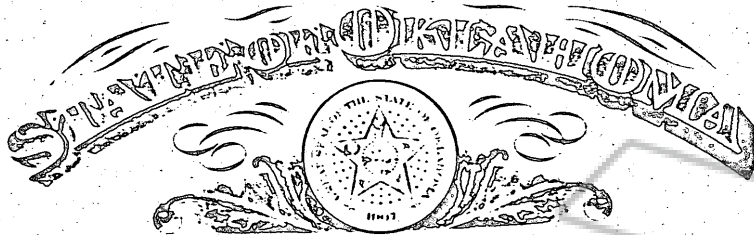


OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF TRANSCRIPT

13057

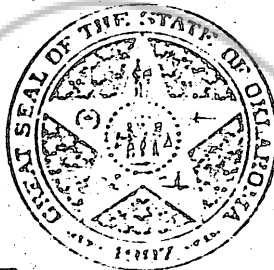
*I, the undersigned, Secretary of State of the State of Oklahoma, do hereby certify that the annexed transcript has been compared with the record on file in my office of which it purports to be a copy, and that the same is a full, true and correct copy of:*

CERTIFICATE OF MERGER

OF

MUSTANG FUEL CORPORATION

Return  
To:  
David O. Cordell  
Mustang Fuel Corporation  
2000 Classen Center - 800 East  
Oklahoma City, OK 73106



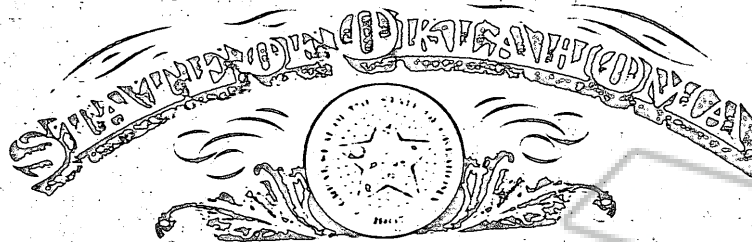
*In testimony whereof, I have hereunto set  
my hand and affixed the Great Seal of the  
State of Oklahoma at the City of Oklahoma  
City this 11th day of October, 1989*

*Blair D. Atkins*  
Secretary of State  
By *John G. Dickey*

BOOK 204 PAGE 485

703 319840-002

OFFICE OF THE SECRETARY OF STATE



MERGER  
CERTIFICATE OF INCORPORATION

To all to whom these Presents shall come, Greetings,

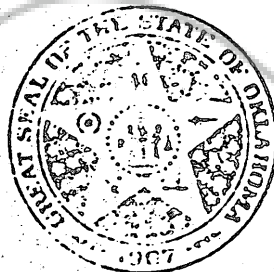
WHEREAS, The Certificate of Incorporation, duly signed and certified, of

MUSTANG FUEL CORPORATION

has been filed in the office of the Secretary of State as presented by the Laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed at the City of Oklahoma City this 30th  
day of December A.D. 1988

Harold D. Atkins  
Secretary of State

By: Guy Ann Smedley

3 4 3 0 4 2 7 1 0 0 1

CERTIFICATE OF MERGER  
MERGING  
MUSTANG ENERGY CORP., MUSTANG SERVICES COMPANY, NOLONGER FUEL CO.,  
INC., MUSTANG VENTURES COMPANY, AND MUSTANG SERVICES  
INTERNATIONAL COMPANY  
INTO  
MUSTANG PRODUCTION COMPANY

Mustang Production Company, an Oklahoma corporation,  
pursuant to Section 82 of the Oklahoma General Corporation Act,

DOES HEREBY CERTIFY:

FIRST. That the name and state of incorporation of each of the constituent corporations is Mustang Energy Corp., a Delaware corporation, Mustang Services Company, an Oklahoma corporation, Nolonger Fuel Co., Inc., a Mississippi corporation, Mustang Ventures Company, an Oklahoma corporation, Mustang Services International Company, an Oklahoma corporation, and Mustang Production Company, an Oklahoma corporation.

