#### ASSISTANT SECRETARY'S CERTIFICATE

I, V. C. Damsgaard, do hereby certify that I am the duly elected, qualified and acting Assistant Secretary of The Gary-Williams Company, a Delaware corporation, and that as such have the custody of the corporate records and seal of said company, that attached hereto is a true and correct copy of the Certificate of the Secretary of State of the State of Delaware, dated April 28, 1989, and the Certificate of Amendment of Certificate of Incorporation of The Gary-Williams Company, formerly Gary-Williams Company, dated April 27, 1989, which Certificates evidence the change of name of the Delaware corporation, Gary-Williams Company, to the name The Gary-Williams Company.

I further certify that attached hereto is a true and correct copy of the Certificate of the Secretary of State of the State of Delaware, dated April 20, 1989, and the Certificate of Amendment of Certificate of Incorporation of Gary-Williams Company, formerly Gary-Williams Oil Producer, Inc., dated April 19, 1989, which Certificates evidence the change of name of the Delaware corporation, Gary-Williams Oil Producer, Inc., to the name Gary-Williams Company.

I further certify and affirm that the Certificates attached hereto have not been revoked, amended or modified in any manner.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and affixed the corporate seal of said company this 15th day of May, 1989.

offixed the correction of the

V. C. Damsgaard, Assistant Secretary

STATE OF COLORADO ) ss

COUNTY OF ARAPAHOE

On this 15th day of May, 1989, personally appeared before me V. C. Damsgaard, who being by me duly sworn, did say that she is the Assistant Secretary of The Gary-Williams Company, and that said instrument was signed on behalf of said corporation by authority of its by-laws, and said officer acknowledged to me that said corporation executed the same.

WITNESS my hand and official seal.

SEAL Affixed

My commission expires: 7-26-91

Notary Public residing at:

115 Inverness Drive East Englewood, Colorado 80112-5116

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### 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 AMENDMENT OF GARY-WILLIAMS COMPANY FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1989, AT 9 O'CLOCK A.M.

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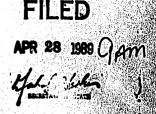
Michael Harkins, Secretary of State

AUTHENTICATION: 12168986

DATE: 05/04/1989

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# CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION



Gary-Williams Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by unanimous consent, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, That the Certificate of Incorporation of Gary-Williams Company be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the corporation is The Gary-Williams Company.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Gary-Williams Company has caused this certificate to be signed by Ronald W. Williams, its President, and attested by James W. Greene, its Secretary, this 27th day of April, 1989.

ATTEST:

THE GARY-WILLIAMS COMPANY

James W. Greene, Secretary

Ronald W. Williams, President

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## 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 AMENDMENT OF GARY-WILLIAMS OIL PRODUCER, INC. FILED IN THIS OFFICE THE
ON THE TWENTIETH DAY OF APRIL, A.D. 1989, AT 10:01 O'CLOCK A.M.

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Michael Harking Secretary of State

AUTHENTICATION: 1 2152456

DATE: 04/20/1989

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#### CERTIFICATE OF AMENDMENT

OF

### CERTIFICATE OF INCORPORATION

\* \* \* \* \*

Gary-Williams Oil Producer, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Gary-Williams Oil Producer, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the corporation is Gary-Williams Company

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

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THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Gary-Williams Company has caused this certificate to be signed by Paul C. Slevin its Vice President, and attested by James W. Greene, its Secretary, this 1944 day of 1989.

Gary-Williams Company

By faul Se

Paul C. Slevin Vice President

ATTEST:

By James W. Greene Secretary

RECORDED AT THE REQUEST OF

Sary - Williams Oil Producer
89 MAY 22 P1:23

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