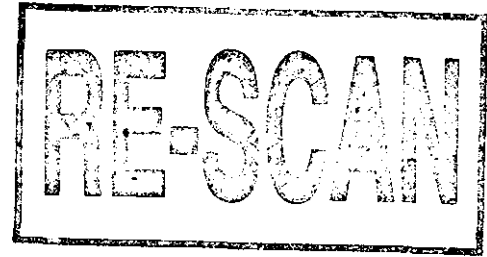


FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3947697

The Registrar of Companies for England and Wales hereby certifies that
EXPLORATION SERVICE COMPANY LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 9th March 2000



N03947697W

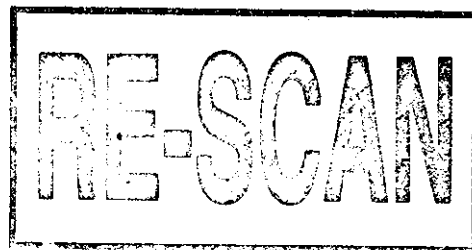
A Munkley

THIS CERTIFICATE/D~~OCUMENT~~ SUPERCEDES THE
CERTIFICATE/D~~OCUMENT~~ IN FILE WHICH
INCORRECTLY QUOTED THE NAME OF THE COMPANY
AS "EXPLORATION SERVICES COMPANY
LIMITED"

For The Registrar Of Companies


C O M P A N I E S H O U S E

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3947697

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Given at Companies House, Cardiff, the 9th March 2000

THIS CERTIFICATE/~~DOCUMENT~~ CONTAINS A
MISTAKE IN THE NAME OF THE COMPANY AND IS
SUPERSEDED BY THE CERTIFICATE/~~DOCUMENT~~
ON FILE.

A handwritten signature in black ink, appearing to read "A Munkley".

For The Registrar Of Companies



C O M P A N I E S H O U S E



12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

CHFP029

Company Name in Full

EXPLORATION SERVICE COMPANY LIMITED

I, ANDREA MARGARET THOMAS

of BREAKSPEAR PARK, BREAKSPEAR WAY, HAMEL HEMPSTEAD, HERTS HP2 4UL

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Andrea Thomas

Declared at

Hemel Hempstead, Herts. UK.

Day Month Year

On

08 03 2000

• Please print name.

before me[•]

JONATHAN NEAL SOLICITOR

Signed

Jonathan Neal

Date

8/3/2000

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

ANDREA THOMAS

BREAKSPEAR PARK, BREAKSPEAR WAY, HAMEL HEMPSTEAD

HERTS. HP2 4UL

Tel 01442 22 5935

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ

DX 33050 Cardiff

for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



10

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

CHFP029

First directors and secretary and intended situation of
registered office

Company Name in full

EXPLORATION SERVICE COMPANY LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

BREAKSPAR PARK

BREAKSPAR WAY

Post town

Hemel Hempstead

County / Region

Herts

Postcode

HP2 4UL

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

☐

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

ANDREA THOMAS

BREAKSPAR PARK, BREAKSPAR WAY, HEDEL HEMPSTEAD

HEAD HP2 4UL

Tel

01442 22 5935

DX number

DX exchange

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		EXPLORATION SERVICE COMPANY LIMITED	
NAME * Style / Title	MRS	*Honours etc	
	Forename(s) ANDREA MARGARET		
Surname		THOMAS	
Previous forename(s)			
* Voluntary details		Previous surname(s)	
Address		OAKVIEW	
Usual residential address		THE GREEN	
For a corporation, give the registered or principal office address.		Post town CROXLEY GREEN	
County / Region		HERTS	Postcode WD3 3HN
Country		ENGLAND	

I consent to act as secretary of the company named on page 1

Consent signature



Date

2/3/2000

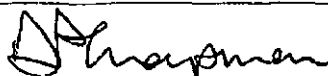
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME * Style / Title	MR	*Honours etc	
	Forename(s) DOUGLAS PATRICK		
Surname		CHAPMAN	
Previous forename(s)			
Previous surname(s)			
Address		93 TEDDINGTON PARK ROAD	
Usual residential address			
For a corporation, give the registered or principal office address.		Post town TEDDINGTON	
County / Region		MIDDX	Postcode TW11 8NG
Country		UK	
Date of birth		Day 13 Month 05 Year 1950	Nationality BRITISH
Business occupation		OIL COMPANY EXECUTIVE	
Other directorships		AS ATTACHED	

I consent to act as director of the company named on page 1

Consent signature



Date

3/3/2000

Directors (continued) (see notes 1-5)**NAME** * Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

DAVID ROBERT

Surname

WATSON

Previous forename(s)

Previous surname(s)

Address

17 BIDDENHAM TURN

Usual residential address

For a corporation, give the registered or principal office address.

Post town

BEDFORD

County / Region

BEDS

Postcode

MK40 4AZ

Country

UK.