SECOND. That an Agreement and Plan of Reorganization (including the Plan of Merger, contained therein) has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 82 of the Oklahoma General Corporation Act.

THIRD. That Mustang Production Company is the surviving corporation, and pursuant to this merger its name will be changed to "Mustang Fuel Corporation."

FOURTH. That the amendment to the certificate of incorporation of the surviving corporation which is to be effected by the merger is as follows:

Article One shall be amended to read in its entirety:  
"The name of this corporation is Mustang Fuel Corporation."

FIFTH. That the executed Agreement and Plan of Reorganization is on file at the principal place of business of the surviving corporation, which is located at 1100 First National Center-East, Oklahoma City, Oklahoma 73102.

SIXTH. That a copy of the Agreement and Plan of Reorganization will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

BOOK 204 PAGE 487

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SEVENTH. The authorized capital stock of Mustang Energy Corp., a Delaware corporation is 15,000,000 shares of common stock, par value \$1.00 per share, and the authorized capital stock of Nolonger Fuel Co., Inc., a Mississippi corporation, is 1,000,000 shares of common stock, par value \$1.00 per share.

EIGHTH. This merger shall be effective January 1, 1989 at 12:01 a.m.

IN WITNESS WHEREOF, Mustang Production Company has caused this certificate to be signed by its President and attested by its Secretary, this 30th day of December, 1988.

MUSTANG PRODUCTION COMPANY

E. Ray Smith  
E. Ray Smith, President

Attest:

David O. Cordell  
David O. Cordell, Secretary





OKLAHOMA TAX COMMISSION

STATE OF OKLAHOMA

2801 LINCOLN BLVD.

OKLAHOMA CITY, OKLAHOMA 73104

(405) 521-459

DIVISION

BUSINESS TAX

PERMITS AND LICENSING

December 9, 1988

HANNAH D. ATKINS  
SECRETARY OF STATE  
ROOM 101, STATE CAPITOL BUILDING  
OKLAHOMA CITY, OK. 73105

Re: MUSTANG ENERGY CORP.

QUALIFIED : 09-19-86

DEAR MS. ATKINS:

THIS IS TO CERTIFY THAT THE FILES OF THIS OFFICE SHOW THE REFERENCED CORPORATION HAS FILED A FRANCHISE TAX RETURN FOR THE FISCAL YEAR ENDING JUNE 30, 1989 AND HAS PAID THE FRANCHISE TAX AS SHOWN BY SAID RETURN.

NO CERTIFICATION IS MADE AS TO ANY CORPORATE FRANCHISE TAXES WHICH MAY BE DUE BUT NOT YET ASSESSED, NOR WHICH HAVE BEEN ASSESSED AND PROTESTED.

THIS LETTER MAY NOT THEREFORE BE ACCEPTED FOR PURPOSES OF DISSOLUTION OR WITHDRAWAL.

SINCERELY,

BUSINESS TAX DIVISION

*Donald J. Woody*

DONALD J. WOODY, ADMINISTRATOR  
PERMIT AND LICENSING SECTION

DJM/mb

BOOK 204 PAGE 489

REMITTANCE COUPON OR CHECK TO THE OKLAHOMA TAX COMMISSION AND REFER TO DIVISION



OKLAHOMA TAX COMMISSION

STATE OF OKLAHOMA

2201 LINCOLN BLVD.

OKLAHOMA CITY, OKLAHOMA 73104

(405) 521-4592

DIVISION

BUSINESS TAX

PERMITS AND LICENSING

December 9, 1988

HANNAH D. ATKINS  
SECRETARY OF STATE  
ROOM 101, STATE CAPITOL BUILDING  
OKLAHOMA CITY, OK. 73105

Re: MUSTANG SERVICES COMPANY

QUALIFIED : 04-09-75

DEAR MS. ATKINS:

