

devon

ENERGY CORPORATION

P.O. Box 4616
Houston, Texas 77210-4616
Telephone: (713) 546-6000

VIA AIRBORNE

March 13, 2000

Secretary of State of Florida
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

300003170983--2
-03/15/00--01058--002
*****87.50 *****78.75

Re: Application for Withdrawal for PennzEnergy Company - a foreign corporation.

Dear Secretary of State of Florida:

Enclosed please find the following:

- 1) One original Application by Foreign Corporation for Withdrawal; and
- 2) A check for \$87.50 as filing fee, which includes a fee for a certified copy.

If the enclosed meets with your approval, we request withdrawal as a foreign corporation in the State of Florida. Please forward a certified copy of the Certificate of Withdrawal to me at the following address:

Linda L. Meagher
Devon Energy Corporation
P. O. Box 4616
Houston, TX 77210-4616

FILED
00 MAR 15 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please feel free to contact me at 713-546-8955 if you should have any questions. Thanks.

Sincerely,

Linda L. Meagher
Linda L. Meagher

Encls.

821290 Filing on
286 *Cert Copy
3-15-00

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

PennzEnergy Company

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Devon Energy Corporation, Attn: General Counsel, 20 North Broadway, Suite 1500
(Mailing Address)

Oklahoma City, OK 73102

(City/ State /Zip)

FILED
00 MAR 15 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Janice A. Dobbs Assistant Secretary
Signature Title

Janice A. Dobbs 3/16/00
Typed or printed name Date