Day Month Year

Date of birth

09 04 1952

Nationality

BRITISH

Business occupation

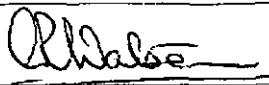
OIL COMPANY EXECUTIVE

Other directorships

AS ATTACHED

I consent to act as director of the company named on page 1

Consent signature



Date

7/3/2000

This section must be signed by

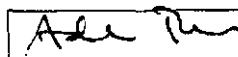
Eitheran agent on behalf
of all subscribers

Signed

Date

Or the subscribers(i.e those who signed
as members on the
memorandum of
association).

Signed


AUTHORISED SIGNATORY OF
AMCO PRODUCTION CORPORATION
LIMITED

Date

8/3/2000

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Personnel Appointments

Date as at: 02/03/2000

Full Name: Watson, David

Person ID: DRW

Internal Appointments

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
FC11903	BP (Bermuda) Limited	Director	09/02/1999			Bermuda
1290444	BP Amoco Capital p.l.c.	Director	01/10/1996			England
1094398	BP Asia Pacific Holdings Limited	Director	01/10/1996			England
447148	BP Chemicals (Malaysia) Limited	Director	01/10/1996	01/12/1999	Resignation	England
768975	BP Coal Indonesia Finance Limited (in liquidation)	Director	01/10/1996	28/10/1998	Resignation	England
542515	BP International Limited	Director	01/10/1996			England
1062698	BP OIL DEVELOPMENT COMPANY	Director	01/10/1996			England
699446	BP Properties Limited	Director	01/10/1996			England
1198542	BP Quest Company Limited	Director	01/08/1998			England
140132	BP Shipping Limited	Director	01/03/1999			England
545230	Hedon Investment Company Limited (in liquidation)	Director	01/10/1996	28/10/1998	Resignation	England
FC17643	Jupiter Insurance Limited	Director	01/05/1999			Guernsey
1436146	Russia Finance (1998) Limited (in liquidation)	Alternate Director to Douglas Chapman	16/11/1999	31/03/2000	Resignation	England
1436146	Russia Finance (1998) Limited (in liquidation)	Director	16/11/1999			England

Personnel Appointments

Doc ref: 02/03/2000

Full Name: Chapman, Douglas

Person ID: DPC

Internal Appointments

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
675274	A.W. Saw Limited (in liquidation)	Director	01/07/1999			England
981370	Alpon Limited (Dissolved)	Director	26/04/1996	15/05/1999	Dissolution	England
304240	Anglo-Iranian Oil Company Limited (Dissolved)	Director	19/03/1996	09/12/1996	Dissolution	England
302576	Anglo-Persian Oil Company Limited (Dissolved)	Director	19/03/1996	09/12/1996	Dissolution	England
377634	Bakelite UK Limited (in liquidation)	Director	01/12/1998			England
757173	Border Chemicals Limited (Dissolved)	Director	23/05/1996	22/08/1997	Dissolution	England
1150608	BP (Barbican) Limited	Director	31/12/1998			England
FC11903	BP (Bermuda) Limited	Director	01/10/1996			Bermuda
593645	BP (Indian Agencies) Limited	Director	23/05/1997			England
1033758	BP (Middle East Services) Limited (Dissolved)	Director	01/04/1997	15/05/1999	Dissolution	England
447127	BP (Pakistan) Limited (in liquidation)	Director	23/05/1997			England
904172	BP (Solar) Indian Holdings Limited (dissolved)	Director	23/12/1996	01/09/1998	Dissolution	England
2565511	BP America Holdings Limited	Director	01/04/1994			England
1290444	BP Amoco Capital p.l.c.	Director	01/12/1998			England
3604331	BP Amoco Employee Benefits Trust Limited	Director	01/03/1999	01/04/1999	Resignation	England
856444	BP AMOCO EXPLORATION (FAROE) LIMITED	Director	01/09/1997			England
987275	BP AMOCO EXPLORATION (INAM) LIMITED	Director	30/08/1996	30/06/1999	Resignation	England
575576	BP AMOCO EXPLORATION (MSA) LIMITED	Director	01/07/1999	15/11/1999	Resignation	England
1094398	BP Asia Pacific Holdings Limited	Director	01/03/1995			England
517403	BP Belgium Holdings Limited	Director	23/05/1997			England
1755874	BP Canadian Finance Limited (Dissolved)	Director	23/08/1996	15/05/1999	Dissolution	England
1762127	BP Canadian Investments Company (Dissolved)	Director	23/08/1996	15/05/1999	Dissolution	England

Secretariat for Windows

Page

Personnel Appointments

Date: 11/12/03 2000

Full Name : Chapman, Douglas [Contd]

