

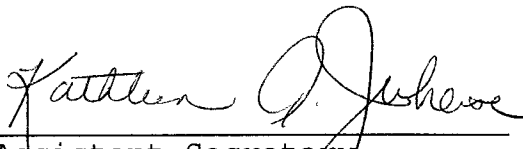
J.P. MORGAN VENTURES ENERGY CORPORATION

Assistant Secretary's Certificate

I, Kathleen A. Juhase, the duly elected, acting and qualified Assistant Secretary of J.P. MORGAN VENTURES ENERGY CORPORATION, a Delaware corporation (the "Company"), DO HEREBY CERTIFY that annexed hereto as Exhibit A, is a true, correct and complete copy of the Certificate of Incorporation of the Company in effect as of the date hereof.

WITNESS my hand this 21st day of September, 2005.

[SEAL]


Assistant Secretary

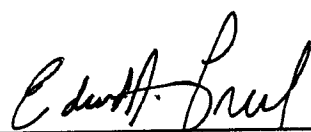
State of Delaware
Office of the Secretary of State

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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 CERTIFICATE OF INCORPORATION OF "J.P. MORGAN VENTURES ENERGY CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1994, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.





Edward J. Freel, Secretary of State

AUTHENTICATION:

2455160 8100

DATE: 7312320

944225854

11-22-94

CERTIFICATE OF INCORPORATION

OF

J.P. MORGAN VENTURES ENERGY CORPORATION

FIRST: The name of the corporation is J.P. Morgan Ventures Energy Corporation.

SECOND: The address of the corporation's registered office in the State of Delaware is 902 Market Street, 7th Floor, in the City of Wilmington, County of New Castle, Attention: Mr. James Berry. The corporation shall act as its own registered agent in charge thereof.

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

FOURTH: The total number of shares of stock which the corporation is authorized to issue is one thousand (1,000) shares of common stock, having a par value of one dollar (\$1.00) per share.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the by-laws of the corporation.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, amend and repeal the by-laws.

SEVENTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so

amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

EIGHTH: The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

NINTH: The incorporator is Mary E. Stewart, whose mailing address is 60 Wall Street, 39th Floor, New York, New York 10260-0060.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, and, accordingly, have hereto set my hand this 21st day of November, 1994.



Mary E. Stewart