107800 STATE OF NEVADA DEPARTMENT OF STATE

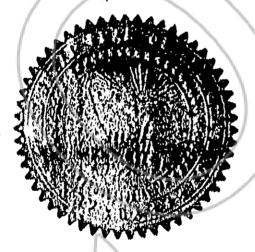


I, FRANKIE SUE DEL PAPA, the duly qualified and elected Secretary of State of the State of Nevada, do hereby certify that on December 3, 1979, MARSHALL EARTH RESOURCES, INC., A Texas Corporation, qualified to transact business in the State of Nevada, (and was assigned Nevada Corporate File Number 6779-79), merged with and into MARSHALL EARTH RESOURCES, INC., A Texas Corporation, formerly HRM ENTERPRISES, INC., (and was assigned Nevada Corporate File Number 1355-87), the surviving corporation.

Hill Cassas de Lipkou y Econo 608K 15E PAGE 499.

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EUREN, COUNTY, NEVADA N.H. REKALEATI, RECORDER FILE NO. 107800 FD: \$ 5.00



and affixed the Great Seal of State, at my office, in

Curson City, Nevada, this 12th day of

March , A.D., 1987.

Secretary of State

By Deputy

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