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07 DEC -7 AM 8:17

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Headington Oil Company LLC

RECEIVED
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TALLAHASSEE, FLORIDA

Certificate of Status	0
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J. BRYAN DEC 10 2007

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Headington Oil Company LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Texas (Jurisdiction under the law of which foreign limited liability company is organized)
3. (FEI number, if applicable)

4. November 30, 2007 (Date of Organization)
5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. November 30, 2007 (Date first transacted business in Florida, if prior to registration. (See sections 608.501 & 608.502 F.S. to determine penalty liability))

7. 7557 Rambler Road, Suite 1100
Dallas, TX 75231 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:

Timothy C. Headington, 7557 Rambler Road, Suite 1100, Dallas, TX 75231

Michael E. Tregoning, 7557 Rambler Road, Suite 1100, Dallas, TX 75231

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: all lawful purposes

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael E. Tregoning

Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Headington Oil Company LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324

City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

By: Maria Ozaeta C T Corporation System Maria Ozaeta
(Signature) Vice President

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

Certificate of Fact

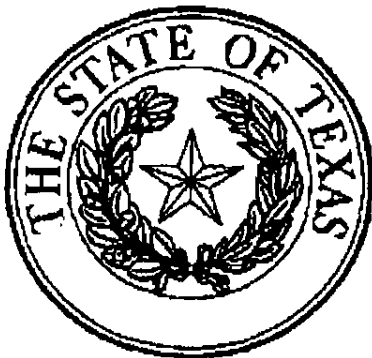
The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Headington Oil Company LLC (file number 800903895), a Domestic Limited Liability Company (LLC), was filed in this office on November 29, 2007.

It is further certified that the entity status in Texas is in existence.

Delayed Effective date: November 30, 2007

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In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 06, 2007.



Handwritten signature of Phil Wilson.

Phil Wilson
Secretary of State

Phone: (512) 463-5555
Prepared by: SOS-WEB

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