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OFFICE OF THE
SECRETARY

2006 JUL 11 P 2:00

July 3, 2006

FEDERAL ENERGY
REGULATORY COMMISSION

Mr. Chris Yeakel
Federal Energy Regulatory Commission
888 First Street, NE
Washington, DC 20426

ORIGINAL

RE: Request for Additional Information

- Project No. 12663-000- Washington**
- Project No. 12672-000- Oregon**
- Project No. 12694-000- Alaska**
- Project No. 12695-000- Alaska**
- Project No. 12696-000- Alaska**
- Project No. 12697-000- Alaska**

Dear Mr. Yeakel:

Enclosed please find our responses to your request for additional information regarding the TECs for the Deception Pass, Columbia, Kachemak Bay, Icy Passage, Gastineau Channel, and Wrangell Narrows Tidal Energy Projects as previously submitted by the TECs.

- (1) Articles of organization for each of the TECs are attached hereto. Please note that Washington Tidal Energy Company is additionally registered as doing business as (DBA) Oregon Tidal Energy Company.
- (2) The names and titles of the officers and members of each TEC are identical as follows:
 - Director(s) - Mike Hoover
 - President, Secretary and Treasurer - Mike Hoover
 - 100% Shareholder - Oceana Energy Company
- (3) Copies of the state-issued certifications showing the date each TEC was officially recognized in the state it was created are attached hereto.
- (4) State-issued certifications showing that each TEC is still in existence and in good standing are attached hereto.



(5) All TECs are owned by and affiliated with Oceana Energy Company, a Delaware corporation headquartered in Washington, DC. The name and address of Oceana's registered agent is the Delaware Company, USA, Naaman's Building, Suite 206, 3501 Silverside Rd., Wilmington (New Castle County), DE 19810. The Certificate of Incorporation of Oceana Energy Company (as amended and restated) is attached hereto.

The persons below hold the following management positions with Oceana, as directors and officers:

<u>Name</u>	<u>Age</u>	<u>Position</u>
William A. Nitze	63	Chairman
Daniel E. Power, III	62	President and Chief Technology Officer; Director
Michael J. Hoover	28	Secretary, Treasurer, and General Counsel; Director
John C. Toppling, Jr.	63	Director

William A. Nitze serves as Chairman of Gridpoint, the Climate Institute, the Galapagos Conservancy and Oceana Energy Company. He founded the Gemstar Group, a non-profit that developed market-based approaches to global environmental problems, and served as its President from 2001 to 2005. Prior to Gemstar, Bill served as Assistant Administrator for International Activities at the Environmental Protection Agency (1994-2001) and as Deputy Assistant Secretary of State for Environment in the Reagan and Bush administrations (1987-1990). Before public service, he spent fourteen years at the Mobil Oil Corporation (1974-1987) where he served as Assistant General Counsel, Exploration & Producing Division, and General Counsel, Mobil Japan. Bill holds B.A. degrees from Harvard College and Wadham College, Oxford, and a J.D. from Harvard Law School.

Dan Power has worked for the past thirty years in the energy, environment and engineering fields. As an Air Force engineering officer, he successfully supervised the Air Force's pilot Energy Conservation Investment Program that was later implemented across the Department of Defense. He has worked overseas in China, spearheaded an effort to encourage a greening of United Nations facilities, and served on the Board of the Climate Institute for twenty years. More recently, Dan has fostered relationships and developed technologies for companies in the ocean energy industry. He successfully linked one of these companies to the Navy's Carderock Division and, in doing so, developed valuable relationships with Navy engineers. In his role as President, Mr. Power leads Oceana's planning and engineering effort and is the principal technology investigator under contract with the U.S. Naval Surface Warfare Center's Hydromechanics Directorate and NASA's Marshall Space Flight Center. Dan is a graduate of the Vanderbilt University School of Engineering and has a master's degree in Planning from the University of Tennessee.



Mike Hoover has significant legal, business, and financial experience in the marine renewable energy sector. For the past five years, he has developed business and marketing plans for companies in this industry. He is experienced in the field of subsea electrical power permitting, having secured permits in Florida and California to date. He has demonstrated experience managing intellectual property issues, nationally and internationally, including technology development and licensing transactions. Mike has cultivated valuable relationships throughout the industry and has worked directly with the U.S. Navy. He earned a J.D. from Tulane Law School and pursued a post-graduate degree in Energy and Environmental Law specifically for a career in this industry.

