



Department of State.

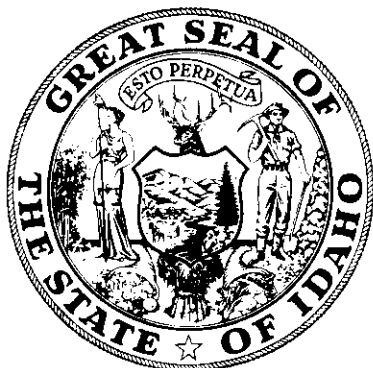
**CERTIFICATE OF AUTHORITY
OF**

ANGLO DRILLING MANAGERS, INC.

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

Dated ***September 30***, 19 ***81***



Pete T. Cenarrusa
SECRETARY OF STATE

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 ANGLO DRILLING MANAGERS, INC.
2. *The name which it shall use in Idaho is The same as in item #1 above.
3. It is incorporated under the laws of the State of Delaware.
4. The date of its incorporation is July 22, 1981. 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 306 South State Street, Dover, Delaware, 19901.
6. The street address of its proposed registered office in Idaho is Bank of Idaho Building, now First Interstate Bldg., Boise, Idaho 83701., and the name of its proposed registered agent in Idaho at that address is United States Corporation Company.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any act or activities for which corporations may be organized, including, without limitation, the business of oil and gas contract drilling, whether solely, or in conjunction with others, and any lawful business related thereto.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Please list attached.		

9. 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
One Thousand (1,000)	Common	One Dollar (\$1.00)

(continued on reverse)

10. 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
One Thousand (1,000)	Common	One Dollar (\$1.00)
_____	_____	_____
_____	_____	_____

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

12. 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 September 28, 19 81.

ANGLO DRILLING MANAGERS, INC.
By John R. Owen
Its Vice President
and Jane Polisar
Jane Polisar
Its _____ Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

I, Diane R. Donaldson, a notary public, do hereby certify that on this twenty-eight day of September, 19 81, personally appeared before me John R. Owen, who being by me first duly sworn, declared that he is the Vice President of Anglo Drilling Managers, Inc.

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

DIANE R. DONALDSON
Notary Public, State of New York
No. 30-4725215
Qualified in Nassau County
Term Expires March 30, 1982

Diane R. Donaldson
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.

Application For:

Certificate of Authority: Anglo Drilling Managers, Inc.

Answer to item 8

(Directors)

(Address)

- | | |
|--------------------|---|
| 1. Donald A. Park | 1107 Home Tower, T-D Square, 324 Eighth Ave. S.W. Calgary, Alberta -
T2P-2Z2, Canada |
| 2. James C. Taylor | 4796 Business Park Blvd. Anchorage, Alaska 99503 |
| 3. Homer B. Brown | United Bank Centre, 1700 Broadway, Denver Colorado 80290 |
| 4. Gerald Griffin | 120 Broadway, New York, New York 10271 |

(Officers)

(Address)

- | | | |
|----------------------|----------------------------------|---|
| 1. Donald A. Park | Chairman/President
of the Bd. | 1107 Home Tower, T-D Square, 324 Eighth Ave. S.W.
Calgary, Alberta T2P-2Z2, Canada |
| 2. Robert J. Mead | Vice President-Operations | 4796 Business Park Blvd, Anchorage Alaska
99503 |
| 3. Mark L. Lindsey | Treasurer/Vice President-Finance | United Bank Centre, 1700 Broadway,
Denver, Colorado 80290 |
| 4. John R. Owen | Vice President | 120 Broadway, New York, New York 10271 |
| 5. Jane Polisar | Secretary | " " " " " " |
| 6. Francis J. Nestor | Assistant Secretary | " " " " " " |

CERTIFICATE OF INCORPORATION
OF
ANGLO DRILLING MANAGERS, INC.

FIRST: The name of the corporation is ANGLO DRILLING MANAGERS, INC.

SECOND: The corporation's registered office is to be located at 306 South State Street, City of Dover, County of Kent, State of Delaware 19901. The name and address of the corporation's registered agent is United States Corporation Company, 306 South State Street, City of Dover, County of Kent, State of Delaware 19901.

THIRD: The nature of the business or purposes to be conducted or promoted shall be to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware, including, without limitation, to engage in the oil and gas contract drilling business, whether solely or in conjunction with others, and to transact any and all lawful business related thereto.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator of the corporation is Jane Polisar, c/o Anglo Company, Inc., 120 Broadway, New York, New York 10271.

SIXTH: The name and mailing address of each person who is to serve as a director of the corporation until the first annual meeting of stockholders, or until his successor is elected and shall qualify, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Donald A. Park	1107 Home Tower, T-D Square 324 Eighth Avenue S.W. Calgary, Alberta T2P 2Z2 CANADA
2. Gerald Griffin	120 Broadway New York, New York 10271
3. James C. Taylor	4796 Business Park Boulevard Suite #1 Anchorage, Alaska 99503
4. Homer B. Brown	United Bank Center Suite 220 1700 Broadway Denver, Colorado 80290

SEVENTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders, it is further provided:

- (1) Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions

of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

- (2) The election of directors of the corporation need not be by written ballot unless the by-laws of the corporation shall so provide.
- (3) The board of directors of the corporation is expressly authorized and empowered to make, alter or repeal by-laws, subject to the power of the stockholders to alter or repeal by-laws made by the board of directors.

I, Jane Polisar, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make and sign this Certificate of Incorporation.

Dated: July 20, 1981

Jane Polisar
Jane Polisar
c/o Anglo Company, Inc.
120 Broadway
New York, New York 10271

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

BE IT REMEMBERED, that on this 20th day of July, A.D. 1981, personally came before me, a Notary Public for the State of New York, Jane Polisar, the party to the foregoing certificate of incorporation, known to me personally to be such, and acknowledged the said certificate to be her act and deed and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day year aforesaid.

Diane R. Donaldson
Notary Public

DIANE R. DONALDSON
Notary Public, State of New York
No. 30-4725215
Qualified in Nassau County
Term Expires March 30, 1982



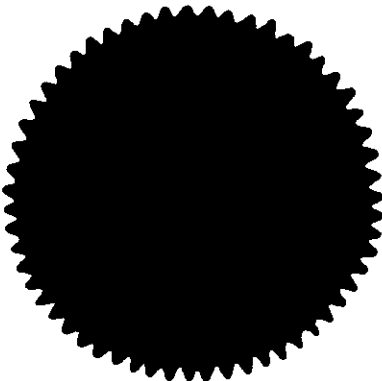
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "ANGLO DRILLING MANAGERS, INC.", as received and
filed in this office the twenty-second day of July, A.D. 1981, at 9 o'clock
A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-second day
of July in the year of our Lord
one thousand nine hundred and eighty-one.



A handwritten signature in cursive script that reads "Glenn C. Kenton".

Glenn C. Kenton, Secretary of State