and Secretary, respectively, of Centex Oil & Gas, Inc., that they signed the foregoing document in their capacities as President and Secretary of the corporation, and that the statements therein contained are true.

Patricia Ann Smyth
Notary Public in and for
Dallas County, Texas

My Commission Expires:

Nov. 29, 1978

AGREEMENT OF MERGER, dated as of the 22nd day of January, 1982, between
CENTEX OIL & GAS, INC. (hereinafter referred to as "Surviving Corporation")
and CENERGY EXPLORATION COMPANY (hereinafter referred to as "Merged Corporation"):

CORPORATIONS

Centex Oil & Gas, Inc.

Nevada

Cenergy Exploration Company

Nevada

DOMESTIC STATE

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

THE BRACKENBERRY SECRETARY OF STATE

W I T N E S S E T H:

3377-26

WHEREAS, Surviving Corporation is a Nevada corporation authorized to issue one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) per share, of which there are sixty two thousand five hundred (62,500) shares now issued and outstanding,

NOW, THEREFORE, Surviving Corporation and Merged Corporation agree to merge on the following terms and conditions:

FIRST: Effective upon the date of the filing of this Agreement of Merger in the office of the Secretary of the State of Nevada, Merged Corporation shall merge with and into Surviving Corporation pursuant to Section 78.455 of the Nevada Revised Statutes; the corporate existence of Surviving Corporation shall continue; and the separate corporate existence of Merged Corporation shall cease.

SECOND: The articles of incorporation of the surviving corporation are to be and remain the articles of incorporation of the surviving corporation, except that article First of said articles of incorporation is amended to read as follows:

"The name of the corporation is
CENERGY EXPLORATION COMPANY".

Said articles of incorporation as so amended and as so hereby changed shall become and be the Certificate of Incorporation of the surviving corporation, and, in addition, to the powers conferred upon it by statute, the surviving corporation shall have the powers set forth therein and be governed by the provisions thereof.

THIRD: At the time this Agreement of Merger shall become effective, the outstanding shares of capital stock of the Merged Corporation shall not be transferred, nor shall the beneficial interest thereto pass to the Surviv-

cancellation. The shares of the Surviving Corporation shall remain outstanding and unchanged.

IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be executed by all of the members of the Board of Directors of each party hereto.

CENTEX OIL & GAS, INC.
(Surviving Corporation)


Frank M. Crossen


Paul R. Seegers


Jack L. McDonald


James W. Hunt


H. S. Erskine

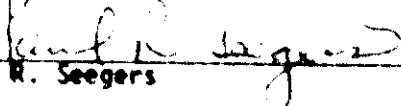
All of the Board of Directors of the
Surviving Corporation

ATTEST:


John G. Jones, Secretary of the
Surviving Corporation

CENERGY EXPLORATION COMPANY
(Merged Corporation)


Frank M. Crossen


Paul R. Seegers


Jack L. McDonald


James W. Hunt


H. S. Erskine

All of the Board of Directors of the
Merged Corporation

ATTEST:


John G. Jones, Secretary of the
Merged Corporation

CENTEX OIL & GAS, INC.
CERTIFICATE OF SECRETARY

I, John G. Jones, Secretary of CENTEX OIL & GAS, INC., a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Secretary and under the seal of 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 all of the members of the Board of Directors thereof and having been signed by all of the members of the Board of Directors of CENERGY EXPLORATION COMPANY, 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 (62,500) shares of the capital stock of the corporation same being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholders of said CENTEX OIL & GAS, INC., and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said CENTEX OIL & GAS, INC. as of the 22nd day of January, 1982.

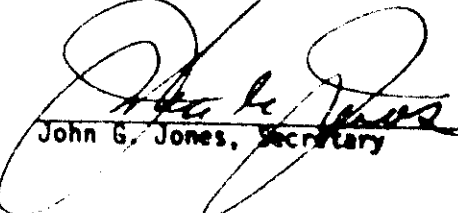

John G. Jones, Secretary

[Corporate Seal]

CENERGY EXPLORATION COMPANY
CERTIFICATE OF SECRETARY

I, John G. Jones, Secretary of CENERGY EXPLORATION COMPANY, a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Secretary and under the seal of 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 all of the members of the Board of Directors thereof and having been signed by all of the members of the Board of Directors of CENTEX OIL & GAS, INC., 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 (1,000) shares of the capital stock of the corporation same being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholders of said CENERGY EXPLORATION COMPANY, and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said CENERGY EXPLORATION COMPANY as of the 22nd day of January, 1982.