John Topping has been President and CEO of the Climate Institute, an international environmental group concerned with climate protection, since its founding in 1986. A graduate of Dartmouth College and Yale Law School, John served as Staff Director of the U.S. Environmental Protection Agency's Office of Air and Radiation from 1983 to 1986. Together with his EPA colleague, Joe Cannon, he was instrumental in phasing out lead from gasoline, movement to a fine particulate air quality standard, and initiation of the risk assessment of CFCs that helped lay the groundwork for the negotiation of the Montreal Protocol to protect the ozone. As an attorney, he served as Chief Counsel of the Office of Minority Business of the U.S. Department of Commerce. In 1976, he received the President's Award of the National Bar Association in recognition of outstanding contributions to the minority legal community. In 2002, he was the first person to receive the Martin Luther King, Jr. Social Justice Award for Lifetime Achievement from Dartmouth College. He also serves on the Energy Resolutions Team of the Presbyterian Church USA.

Corporate Counsel

Joe Cannon is a partner at the law firm of Pillsbury Winthrop Shaw Pittman, LLP where he represents some of the largest energy companies in the nation. He is also in his second term as Chairman of the Utah Republican Party. From 1987 to 2001, he was Chairman and CEO of Geneva Steel. Prior to private industry, Joe served as Assistant Administrator for Air and Radiation, and Associate Administrator for Policy and Resource Management in the U.S. Environmental Protection Agency. He has also served as a member of the Board of Trustees of the American Enterprise Institute; member of the Administrative Conference of the United States; member of the Board of Trustees of the Salt Lake Olympic Organizing Committee; Chairman of the American Bar Association, Natural Resources Law Section, Air Quality Committee; Vice Chairman of the Committee of Interagency Radiation Research and Policy Coordination; United States Representative to the Environment Committee, Organization for Economic Cooperation and Development; and member of the United States Holocaust Memorial Council and capital campaign committee. Joe holds a J.D. from Brigham Young University Law School.



Michael Lincoln is a partner in the Venture Capital and Mergers and Acquisitions practice groups at the Cooley Godward law firm in Reston, VA. He received a J.D. from the University of Virginia School of Law. In 2004 and 2005, the *Washington Business Journal* named Michael the top corporate finance attorney in the Washington, DC area.

Thompson Fehr serves as patent counsel to the company. Located in Ogden, Utah, Tom has worked closely with the company's lead technology developers on numerous patents in the past and prepared Oceana's patent applications. Tom received a J.D. from Harvard Law School.

Lead Technology Consultant

Ned Hansen is a principal of Ride Centerline, LLC, a roller coaster and amusement ride design consultancy firm. Prior to forming Ride Centerline, Ned served as Chief Engineer for S&S Power, the largest amusement ride manufacturer in the world. Ned has a Ph.D. in mechanical engineering and previously worked on national security projects at Sandia National Laboratories in Albuquerque, New Mexico, including design work on the nuclear bunker-buster bomb. Due to his service at Sandia, he brings significant government contract management experience to the company. Ned manages Oceana's technology development efforts at the direction of the company's President.

Lead Permitting Consultant

Charles Cooper is the Director of Environmental Permitting and Planning at TRC Environmental Corporation in Lowell, Massachusetts. His major areas of expertise include environmental impact assessment, fisheries, environmental strategy, project planning and permitting, waste management, facility siting, and the formal assessment of risks to public health and the environment. In more than 35 years as an environmental consultant, Charlie has had financial and technical management responsibility for more than 250 projects. He has designed and performed field, laboratory, and desktop studies of the environmental and economic impacts of many activities, including facility siting and operations, hazardous waste disposal, land and ocean disposal of large volume utility solid wastes; and establishment of ambient water quality criteria. He has conducted field and desktop evaluations of water-dependent projects on all three coasts of North America, in the Great Lakes and Mississippi river drainages. Mr. Cooper has served as an expert witness in litigation, administrative, and legislative hearings in nine states. He has worked in eleven countries outside of the United States, including Canada and Mexico and countries in Europe, and has conducted fisheries studies in Asia, Central and South America, and the Caribbean.



