

FILED
In the Office of the
Secretary of State of Texas

SEP 20 1993

Corporations Section

ARTICLES OF INCORPORATION
OF
OROGENY CORP.

COPY

The undersigned natural person of the age of eighteen years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Business Corporation Act, adopts the following Articles of Incorporation for the OROGENY CORP. (the "Corporation").

ARTICLE ONE

The name of the Corporation is OROGENY CORP.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The Corporation is organized for the transaction of any and all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The Corporation shall have authority to issue an aggregate of 1,000,000 shares without par value.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE SIX

The address of its registered office is 3400 City Center Tower II, 301 Commerce Street, Fort Worth, Texas 76102, and the name of its registered agent at that address is James D. Finley.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified is:

James D. Finley	3400 City Center Tower II
	301 Commerce Street
	Fort Worth, Texas 76102

ARTICLE EIGHT

Section 1. Directors shall be elected by plurality vote. Cumulative voting shall not be permitted. No shareholder or other person shall have any pre-emptive right whatsoever.

Section 2. The power to alter, amend, or repeal the Bylaws is hereby vested in the Board of Directors.

Section 3. The Corporation may, directly or indirectly, purchase its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

ARTICLE NINE

Section 1. The Corporation shall indemnify any present or former director, officer, agent, or employee of the Corporation, and any person who may have served at the Corporation's request as a director, officer, agent, or employee of another

corporation, to the fullest extent permitted by Art. 2.02-1 of the Texas Business Corporation Act, as it may be amended from time to time. These rights of indemnification and reimbursement shall not be exclusive of any other rights to which such person may be entitled by law, agreement, shareholders' vote, or otherwise.

Section 2. A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director for:

(a) a breach of a director's duty of loyalty to the Corporation or its shareholders;

(b) an act or omission not in good faith that constitutes a breach of duty of the director or that involves intentional misconduct or a knowing violation of the law;

(c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

(d) an act or omission for which the liability of a director is expressly provided for by statutes.

ARTICLE TEN

In accordance with Article 9.10 of the Texas Business Corporation Act, any action required or permitted to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a

consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE ELEVEN

The name and address of the incorporator is:

Mark C. Matula	Harris, Finley & Bogle, P.C.
	3100 Continental Plaza
	Fort Worth, Texas 76102

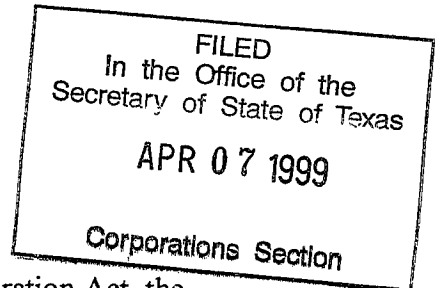
Signed on September 17, 1993.



Mark C. Matula

16b.383/PDBjmc

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**



Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The name of the corporation is Orogeny Corporation

ARTICLE TWO

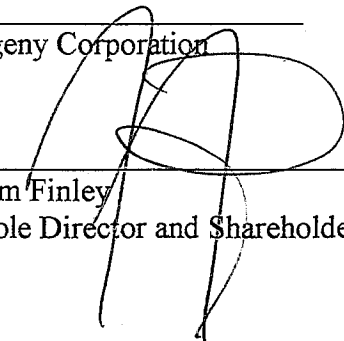
The following amendment to the articles of incorporation was adopted by the shareholders of the corporation on February 4, 1999. The articles of corporation are amended to change the name of Orogeny Corporation to Finley Resources Inc.

ARTICLE THREE

The amendment was adopted by written consent of all shareholders in accordance with article 9.10 of the Texas Business Corporation Act, and any written notice required by such article has been given. The amendment was adopted by a majority vote of the board of directors on February 4, 1999 and no shares have been issued.

Dated April 5, 1999

Orogeny Corporation

By: 

Jim Finley
Sole Director and Shareholder



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

FINLEY RESOURCES INC.

FORMERLY

URGENTY CORP.

CHARTER NUMBER 01285069

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED APR. 7, 1999

EFFECTIVE APR. 7, 1999

A handwritten signature in black ink, reading "Elton Bomer".

Elton Bomer, Secretary of State

C-0151, Organization of Finley