OFFICE OF
WM. D. SWACKHAMER
SECRETARY OF STATE

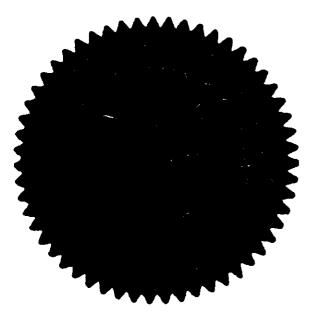


DEPARTMENT OF STATE

I, Wm. D. Swackhamer, the duly qualified and elected Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original certificate of Amendment of Articles of Incorporation of

THE SUPERIOR OIL COMPANY

as the same appears on file and of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 14TH day of AUGUST, A. D. 1975

Secretary of State

By Dolchie Howard

Deputy

JUN 27 1975

CERTIFICATE OF AMENDMENT OF RESTATED ARTICLES OF INCORPORATION

WM. SWACKHAMER - SECRETARY OF STATE

THE SUPERIOR OIL COMPANY, a corporation organized under the laws of the State of Nevada, by its Vice President and Assistant Secretary, does hereby certify:

- 1. That the Board of Directors of said corporation at a meeting duly convened and held on the 19th day of March, 1975, passed a resolution declaring that the change and amendment in the Restated Articles of Incorporation hereinafter set forth is advisable and called the Annual Meeting of the Stockholders to take action thereon.
- 2. That thereafter, on the 21st day of May, 1975, pursuant to such call of the Board of Directors, and upon notice given to each stockholder of record entitled to vote on an amendment to the Restated Articles of Incorporation as provided by law, the Annual Meeting of the Stockholders of the company was held, at which meeting the holders of 3,552,933 shares, representing at least a majority of the voting power, were present in person or represented by proxy; that the number of shares of the corporation outstanding and entitled to vote on the adoption of said amendment was 4,017,175; that 27,046 shares voted against such change and amendment, and that 3,466,341 shares, constituting at least a majority of the shares outstanding and entitled to vote thereon, voted in favor of such change and amendment, such change and amendment being as follows:

RESOLVED that Article FOURTH of the Restated Articles of Incorporation of the Company be amended to read as follows:

FOURTH: The Corporation shall have authority to issue ten million (10,000,000) shares of Common Stock of the par value of Two Dollars and Fifty Cents (\$2.50) each, amounting in the aggregate to Twenty-five Million Dollars (\$25,000,000). All such shares of Common Stock are of the same class.

The Corporation shall have authority to issue five million (5,000,000) shares of Preferred Stock of the par value of One Dollar (\$1.00) each, amounting in the aggregate to Five Million Dollars (\$5,000,000).

The following is a statement of the designations, preferences, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the classes of stock of the Corporation and of the authority with respect thereto expressly vested in the Board of Directors of the Corporation.

- The Preferred Stock may be issued from time to time in one or more series and in such amounts as may be determined by the Board of Directors. designations, preferences, and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock of each series shall be such as are fixed by the Board of Directors, authority so to do being hereby expressly granted, and stated and expressed in a resolution or resolutions adopted by the Board of Directors providing for the issue of such series of Preferred Stock (herein called "Directors' Resolution"). The Directors' Resolution as to any series shall (a) designate the series, (b) fix the dividend rate, if any, of such series, the payment dates for dividends on shares of such series and the date or dates, or the method of determining the date or dates, if any, from which dividends on shares of such series shall be cumulative, (c) fix the amount or amounts payable on shares of such series upon voluntary or involuntary liquidation, dissolution or winding up, and (d) state the price or prices at which, the time or times, and the terms and conditions on which, the shares of such series may be redeemed at the option of the Corporation. Such Directors' Resolution as to any series may (i) limit the number of shares of such series which may be issued, (ii) provide for a sinking fund for the purchase or redemption of shares of such series and determine the terms and conditions governing the operations of any such fund, (iii) grant voting rights to the holders of shares of such series, (iv) impose conditions or restrictions upon the creation of indebtedness of the Corporation or upon the issuance of additional Preferred Stock or other capital stock ranking on a parity therewith, or prior thereto, with respect to dividends or distribution of assets upon liquidation, (v) impose conditions or restrictions upon the payment of dividends upon, or the making of other distributions to, or the acquisition of, shares ranking junior to the Pre-ferred Stock or to any series thereof with respect to dividends or distributions of assets upon liquida-tion, (vi) state the price or prices or the rate of exchange and other terms, conditions and adjustments upon which shares of any such series may be made convertible into, or exchangeable for shares of any other class or classes or of any other series of Preferred Stock or any other class or classes of stock, and (vii) grant such other special rights and impose such qualifications, limitations or restrictions thereof as shall be fixed by the Board of Directors.
- (2) Except as by law expressly provided, or except as may be provided in any Directors! Resolution, the Preferred Stock shall have no right or power to vote on any question or in any proceeding or to be represented at, or to receive notice of, any meeting of stockholders.

- Preferred Stock redeemed or otherwise retired by the corporation assumes the status of authorized but unissued Preferred Stock and may thereafter, subject to the provisions of any Directors! Resolution providing for the issue of any particular series of Preferred Stock, be reissued in the same manner as authorized but unissued Preferred Stock.
- (4) The Common Stock is junior to the Preferred Stock and is subject to all the rights, privileges, preferences and priorities of the Preferred Stock as herein set forth and as may be stated in any Directors' Resolution or Resolutions.
- Subject to all rights of the Preferred Stock, dividends may be paid on the Common Stock as and when declared by the Board of Directors of the Corporation legally available for the payment thereof.
- After payment shall have been made in full to the holders of the Preferred Stock in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the remaining assets and funds of the Corporation shall be distributed to the holders of Common Stock according to their respective shares.

IN WITNESS WHEREOF, the said THE SUPERIOR OIL COMPANY has caused this certificate to be signed by its Vice President and its Assistant Secretary and its corporate seal to be hereto affixed this 20th day of June, 1975.

THE SUPERIOR OIL COMPANY

Assistant

Allan C. Durham

Virgínia Ezell

STATE OF TEXAS COUNTY OF HARRIS

On June 20, 1975, personally appeared before me, a Notary Public, ALLAN C. DURHAM and VIRGINIA EZELL, who acknowledged that they executed the above instrument.

> Notary Public County, Texas in and for Harris