Oceana is developing a proprietary energy collection technology for which comprehensive patents are currently pending before the USPTO. Our core technical support team is composed of engineers and consultants from Ride Centerline, LLC, the United States Naval Surface Warfare Center, Carderock Division, NASA Marshall Space Flight Center and subcontractors of the above. The scope of Oceana's technology development efforts has been outlined in a joint statement of work prepared by the technical team. The magnitude of our initial evaluation efforts is significant (estimated at more than \$5 million) and will proceed in parallel with site feasibility assessments. Through these technology development efforts, Oceana intends to provide the TECs with the technical foundation and resources with which to pursue substantive permitting activities.

- (6) Oceana's corporate strategy for developing the number of applications for tidal energy projects requires simultaneous Preliminary Permitting of a number of multiple sites because our initial site screening work revealed that all potential sites have various advantages and disadvantages that require a year or more of further study in parallel with our technology development testing to determine their actual development potential. Specific, potentially pre-emptive (or significantly preferential) factors we need to study at multiple sites over the first year include the following:

Physical and regulatory constraints on TISEC unit sizing and configuration

Most of the sites have navigation channels where TISEC configuration constraints need to be determined by specific interactions with stakeholder agencies such as the US Army Corps of Engineers, Coast Guard, and local port managers. These will occur during the first year of investigations under the Preliminary Permits, and will reveal limitations that will cause prioritization and potential elimination of sites.

Also, the bathymetry at several of the sites is expected to limit the size of TISEC units that can be commercially effective there. We need to study and reconcile the individual site bathymetry and bottom conditions with the performance results we get from testing of our technology (and our knowledge of performance capabilities of other technologies) to see which, if any, of the several shallower sites can be commercially viable and retained for development.

Likewise, we seek Preliminary Permits for several sites for which current velocities are not yet well known, or are known to be "marginal" in terms of prior evaluations of development potential. As we simultaneously study the site currents in more detail and learn the specific performance characteristics of our technology over the next year of testing with the Navy, we will know which of these potentially marginal sites merit retention for development.



Commercial development potential, including partnering

As stated in each of our Preliminary Permit applications, our strategy involves partnering with local entities that will purchase power generated by the TISEC units. For our San Francisco Bay Project, follow-up under our Preliminary Permit has resulted in a partnering opportunity with PG&E that exemplifies what we would seek to accomplish at each site to be retained for further development. The first year of Preliminary Permit evaluation work will establish the specifics of these opportunities by site, and thereby prioritize and/or eliminate which of the multiple sites have further development potential. As has been the case with PG&E, we believe that having both a Preliminary Permit and a promising parallel technology development program gives us the necessary attributes for development of partnering arrangements.

In addition, we have sought Preliminary Permits for some sites with favorable physical characteristics where the commercial development potential may prove marginal or unsuitable (e.g., because of lack of cost-effective access to infrastructure and/or customers). The evaluations under the Preliminary Permits will prioritize and/or eliminate sites from further development on this basis.

Permitting outlook, including regulatory and community receptivity

We have applied for Preliminary Permits at multiple sites with known differences in approval requirements. However, because of the competitive nature of the Preliminary Permitting process, the local regulatory and community receptivity is "to-be-determined". In the first year of work under the Preliminary Permits, we will have the stakeholder interactions necessary to prioritize and/or eliminate sites from further development on the basis of the outlook for timely approvals going forward.

Summary

After a year of simultaneous site evaluations and technology development under the requested Preliminary Permits for multiple sites, Oceana intends to prioritize and potentially eliminate sites for further development work. Working with FERC during this process, we will be able to lay the groundwork for what type of follow-on should be expected, ranging from elimination to small or experimental project license exemption to full-scale licensing. Because all of the sites have advantages and disadvantages which will be magnified or diminished by the first year of work, Oceana believes it is necessary to have all of the requested preliminary permits for us to have a reasonable chance of retaining enough viable locations for future development after the period of initial evaluation.



- (7) At this time, no TEC is directly or formally affiliated with any non-profit organization. Although principals in the parent company, Oceana, participate substantially in various non-profit and/or charitable organizations, no business relationships exist between those organizations and Oceana or the TECs beyond the leasing of office space from the Climate Institute by Oceana.

Oceana has a commercial relationship with one or more United States federal research laboratories. At this time, public disclosure of the nature of those relationships is prevented by confidentiality restrictions and/or federal data protection regulations.

Business relationships between Oceana and the TECs with private or non-public profit entities are considered by us to be confidential information. We do not feel it is appropriate for us to divulge the nature of any third party's business dealings into the public domain without their consent.