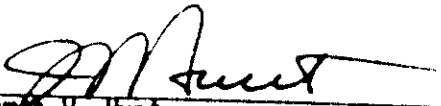

John G. Jones, Secretary

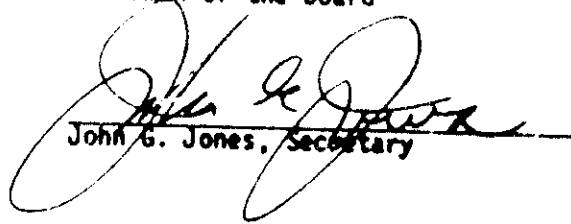
[Corporate Seal]

THE FOREGOING AGREEMENT OF MERGER, having been executed by all of the members 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 each corporate party thereto, the Chairman of the Board and Secretary of each corporate party thereto 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, as of the 22nd day of January, 1982.

CENTEX OIL & GAS, INC.

By:



James W. Hunt
Chairman of the Board


John G. Jones, Secretary

[Corporate Seal]

CENERGY EXPLORATION COMPANY

By:


James W. Hunt
Chairman of the Board


John G. Jones, Secretary

[Corporate Seal]

STATE OF TEXAS §
COUNTY OF DALLAS §

SS:

On this 22nd day of January, 1982 personally appeared before me, a Notary Public, James W. Hunt, Chairman of the Board of CENTEX OIL & GAS, INC., who acknowledged that he executed the above instrument.

Brenda Stinger
Notary Public

[Seal]

STATE OF TEXAS §
COUNTY OF DALLAS §

SS:

On this 22nd day of January, 1982 personally appeared before me, a Notary Public, James W. Hunt, Chairman of the Board of CENERGY EXPLORATION COMPANY, who acknowledged that he executed the above instrument.

Brenda Stinger
Notary Public

[Seal]

UNANIMOUS CONSENT OF STOCKHOLDER

The undersigned, being the sole stockholder of CENERGY EXPLORATION COMPANY, a Nevada corporation, does hereby consent to the adoption of the Agreement of Merger dated as of the 1st day of February, 1982, between this Corporation, as the merged corporation, and CENTEX OIL & GAS, INC., a Nevada corporation, being the surviving corporation, in the form submitted to the undersigned.

DATED as of the 22nd day of January, 1982.

CENERGY CORPORATION

By:



James W. Hunt
Chairman of the Board

UNANIMOUS CONSENT OF STOCKHOLDER

The undersigned, being the sole stockholder of CENERGY EXPLORATION COMPANY, a Nevada corporation, does hereby consent to the adoption of the Agreement of Merger dated as of the 1st day of February, 1982, between this Corporation, as the merged corporation, and CENTEX OIL & GAS, INC., a Nevada corporation, being the surviving corporation, in the form submitted to the undersigned.

DATED as of the 22nd day of January, 1982.

CENERGY CORPORATION

By:



James W. Hunt
Chairman of the Board

UNANIMOUS CONSENT OF STOCKHOLDER

The undersigned, being the sole stockholder of CENTEX OIL & GAS, INC., a Nevada corporation, does hereby consent to the adoption of the Agreement of Merger dated as of the 1st day of February, 1982, between this Corporation, as the surviving corporation, and CENERGY EXPLORATION COMPANY, a Nevada corporation, being the surviving corporation, in the form submitted to the undersigned.

DATED as of the 22nd day of January, 1982.

CENERGY CORPORATION

By:


James W. Hunt
Chairman of the Board

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this 22nd day of January, 1982 personally appeared before me, a Notary Public, H. S. Erskine, President of CENTEX OIL & GAS, INC., who acknowledged that he executed the above instrument.

Brenda Stinger
Notary Public

[Seal]

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this 22nd day of January, 1982 personally appeared before me, a Notary Public, H. S. Erskine, President of CENERGY EXPLORATION COMPANY, who acknowledged that he executed the above instrument.

