

Document Number Only

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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002558631--3

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***285.00 ***285.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Heudington Petroleum, L.L.C.

☐ 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

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W.P. Verifier

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Thanks, Melanie

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

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

1. HEADINGTON PETROLEUM, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

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

4. May 21, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 7557 Rambler Rd., Ste. 1100, Dallas, TX 75231

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>HEADINGTON RESOURCES INC.</u>	<u>MGRM</u>	_____	_____
<u>7557 Rambler Rd., Ste.</u>		_____	
<u>1100</u>		_____	
_____		_____	
_____		_____	
<u>Dallas, TX 75231</u>		_____	
_____		_____	
_____		_____	
_____		_____	

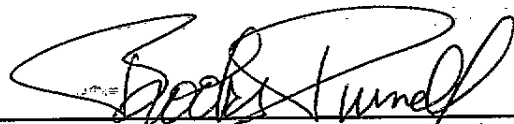
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language,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

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of HEADINGTON PETROLEUM
L.L.C. certifies:

- 1) the above named limited liability company has ^{ONE} ~~at least two~~ members ~~AS PERMITTED BY~~
THE LAWS OF THE STATE OF TEXAS;
- 2) the total amount of cash contributed by the member(s) is \$ —;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 74,519;
(A description of the property is attached and made a part hereto.) IN FLORIDA
and • 0003 INTEREST IN JAY LEL UNIT ESCAMBIA CO, FL.
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 74,519;
(This total includes amounts from 2 and 3 above.)



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

BROOKS PURNELL
VICE PRESIDENT OF

HEADINGTON RESOURCES INC.
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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 PETROLEUM, L.L.C.

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.

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(Signature)

Mika E. Jones, Asst. Sec.

Filing Fee: \$ 35 for Designation of Registered Agent



The State of Texas

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IT IS HEREBY CERTIFIED that
Articles of Organization of

HEADINGTON PETROLEUM, L.L.C.
File No. 7037464-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 5, 1998.*



Alberto R. Gonzales
Secretary of State

DAE