Person ID: DPG

Internal Appointments [Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
447148	BP Chemicals (Malaysia) Limited	Director	01/12/1999			England
768975	BP Coal Indonesia Finance Limited (in liquidation)	Director	28/10/1998			England
1621715	BP Coal Indonesia Limited (in liquidation)	Director	01/07/1999			England
1191924	BP Coal Limited (dissolved)	Director	09/02/1998	30/10/1998	Dissolution	England
395676	BP Detergents Limited (Dissolved)	Director	19/03/1996	01/09/1998	Dissolution	England
178353	BP Europe Holdings Limited	Director	23/05/1997			England
263889	BP Europe Limited	Director	01/04/1994			England
2472386	BP Euroservice Limited (Dissolved)	Director	02/04/1996			England
1094374	BP EXPLORATION (NIGERIA FINANCE) LIMITED	Director	01/09/1997	04/07/1997	Dissolution	England
1046590	BP EXPLORATION (PUR) LTD (in Voluntary Liquidation)	Director	01/11/1998			England
66352	BP EXPLORATION (SEPANJANG) LIMITED	Director	01/04/1999			Scotland
1033759	BP EXPLORATION COMPANY (ASSOCIATED HOLDINGS) LIMITED	Director	01/04/1999			England
777236	BP EXPLORATION SERVICES LIMITED	Director	01/09/1997	31/03/1999	Resignation	England
1398410	BP Far Eastern Holdings Limited (in liquidation)	Director	23/05/1997			England
123106	BP Financial Trading Limited	Director	01/10/1996			Scotland
FC15341	BP Flight Operations Limited (dissolved)	Director	01/10/1996			Bermuda
1094375	BP GAS ABU DHABI LTD (in liquidation)	Director	01/09/1997	18/11/1999	Dissolution	England
1442911	BP GAS INTERNATIONAL LIMITED	Director	01/11/1998			England
176671	BP Greece Limited	Director	01/04/1999			England
2302089	BP Guarantee Company Limited (Dissolved)	Director	10/02/1997	02/09/1998	Dissolution	England
656258	BP Iran (Investment) Limited (Dissolved)	Director	23/05/1996	22/08/1997	Dissolution	England

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Page: 2

Personnel Appointments

Full Name: Chapman, Douglas [Contd]

Person ID: DPC

Internal Appointments [Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
660875	BP Korea Limited	Director	01/04/1999			England
1584967	BP Korea Trading Limited	Director	01/03/1999			England
3604327	BP Limited	Director	01/03/1999			England
1873319	BP Metal Composites Limited (Dissolved)	Director	23/12/1996			England
591214	BP Middle East Limited	Director	01/04/1999			England
165542	BP Minerals International Limited (Dissolved)	Director	29/02/1996	20/12/1996	Dissolution	England
240425	BP Mocambique Limited	Director	06/08/1997			England
1214292	BP Namibia Limited	Director	05/04/1996			England
1292078	BP Nutrition Limited (dissolved)	Director	23/05/1997	29/02/2000	Dissolution	England
1860276	BP Oil (Korea) Limited (Dissolved)	Director	27/08/1996	22/12/1997	Dissolution	England
490191	BP Oil Kent Refinery Limited (in liquidation)	Director	01/10/1997			England
1621366	BP Oil Middle East Limited (Dissolved)	Director	10/11/1995	22/12/1997	Dissolution	England
680608	BP Oil Northern Ireland Refinery Limited (dissolved)	Director	01/10/1997	29/02/2000	Dissolution	England
1166356	BP Oil Trading Limited (Dissolved)	Director	10/11/1995	01/09/1998	Dissolution	England
1238834	BP Oil Trustees Limited (dissolved)	Director	26/02/1997	01/09/1998	Dissolution	England
1858781	BP Oil Venezuela Limited	Director	23/05/1997	15/07/1998	Resignation	England
1004984	BP PETROLEUM DEVELOPMENT (ALPHA) LIMITED	Director	01/09/1997			England
983913	BP PETROLEUM DEVELOPMENT (GABON) LIMITED	Director	01/09/1997			England
1599034	BP PETROLEUM DEVELOPMENT (KUTUBU) LIMITED	Director	01/04/1999			England
1152181	BP Petroleum Development of Greenland Limited (Dissolved)	Director	23/05/1996	22/08/1997	Dissolution	England
840419	BP PIPELINES (VIETNAM) LTD (In Liquidation)	Director	01/11/1998			England
1198542	BP Quest Company Limited	Director	20/03/1997	01/08/1998	Resignation	England

Personnel Appointments

Full Name: Chapman, Douglas [Contd]

