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State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

BURNS WELL DRILLING INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of BURNS WELL DRILLING INC. 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

October 5, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Bellus*

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ARTICLES OF AMENDMENT

The shareholders of Burns Well Drilling Inc. met on August 6, 1992 and unanimously voted to amend Article Four of the Articles of Incorporation by adding the following language:

Transfer of said shares shall be restricted pursuant to the terms of that certain Shareholders Agreement on file with the Secretary of the Corporation and each share issued shall bear the following restrictive endorsement:

"This certificate is transferable only upon compliance with the provisions of an Agreement dated August 3, 1992, between GEORGE R. BURNS, VERA I. BURNS, MARCUS R. NAIL and SCOTT OLSEN, a copy of which is on file in the office of the Secretary of Burns Well Drilling Inc."

The name of the Corporation is Burns Well Drilling Inc.

There were 250,000 shares of the sole class of stock outstanding and entitled to vote.

Owners of all 250,000 shares approved the amendment. There were no votes against the amendment.

The previously issued stock certificates were surrendered, endorsed with the restrictive endorsement authorized by the amendment and reissued.

All other provisions of the Articles of Incorporation, with the exception to this amendment to Article IV, remain in full force and effect.

DATED this 1st day of October, 1992.

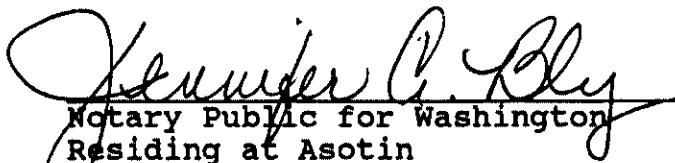

George R. Burns-President


Marcus R. Nail-Secretary

VERIFICATION

STATE OF WASHINGTON)
) ss
COUNTY OF ASOTIN)

I, Jennifer Bly, a notary public, do hereby certify that on this 1st day of October, 1992, personally appeared before me GEORGE R. BURNS, who, being by me first duly sworn, declared that he is the President of Burns Well Drilling Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.


Notary Public for Washington
Residing at Asotin
My Commission exp. 07-01-95.

Articles of Amendment

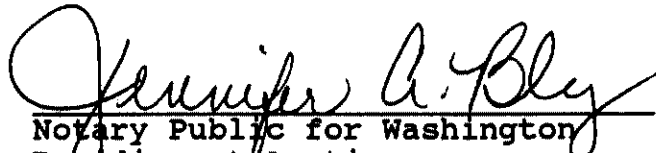
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corp.

VERIFICATION

STATE OF WASHINGTON)
) ss
COUNTY OF ASOTIN)

I, Jennifer Bly, a notary public, do hereby certify that on this 1st day of October, 1992, personally appeared before me MARCUS R. NAIL, who, being by me first duly sworn, declared that he is the Secretary of Burns Well Drilling Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.


Notary Public for Washington
Residing at Asotin
My Commission exp. 07-01-95.