- (8) Oceana has established regional wholly-owned subsidiaries (the TECs) in each of the markets in which we intend to carry out feasibility studies under the Preliminary Permits. We expect imminent successful closure of ongoing negotiations for the private financing to provide sufficient funds to pursue at least two years of full simultaneous effort on technology development and site development permitting for all requested areas. Oceana is amenable to providing evidence of closure if desired by the Commission. It is worthwhile to mention that the advanced state of negotiations is based in part on the independent judgment of the funding sources that Oceana has the appropriate sequential multiple site evaluation/permitting and simultaneous technology development approach necessary to induce the provision of the kind of risk capital required to bring this form of energy production into the mainstream.

Oceana possesses a detailed plan on how the TECs will finance studies and progress evaluations under the Preliminary Permits. However, this information is considered proprietary to our Board of Directors. Similarly, the disclosure into the public domain of our investors' personal information is restricted by active confidentiality agreements.

Please let us know if you require further information regarding our companies or their planned activities in order to continue processing the applications. Thank you for your consideration in this matter.

With regards,

A handwritten signature in black ink, appearing to read "Mike Hoover", is written over a horizontal line.

Mike Hoover

Secretary, Treasurer and General Counsel

FILED: 05/15/2006
CID: 2006-00514659
WY Secretary of State

ARTICLES OF INCORPORATION

Wyoming Secretary of State
The Capitol Building, Room 110
200 W. 24th Street
Cheyenne, WY 82002-0020

Phone (307) 777-7311/7312
Fax (307) 777-5339
E-mail: corporations@state.wy.us

1. Corporate name Alaska Tidal Energy Company

2. Registered agent name Pioneer Corporate Services

3. Address of registered agent *(must be a Wyoming street address which is identical to the registered agent's business office; must include street address, city, state and zip code; no post office boxes or mail drop boxes.)*

1720 Carey Ave., 6th Floor

Cheyenne, WY 82001

4. The mailing address where correspondence and annual report forms can be sent:

1785 Massachusetts Ave., NW, Suite 100

Washington, DC 20036

5. Number and class of shares the corporation will have the authority to issue:

20,000,000 Common; 20,000,000 Preferred

Number and class of shares which are entitled to receive the net assets upon dissolution:

20,000,000 Common; 20,000,000 Preferred

6. Incorporators *(list names and addresses of each incorporator):*

Katy White, 1720 Carey Ave., 6th Floor, Cheyenne, WY 82001

2006 MAY 15 PM 4 29
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MAY 15 2006

7. Execution (all incorporators must sign)

Printed Name

Signature

Date

Katy White

Katy White

5/15/06

8. Contact name

Daytime Phone Number

Katy White

307 635-1458

Filing Fee: \$100.00

Instructions:

1. Make check payable to Secretary of State.
2. Articles must be accompanied by a written consent to appointment executed by the registered agent.
3. An official certificate of incorporation or a certificate of existence may be obtained for an additional \$10.00 fee. Please indicate which certificate you are requesting.

**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

Wyoming Secretary of State
The Capitol Building, Room 110
200 W. 24th Street
Cheyenne, WY 82002-0020

Phone (307) 777-7311/7312
Fax (307) 777-5339
E-mail: corporations@state.wy.us

I, Pioneer Corporate Services, voluntarily consent to serve as the
registered agent for Alaska Tidal Energy Company

on the date shown below.

The registered agent certifies that he is: (check one)

- (a) *An individual who resides in this state and whose business office is identical with the registered office;*
- (b) *A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or*
- (c) *A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office.*

Dated this 1st day of May, 2006



Signature of Registered Agent

State of Wyoming

Office of the Secretary of State



United States of America, }
State of Wyoming } ss.

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify **ALASKA TIDAL ENERGY COMPANY** is a corporation organized and existing under the laws of the state of Wyoming whose date of incorporation is May 15, 2006 and whose period of duration is perpetual.

I FURTHER CERTIFY that this corporation has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the state of Wyoming.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 23rd day of May A.D., 2006 .

