

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

ACTIVE OPERATIONS CORP.

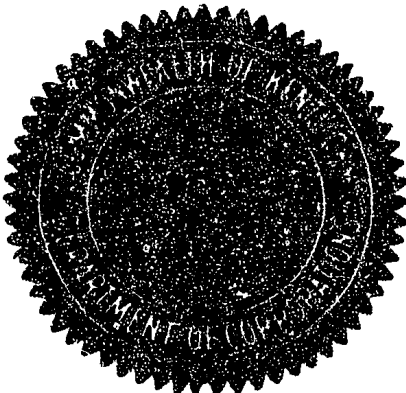
I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

ACTIVE OPERATIONS CORP. WILMINGTON, DELAWARE

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

ACTIVE OPERATIONS CORP.



SECRETARY OF STATE

Witness my official signature and seal of office this 4TH day of JANUARY, 1982 at Frankfort, Kentucky.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE



ORIGINAL **FRANCES JONES MILLS**
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

SECRETARY OF STATE
RECEIVED
FRANKFORT, KENTUCKY

JAN 04 1982

CL 35.00

Commonwealth of Kentucky

237109

JAN 04 1982

APPLICATION FOR CERTIFICATE OF AUTHORITY

Frances Jones Mills
SECRETARY OF STATE *MYB*

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation Active Operations Corp.
- Second: The name to be used in the state of Kentucky Active Operations Corp.
- Third: State or country of incorporation Delaware
- Fourth: Date of incorporation 12/9/70
and duration of incorporation Perpetual existence
- Fifth: Address of principal office in the state or country of incorporation c/o The Corporation Trust Company, 100 West 10th Street, County of New Castle, Wilmington, Delaware
- Sixth: Address of proposed registered office in Kentucky c/o Greenebaum Doll & McDonald, 600 Merrill Lynch Plaza, Lexington, Kentucky 40593
and name of registered agent in Kentucky at the same address John V. Wharton, c/o Greenebaum Doll & McDonald
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky to hold and engage in any and all business relating to oil and gas leases in Kentucky and to engage in any and all other lawful business for which corporations may be incorporated under the Kentucky Business Corporation Act.
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
Lillian Zwerling,	President and Director,	265 Great Neck Rd, Rm 205, Great Neck, New York 11022
Craig Zwerling,	Secretary and Director,	" " "
Bernard Zwerling,	Assistant Secretary and Director,	" " "

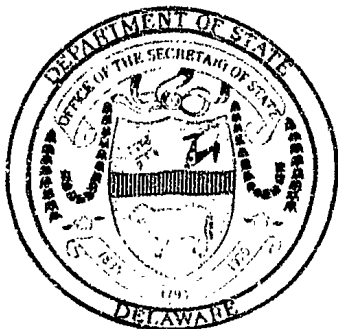


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ December 9, 1970 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *E. Curran*

DATE: December 23, 1981

CERTIFICATE OF INCORPORATION

OF

ACTIVE OPERATIONS CORP.

* * * * *

1. The name of the corporation is

ACTIVE OPERATIONS CORP.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this certificate of incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

4. The total number of shares of stock which the corporation shall have authority to issue is one hundred (100); all of such shares shall be without par value.

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
B. J. CONSONO	100 West Tenth St., Wilmington, Delaware 19899
F. J. OBARA, JR.	100 West Tenth St., Wilmington, Delaware 19899
J. L. RIVERA	100 West Tenth St., Wilmington, Delaware 19899

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a

revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 3 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this

corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators herelabfore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 4th day of December, 1970.

B. J. CONSONO

F. J. ORARA, JR.

J. L. RIVERA

STATE OF DELAWARE
COUNTY OF NEW CASTLE

} ss:
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BE IT REMEMBERED that on this 4th day of December 1970, personally came before me, a Notary Public for the State of Delaware, B. J. CONSONO, F. J. ORARA, JR. and J. L. RIVERA all of the parties to the forgoing certificate, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

A. DANA ANSELL
NOTARY PUBLIC
APPOINTED OCT. 27, 1959
STATE OF DELAWARE
WARRINGTON TOWNSHIP

A. DANA ANSELL
NOTARY PUBLIC

THE CORPORATION TRUST COMPANY



Associated with C.T. Corporation System
100 WEST TENTH ST. WILMINGTON, DEL. 19801 • (302) 658-7581
MAILING ADDRESS: P.O. BOX 131 WILMINGTON, DEL. 19899

December 23, 1981

RE: **ACTIVE OPERATIONS CORP.**

Greenbaum, Bell & McDonald
Att: John V. Wharton
600 Merrill Lynch Plaza
P.O. Box 1808
Lexington, Kentucky 40593

Dear Mr. Wharton:

Acting on instructions received, we have obtained and now enclose the following document(s) for the company(ies) indicated above:

- 1 Certified Copy(ies) of **Certificate of Incorporation**
- Good Standing Certificate(s) in Long Form, Tax Status Included
- Good Standing Certificate(s) in Short Form, Tax Status Included
- Certificate(s) in Re:
- Recorder's Certificate(s)

We appreciate this opportunity to have been of service to you.

Very truly yours,

THE CORPORATION TRUST COMPANY

Carrie V. Smith
Carrie V. Smith
Service Division

CVS:kls
Enc.

COMMONWEALTH OF KENTUCKY
DEPARTMENT OF REVENUE
FRANKFORT
40620

SECRETARY OF STATE
RECEIVED
JAN 04 1982

Active Operations Corp.
ATTN: Paula Hoskins
600 Merrill Lynch Plaza
Lexington, KY 40507

Commonwealth of Kentucky

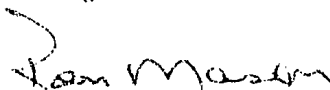
DATE: January 4, 1982

RE: Corporation Account

SUBJECT: Letter of Good Standing - Active Operations Corp.

As of the date of this letter, the above referenced corporation has complied with the requirements of the Department of Revenue with respect to the filing of corporation income and license tax returns and the payment of taxes shown to be due on the returns. Accordingly, the corporation is in good standing with the department.

This letter does not cover any other taxes the corporation may be subject to and is issued without audit of the returns filed.


Ron Mason
Account Control Section
Compliance Division

RM/tl



*Office of Secretary of State
Commonwealth of Kentucky*

Frankfort 40601

January 4, 1982

FRANCES JONES MILLS
SECRETARY OF STATE

GREENERBAUM, DOLL & McDONALD
600 MERRILL LYNCH PLAZA
LEXINGTON, KENTUCKY

502/564/3490

CORPORATION DEPARTMENT

SECRETARY OF STATE
RECEIVED

JAN 04 1982

\$250.00

Commonwealth of Kentucky

237111

\$250.00 penalty paid for "ACTIVE OPERATIONS CORP"
for doing business without first obtaining a certificate
of authority from this office.