KENTUCKY SECRETARY OF STATE P.O.BOX 718 FRANKFORT, KY 40602

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Certificate of Dissolution

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

IMPORTANT NOTICE

XERCO ENERGY, INC.

did not file its 2008 annual report within sixty days after it was due. Accordingly, the Secretary of State administratively dissolved the company on November 1, 2008.

XERCO ENERGY, INC. 875 STARKS BUILDING LOUISVILLE KY 40202



Trey Grayson Secretary of State