

Document Number Only

B98000000392

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

800002558808--2
-06/12/98--01092--025
***556.50 ***556.50

CORPORATION(S) NAME

Headington Oil Company, L.P.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 12 PM 2:58

☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

☐ Amendment
☐ Dissolution/Withdrawal

☐ Merger
☐ Mark

☒ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

☐ Annual Report
☐ Fict. Filing
☐ Photo Copies

☐ Other
☐ Change of R.A.
☐ UCC-1 UCC-3
☐ CUS

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
☒ Pick Up

DIVISION OF CORPORATIONS

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Thanks, Melanie

JUN 12 1998

File 2nd

LP-556.50

6/12/98

Florida Department of State, Sandra B. Morham, Secretary of State
**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. HEADINGTON OIL COMPANY, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. TEXAS 4. May 29, 1998
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.
C T CORPORATION SYSTEM

MICHAEL E. JONES
(Officer must sign on this line) **ASSISTANT SECRETARY**

8. 7557 Rambler Rd., Ste. 1100, Dallas, TX 75231

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAME OF GENERAL PARTNERS STREET ADDRESS

HEADINGTON PETROLEUM, L.L.C. 7557 Rambler Rd., Ste. 1100

mgxuuuuuuu
Dallas, TX. 75231

10. 7557 Rambler Rd., Ste. 1100, Dallas, TX. 75231
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

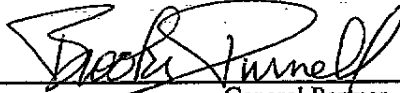
CONTINUED

12. 7557 Rambler Rd., Ste. 1100, Dallas, TX. 75231

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 29th 1 day of May JUNE, 1998



BROOKS PURNELL
VICE PRESIDENT OF

General Partner,
HEADINGTON PETROLEUM, L.L.C.

STATE OF Texas

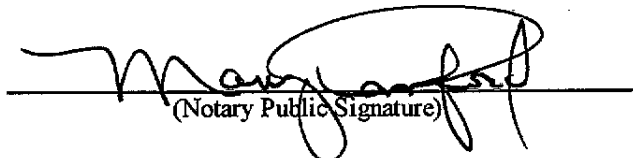
COUNTY OF Dallas

On this 1 day of JUNE, 1998

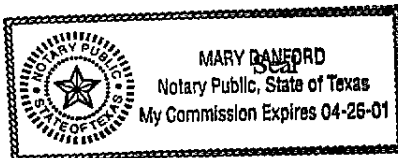
BROOKS PURNELL, VICE PRESIDENT OF
HEADINGTON PETROLEUM, L.L.C., GENERAL PARTNER personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

MARY DANFORD
(Notary's Printed Name)



My Commission Expires: 04-26-01

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 12 PM 2:58

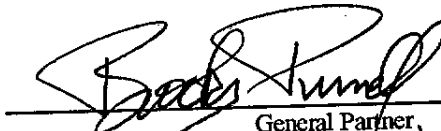
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME, the undersigned, personally appeared HEADINGTON PETROLEUM, L.L.C.,
a general partner of HEADINGTON OIL COMPANY, L.P., a (an) TEXAS
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 74,519 IN FLORIDA
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ (same as above)
\$ 74,519

Under the penalties of perjury, I being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 1 day of JUNE, 19 98


General Partner,
HEADINGTON PETROLEUM, L.L.C.

BROOKS PURNELL
VICE PRESIDENT OF

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 12 PM 2:58

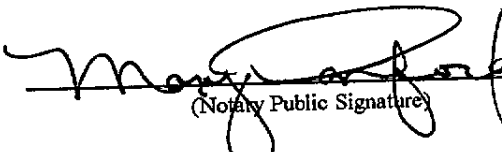
STATE OF Texas

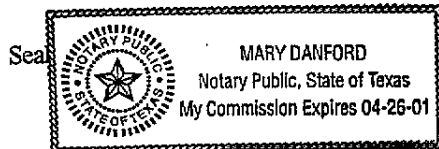
COUNTY OF Dallas

On this 1 day of JUNE, 19 98,
BROOKS PURNELL, VICE PRESIDENT OF
HEADINGTON PETROLEUM, L.L.C., GENERAL PARTNER, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)
MARY DANFORD
(Notary's Printed Name)



My Commission Expires: 04-26-01