Joseph B Meyer

Secretary of State

By *Lisa Lytle*

FILED: 03/15/2006
CID: 2006-00509696
WY Secretary of State

ARTICLES OF INCORPORATION

Wyoming Secretary of State
The Capitol Building, Room 110
200 W. 24th Street
Cheyenne, WY 82002-0020

Phone (307) 777-7311/7312
Fax (307) 777-5339
E-mail: corporations@state.wy.us

1. Corporate name Washington Tidal Energy Company

2. Registered agent name Pioneer Corporate Services

3. Address of registered agent (must be a Wyoming street address which is identical to the registered agent's business office; must include street address, city, state and zip code; no post office boxes or mail drop boxes.)

1720 Carey Avenue, 6th Fl.

Cheyenne, WY 82001

4. The mailing address where correspondence and annual report forms can be sent:

1785 Massachusetts Ave., NW Suite 100

Washington, DC 20036

5. Number and class of shares the corporation will have the authority to issue:

20,000,000 Common; 20,000,000 Preferred

Number and class of shares which are entitled to receive the net assets upon dissolution:

20,000,000 Common; 20,000,000 Preferred

6. Incorporators (list names and addresses of each incorporator):

Katy White, 1720 Carey Avenue, 6th Fl., Cheyenne, WY 82001

2006 MAR 15 PM 5:00
RECEIVED
SECRETARY OF STATE

7. Execution (all incorporators must sign)

Printed Name

Signature

Date

Katy White

Katy White

3/15/06

8. Contact name

Daytime Phone Number

Filing Fee: \$100.00

Instructions:

1. Make check payable to Secretary of State.
2. Articles must be accompanied by a written consent to appointment executed by the registered agent.
3. An official certificate of incorporation or a certificate of existence may be obtained for an additional \$10.00 fee. Please indicate which certificate you are requesting.

**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

Wyoming Secretary of State
The Capitol Building, Room 110
200 W. 24th Street
Cheyenne, WY 82002-0020

Phone (307) 777-7311/7312
Fax (307) 777-5339
E-mail: corporations@state.wy.us

I, Pioneer Corporate Services, voluntarily consent to serve as the
registered agent for Washington Tidal Energy Company

on the date shown below.

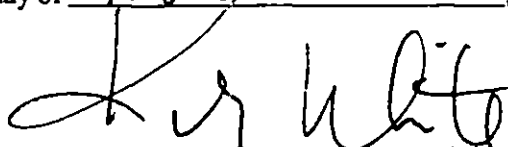
The registered agent certifies that he is: (check one)

(a) *An individual who resides in this state and whose business office is identical with the registered office;*

(b) *A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or*

(c) *A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office.*

Dated this 15th day of March, 2006.



Signature of Registered Agent

***Written Consent of the Sole Incorporator and Initial Board of
Directors in Lieu of the Organizational Meeting of
WASHINGTON TIDAL ENERGY COMPANY***

May 10, 2006

The undersigned, being the sole Incorporator of Washington Tidal Energy Company, a Wyoming corporation (the "Corporation"), does hereby take and adopt, pursuant to the Wyoming Business Corporation Act, the following actions in writing and without a meeting in lieu of the organizational meeting.

WHEREAS, the Corporation's Articles of Incorporation were filed on March 20, 2006; and

WHEREAS, the Articles of Incorporation do not name the initial directors of the Corporation and Wyoming requires the Incorporator to elect the Board of Directors; it is:

RESOLVED by the Incorporator, that Michael J. Hoover is elected to serve as Director of the Corporation until the next annual meeting of the stockholders or until his successors shall be elected and qualified.

WHEREAS, the Incorporator has elected the Board of Directors of the Corporation and the Board is charged with the duty to complete the organization of the Corporation; it is:

RESOLVED, that the Corporation hereby acknowledges the assignment by the Incorporator of her entire right, title and interest in and to the Corporation to the Board of the Corporation and the original of such assignment shall be filed as an exhibit with these actions; and

RESOLVED FURTHER, that the Incorporator be, and she hereby is, relieved of any and all responsibility, debt, liability or obligation which she may have or have incurred by virtue of being an Incorporator of the Corporation and is hereby indemnified and held harmless from and against liability of any and every nature which she may suffer in the capacity of Incorporator; and this resolution shall be enforceable as a contract of the Corporation by the Incorporator.