Person ID: DEC

Internal Appointments

[Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
307553	BP Research Limited (Dissolved)	Director	27/03/1996	04/07/1997	Dissolution	England
157527	BP Solar Pakistan Limited (Dissolved)	Director	29/02/1996	19/12/1996	Dissolution	England
1537020	BP Tanker Company Limited	Director	23/05/1997			England
1166350	BP Technical Services Limited	Director	31/12/1998			England
1033761	BP Trading Limited	Director	23/05/1997			England
776493	BP Trustees Limited (Dissolved)	Director	02/04/1996	12/06/1997	Dissolution	England
494320	BP Vencap Limited (Dissolved)	Director	25/04/1996	08/12/1997	Dissolution	England
1567959	BP VENEZUELA LIMITED	Director	01/04/1999			England
3604330	BP+Amoco International Limited	Director	01/03/1999			England
3604324	BP+Amoco Limited	Director	01/03/1999			England
1744218	Breakspear Pension Trustees Limited (in liquidation)	Director	28/10/1998			England
652821	Bristol Aeroplane Plastics (Services) Limited (Dissolved)	Director	27/03/1996	04/07/1997	Dissolution	England
812155	Bristol Composite Materials Engineering Limited (Dissolved)	Director	10/02/1997	01/09/1998	Dissolution	England
1696482	Bristol Composite Materials Pension Trustees Limited (in liquidation)	Director	15/03/1999			England
1378710	Britannic Energy Trading Limited	Director	27/03/1996	31/07/1996	Resignation	England
1174505	Britannic Futures Trading Limited (Dissolved)	Director	10/11/1995	08/12/1997	Dissolution	England
856809	Britannic Nominees Limited (Dissolved)	Director	01/04/1994	20/12/1996	Dissolution	England
21271	BRITISH LPG LIMITED (Dissolved)	Director	27/02/1998	23/12/1999	Dissolution	Scotland
447126	British Tanker Company Limited (Dissolved)	Director	19/03/1996	09/12/1996	Dissolution	England
1365011	BRITOL (ALPHA) LIMITED (Liquidated)	Director	30/08/1996	22/12/1997	Dissolution	England
1058306	BRITOL (DELTA) LIMITED (Liquidated)	Director	30/08/1996	22/12/1997	Dissolution	England
970403	BRITOL (EPSILON) LIMITED (Liquidated)	Director	30/08/1996	22/12/1997	Dissolution	England
1061934	BRITOL (ETA) LIMITED (Liquidated)	Director	30/08/1996	22/12/1997	Dissolution	England
1021309	BRITOL (IOTA) LIMITED (Liquidated)	Director	30/08/1996	22/12/1997	Dissolution	England

Personnel Appointments

Full Name : Chapman, Douglas [Contd]

Person ID : BPC

Internal Appointments [Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
1020480	BRITOIL (LAMBDA) LIMITED (Liquidated)	Director	30/08/1996	22/12/1997	Dissolution	England
21266	BRITOIL (NINIAN) LIMITED (Dissolved)	Director	27/02/1998	23/12/1999	Dissolution	Scotland
1009905	BRITOIL (OMIKRON) LIMITED	Director	01/09/1997			England
1406899	BRITOIL (PI) LIMITED (Dissolved)	Director	01/09/1997	22/02/2000	Dissolution	England
1055560	BRITOIL (THETA) LIMITED (Liquidated)	Director	30/08/1996	22/12/1997	Dissolution	England
1067064	BRITOIL (ZETA) LIMITED (Liquidated)	Director	30/08/1996	22/12/1997	Dissolution	England
83357	BRITOIL OVERSEAS HOLDINGS LIMITED (Liquidated)	Director	30/08/1996	22/12/1997	Dissolution	Scotland
537212	BXL Trustees Limited (dissolved)	Director	13/02/1998	29/02/2000	Dissolution	England
30313	Caledonian Service Stations Limited (Dissolved)	Director	25/03/1996	09/12/1996	Dissolution	Scotland
477705	Carlisle Truck Inn Limited (Dissolved)	Director	02/04/1996	04/07/1997	Dissolution	England
347323	Cascelloid Limited (Dissolved)	Director	09/02/1998	25/01/2000	Dissolution	England
261633	Celtic Oil Supplies Limited (in liquidation)	Director	24/05/1999			England
2920608	Charringtons Trustee Limited (in liquidation)	Director	01/12/1998			England
525700	Combined Oil Distributors Limited (in liquidation)	Director	01/12/1998			England
860285	Counterplus Retail Limited (Dissolved)	Director	02/04/1996	12/06/1997	Dissolution	England
1482032	Distributor Computing Limited (Dissolved)	Director	14/04/1998	22/02/2000	Dissolution	England
1218892	Dorchester Oil Trading Company Limited	Director	01/08/1999			England
1454233	Duckhams Oils Trading Limited (Dissolved)	Director	22/07/1998	25/01/2000	Dissolution	England
1036283	Durdent Services Limited (Dissolved)	Director	23/05/1997	15/05/1999	Dissolution	England
2472383	Ellis & McHardy Oils Limited (Dissolved)	Director	22/07/1998	25/01/2000	Dissolution	England
1195834	Emerald Offshore Services Limited	Director	23/05/1997			England
599880	ERH Properties Limited (dissolved)	Director	29/10/1996	01/09/1998	Dissolution	England

Personnel Appointments

Date: 02/03/2000

Full Name: Chapman, Douglas [Contd]

