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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

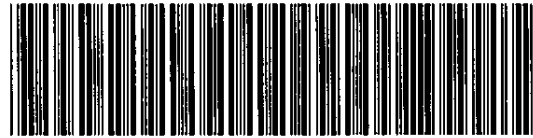
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
14 AUG -1 AM 10:00
FALLS CHURCH, VA
S.E. HARRIS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BreitBurn Operating L.P.

Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Eureka Nutt

Contact Person

Breitburn Management Company LLC

Firm/Company

515 S. Flower Street, Suite 4800

Address

Los Angeles, California 90071

City, State and Zip Code

eureka.nutt@breitburn.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eureka Nutt

Name of Contact Person

at (213)

225-0288
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$52.50 Filing Fee \$61.25 Filing Fee and Certificate of Status \$105.00 Filing Fee and Certified Copy \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:
BreitBurn Operating L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: May 18, 2007

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:
Breitburn Operating LP

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

<u>Name:</u>	<u>Business Address:</u>
<u>Breitburn Operating GP LLC</u>	<u>515 S. Flower Street, Suite 4800</u> <u>Los Angeles, California 90071</u>
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MAY 18 2007
4:43:00 PM
STATE OF FLORIDA
DEPARTMENT OF STATE

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner: Breitburn Operating GP LLC

By: Roberta E. Kass

Typed or printed name:

Roberta E. Kass, Corporate Secretary

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

FILED
16 AUG - 1 AM 10:00
STATE OF FLORIDA
DEPARTMENT OF STATE

Delaware

PAGE 1

The First State

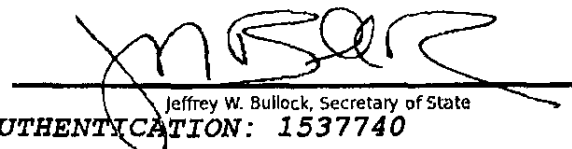
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BREITBURN OPERATING L.P.", CHANGING ITS NAME FROM "BREITBURN OPERATING L.P." TO "BREITBURN OPERATING LP", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JULY, A.D. 2014, AT 10:27 O'CLOCK A.M.

15 JUL 15 10:27 AM '14

4169880 8100

140954156




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1537740

DATE: 07-15-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:27 AM 07/15/2014
FILED 10:27 AM 07/15/2014
SRV 140954136 - 4169880 FILE

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
BREITBURN OPERATING L.P.**

Pursuant to Section 17-202 of the Delaware Revised Uniform Limited Partnership Act, as amended, it is hereby certified that:

- 1. The name of the limited partnership (the "Partnership") is BreitBurn Operating L.P.
- 2. The Certificate of Formation of the Partnership is hereby amended by deleting paragraph 1 and inserting in lieu thereof a new paragraph 1 to read as follows:
 - 1. Name. The name of the limited partnership is Breitburn Operating L.P.
- 3. The Certificate of Formation of the Partnership is hereby amended by deleting paragraph 3 and inserting in lieu thereof a new paragraph 3 to read as follows:
 - 3. General Partner. The name and the business address of the sole general partner are:

Breitburn Operating GP LLC
515 South Flower Street
Suite 4800
Los Angeles, California 90071

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Formation on this 15th day of July, 2014.

By: BREITBURN OPERATING GP LLC

By: Robert E. Kass
Robert E. Kass
Corporate Secretary