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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

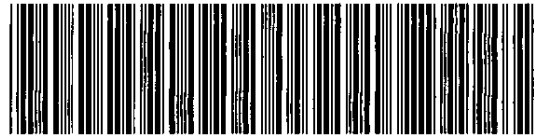
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE
AUG 26 2009
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BreitBurn Energy Partners L.P.
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida. Please return all correspondence concerning this matter to:

Sharon Marlin-Evans
Contact Person
BreitBurn Management Company, LLC
Firm/Company
515 South Flower Street, Suite 4800
Address
Los Angeles, CA 90071
City, State and Zip Code
sevans@breitburn.com
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Sharon Marlin-Evans at (213) 225-5900
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)
- \$1,008.75 Filing Fees and Certificate of Status
- \$1,052.50 Filing Fees and Certified Copy
- \$1,061.25 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

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

1. BreitBurn Energy Partners L.P.
(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
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.

If name unavailable, name under which the limited partnership or limited liability limited partnership
proposes to register to transact business in Florida; must contain acceptable suffix.

2. Delaware 3. March 23, 2006
State or Country of Formation Date of Formation

4. CT Corporation System
Name of Registered Agent for Service of Process

5. 1200 South Pine Island Road
Florida street address for Registered Agent
Plantation, Florida 33324

6. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.


Signature of Registered Agent

7. 515 South Flower St., Suite 4800
Principal office address
Los Angeles, CA 90071

8. If limited partnership is a limited liability limited partnership, check box

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9. 515 South Flower Street, Suite 4800
(Mailing address)

Los Angeles, CA 90071

10. Name, principal office address, and mailing address of each general partner:

BreitBurn GP, LLC
Name

M09-3150

515 South Flower Street, Suite 4800
Street Address
Los Angeles, CA 90071

515 South Flower Street, Suite 4800
Mailing Address
Los Angeles, CA 90071

Name

Street Address

Mailing Address

Name

Street Address

Mailing Address

Name

Street Address

Mailing Address

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Name	Street Address
	Mailing Address
Name	Street Address
	Mailing Address

11. 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.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 17th day of August, 2009.

Signature of a general partner: Breit Burn GP, LLC
 By: [Signature]
Halbert S. Washburn, CO-CEO

Filing Fees: \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
 Certified Copy (optional): \$ 52.50
 Certificate of Status (optional): \$ 8.75

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BREITBURN ENERGY PARTNERS L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JULY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4096475 8300

090733783

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7443556

DATE: 07-28-09