WHEREAS, the Incorporator has delivered to the Board of Directors the Articles of Incorporation of the Corporation; it is:

RESOLVED, that the Articles of Incorporation of the Corporation, as filed in the office of the Secretary of State of Wyoming, and the same hereby are approved, adopted, ratified and confirmed as the Articles of Incorporation of the Corporation and the Articles of Incorporation issued by said official with respect to the Articles of Incorporation be, and the same hereby are accepted and adopted by the Board of Directors; and

WHEREAS, the corporation requires the election of officers who shall be, and hereby are, charged with the responsibility to carry out the purposes and business of the Corporation; it is:

RESOLVED, that Michael J. Hoover be, and hereby is elected as President Treasurer and Secretary, to serve until the earlier of the next Annual Meeting of the Board of Directors and until his successors are elected and qualified or his resignation or removal from the office by the Board of Directors.

The undersigned, by executing this Consent, does hereby direct that this document be filed with the minutes and proceedings of the Corporation and agrees that the actions taken in the foregoing resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Incorporator of this Corporation.

The above actions shall be effective as of the 10th day of May, 2006.

Dated: May 10, 2006



Katy White, Incorporator



Michael J. Hoover

State of Wyoming

Office of the Secretary of State



United States of America,
State of Wyoming } ss.

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify that according to the records in the office of the Secretary of State of Wyoming, WASHINGTON TIDAL ENERGY COMPANY, is a corporation organized under the laws of the state of Wyoming, whose date of incorporation is MARCH 15, 2006; and whose period of duration is perpetual.

I FURTHER CERTIFY that this corporation has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the State of Wyoming.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 20TH day of MARCH A.D., 2006.

Joseph B Meyer
Secretary of State

By *Cherry Kline*

State of Wyoming

Office of the Secretary of State

United States of America, }
State of Wyoming } ss.

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify that according to the records in the office of the Secretary of State of Wyoming, **WASHINGTON TIDAL ENERGY COMPANY** is a corporation organized and existing under the laws of the state of Wyoming, whose date of incorporation is **March 15, 2006**, and whose period of duration is perpetual.

I FURTHER CERTIFY that this corporation has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the state of Wyoming.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 3rd day of July A.D., 2006.



Joseph B Meyer

Secretary of State

By *Rosalie Gonzalez*

Delaware

PAGE 1

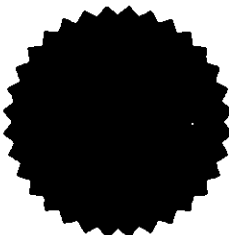
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "OCEANA ENERGY COMPANY", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2006, AT 8 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4035657 8100

060021894



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4508963

DATE: 02-08-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:00 AM 01/09/2006
FILED 08:00 AM 01/09/2006
SRV 060021894 - 4035657 FILE

STATE OF DELAWARE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
Oceana Energy Company
A STOCK CORPORATION
(originally incorporated on September 23, 2005)

I, John C. Topping, Jr., President of Oceana Energy Company (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, do hereby certify that the Certificate of Incorporation of Oceana Energy Company has been amended, and restated as amended, in accordance with provisions of Sections 222, 242 and 245 of the General Corporation Law of the State of Delaware, and, as amended and restated, is set forth in its entirety as follows:

FIRST: THE NAME OF THIS CORPORATION IS: Oceana Energy Company

SECOND: THE STREET ADDRESS IN DELAWARE OF THE CORPORATION'S REGISTERED OFFICE IS: THE NAAMAN'S BUILDING SUITE 206, 3501 SILVERSIDE RD., WILMINGTON (NEW CASTLE COUNTY), DELAWARE 19810. THE REGISTERED AGENT IN CHARGE THEREOF IS THE DELAWARE COMPANY, USA.

THIRD: THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS FOR WHICH A CORPORATION MAY BE FORMED UNDER THE DELAWARE GENERAL CORPORATION LAW.

FOURTH: THE TOTAL NUMBER OF SHARES OF ALL CLASSES OF CAPITAL STOCK WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS 3,000 SHARES, CONSISTING OF 2,000 SHARES OF COMMON STOCK HAVING NO PAR VALUE (THE "COMMON STOCK") AND 1,000 SHARES OF PREFERRED STOCK HAVING NO PAR VALUE (THE "PREFERRED STOCK").

