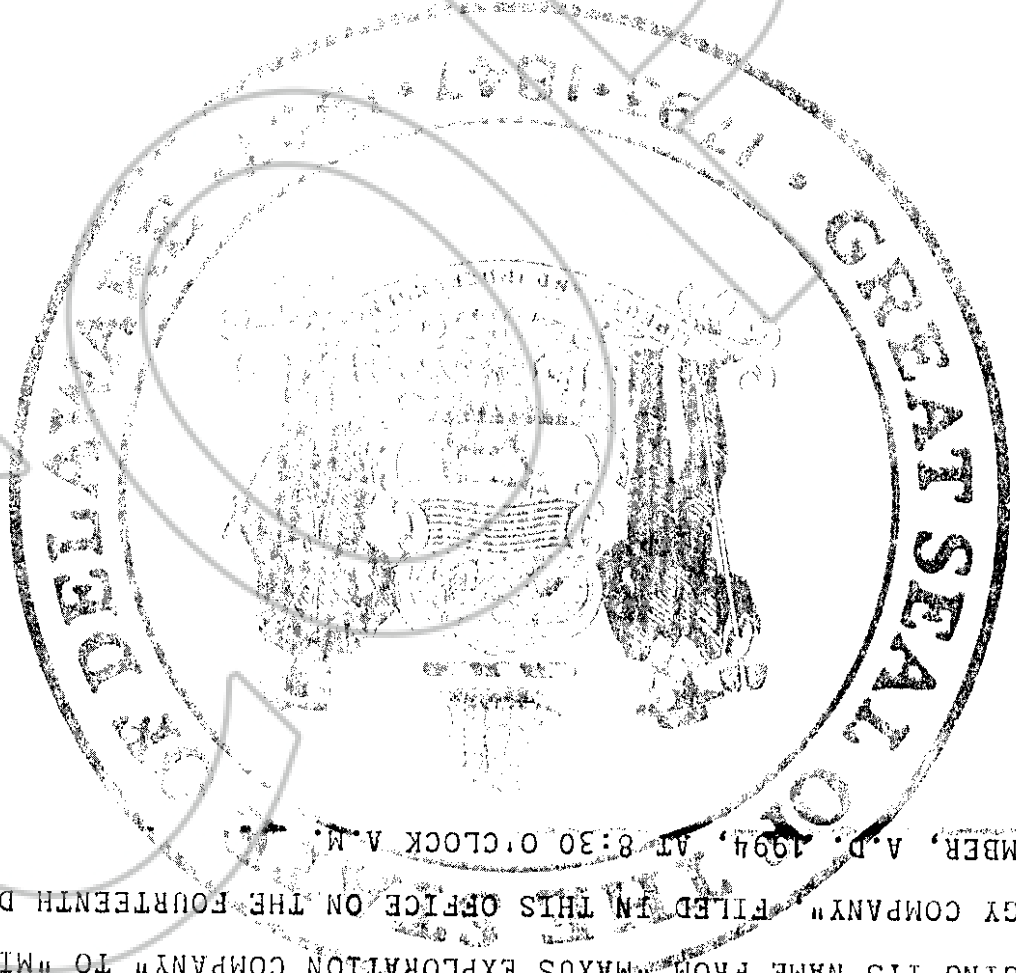


Return to:
Midgard Energy Co.
Lease Records Dept
P O Box 400
Amarillo, TX 79188

State of Delaware
Office of the Secretary of State

PAGE 1
158088

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MAXUS EXPLORATION COMPANY", CHANGING ITS NAME FROM "MAXUS EXPLORATION COMPANY" TO "MIDGARD ENERGY COMPANY", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 1994, AT 8:30 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2015996 8100

950101280

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DATE:

05-08-95

AUTHENTICATION:

7498374

CERTIFICATE OF INCORPORATION

OF

MAXUS EXPLORATION COMPANY

(Originally incorporated under the name of Diamond Shamrock
Exploration Company on August 30, 1983)

The Certificate of Incorporation is hereby amended and restated to read as follows:

FIRST. The name of the Corporation (the "Corporation") is Midgard Energy Company.

SECOND. The registered office of the Corporation in the State of Delaware is located at 32 Loockerman Square, Suite L-100, Dover, County of Kent, Delaware 19901. The name of the Corporation's registered agent at such address is The Prudice-Hall Corporation System, Inc.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The Corporation is authorized to issue two classes of capital stock, designated Common Stock and Preferred Stock. The amount of total authorized capital stock of the Corporation is 60,000,000 shares, divided into 40,000,000 shares of Common Stock, \$.01 par value, and 20,000,000 shares of Preferred Stock, \$.01 par value.

The Preferred Stock may be issued in one or more series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof which shall be stated in the resolution or resolutions providing for the issuance of such Preferred Stock (a "Preferred Stock Designation").

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FIFTH. In furtherance of, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized and empowered:

(a) To make and alter the By-Laws of the Corporation; provided, however, that the By-Laws made by the Board of Directors under the powers hereby conferred may be altered, changed, amended or repealed by the Board of Directors or by the stockholders having voting power with respect thereto; and

(b) From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right to inspect any account, book or document of the Corporation, except as conferred by applicable law and subject to the rights, if any, of the holders of any series of Preferred Stock.

The Corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

SIXTH. The stockholders and Board of Directors of the Corporation shall have power to hold their meetings and to have one or more offices of the Corporation within or without the State of Delaware, and to keep the books of the Corporation outside of the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.

SEVENTH. Any action required or permitted to be taken by the stockholders of the Corporation may be effected at an annual or special meeting of stockholders of the Corporation or by consent in writing of such stockholders. Special meetings of stockholders of the Corporation may be called only by the Chairman of the Board of Directors and shall be promptly called by the Chairman or the Secretary at the written request of a majority of the Board of Directors upon not fewer than ten nor more than 60 days' written notice.

EIGHTH. SECTION 1. Number, Election and Terms of Directors. The number of the Directors of the Corporation shall be fixed from time to time by or pursuant to the By-Laws of the Corporation. At each annual meeting of the stockholders of the Corporation, the Directors shall be elected by plurality vote of all votes cast at such meeting to hold office for a term expiring at the annual meeting of stockholders held in the year following the year of their election.

SECTION 2. Stockholder Nomination of Director Candidates and Introduction of Business. Advance notice of stockholder nominations for the election of Directors and advance notice of business to be brought by stockholders before an annual meeting shall be given in the manner provided in the By-Laws of the Corporation.

SECTION 3. Newly Created Directorships and Vacancies. Newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled only by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors. Any Director elected in accordance with the preceding sentence shall hold office for the remainder of the full term and until such Director's successor shall have been elected and qualified. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of an incumbent Director.

NINTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, including in a Preferred Stock Designation, in the manner now or hereafter prescribed by applicable law and this Certificate of Incorporation, including any applicable Preferred Stock Designation, and all rights conferred upon stockholders herein are created subject to this reservation.

TENTH. A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

This Restated Certificate of Incorporation, which was executed on the 7th day of December, 1994, has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

MAXUS EXPLORATION COMPANY

By: *Steven G. Crowell*
Steven G. Crowell
President

ATTEST:

By: *David A. Wadsworth*
David A. Wadsworth
Assistant Secretary

COPY

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Midland Energy Co
95 JUN -5 PM 4:07
EUREKA COUNTY NEVADA
M.N. REBAL/EA/II, RECORDER
FILE NO. FEES 11.00

158088

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