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SINCERELY,

BUSINESS TAX DIVISION

*Donald J. Woody*

DONALD J. WOODY, ADMINISTRATOR  
PERMIT AND LICENSING SECTION

DJW/

RECEIVED SHOULD BE MADE TO THE BUREAU FOR CORRECTION BOOK 204 PAGE 490

OKLAHOMA TAX COMMISSION

STATE OF OKLAHOMA

2501 LINCOLN BLVD  
OKLAHOMA CITY, OKLAHOMA 73104

(405) 521-45  
DIVISION  
BUSINESS TA

December 9, 1988

PERMITS AND LICENSIN

HANNAH D. ATKINS  
SECRETARY OF STATE  
ROOM 101, STATE CAPITOL BUILDING  
OKLAHOMA CITY, OK. 73105

Re: MUSTANG VENTURES COMPANY

QUALIFIED : 04-29-86

DEAR MS. ATKINS:

THIS IS TO CERTIFY THAT THE FILES OF THIS OFFICE SHOW THE REFERENCED CORPORATION HAS FILED A FRANCHISE TAX RETURN FOR THE FISCAL YEAR ENDING JUNE 30, 1989 AND HAS PAID THE FRANCHISE TAX AS SHOWN BY SAID RETURN.

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SINCERELY,

BUSINESS TAX DIVISION

*Donald J. Woody*  
DONALD J. WOODY, ADMINISTRATOR  
PERMIT AND LICENSING SECTION

DJW/mb

BOOK 204 PAGE 491

OKLAHOMA TAX COMMISSION

STATE OF OKLAHOMA

2501 LINCOLN BLVD  
OKLAHOMA CITY, OKLAHOMA 73104

(405) 521-459  
DIVISION  
BUSINESS TAX

PERMITS AND LICENSING

December 9, 1988

MANNAH D. ATKINS  
SECRETARY OF STATE  
ROOM 101, STATE CAPITOL BUILDING  
OKLAHOMA CITY, OK. 73105

Re: MUSTANG SERVICES INTERNATIONAL COMPANY

QUALIFIED : 08-28-78

DEAR MS. ATKINS:

THIS IS TO CERTIFY THAT THE FILES OF THIS OFFICE SHOW THE REFERENCED CORPORATION HAS FILED A FRANCHISE TAX RETURN FOR THE FISCAL YEAR ENDING JUNE 30, 1989 AND HAS PAID THE FRANCHISE TAX AS SHOWN BY SAID RETURN.

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SINCERELY,

BUSINESS TAX DIVISION

*Donald J. Woody*  
DONALD J. WOODY, ADMINISTRATOR  
PERMIT AND LICENSING SECTION

DJW/

BOOK 204-PAGE 492





OKLAHOMA TAX COMMISSION  
STATE OF OKLAHOMA  
3501 LINCOLN BLVD.  
OKLAHOMA CITY, OKLAHOMA 73109

(405) 521-4592  
DIVISION  
BUSINESS TAX

PERMITS AND LICENSING

December 9, 1988

HANNAH D. ATKINS  
SECRETARY OF STATE  
ROOM 101, STATE CAPITOL BUILDING  
OKLAHOMA CITY, OK. 73105

Re: MUSTANG PRODUCTION COMPANY

QUALIFIED : 02-10-69

DEAR MS. ATKINS:

THIS IS TO CERTIFY THAT THE FILES OF THIS OFFICE SHOW THE REFERENCED CORPORATION HAS FILED A FRANCHISE TAX RETURN FOR THE FISCAL YEAR ENDING JUNE 30, 1989 AND HAS PAID THE FRANCHISE TAX AS SHOWN BY SAID RETURN.

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SINCERELY,

BUSINESS TAX DIVISION

*Donald J. Woody*

DONALD J. WOODY, ADMINISTRATOR  
PERMIT AND LICENSING SECTION

DJW/ mb

BOOK 204 PAGE 493

RECEIVED SHOULD BE SENT TO THE OKLAHOMA TAX COMMISSION FOR REVIEW

1:30:379  
RECORDED AT THE REQUEST OF  
BOOK 204 PAGE 485  
Mustang Fuel Corp.  
89 OCT 17 P3:43

OFFICIAL RECORDS  
EURICA COUNTY, NEVADA  
P.M. REBALEA: L. RECORDED  
FILE NO. FILE 8/4<sup>89</sup>

BOOK 204 PAGE 494