Person ID: BPC

Internal Appointments		[Contd]					
Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation	
504615	Expanded Polymers Limited (Dissolved)	Director	29/02/1996	20/12/1996	Dissolution	England	
29803	Express Shopping Limited (Dissolved)	Director	17/11/1997	12/05/1999	Dissolution	Scotland	
1808609	Framecircle Limited (Dissolved)	Director	01/05/1996	08/12/1997	Dissolution	England	
1637284	Great Western Oils Limited (Dissolved)	Director	01/04/1996	12/06/1997	Dissolution	England	
697397	Hargreaves Fuel Services Limited (Dissolved)	Director	09/02/1998	23/12/1999	Dissolution	England	
766787	Hargreaves Oil Trading Limited (Dissolved)	Director	09/02/1998	25/01/2000	Dissolution	England	
1398880	Hargreaves Petroleum Limited (dissolved)	Director	09/02/1998	15/02/2000	Dissolution	England	
545230	Hedon Investment Company Limited (in liquidation)	Director	28/10/1998			England	
1420816	Hltco Aerospace Limited (dissolved)	Director	23/12/1996	01/09/1998	Dissolution	England	
1935616	Hltco Limited (Dissolved)	Director	02/04/1996	12/06/1997	Dissolution	England	
145169	Hudson Thomas (Fuels) Limited (Dissolved)	Director	09/02/1998	25/01/2000	Dissolution	England	
933350	Huntingdon Oils Limited (Dissolved)	Director	20/03/1996	09/12/1996	Dissolution	England	
591732	Hybro U.K. Limited (Dissolved)	Director	29/02/1996	30/07/1997	Dissolution	England	
1117878	Hydlerman Oils Limited (Dissolved)	Director	22/05/1996	23/08/1997	Dissolution	England	
1005011	Hyfil Limited (Dissolved)	Director	23/05/1996	22/08/1997	Dissolution	England	
1595294	International Systems Solutions Limited (Dissolved)	Director	19/03/1996	09/12/1996	Dissolution	England	
551843	Island Oils Limited (Dissolved)	Director	09/02/1998	23/12/1999	Dissolution	England	
2642406	Isoflam International Limited (in liquidation)	Director	22/07/1998			England	
261444	J.R. Inwards Limited (Dissolved)	Director	25/03/1996	09/12/1996	Dissolution	England	
1444027	Joice & Hill (Broiler Chicks) Limited (Dissolved)	Director	29/02/1996	01/08/1997	Dissolution	England	
573734	Joice & Hill Limited (Dissolved)	Director	19/03/1996	30/07/1997	Dissolution	England	
86770	Jonas Wells, Limited (Dissolved)	Director	29/02/1996	20/12/1996	Dissolution	England	
45878	Joseph Batson and Company, Limited (in liquidation)	Director	09/02/1998			England	

Secretariat for Writings

Page: 6

Personnel Appointments

Date: 02/03/2000

Full Name: Chapman, Douglas [Contd]

Person ID: DPC

Internal Appointments		[Contd]				
Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
1197176	Kaldair Gas Services Limited (Dissolved)	Director	01/04/1997	23/12/1999	Dissolution	England
1094384	Kaldair International Limited (Dissolved)	Director	01/04/1997	23/12/1999	Dissolution	England
273831	KENILWORTH OIL COMPANY LIMITED	Director	23/05/1997			England
2774865	Lodgeboard Limited (Dissolved)	Director	27/03/1996	08/12/1997	Dissolution	England
1518253	Macgas (Northern) Limited (Dissolved)	Company Secretary	11/08/1997	22/08/1997	Dissolution	England
926735	McBride Hygiene Limited (Dissolved)	Director	29/02/1996	20/12/1996	Dissolution	England
24774	McFarlane Brothers (1984) Limited (in liquidation)	Director	22/07/1998			Scotland
1337108	Mebon Pension Trustees Limited (Dissolved)	Director	13/03/1997	15/05/1999	Dissolution	England
339288	MELROSE OIL TRADING COMPANY LIMITED	Director	23/05/1997			England
1855775	Moorlane Investment Company (Dissolved)	Director	29/02/1996	20/12/1996	Dissolution	England
850473	Motoring Centres Limited (Dissolved)	Director	07/06/1996	08/12/1997	Dissolution	England
R544	Munster, Simms & Co., Limited (in liquidation)	Director	09/02/1998			Northern Ireland
248405	National Filling Stations Limited (Dissolved)	Director	02/04/1996	22/08/1997	Dissolution	England
537305	OIL TRADING COMPANY (IRAN) LTD (In Liquidation)	Director	16/07/1999			England
1993969	Orobis Limited (Dissolved)	Director	30/05/1996	08/12/1997	Dissolution	England
2210306	Orycourt p.l.c. (Dissolved)	Director	29/02/1996	19/12/1996	Dissolution	England
142125	Oxford Chirality Limited (Dissolved)	Director	19/03/1996	09/12/1996	Dissolution	England
1591225	Polygon Pension Trustees Limited (in liquidation)	Director	28/04/1999			England
200265	Polygon Retailing Limited (Dissolved)	Director	02/04/1996	04/07/1997	Dissolution	England
879012	Recovery Plastics Limited (Dissolved)	Director	23/05/1996	08/12/1997	Dissolution	England
1436146	Russia Finance (1998) Limited (in liquidation)	Director	23/05/1997			England

Personnel Appointments

Date: 01/02/03/2000

Full Name: Chapman, Douglas [Contd]

