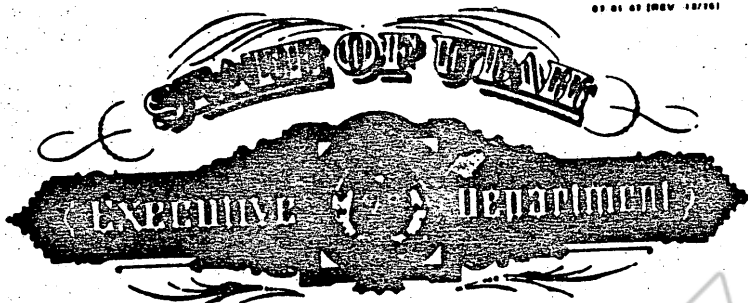


118796

03 01 07 (REV. 10/70)



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Revision of the Articles of Incorporation by Amendment to the Articles of Incorporation of CONSOLIDATED BUREKA MINING COMPANY (a Utah Corporation) changing the name to KEXCEL ENERGY CORPORATION, and said corporation is in good standing.

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

NOV 20 1977

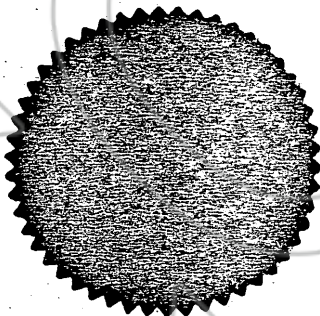
WILL SWANERMAN, SECRETARY OF STATE

David S. Monson
No. 33-35

Filing Fee: \$50.00

By: Prince, Yeates & Goldsmith
455 S. Third East St.
Salt Lake City, Utah 84111

AS APPEARS _____ of record _____ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE
HEREUNTO SET MY HAND AND
AFFIXED THE GREAT SEAL OF
THE STATE OF UTAH AT SALT
LAKE CITY, THIS _____ DAY OF
September _____ 1977.

DAVID S. MONSON
LT. GOVERNOR/SECRETARY OF STATE

BOOK 178 PAGE 174

BY *David S. Monson*
AUTHORIZED PERSON

REVISION OF THE ARTICLES OF INCORPORATION
BY AMENDMENT TO THE ARTICLES OF INCORPORATION OF
CONSOLIDATED EUREKA MINING COMPANY
A UTAH CORPORATION

Pursuant to the provisions of Sections 16-10-54 through 16-10-60, Utah Code Annotated (1953) as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is CONSOLIDATED EUREKA MINING COMPANY.

SECOND: On the 6th day of September, 1977, pursuant to notice, which notice contained the following Amendment set forth in its entirety, the following Amendment to the Articles of Incorporation was adopted by the shareholders in a manner prescribed by Section 16-10-55, Utah Code Annotated (1953), which Amendment shall be considered a revision of the Articles of Incorporation and shall supersede the existing Articles of Incorporation and all amendments thereto:

ARTICLE I

NAME

The name of the corporation is EXCEL ENERGY CORPORATION.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The purposes for which this corporation is organized are:
To locate, patent, purchase, lease, or otherwise acquire, and to hold, own, use, operate, work, improve, develop, mine, drill, excavate and produce, and to sell, exchange, assign, transfer, mortgage, lease, or otherwise dispose of, in whole or in part, mines, mining rights, and claims, metalliferous lands, water, water rights, oil and gas properties and interests therein, and any rights, rights of way, easements, privileges, permits, or franchises suitable or convenient for any of the purposes of the business, and to deal in the same and the products therefrom in every way.

BOOK 178 PAGE 175

To purchase or otherwise acquire, own, mortgage, sell, manufacture, assign and transfer or otherwise dispose of, invest, trade, deal in and with real and personal property of every kind, class, description, and to generally engage in, do and perform any enterprise, act, transaction or venture that a natural person might or could do or perform.

To do any and all things permitted a corporation under the applicable laws of the State of Utah and any other state or nation wherein this corporation shall be authorized to transact business.

ARTICLE IV

CAPITALIZATION

The authorized capital of this corporation shall consist of Ten Million (10,000,000) common shares having a par value of one cent (\$.01) per share. All such common shares are non-cumulative and each share shall have equal rights as to voting and in the event of dissolution or liquidation.

The shareholders shall have no preemptive rights to acquire any shares of this corporation, whether hereby or hereafter authorized.

ARTICLE V

COMMENCEMENT OF BUSINESS

The corporation shall not commence business until at least One Thousand Dollars (\$1,000) has been received by it as consideration for the issuance of its shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 455 South Third East, Salt Lake City, Utah 84111, and the name of the agent of the corporation at that address is Steven L. Taylor.

ARTICLE VII

DIRECTORS

The corporation shall have three directors unless the number shall be increased in accordance with the corporation's By-Laws.

ARTICLE VIII
SUPERVISION OF ORIGINAL
ARTICLES OF INCORPORATION

The foregoing Revised Articles of Incorporation supercede in all respects the original Articles of Incorporation and all amendments thereto of the corporation.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was Four Million Eighteen Thousand Six Hundred Thirty-Three (4,018,633) shares; and the number of shares entitled to vote thereon was Four Million Eighteen Thousand Six Hundred Thirty-Three (4,018,633) shares.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: NONE.

FIFTH: The number of shares voted for such Amendment was 2,700,276 and the number of shares voted against such Amendment was 1,000.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such Amendment, respectively, was: NONE.

