

ENRON OIL & GAS COMPANY

CERTIFICATE

The undersigned, J. Jeffers Spencer, Assistant Secretary of Enron Oil & Gas Company does hereby certify that:

- 1. Effective December 31, 1986, BelNorth Petroleum Corporation, Belco Development Corporation, HNG Oil Company and BelNorth Energy Corporation, as authorized by their stockholders, merged into Enron Oil & Gas Company and their separate corporate existence ceased, with Enron Oil & Gas Company becoming the surviving corporation.
- 2. Attached hereto is a true and correct copy of the Certificate of Ownership and Merger of BelNorth Petroleum Corporation, Belco Development Corporation and HNG Oil Company into Enron Oil & Gas Company, including the certificate of the Secretary of State of Delaware, the state of incorporation.
- 3. Also attached hereto is a true and correct copy of the Certificate of Merger of BelNorth Energy Corporation into Enron Oil & Gas Company, including the certificate of the Secretary of State of Delaware, the state of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation this 29th day of January, 1987.

J. Jeffers Spencer
 J. Jeffers Spencer
 Assistant Secretary

STATE OF TEXAS §
 COUNTY OF HARRIS §



Before me, the undersigned authority, on this day personally appeared J. Jeffers Spencer, Assistant Secretary of Enron Oil & Gas Company, a corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

Given under my hand and seal of office this 29th day of January, 1987.

[SEAL]



My Commission Expires: 2/13/91

David S. Byers
 Notary Public in and for
 The State of TEXAS

/6198S(c)/

State of Delaware

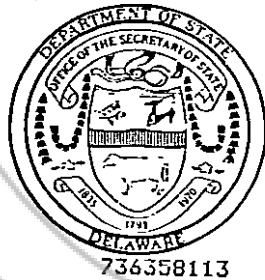


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "DELNORTH ENERGY CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, MERGING WITH AND INTO "ENRON OIL & GAS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "ENRON OIL & GAS COMPANY" AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 1986, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11061785
DATE: 12/27/1986

BOOK 154 PAGE 499

CERTIFICATE OF MERGER
OF
BELNORTH ENERGY CORPORATION
INTO
ENRON OIL & GAS COMPANY

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, Enron Oil & Gas Company DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
BelNorth Energy Corporation	Minnesota
Enron Oil & Gas Company	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Enron Oil & Gas Company.

FOURTH: That the Certificate of Incorporation of Enron Oil & Gas Company, a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1400 Smith Street, Houston, Texas, 77002.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.


SEVENTH: The authorized capital stock of BelNorth Energy Corporation is one million (1,000,000) shares consisting of common stock, par value \$1.00 per share, and preferred stock, par value \$500.00 per share, of which two hundred forty-six thousand and ten (246,010) shares of common stock are now issued and outstanding.

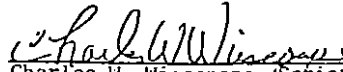
EIGHTH: This Certificate of Merger shall be effective at 11:59 P.M. on December 31, 1986.

DATED: December 10, 1986.

ATTEST:

ENRON OIL & GAS COMPANY


Assistant Secretary
LEWIS F. CHANDLER, JR.


Charles W. Wiesepape, Senior Vice President

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BOOK 154 PAGE 500

State of Delaware

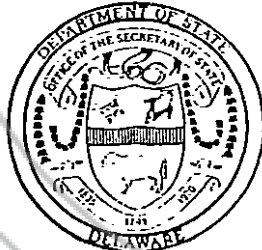


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF ENRON OIL & GAS COMPANY, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING BELCO DEVELOPMENT CORPORATION AND BELNORTH PETROLEUM CORPORATION AND HNG OIL COMPANY CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 1986, AT 10:02 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11061790
DATE: 12/27/1986

BOOK 154 PAGE 501

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BELNORTH PETROLEUM CORPORATION,

BELCO DEVELOPMENT CORPORATION

AND

HNG OIL COMPANY

INTO

ENRON OIL & GAS COMPANY

Enron Oil & Gas Company, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of BelNorth Petroleum Corporation, a corporation incorporated pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation owns all of the outstanding shares (of each class) of the stock of Belco Development Corporation, a corporation incorporated pursuant to the General Corporation Law of the State of Delaware.

FOURTH: That this corporation owns all of the outstanding shares (of each class) of the stock of HNG Oil Company, a corporation incorporated pursuant to the General Corporation Law of the State of Delaware.

FIFTH: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the board, on the 9th day of December, 1986, determined to and did merge into itself said BelNorth Petroleum Corporation, Belco Development Corporation and HNG Oil Company:

FURTHER RESOLVED, that the Company merge, and it hereby does merge into itself said BelNorth Petroleum Corporation, Belco Development Corporation and HNG Oil Company, each wholly-owned subsidiaries of the Company and each Delaware corporations, and assumes all of their respective obligations.

FURTHER RESOLVED, that the mergers of BelNorth Petroleum Corporation, Belco Development Corporation and HNG Oil Company shall become effective at 11:59 P.M. on December 31, 1986.

FURTHER RESOLVED, that the proper officers of this Company be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge BelNorth Petroleum Corporation, Belco Development Corporation and HNG Oil Company and assume their respective obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said mergers.

BOOK 154 PAGE 502

SEVENTH: Anything herein or elsewhere to the contrary notwithstanding these mergers may be amended or terminated and abandoned by the Board of Directors of Enron Oil & Gas Company at any time prior to the date of filing the mergers with the Secretary of State.

IN WITNESS WHEREOF, said Enron Oil & Gas Company has caused this certificate to be signed by Charles W. Wiesepape, its Senior Vice President, and attested by J. Jeffers Spencer, its Assistant Secretary, this 10th day of December, 1986.

ATTEST:

ENRON OIL & GAS COMPANY

J. Jeffers Spencer
Assistant Secretary

By: Charles W. Wiesepape
Charles W. Wiesepape
Senior Vice President

RECORDED AT REQUEST OF
Enron Oil & Gas Co.
BOOK 154 PAGE 498

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OFFICIAL RECORDS
LUNFRA COUNTY, NEVADA
P.M. REGALATI. RECORDER
FILE NO. 107284
FEE \$ 10.00

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BOOK 154 PAGE 503