Person ID: DRG

Internal Appointments		[Contd]					
Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation	
832788	Seaclose Garages Limited (dissolved)	Director	26/02/1997	01/09/1998	Dissolution	England	
393065	Sealand Petroleum Company Limited (Dissolved)	Director	24/04/1996	22/08/1997	Dissolution	England	
1354133	Selection Trust Limited (in liquidation)	Director	23/05/1997			England	
399037	Supercharge Card Limited (dissolved)	Director	01/10/1997	15/05/1999	Dissolution	England	
1079476	Sussex Garages Limited (Dissolved)	Director	26/04/1996	15/05/1999	Dissolution	England	
1671880	Techcon Limited (Dissolved)	Director	29/02/1996	20/12/1996	Dissolution	England	
625656	Tehran Oil Services Limited (Dissolved)	Director	25/04/1996	08/12/1997	Dissolution	England	
1055597	Thaico Limited (Dissolved)	Director	23/05/1996	23/08/1997	Dissolution	England	
40414	The Bass Rock Oil Company Limited	Director	01/10/1999			Scotland	
453614	The British Petroleum Company Limited	Director	23/05/1997			England	
11530	The British Xylonite Company Limited (dissolved)	Director	01/10/1997	15/05/1999	Dissolution	England	
234106	The Consolidated Petroleum Company Limited	Director	19/08/1996			England	
188772	The Dominion Motor Spirit Co., Limited	Director	09/02/1998			England	
1316427	The London Perfume Company Limited (Dissolved)	Director	02/04/1996	16/06/1997	Dissolution	England	
183681	The Power Petroleum Company Limited	Director	01/10/1997			England	
1295	The Pumpherstons Oil Company Limited (Dissolved)	Director	27/03/1996	08/12/1997	Dissolution	Scotland	
17540	The Scottish Oil Agency, Limited (Dissolved)	Director	02/04/1996	06/07/1997	Dissolution	Scotland	
1598022	Thurley International Limited (Dissolved)	Director	29/02/1996	19/12/1996	Dissolution	England	
1166376	TROUW GREAT BRITAIN LIMITED	Director	23/05/1997			England	
850939	Truck Stops Limited (Dissolved)	Director	02/04/1996	04/07/1997	Dissolution	England	
432981	Viceroy Investments Limited	Director	23/05/1997			England	
342092	Western Ground Rents Limited (Dissolved)	Director	24/04/1996	22/08/1997	Dissolution	England	
2532706	Whitewater Energy Ltd (Dissolved)	Director	19/12/1997	23/12/1997	Dissolution	England	
1805709	Young's International Marketing Limited (Dissolved)	Director	27/03/1996	04/07/1997	Dissolution	England	

Personnel Appointments

Date: 02/03/2000

Full Name: Chapman, Douglas [Contd]

Person ID: DPC

Internal Appointments

[Contd]

Number
264250

Company Name
Young's Laundry Enterprises Limited
(Dissolved)

Appointment Type
Director

Appointed
02/04/1996

Resigned
08/12/1997

Reason
Dissolution

Place of Incorporation
England

000474

3947697 600 SIDAY

NC
2
- 9 MAR 2000
£20 FEE PAID
COMPANIES
HOUSE

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

0027129

OF

EXPLORATION SERVICE COMPANY LIMITED

1. The name of the Company is " Exploration Service Company Limited."
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:
 - A. To carry on all or any of the businesses of manufacturers, importers, exporters, wholesalers, retailers, buyers, sellers, distributors and shippers of, and dealers in any products, services, goods, wares, merchandise and produce of any kind, general merchants and traders, cash, discount, mail order and credit traders, manufacturers' agents and representatives, insurance consultants and brokers, estate agents, mortgage brokers, financial agents, consultants, managers and administrators, hire purchase and general financiers; to participate in, undertake, perform and carry on all types of commercial, industrial, trading and financial operations and enterprises and all kinds of agency business; to carry on all or any of the businesses of marketing, business and management consultants, advertising agents, printers and publishers; railway, shipping and forwarding agents, storekeepers, warehousemen, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor or other vehicles, craft, plant, machinery, tools and equipment of all kinds.
 - B. To carry on business as a general commercial company excepting only that the company may not be a holding company and may not own interests in other companies either as subsidiaries, related companies or investments.-
 - (a) the object of the company is to carry on any trade or business whatsoever, with the exception of acting as a holding company and
 - (b) the company has the power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.
 - C. To invest, deposit, lend or otherwise deal with in any way whatsoever any or all of the moneys, assets and rights of the Company.
 - D. To buy and sell, hold, dispose of, and deal in foreign currencies.

- E. To borrow and raise money in any way whatsoever and to secure or discharge any debt or obligation of or binding on the Company in any way whatsoever and whether by mortgages or charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
 - F. To guarantee the performance in any way whatsoever of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, firm or person and to give all kinds of indemnities.
 - G. To establish, undertake and transact all kinds of trust and agency business which may be considered likely directly or indirectly to further the objects, activities or interests of the Company or of its Members or employees or any other company, firm or person associated with the Company.
 - H. To distribute among the Members of the Company in specie any property of the Company.
 - I. To do all or any of the things and matters aforesaid, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others as are, in the opinion of the directors of the Company, incidental or conducive to the attainment of the aforesaid objects in any part of the world.
5. The liability of the Members is limited.
6. The share capital of the Company is £1,000,000 divided into 1,000,000 Shares of £1.00 each.