SEVENTH: The manner, if not set forth in such Amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the Amendment, shall be effected, is as follows: NO CHANGE.

EIGHTH: The manner in which such Amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such Amendment, are as follows: NO CHANGE.

DATED this 6th day of September, 1977.

CONSOLIDATED EUREKA MINING COMPANY

By James E. Hoyle
President

By Charles W. Iron
Secretary

BOOK 178 PAGE 177

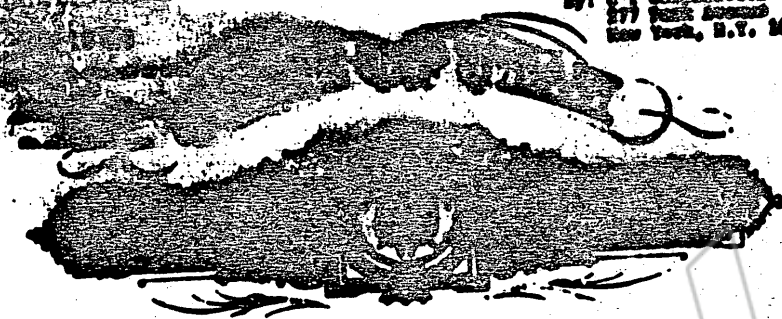
STATE OF UTAH)
COUNTY OF SALT LAKE) ss.

I, ROSALIE M. EYWATER, a Notary Public, do hereby
certify that on this 6th day of September, 1977, personally appeared
before me JAMES E. HOGLE and D. MILTON MOON, who, being by me first
duly sworn, declared that they are the President and Secretary, re-
spectively, of Consolidated Eureka Mining Company, that they signed
the foregoing document as President and Secretary, respectively, of
the company, and that the statements therein contained are true.

Rosalie M. Eywatter
NOTARY PUBLIC
Residing at: 2411 Lake City, Utah

My Commission Expires:
March 6, 1978

FILED IN 60 DEPT. 14071
Filing Date: 423.49
By: C. Y. Corporation System
277 Park Avenue
New York, N.Y. 10017

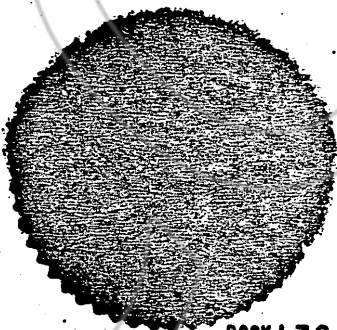


Office of Lt. Governor/Secretary of State

I DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF
THE STATE OF UTAH, DO HEREBY CERTIFY THAT on January 3, 1979.

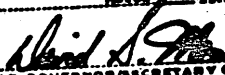
Articles of Amendment to the Articles of Incorporation were filed in this office
for EXCEL ENERGY CORPORATION changing the name to EXCEL ENERGY CORPORATION and
said corporation which was filed in this office December 31, 1934, is in good
standing.

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I have
hereunto set my hand and affixed the
Great Seal of the State of Utah at Salt
Lake City, this 3rd day of

March A.D. 19 79.


LT. GOVERNOR/SECRETARY OF STATE

BOOK | 78 PAGE | 79

AUTHORIZED PERSON

OFFICE OF THE SECRETARY OF STATE
STATE OF NEVADA

(This form should accompany a Certificate of filing of any charter document to the Articles of Incorporation of a foreign corporation qualified to do business in Nevada).

1. Name of Corporation: EXCEL ENERGY CORPORATION
Incorporated under the laws of the state of Wish
2. Date qualified to do business in Nevada: _____
3. Mailing address of corporation in state of incorporation: _____
4. Date of filing of Amendatory document: January 5, 1979
5. Document filed for the purpose of: The name of the corporation has been changed to:
EXCEL ENERGY CORPORATION

(Indicate any increase or decrease of authorized capital stock, change of name or change in general purposes).

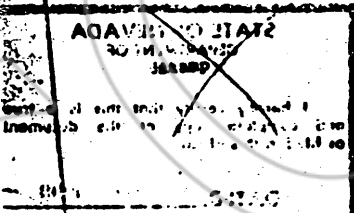
Please submit with original certificate of filing issued by the Secretary of State of origin.

J. V. Kowalski
Name & title of officer making statement
J. V. Kowalski, Vice President
Date March 12, 1979

State of Colorado)
County of Denver) ss.

On March 12, 1979 personally appeared before me, a Notary Public,
J. V. Kowalski, who acknowledged that he executed the
above document.

Link L. Pugh
Notary Public
My commission expires Dec. 12, 1982



FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

APR 10 1979

W. H. HARRIS, CLERK OF THE

Link L. Pugh
37-35

RECORDED AT THE REQUEST OF
Shiner Vending Corp.
BOOK 178 PAGE 174

June 1st
88 MAY-32 P2:33
60

OFFICE OF THE CLERK
COUNTY OF CLATSOP
FILE NO. 118796
FEE \$ 72.00

BOOK 178 PAGE 181

STATE OF NEVADA
DEPARTMENT OF
STATE

I hereby certify that this is a true
and complete copy of the document
as filed in this office.

DATED: MAY 1st 1988

Frankie Sue Del Paso SEAL
FRANKIE SUE DEL PASO Affice
Secretary of State

BY *Worie Smith*