

Department of State.

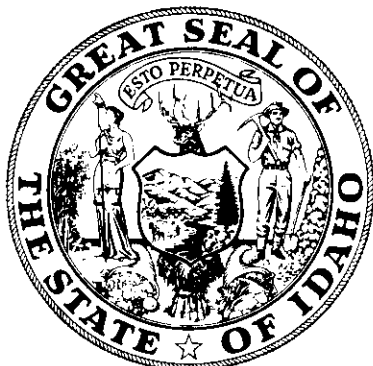
**CERTIFICATE OF AUTHORITY
OF**

ENERFLO, INC.

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

Dated **March 8,** 19 **84**



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Drier

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 ENERFLO, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of California
4. The date of its incorporation is December 7, 1983 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 4815 La Jacaranda, Rancho Santa Fe, CA 92067
6. The address to which correspondence should be addressed, if different from that in item 5 4815 La Jacaranda, Rancho Santa Fe, CA 92067
7. 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 C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
All lawful purposes.

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

Name	Office	Address
W. Joseph Blood	Chief Financial Officer, President & Director	4815 La Jacaranda Rancho Santa Fe, CA 92067
Robert B. Anderson	Secretary	525 "B" Street, Suite 2100 San Diego, CA 92101
Hans M.V.D. Wiel	Vice President/Director	4815 La Jacaranda Rancho Santa Fe, CA 92067
*See below Geertje Adriana Blood	Director	4815 La Jacaranda Rancho Santa Fe, CA 92067

10. 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
10,000,000	Common	No par value
10,000,000	Preferred	No par value

*F. E. Brown, Jr., Director, 330 Houston Street, Kilgore, TX 75662 (continued on reverse)

11. 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
2,470,400	Common	No par value
55,296	Preferred	No par value

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

13. 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 January 13th, 19 84.

ENERFLO, INC.

By

W. Joseph Blood

Its

President

and

Robert B. Anderson

Its

Secretary

STATE OF CALIFORNIA

COUNTY OF SAN DIEGO

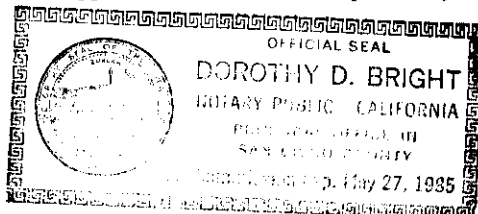
) ss:

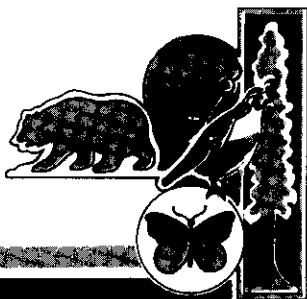
I, Dorothy D. Bright, a notary public, do hereby certify that on this 13th day of January, 19 84, personally appeared before me W. Joseph Blood, who being by me first duly sworn, declared that he is the President of ENERFLO, INC.

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

Dorothy D. Bright
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 California

OFFICE OF THE SECRETARY OF STATE

84
2 M 9 57
SECRETARY OF
STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 28 1984



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION

OF

EnerFlo, Inc.

1233201

FILED

In the office of the Secretary of State
of the State of California

DEC 7 1983

SMITH, JAMES ELL, Secretary of State

By *James E. Smith*
Deputy

I

The name of this corporation is EnerFlo, Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is: W. Joseph Blood, 4815 La Jacaranda, Rancho Santa Fe, California 92067.

IV

This corporation is authorized to issue two classes of shares designated respectively "Common Stock" and "Preferred Stock", and referred to herein either as Common Stock or Common shares and Preferred Stock or Preferred shares, respectively. The number of shares of Common Stock is 10,000,000 and the number of shares of Preferred Stock is 10,000,000.

V

The Preferred shares may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred shares and to

determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges, and restrictions granted or imposed upon any wholly unissued series of Preferred shares and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

Dated: December 7, 1983

William S. Gregory
WILLIAM S. GREGORY

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

William S. Gregory