

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

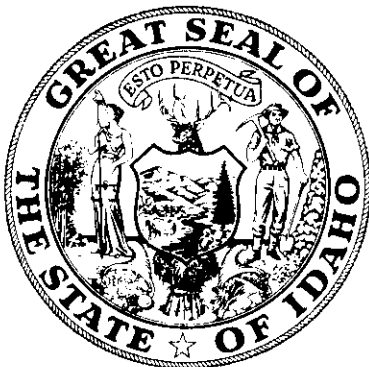
MONSANTO OIL COMPANY

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

Dated *July 6*, 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 Monsanto Oil Company.
2. *The name which it shall use in Idaho is Monsanto Oil Company
3. It is incorporated under the laws of Delaware.
4. The date of its incorporation is February 11, 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 100 West Tenth Street, Wilmington, Delaware 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, development and related businesses

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

Name	Office	Address
See attached schedule.		

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
5000	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
1000	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 28, 19 82

By F. A. Tietz *Bul*
Monsanto Oil Company
Its President
and L. Baxter Brown *Bul*
Its Secretary

STATE OF TEXAS)
COUNTY OF HARRIS) ss:

I, Dorothy D. Norton, a notary public, do hereby certify that on this 28th day of June, 19 82, personally appeared before me F. A. Tietz, who being by me first duly sworn, declared that he is the President of Monsanto Oil Company

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

MY COMMISSION EXPIRES
January 31, 1985

Dorothy D. Norton
Notary Public *Dorothy D. Norton*

*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.

DIRECTORS AND OFFICERS
OF
MONSANTO OIL COMPANY

Director	J. Russell Bley, Jr.	800 N. Lindbergh Blvd. St. Louis, MO 63167
Director	R. G. Dahlen	800 N. Lindbergh Blvd. St. Louis, MO 63167
Director	R. L. Kelley	800 N. Lindbergh Blvd. St. Louis, MO 63167
President	F. A. Tietz	5051 Westheimer Rd. Houston, TX 77056
Vice President- Production	E. H. Muhlbach	5051 Westheimer Rd. Houston, TX 77056
Vice President- Exploration	J. W. Soderman	5051 Westheimer Rd. Houston, TX 77056
Vice President- International	J. E. Teddlie, Jr.	5051 Westheimer Rd. Houston, TX 77056
Vice President, General Counsel & Secretary	L. Baxter Brown	5051 Westheimer Rd. Houston, TX 77056
Assistant Secretary	W. A. Alexander	5051 Westheimer Rd. Houston, TX 77056
Assistant Secretary	J. Russell Bley, Jr.	800 N. Lindbergh Blvd. St. Louis, MO 63167
Controller	S. W. Wilhem	5051 Westheimer Rd. Houston, TX 77056
Assistant Controller	R. A. Overton	800 N. Lindbergh Blvd. St. Louis, MO 63167

LD60G

CONSENT TO USE OF NAME

Monsanto Company, a corporation
organized under the laws of the State of Delaware, hereby consents to
the ~~organization~~ qualification of Monsanto Oil Company
in the State of Idaho

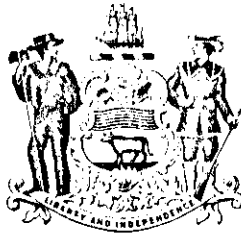
IN WITNESS WHEREOF, the said Monsanto Company
_____ has caused this consent to be executed by its vice president
and attested under its corporate seal by its assistant secretary, this _____ day of
June 1982.

Monsanto Company
By Richard W. Wiersma
Vice President

Attest:

Karl Gammick
Asst. Secretary

(SEAL)



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 _____ February 11, 1982 .



Handwritten signature of Glenn C. Kenton.

Glenn C. Kenton, Secretary of State

BY: _____

Handwritten signature of D. H. Hennessey.

DATE: June 21, 1982

CERTIFICATE OF INCORPORATION

OF

MONHOLD, INC.

---ooOoo---

FIRST. The name of the corporation is Monhold, Inc.

SECOND. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is:

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) and the par value of each of such shares is \$1.00 amounting in the aggregate to One Thousand Dollars (\$1,000.00).

