

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
PAYNE WELL DRILLING, INC.**

07 MAY -8 PM 12: 21

SECRETARY OF STATE
STATE OF IDAHO

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

ARTICLE I.

The name of the corporation is Payne Well Drilling, Inc.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

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 Corporations Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of no par value.

ARTICLE V.

The address of the initial registered office of the corporation is 2502 E. Hubbard Road, Kuna, Idaho 83634, and the name of its initial registered agent at such address is Randy Payne.

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Randy Payne

2502 E. Hubbard Road
Kuna, Idaho 83634

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IDAHO SECRETARY OF STATE
03/08/2007 05:00
CK: 6092 CT: 88795 BH: 1052352
1 * 100.00 = 100.00 CORP # 2

ARTICLE VII.

The name and address of the incorporator is Randy Payne, 2502 E. Hubbard Road, Kuna, Idaho 83634.

DATED This 8 day of May, 2007.

Randy Payne
Randy Payne, Incorporator