



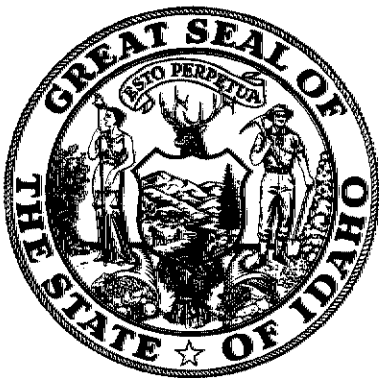
**CERTIFICATE OF INCORPORATION
OF**

AQUA DRILLING & EXPLORATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **July 5, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Larry J. Clark

ARTICLES OF INCORPORATION
OF
AQUA DRILLING & EXPLORATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, a domestic corporation of the State of Idaho, hereby forms a corporation in conformity with the laws of the State of Idaho, and for the purposes hereinafter set forth, does hereby adopt Articles of Incorporation as follows:

I.

NAME

The name of the corporation shall be Aqua Drilling & Exploration, Inc.

II.

LOCATION AND POST OFFICE ADDRESS

The location and post office address of the registered office of the corporation in the State of Idaho is 7650 Highway 95 North, Coeur d'Alene, Idaho. The name and business address of the corporation's registered agent is Scott Braun, 7650 Highway 95 North, Coeur d'Alene, Idaho 83814.

III.

DURATION

The term of existence of this corporation shall be perpetual from the date of filing Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

IV.

PURPOSES

To engage in any lawful act or activities which corporations may be organized for under the general corporation laws of Idaho.

To acquire, hold and dispose of real property; to drill, build and construct commercial holes for whatsoever purpose, including water wells and to construct, build and drill test holes and to utilize drilling equipment and all types of associated paraphenalia; to engage in a general financing

business enterprise that the corporation may, from time to time, enter into; to assist others in the operation of similar or related businesses and to engage in such other and further businesses within the State of Idaho and such other and further additional places as the Board of Directors may, in their discretion, from time to time determine.

To act as agents for others, for any or all of the foregoing purposes set out herein.

To manufacture, purchase or otherwise own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invent, trade, deal in and deal with goods, wares, merchandise and real property of every class and description.

To make, perform and carry out contracts of every kind and description pertaining to the purposes of this corporation and for every lawful purpose necessary and expedient thereto with any person, firm, association or any corporation, and including municipal corporations, together with the State of Idaho, United States government, or any other state, or any county or political subdivision of the State of Idaho; to borrow, or raise money without limit as to amounts by negotiable or transferrable instruments or otherwise, to make and perform contracts of every kind and description and in carrying on this or any other lawful business for the purpose of obtaining or furthering any of its objectives.

To purchase, hold, sell, transfer shares of its own capital stock provided it shall not use its funds or property for the purchase of such shares when such use would cause any impairment of its capital stock.

V.

AMOUNT OF CAPITAL STOCK

Total authorized number of par value shares of stock is twenty-five thousand (25,000) shares. Each share shall have one (1) vote and a par value of \$1.00 per share. Such shares shall be considered common stock and there shall be no preferred stock.

Capital stock shall be non-assessable.

VI.

NAMES AND ADDRESSES OF INCORPORATORS

The name and post office address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
AQUA ENTERPRISES, INC.	P.O. Box 1499 Coeur d'Alene, Idaho 83814

VII.

DIRECTORS

The corporation shall have three (3) directors who shall, at all times, be citizens of the United States of America; except that in the cases where all of the shares of the Corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3), but not less than the number of stockholders. The names and residences of said Directors who shall manage the Corporation until the first stockholders meeting are:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD N. BRAUN	P.O. Box 1499 Coeur d'Alene, Idaho 83814
ZENAIDA BRAUN	P.O. Box 1499 Coeur d'Alene, Idaho 83814
SCOTT BRAUN	7650 Highway 95 North Coeur d'Alene, Idaho 83814

VIII.

PROVISIONS FOR BY-LAWS

The corporation shall be governed by a duly adopted code of by-laws, which by-laws shall not be inconsistent with these Articles of Incorporation nor inconsistent with the laws of the State of Idaho. A meeting of the corporation shall be held and the by-laws shall be adopted in accordance with the provisions of the laws of the State of Idaho after the issuance

by the Secretary of State of the State of Idaho of the certificate of the corporation.

IX.

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the stock issued at any regular meeting or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notice shall be in conformity with the statutes of the State of Idaho made and provided therefore.

IN WITNESS, the undersigned, being the incorporator hereinabove mentioned, sets its hand and seal as of the 24th day of June, 1985.

AQUA ENTERPRISES, INC.

By Richard W. Brown
Title President

SUBSCRIBED AND SWORN to before me this 24 day of June, 1985.

Timothy J. Green
NOTARY PUBLIC in and for the
State of Washington,
residing in Spokane.