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Account Number : FCA000000023
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H06-147692*

Thanks!

Jennifer

FOREIGN PROFIT/NONPROFIT CORPORATION

Phoenix Exploration GP Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. PHOENIX EXPLORATION GP CORP.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. APPLIED FOR

(FEI number, if applicable)

4. 04/07/2006

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1200 SMITH STREET, SUITE 1700, HOUSTON, TEXAS 77002

(Principal office address)

1200 SMITH STREET, SUITE 1700, HOUSTON, TEXAS 77002

(Current mailing address)

8. TO ACT AS THE GENERAL PARTNER TO A LIMITED PARTNERSHIP

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida

33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

C T Corporation System

By:

(Registered agent's signature)

E. A. Wallace

Assistant Secretary

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

12. Names and business addresses of officers and/or directors:

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A. DIRECTORSChairman: PIERRE F. LAPEYRE, JR.Address: C/O RIVERSTONE LLC, 712 FIFTH AVE, 51ST FLOOR
NEW YORK, NY 10019Vice Chairman: DAVID M. LEUSCHENAddress: C/O RIVERSTONE LLC, 712 FIFTH AVE, 51ST FLOOR
NEW YORK, NY 10019Director: GREGORY A. BEARDAddress: C/O RIVERSTONE LLC, 712 FIFTH AVE, 51ST FLOOR
NEW YORK, NY 10019

Director: _____

Address: _____

B. OFFICERSPresident: PIERRE F. LAPEYRE, JR.Address: C/O RIVERSTONE LLC, 712 FIFTH AVE, 51ST FLOOR
NEW YORK, NY 10019Vice President: DAVID M. LEUSCHENAddress: C/O RIVERSTONE LLC, 712 FIFTH AVE, 51ST FLOOR
NEW YORK, NY 10019Secretary: JOHN F. HARRISAddress: C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE, SUITE 220, WASHINGTON, DC 20004Treasurer: SEE ATTACHED ADDENDUM FOR ADDITIONAL OFFICERS

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. _____

Gregory A. Beard, Vice President

(Typed or printed name and capacity of person signing application)

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STATE OF FLORIDA
PHOENIX EXPLORATION GP CORP.
ADDENDUM TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS
ADDITIONAL OFFICERS

Gregory A. Beard Vice President
Riverstone LLC
712 Fifth Ave., 51st Floor
New York, NY 10019

N. John Lancaster Vice President
Riverstone LLC
712 Fifth Ave., 51st Floor
New York, NY 10019

Daniel A. D'Amelio Vice President
The Carlyle Group
1001 Pennsylvania Ave., Suite 220
Washington, DC 20004

William E. Conway, Jr. Vice President
The Carlyle Group
1001 Pennsylvania Ave., Suite 220
Washington, DC 20004

David M. Rubenstein Vice President
The Carlyle Group
1001 Pennsylvania Ave., Suite 220
Washington, DC 20004

Richard G. Darman Vice President
The Carlyle Group
1001 Pennsylvania Ave., Suite 220
Washington, DC 20004

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Delaware

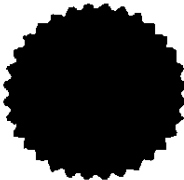
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHOENIX EXPLORATION GP CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MAY, A.D. 2006.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4786355

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DATE: 06-31-06