

State of Idaho

Department of State

CERTIFICATE OF WITHDRAWAL OF

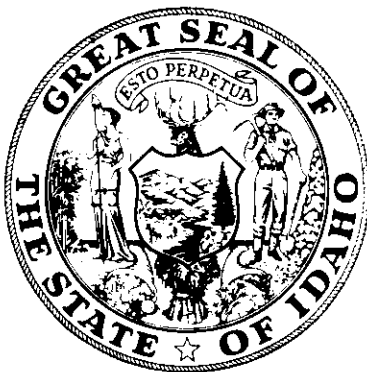
THE CARTER OIL COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE CARTER OIL COMPANY

_____ 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 December 27, 1990.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED
STATE OF IDAHO
32
APPLICATION FOR
CERTIFICATE OF WITHDRAWAL

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1019, 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 The Carter Oil Company
_____. The name which it used in Idaho is The Carter Oil Company
_____.
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 800 Bell Street,
P.O. Box 2180, Suite 4201, Houston, Texas 77252-2180
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.

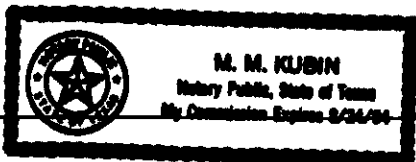
The Carter Oil Company

By R.A. Rabinow
R.A. Rabinow
Its _____ President
And P.A. Nolan
P.A. Nolan
Its _____ Secretary

STATE OF TEXAS)
COUNTY OF HARRIS) ss:

I, M.M. Kubin, a notary public, do hereby certify that on this
10th day of December, 19 90, personally appeared
before me R.A. Rabinow, who being by me first duly sworn,
declared that he is the President of The Carter Oil Company

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



M.M. Kubin
Notary Public