A DESCRIPTION OF THE RESPECTIVE CLASSES OF STOCK AND A STATEMENT OF THE DESIGNATIONS, POWERS, PREFERENCES AND RIGHTS, AND THE QUALIFICATIONS, LIMITATIONS AND RESTRICTIONS OF THE PREFERRED STOCK AND COMMON STOCK ARE AS FOLLOWS:

A. COMMON STOCK

1. GENERAL. ALL SHARES OF COMMON STOCK WILL BE IDENTICAL AND WILL ENTITLE THE HOLDERS THEREOF TO THE SAME RIGHTS, POWERS AND PRIVILEGES. THE RIGHTS, POWERS AND PRIVILEGES OF THE HOLDERS OF THE COMMON STOCK ARE SUBJECT TO AND QUALIFIED BY THE RIGHTS OF HOLDERS OF THE PREFERRED STOCK.

2. DIVIDENDS. DIVIDENDS MAY BE DECLARED AND PAID ON THE COMMON STOCK FROM FUNDS LAWFULLY AVAILABLE THEREFOR AS AND WHEN DETERMINED BY THE BOARD OF DIRECTORS AND SUBJECT TO ANY PREFERRED DIVIDEND RIGHTS OF ANY THEN OUTSTANDING PREFERRED STOCK.

3. DISSOLUTION, LIQUIDATION OR WINDING UP. IN THE EVENT OF ANY DISSOLUTION, LIQUIDATION OR WINDING UP OF THE AFFAIRS OF THE

CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, EACH ISSUED AND OUTSTANDING SHARE OF COMMON STOCK SHALL ENTITLE THE HOLDER THEREOF TO RECEIVE AN EQUAL PORTION OF THE NET ASSETS OF THE CORPORATION AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF COMMON STOCK, SUBJECT TO ANY PREFERENTIAL RIGHTS OF ANY THEN OUTSTANDING PREFERRED STOCK.

4. VOTING RIGHTS. EXCEPT AS OTHERWISE REQUIRED BY LAW OR THIS AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, EACH HOLDER OF COMMON STOCK SHALL HAVE ONE VOTE IN RESPECT OF EACH SHARE OF STOCK HELD OF RECORD BY SUCH HOLDER ON THE BOOKS OF THE CORPORATION FOR THE ELECTION OF DIRECTORS AND ON ALL MATTERS SUBMITTED TO A VOTE OF STOCKHOLDERS OF THE CORPORATION. EXCEPT AS OTHERWISE REQUIRED BY LAW OR PROVIDED HEREIN, HOLDERS OF COMMON STOCK SHALL VOTE TOGETHER WITH HOLDERS OF THE PREFERRED STOCK AS A SINGLE CLASS, SUBJECT TO ANY SPECIAL OR PREFERENTIAL VOTING RIGHTS OF ANY THEN OUTSTANDING PREFERRED STOCK. THERE SHALL BE NO CUMULATIVE VOTING.

B. PREFERRED STOCK

THE PREFERRED STOCK MAY BE ISSUED IN ONE OR MORE SERIES AT SUCH TIME OR TIMES AND FOR SUCH CONSIDERATION OR CONSIDERATIONS AS THE BOARD OF DIRECTORS OF THE CORPORATION MAY DETERMINE. EACH SERIES SHALL BE SO DESIGNATED AS TO DISTINGUISH THE SHARES THEREOF FROM THE SHARES OF ALL OTHER SERIES AND CLASSES. EXCEPT AS OTHERWISE PROVIDED IN THIS AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, DIFFERENT SERIES OF PREFERRED STOCK SHALL NOT BE CONSTRUED TO CONSTITUTE DIFFERENT CLASSES OF SHARES FOR THE PURPOSE OF VOTING BY CLASSES.

THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED TO PROVIDE FOR THE ISSUANCE OF ALL OR ANY SHARES OF THE UNDESIGNATED PREFERRED STOCK IN ONE OR MORE SERIES, EACH WITH SUCH DESIGNATIONS, PREFERENCES, VOTING POWERS (OR SPECIAL, PREFERENTIAL OR NO VOTING POWERS), RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS AND PRIVILEGES AND SUCH QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS THEREOF AS SHALL BE STATED IN THE RESOLUTION OR RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS TO CREATE SUCH SERIES, AND A CERTIFICATE OF SAID RESOLUTION OR RESOLUTIONS (A "CERTIFICATE OF DESIGNATION") SHALL BE FILED IN ACCORDANCE WITH THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE. THE AUTHORITY OF THE BOARD OF DIRECTORS WITH RESPECT TO EACH SUCH SERIES SHALL INCLUDE, WITHOUT LIMITATION OF THE FOREGOING, THE RIGHT TO PROVIDE THAT THE SHARES OF EACH SUCH SERIES MAY BE: (I) SUBJECT TO REDEMPTION AT SUCH TIME OR TIMES AND AT SUCH PRICE OR PRICES; (II) ENTITLED TO RECEIVE DIVIDENDS (WHICH MAY BE CUMULATIVE OR NON-CUMULATIVE) AT SUCH RATES, ON SUCH CONDITIONS, AND AT SUCH TIMES, AND PAYABLE IN PREFERENCE TO, OR IN SUCH RELATION TO, THE DIVIDENDS PAYABLE ON ANY OTHER CLASS OR CLASSES OR ANY OTHER SERIES; (III) ENTITLED TO SUCH RIGHTS UPON THE DISSOLUTION OF, OR UPON ANY DISTRIBUTION OF THE ASSETS OF, THE CORPORATION; (IV) CONVERTIBLE INTO, OR EXCHANGEABLE FOR, SHARES OF ANY OTHER CLASS OR CLASSES OF STOCK, OR OF ANY OTHER SERIES OF THE SAME OR ANY OTHER CLASS OR CLASSES OF STOCK OF THE CORPORATION AT SUCH PRICE OR PRICES OR AT SUCH RATES OF EXCHANGE AND WITH SUCH ADJUSTMENTS, IF ANY; (V) ENTITLED TO THE BENEFIT OF SUCH LIMITATIONS, IF ANY, ON THE ISSUANCE OF ADDITIONAL SHARES OF

SUCH SERIES OR SHARES OF ANY OTHER SERIES OF PREFERRED STOCK; OR (VI) ENTITLED TO SUCH OTHER PREFERENCES, POWERS, QUALIFICATIONS, RIGHTS AND PRIVILEGES, ALL AS THE BOARD OF DIRECTORS MAY DEEM ADVISABLE AND AS ARE NOT INCONSISTENT WITH LAW AND THE PROVISIONS OF THIS AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.

FIFTH: THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

SIXTH: THE MANAGEMENT OF THE BUSINESS AND THE CONDUCT OF THE AFFAIRS OF THE CORPORATION SHALL BE VESTED IN ITS BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS CONSTITUTING THE WHOLE BOARD OF DIRECTORS SHALL BE DESIGNATED IN THE BYLAWS OF THE CORPORATION.

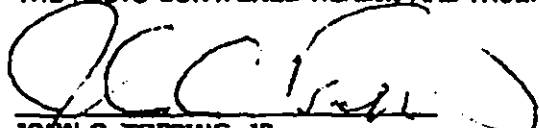
SEVENTH: ELECTIONS OF DIRECTORS NEED NOT BE BY WRITTEN BALLOT UNLESS THE BYLAWS OF THE CORPORATION SHALL SO PROVIDE.

EIGHTH: MEETINGS OF STOCKHOLDERS MAY BE HELD WITHIN OR WITHOUT THE STATE OF DELAWARE, AS THE BYLAWS 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 BYLAWS OF THE CORPORATION.

NINTH: TO THE FULLEST EXTENT PERMITTED BY LAW, NO DIRECTOR OF THIS CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY OF SUCH DIRECTOR.

TENTH: THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THIS AMENDED AND RESTATED CERTIFICATE OF INCORPORATION IN THE MANNER PRESCRIBED BY THE LAWS OF THE STATE OF DELAWARE AND ALL RIGHTS CONFERRED UPON STOCKHOLDERS ARE GRANTED SUBJECT TO THIS RESERVATION.

THE UNDERSIGNED HAS EXECUTED THIS AMENDED AND RESTATED CERTIFICATE OF INCORPORATION ON JANUARY 5, 2006, AND HEREBY ACKNOWLEDGES THAT THE FOREGOING CERTIFICATE IS THE ACT AND DEED OF THE UNDERSIGNED AND THAT THE FACTS CONTAINED HEREIN ARE TRUE.

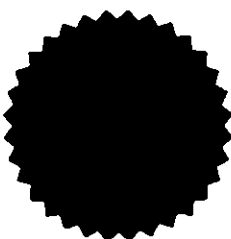

JOHN C. TOPPING, JR.
President

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OCEANA ENERGY COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF MARCH, A.D. 2006.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4620035

DATE: 03-25-06

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