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Department of State.

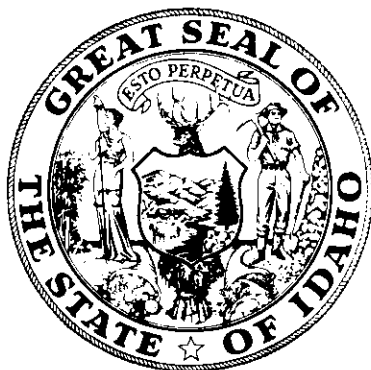
**CERTIFICATE OF WITHDRAWAL
OF**

ROSEWOOD RESOURCES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ROSEWOOD RESOURCES, INC. for a Certificate of Withdrawal from 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated May 2, 19 91.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR
CERTIFICATE OF WITHDRAWAL

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is Rosewood Resources, Inc.
_____. The name which it used in Idaho is _____
Rosewood Resources, Inc.
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is _____
200 Crescent Court, Suite 400, Dallas, TX 75201
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

Rosewood Resources, Inc.

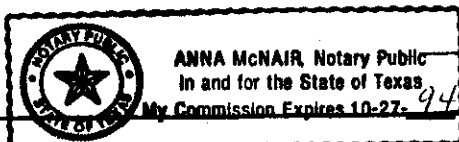
By Amanda S. Andereck
Amanda S. Andereck
Its Vice President

And John J. Wolfe
John J. Wolfe,
Its Secretary

STATE OF TEXAS)
) ss:
COUNTY OF DALLAS)

I, Anna McNair, a notary public, do hereby certify that on this
24th day of April, 19 91, personally appeared
before me Amanda S. Andereck, who being by me first duly sworn,
declared that he is the Vice President of Rosewood Resources, Inc.

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



Anna McNair
Notary Public