WE, the person whose name and address is subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our name.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>AMOCO PRODUCTION COMPANY 200 East Randolph Drive Chicago, Illinois, 60601</p> <p><i>Adh Ths</i> Signed For and on behalf of Amoco Production Company Authorised Signatory ANDREA MARGARET THOMAS</p>	<p>One</p>
<p>Total shares taken</p>	<p>One</p>

Dated the ~~6th~~ day of March, 2000

Witness to the above Signature:

CT Thomas

Christine Thomas
Breakspear Park
Breakspear Way
Hemel Hempstead
Herts, HP2 4UL

Secretariat Assistant

T:\COMPANY SECRETARIES\MEM & ARTS\EXPLORATION SERVICE COMPANY 020300..DOC

ARTICLES OF ASSOCIATION

OF

EXPLORATION SERVICE COMPANY LIMITED

(Adopted pursuant to Special Resolution passed on 8 March, 2000)

PRELIMINARY

1. The regulations in Table A in the Companies (Tables A to F) Regulations 1985 and in any Table A applicable to the Company under any former enactment relating to companies shall not apply to the Company.
2. In these Articles (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite them respectively:-

The Act	The Companies Act 1985 (as amended by the Companies Act 1989), and including any statutory modification thereto, or re-enactment thereof for the time being in force.
The Articles	These Articles of Association as from time to time amended.
The Company	The company to which these Articles relate.
Office	The registered office of the Company for the time being.
In writing	Written or produced by any substitute for writing or partly one and partly another.

The expression "secretary" shall include any assistant secretary and any person appointed by the directors to perform any of the duties of the secretary, and where two or more persons are appointed to act as joint secretaries shall include any one of those persons.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include bodies corporate and unincorporate.

Subject as aforesaid any words or expressions defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or

the Act and, unless the Act otherwise provides, where for any purpose an extraordinary resolution is required a special resolution shall be effective.

SHARE CAPITAL

3. The share capital of the Company at the date of adoption of these Articles is £1,000,000 divided into 1,000,000 Ordinary shares of £1.00 each.
4. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares:
 - (A) any share may be issued with such rights or restrictions as the Company may by ordinary or elective resolution determine.
 - (B) any shares may be issued on the terms that they are or are liable to be redeemed at the option of the Company on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.
5. Subject to section 80 of the Act, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, and section 89(1) of the Act shall not apply.
6.
 - (A) The Company may by ordinary resolution alter the conditions of the Memorandum of Association in any of the ways permitted by section 121 of the Act and, subject to the provisions of the Act, may by special resolution reduce in any way its share capital, any capital redemption reserve and any share premium account.
 - (B) Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares).
7. In addition to all other powers of paying commissions, the Company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerages as may be lawful.

TRANSFER OF SHARES

8. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor.

NUMBER OF MEMBERS

9. The Company shall have a minimum membership of two except where the Company is a private company, in which case the minimum number of members may be one.

GENERAL MEETINGS

10. All general meetings other than annual general meetings shall be called extraordinary general meetings. The directors may, whenever they think fit, and on requisition in accordance with the Act shall, proceed with proper expedition to convene an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

11. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by giving at least twenty-one days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if so agreed by a majority of members together holding not less than 95 per cent in nominal value of the shares in the Company.
12. The notice shall be given to all the members and to the directors, and shall specify the time, day and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. No business shall be transacted at any general meeting unless a quorum of members is present. A quorum for a general meeting shall be a single member or members present in person or by proxy and holding or representing the holder or holders of not less than fifty per cent of the shares in the capital of the Company.
15. The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the Company or if there is no such chairman or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as chairman the members present may elect one of their number to be chairman of the meeting.
16. Directors shall be entitled to attend and speak at all general meetings of the Company.
17. Every member present in person or by proxy shall have one vote for each share of which he is the holder.
18. Subject to the provisions of the Act, all or any of the members may participate in a general meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, at the Registered Office of the Company

19. Subject to the provisions of the Act, a resolution in writing executed by or on behalf of each member shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.
20. Unless otherwise notified by the Directors, a member may appoint a proxy either verbally or in writing. A written instrument appointing a proxy shall be under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or duly authorised attorney and may be in such form as the directors may specify from time to time, failing which it may be in any usual or common form. A proxy need not be a member of the Company.
21. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the Registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting any time prior to the time of the holding of the meeting at which the person named in the instrument proposes to vote.

DIRECTORS AND THEIR APPOINTMENT

22. The directors shall be not less than two nor more than twelve in number except where the Company is a private company, in which case the minimum number of directors may be one.
23. Subject to Article 22, a person may be appointed to be a director either to fill a casual vacancy or as an addition to the existing directors by the Parent Company, as defined in Article 50, or by resolution of the directors of the Company.
24.
 - (A) Each of the directors shall be paid out of the funds of the Company by way of fees for his services as a director, such sums (if any) as may from time to time be determined by the Parent Company, as defined in Article 50. Such remuneration shall be deemed to accrue from day to day.
 - (B) The directors may also be paid all reasonable travelling, hotel and other expenses properly incurred by them as directors of the Company in attending and returning from meetings of the directors or any committee of the directors or general meetings or otherwise in connection with the business of the Company.
 - (C) Any director who is appointed to any executive office or who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid such special remuneration by way of salary (in addition to or in substitution for his fees, if any, as a director), lump sum, percentage of profits or otherwise as may be determined from time to time under the remuneration policy of the Company's Ultimate Parent Company.