Brenda Stinger
Notary Public

[Seal]

Agreement of Merger

merging

CENERGY EXPLORATION COMPANY
(a Nevada Corporation)
(file #3838-81)

into

CENTEX OIL & GAS, INC.
(a Nevada Corporation)

FILED AT THE REQUEST OF

Woodburn, Wedge, Blakey & Jeppson

One East Frist St.

Reno, Nevada 89501

February 1, 1982

(DATE)



WM. D. SWACKHAMER, SECRETARY OF STATE

(BY) DEPUTY SECRETARY OF STATE

No. 3377-76

PLANS FEE \$ 35.00

20

APR - 7 1982

WILL SHACKMAN, SECRETARY OF STATE

AGREEMENT OF MERGER

3377-~~AGREEMENT~~ OF MERGER, dated as of the 31st day of March, 1982, between
CENERGY EXPLORATION COMPANY (hereinafter referred to as "Surviving Corporation") and CENTEX OIL & GAS WEST, INC. (hereinafter referred to as "Merged Corporation"):

CORPORATIONS

Cenergy Exploration Company

Centex Oil & Gas West, Inc.

DOMESTIC STATE

Nevada

Nevada

W I T N E S S E T H:

WHEREAS, Surviving Corporation is a Nevada corporation authorized to issue one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) per share, of which there are sixty two thousand five hundred (62,500) shares now issued and outstanding,

NOW, THEREFORE, Surviving Corporation and Merged Corporation agree to merge on the following terms and conditions:

FIRST: Effective upon the date of the filing of this Agreement of Merger in the office of the Secretary of the State of Nevada, Merged Corporation shall merge with and into Surviving Corporation pursuant to Section 78.455 of the Nevada Revised Statutes; the corporate existence of Surviving Corporation shall continue, and the separate corporate existence of Merged Corporation shall cease.

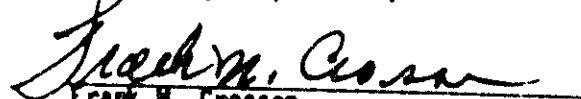
SECOND: The articles of incorporation of the surviving corporation are to be and remain the articles of incorporation of the surviving corporation, said articles of incorporation shall become and be the Certificate of Incorporation of the surviving corporation, and, in addition, to the powers conferred upon it by statute, the surviving corporation shall have the powers set forth therein and be governed by the provisions thereof.

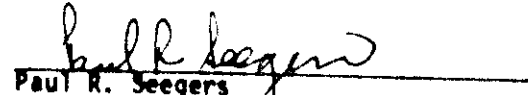
THIRD: At the time this Agreement of Merger shall become effective, the outstanding shares of capital stock of the Merged Corporation shall not be transferred, nor shall the beneficial interest therein pass to the Surviving Corporation, but such shares of stock shall forthwith be surrendered for

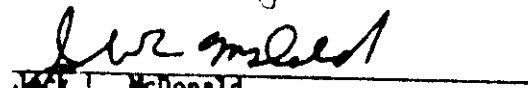
cancellation. The shares of the Surviving Corporation shall remain outstanding and unchanged.

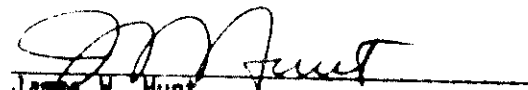
IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be executed by all of the members of the Board of Directors of each party hereto.

CENERGY EXPLORATION COMPANY
(Surviving Corporation)


Frank M. Crossen


Paul R. Seegers



Jack L. McDonald


James W. Hunt

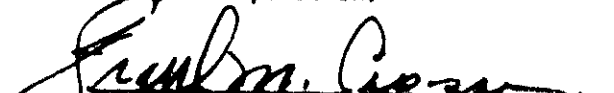

H. S. Erskine


All of the Board of Directors of the
Surviving Corporation


ATTEST:


John E. Jones, Secretary of the
Surviving Corporation

CENTEX OIL & GAS WEST, INC.
(Merged Corporation)


Frank M. Crossen



Paul R. Seegers


James W. Hunt


H. S. Erskine

All of the Board of Directors of the
Merged Corporation

ATTEST:

