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*Att: Tammi
Please refile and
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

HERITAGE MERGER, L.P.

Certificate of Status	0
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Page Count	067
Estimated Charge	\$52.50

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Florida Dept of State



June 13, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HERITAGE MERGER, L.P.
8801 S. YALE AVENUE, STE. 310
TULSA, OK 74137

SUBJECT: HERITAGE MERGER, L.P.
REF: B06000000222

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Tammi Cline
Document Specialist

FAX Aud. #: H06000155822
Letter Number: 606A00040121

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**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Heritage Merger, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 5/23/06

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Titan Energy Partners, L.P.

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 LLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

no change

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TALLAHASSEE, FLORIDA

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
no change

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:
no change

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- ☐ The entity elects to be a limited liability limited partnership.
☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. 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.)

Signature of a general partner:

Robert A. Burk

Typed or printed name:

Robert A Burk Manager

Titan Energy GP, L.L.C.

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TITAN ENERGY PARTNERS LP", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "HERITAGE MERGER, L.P." UNDER THE NAME OF "TITAN ENERGY PARTNERS, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JUNE, A.D. 2006, AT 11:23 O'CLOCK A.M.

4136751 8100M

060532993



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4791177

DATE: 06-01-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:22 AM 06/01/2006
FILED 11:23 AM 06/01/2006
SRV 060529665 - 4136751 ELLH

**CERTIFICATE OF MERGER
OF
TITAN ENERGY PARTNERS LP
(a Delaware limited partnership)
into
HERITAGE MERGER, L.P.
(a Delaware limited partnership)
dated: June 1, 2006**

The undersigned limited partnership formed and existing under and by virtue of the Delaware Revised Uniform Limited Partnership Act, 6 Del.C. §17-101, et seq. (the "Act"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which are to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Titan Energy Partners LP	Delaware
Heritage Merger, L.P.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of April 19, 2006 (the "Agreement and Plan of Merger"), has been approved and executed by Titan Energy Partners LP, a Delaware limited partnership (the "Non-Surviving LP"), Titan Energy GP LLC, a Delaware limited liability company, Energy Transfer Partners, L.P., a Delaware limited partnership, Heritage Merger, L.P., a Delaware limited partnership formerly known as Heritage Marketing, L.P. (the "Surviving LP"), and Jeffrey A. Brodsky, solely in his capacity as Titan Representative.

THIRD: The name of the surviving Delaware limited partnership is Heritage Merger, L.P.

FOURTH: Article FIRST of the Certificate of Limited Partnership of the Surviving LP shall be amended as follows: The name of the limited partnership is Titan Energy Partners, L.P. (the "Partnership").

FIFTH: The merger of the Non-Surviving LP into the Surviving LP shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited partnership. The address of the principal place of

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business of the surviving limited partnership is 8801 South Yale Avenue, Suite 310, Tulsa, Oklahoma 74137.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving LP, on request and without cost, to any partner of the Non-Surviving LP and to any partner of the Surviving LP.

HERITAGE MERGER, L.P.

By: Heritage Equity, L.L.C.,
its General Partner

By: H. Michael Krimbill
Name: H. Michael Krimbill
Title: Manager and President