ALTERNATE DIRECTORS

25. Any director (other than an alternate director) may appoint any other director or any other person, approved by resolution of the directors or nominated by the Parent Company (as defined in Article 50) or the Company's ultimate parent company and willing to act, to be an alternate director and may remove from office an alternate director so appointed. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director or by the company making or revoking the appointment or in any other manner approved by the directors. An alternate director shall cease to be an alternate director if his appointer ceases to be a director.
26. An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the directors and of any committee of the directors of which his appointer is a member and shall be entitled to attend and vote as a director and be counted in the quorum at any such meeting at which his appointer is not personally present and generally to perform all the functions of his appointer as a director in his absence.
27. Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

28. Subject to the provisions of the Act, the Memorandum of Association and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
29. The directors may appoint, by power of attorney or otherwise, any person to be the agent of the Company for such purpose and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

30. (A) The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or to any director holding any other executive office or to a specified individual, such of their powers as they consider desirable to be exercised by him;
- (B) Any such delegation made in accordance with this article may be made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee appointed in accordance with this article shall be governed by these Articles regulating the proceedings of directors so far as they are capable of applying. Insofar as any such power or

discretion is so delegated, any reference in these Articles to the exercise by the directors of such power or discretion shall be read and construed as if it were a reference to such committee.

DIRECTORS' INTERESTS

31. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest he may have, a director notwithstanding his office:-
- (A) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (B) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (C) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
32. For the purposes of the preceding article, a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified. An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

33. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
34. All or any of the directors may participate in a meeting of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, at the Registered Office of the Company.
35. (A) The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two except in the

case of a private company where the quorum shall be one. A person who holds office as an alternate director shall, if his appointer is not present, be counted in the quorum.

- (B) A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
36. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
37. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
38. All acts done by a meeting of directors or of a committee of directors or by a person acting as a director (notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote) shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
39. A resolution in writing signed by all the directors of the Company, or by all the directors of a Committee of Directors, for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.
40. Save as otherwise provided by these Articles a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which, directly or indirectly, he has an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
- (A) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- (B) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

- (C) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries, or by virtue of his being or intending to become a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any of its subsidiaries for subscription, purchase or exchange; or
- (D) the resolution relates in any way to a retirement benefits scheme or an employees' share scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes, or by the Company in general meeting.

For the purposes of this article, an interest of a person who for any purpose of the Act is connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointer shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

SECRETARY

- 41. Subject to the provisions of the Act, the secretary shall be appointed by the directors or by the Parent Company in accordance with the provisions of Article 50 for such term and upon such conditions as they may think fit; and any secretary so appointed may be removed in like manner.

THE SEAL

- 42. (A) Any instrument to which the seal is affixed shall either be signed by a director, an alternate director or other person duly authorised for that purpose by resolution of the directors and countersigned by the secretary or assistant secretary of the Company or by a second director or alternate director or, where the Act so permits, shall be signed by a person duly authorised for that purpose by resolution of the directors;
- (B) Where the Act so permits, any instrument signed in accordance with this article and expressed to be executed by the Company shall have the same effect as if executed under seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the directors.
- (C) Provided that in their sole discretion the Directors may specify any instrument or class of instruments to be properly sealed if the seal shall be affixed and the instrument signed by one person appointed by the directors for that purpose.

DIVIDENDS

- 43. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends.

44. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution.
45. The Company may, upon the recommendation of the directors, direct payment of a dividend in whole or in part by the distribution of specific assets.

CAPITALISATION OF PROFITS

46. The Company by ordinary resolution, or the directors with the authority of an ordinary resolution of the Company, may:-
 - (A) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and
 - (B) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up unissued shares to be allotted to members credited as fully paid.

NOTICES

47. Unless any provision of the Act or these Articles otherwise requires, any notice to be given to or by any person pursuant to these Articles need not be in writing.
48. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
49. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

THE PARENT COMPANY

50. Whenever any company (hereinafter called the "Parent Company") holds beneficially, directly or indirectly, in aggregate, not less than 75 per cent of the issued ordinary shares of the Company, the following provisions shall apply:
 - (A) the Parent Company may at any time and from time to time appoint any person to be a director or alternate director or other officer or remove from office any director or alternate director or other officer howsoever appointed but so that any such appointment or removal shall be deemed an act of the Company; and

- (B) any or all powers of the directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by a director or the secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the parent company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

INDEMNITY


51. Subject to the provisions of the Act, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

WINDING UP

52. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and for that purpose may value any assets and determine how the division shall be carried out as between the members. The liquidator with the like sanction may vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

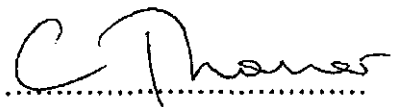
NAMES AND ADDRESS OF SUBSCRIBER

AMOCO PRODUCTION COMPANY
200 East Randolph Drive
Chicago, Illinois 60601

SIGNED: 
Andrea Margaret Thomas,
Authorised Signatory
For and on Behalf of Amoco Production Company

Dated the 8th day of March, 2000

Witness to the above signature

Signature: 

Christine Victoria Thomas

Address:
Breakspear Park
Breakspear Way,
Hemel Hempstead,
Herts, HP2 4UL