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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-5383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA/FOREIGN LP/LLP QR Energy, LP

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,000.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C. LEWIS
Help

DEC 14 2010

EXAMINER

TRANSMISSION VERIFICATION REPORT

TIME : 12/08/2010 17:09
 NAME :
 FAX :
 TEL :
 SER.# : BROK7J716814

DATE, TIME 12/08 17:07
 FAX NO./NAME 6175383
 DURATION 00:01:18
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Certificate of Status	0
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Foreign Limited Liability Company
 QRE CP, LLC

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.
 Email Address:

Account Name : C T CORPORATION SYSTEM
 Account Number : PCA000000023
 Phone : (850) 222-1392
 Fax Number : (850) 878-5368

From:

Division of Corporations
 Fax Number : (850) 617-6383

To:

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: QR Energy, LP

Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to:

S. Allison

Contact Person

C T Corporation System

Firm/Company

1021 Main Street, Ste 1150

Address

Houston, TX 77002

City, State and Zip Code

groden@gzccq.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephanie Allison

Name of Contact Person

at 713

332-3753

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$1,000.00 Filing Fees
(\$965 Filing Fee and
\$35 Registered Agent
Fee)

☐ \$1,008.75 Filing Fees
and Certificate of
Status

☒ \$1,052.50 Filing Fees
and Certified Copy

☐ \$1,061.25 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

2010 DEC -9 AM 9:58

1. OR Energy, LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
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 L.L.P.

REC. CLERK OF STATE
TALLAHASSEE, FLORIDA

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida: must contain acceptable suffix.

2. Delaware

State or Country of Formation

3. 09-20-2010

Date of Formation

4. Name of Registered Agent for Service of Process and Florida Street Address:

Capitol Corporate Services, Inc.

155 Office Plz Dr Ste A

Tallahassee, FL 32301

5. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Capitol Corporate Services, Inc.

By: Deanna Case, asst. sec.

Signature of Registered Agent

7. Principle Office: (Florida Street Address)

1401 McKinney St., Ste 2400

Houston, TX 77010

8. Mailing Address:

1401 McKinney St., Ste 2400

Houston, TX 77010

9. If limited partnership is a limited liability limited partnership, check box ☐

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: ORE GP, LLC

M10000005421

Name of General Partner:

Street Address: 1401 McKinney St., Ste 2400

Street Address:

Houston, TX 77010

Mailing Address:

Mailing Address:

Name of General Partner:

Name of General Partner:

Street Address:

Street Address:

Mailing Address:

Mailing Address:

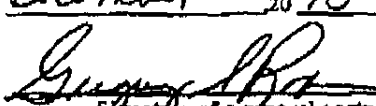
Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

11. 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.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 7 day of December 2010

Signature of a general partner
QR Energy, LP
By: QRE GP, LLC, its general partner
By: Gregory S. Roden
Title: Vice President, Secretary and General Counsel

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QR ENERGY, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4872553 8300

101161609

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8408518

DATE: 12-08-10