FIFTH. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Brian C. Cunningham	800 North Lindbergh Boulevard St. Louis, Missouri 63167
Richard G. Dahlen	800 North Lindbergh Boulevard St. Louis, Missouri 63167
Robert L. Kelley	800 North Lindbergh Boulevard St. Louis, Missouri 63167

SIXTH. The name and mailing addresses of persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Brian C. Cunningham	800 North Lindbergh Boulevard St. Louis, Missouri 63167

Richard G. Dahlen

800 North Lindbergh Boulevard
St. Louis, Missouri 63167

Robert L. Kelley

800 North Lindbergh Boulevard
St. Louis, Missouri 63167

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:

To make, alter or repeal the by-laws of the corporation.

NINTH. Election of directors need not be by written ballot.

TENTH. The word "Monsanto" is a registered trademark and a trade name of Monsanto Company, a corporation organized and existing under the laws of the State of Delaware. Consent from Monsanto Company to use the trademark and trade name "Monsanto" in the name of the corporation has been obtained subject to the following terms and conditions:

(i) Such consent shall not confer any property right on this corporation in or to such trade name, or any trademark or other trade name of Monsanto Company;

(ii) The right to use the trade name "Monsanto" in the name of this corporation shall automatically terminate upon written notice by said Monsanto Company delivered at any time to the Secretary of this corporation, and thereupon the officers and stockholders of this corporation, at its expense, will take promptly all necessary action to amend the Certificate of Incorporation and By-Laws of this corporation to delete the word "Monsanto" from the name of this corporation;

(iii) Any additional right to use such trade name and any right to use any other trade name or any trademark, service mark or other trade or commercial symbol of Monsanto Company that may be granted from time to time shall, upon written notice by said Monsanto Company delivered at any time to the Secretary of this corporation, terminate immediately unless otherwise provided in any agreement or other instrument entered into pursuant to clause (iv) below; and

(iv) Upon request this corporation shall execute one or more agreements or other instruments with Monsanto Company to more fully set forth the above terms and conditions.

ELEVENTH. 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.

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 Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 9th day of February, 1982.

George H. H. H. H.

James Smith

Robert L. Kelly

STATE OF MISSOURI)
) SS:
COUNTY OF ST. LOUIS)

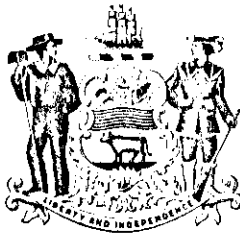
On this 9th day of February, 1982, personally appeared before me, a Notary Public for the State of Missouri, Brian C. Cunningham, Richard G. Dahlen, and Robert L. Kelley, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

[SEAL]

Virginia M. Schuster
Notary Public

NOTARY PUBLIC
MY COM. EXPIRES 12/31/83
STATE OF MISSOURI



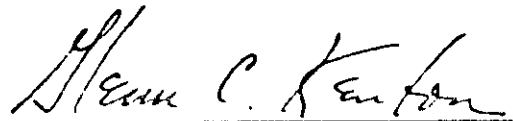
State of DELAWARE



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 Amendment Before Payment of Capital
filed in this office on June 17, 1982.




Glenn C. Kenton, Secretary of State

BY: 

DATE: June 21, 1982

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

BEFORE PAYMENT OF CAPITAL
OF
MONHOLD, INC.

We, the undersigned, being all of the directors of Monhold, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DO HEREBY CERTIFY:

FIRST: That ARTICLE FIRST of the Certificate of Incorporation be and it hereby is amended to read as follows:

"FIRST. The name of the corporation is Monsanto Oil Company," and

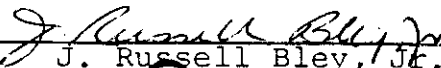
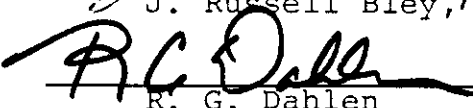
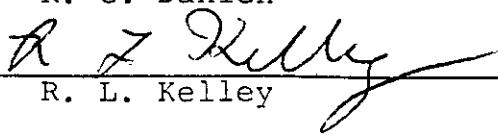
that ARTICLE FOURTH of the Certificate of Incorporation be and hereby is amended to read as follows:

"FOURTH. The total number of shares of stock which the corporation shall have authority to issue is five thousand (5,000) and the par value of each of such shares is \$1.00 amounting in the aggregate to Five Thousand Dollars (\$5,000.00)."

SECOND: That the corporation has not received any payment for any of its stock.

THIRD: That the amendment was duly adopted in accordance with the provisions of section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we have signed this certificate this 16th day of June, 1982.


J. Russell Bley, Jr. Bnd

R. G. Dahlen Bnd

R. L. Kelley Bnd