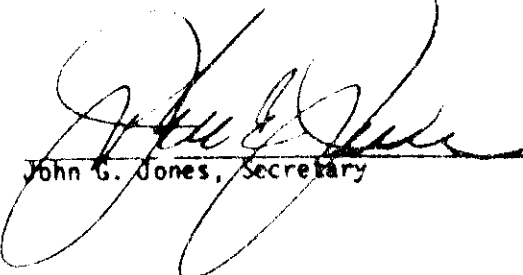

John E. Jones, Secretary of the
Merged Corporation

CENERGY EXPLORATION COMPANY

CERTIFICATE OF SECRETARY

I, John G. Jones, Secretary of CENERGY EXPLORATION COMPANY, a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Secretary and under the seal of 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 all of the members of the Board of Directors thereof and having been signed by all of the members of the Board of Directors of CENTEX OIL & GAS WEST, INC., 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 (62,500) shares of the capital stock of the corporation same being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholders of said CENERGY EXPLORATION COMPANY, and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said CENERGY EXPLORATION COMPANY as of the 29th day of March, 1982.


John G. Jones, Secretary

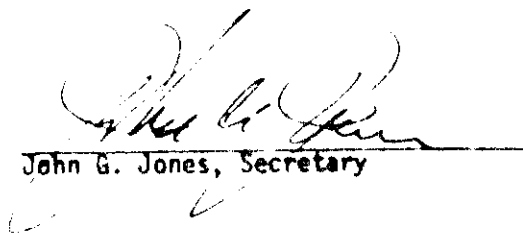
[Corporate Seal]

CENTEX OIL & GAS WEST, INC.

CERTIFICATE OF SECRETARY

I, John G. Jones, Secretary of CENTEX OIL & GAS WEST, INC., a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Secretary and under the seal of 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 all of the members of the Board of Directors thereof and having been signed by all of the members of the Board of Directors of CENERGY EXPLORATION COMPANY, 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 (1,000) shares of the capital stock of the corporation same being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholders of said CENTEX OIL & GAS WEST, INC., and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said CENTEX OIL & GAS WEST, INC. as of the 29th day of March, 1982.



John G. Jones, Secretary

[Corporate Seal]

THE FOREGOING AGREEMENT OF MERGER, having been executed by all of the members 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 each corporate party thereto, the Chairman of the Board and Secretary of each corporate party thereto 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, as of the 31st day of March, 1962.

CENERGY EXPLORATION COMPANY

By:

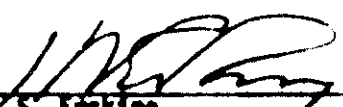

James W. Hunt
Chairman of the Board and Chief
Executive Officer


John B. Jones, Secretary

[Corporate Seal]

CENTEX OIL & GAS WEST, INC.

By:


H. S. Erskine
Chairman of the Board


John B. Jones, Secretary

[Corporate Seal]

STATE OF TEXAS §
COUNTY OF DALLAS §

SS:

On this 29th day of March, 1982 personally appeared before me, a Notary Public, James M. Hunt, Chairman of the Board and Chief Executive Officer of CENERGY EXPLORATION COMPANY, who acknowledged that he executed the above instrument.

Brenda Stenger
Notary Public

[Seal]

STATE OF TEXAS §
COUNTY OF DALLAS §

SS:

On this 29th day of March, 1982 personally appeared before me, a Notary Public, H. S. Erskine, Chairman of the Board of CENTEX OIL & GAS WEST, INC., who acknowledged that he executed the above instrument.

Brenda Stenger
Notary Public


[Seal]

UNANIMOUS CONSENT OF STOCKHOLDER

The undersigned, being the sole stockholder of CENTEX OIL & GAS WEST, INC., a Nevada corporation, does hereby consent to the adoption of the Agreement of Merger dated as of the 31st day of March, 1982, between this Corporation, as the merged corporation, and CENERGY EXPLORATION COMPANY, a Nevada corporation, being the surviving corporation, in the form submitted to the undersigned.

DATED as of the 29th day of March, 1982.

CENERGY CORPORATION

By: 
James W. Hunt, Chairman and Chief
Executive Officer

EXPLOSION COMPANY
(a Texas Corporation)

FILED AT THE REQUEST OF

C. E. Corporation System

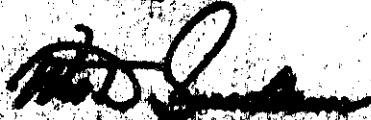
P.O. Box 807

Dallas, Texas 75221

Attn: Michael Jones

April 1, 1982

2000



W. K. SUGGINS, President

NOT RECORDED