

F94000000766
devon
ENERGY CORPORATION

20 North Broadway, Suite 1500
Oklahoma City, Oklahoma 73102-8260

Telephone: (405) 235-3611
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October 16, 2000

Secretary of State of Florida
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100003432501--8
-10/19/00--01096--020
*****43.75 *****43.75

Re: Santa Fe Snyder Corporation – Application by Foreign Profit Corporation to File
Amendment to Application for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed please find the following:

1. Original and one copy of Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Santa Fe Snyder Corporation, reflecting a name change to Devon SFS Operating, Inc.;
2. Original Certificate of Merger reflecting the merger of the surviving Santa Fe Snyder Corporation, effective August 29, 2000; and
3. Check in the amount of \$43.75, for filing fees.

If the enclosed meets with your approval, please file the Application and return a filed copy to me at the following address:

Patricia A. Tisdale
Devon Energy Corporation
20 North Broadway, Suite 1500
Oklahoma City, OK 73102

If you have any questions regarding this matter, please give me a call me at (405) 228-4238 or e-mail pat.tisdale@devn.com. Your assistance is appreciated.

Sincerely,


Patricia A. Tisdale
Corporate Administrator

pt

Enclosures

cc: Janice A. Dobbs

FILED
OCT 19 AM 9:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
T. LEWIS OCT 26 2000

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
OCT 19 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Santa Fe Snyder Corporation
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 2/16/1994
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 8/29/2000

5. Devon SFS Operating, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

NA

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

NA

New Jurisdiction

Janice A. Dobbs
Signature

10/13/00
Date

Janice A. Dobbs
Typed or printed name

Assistant Secretary
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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:

"DEVON MERGER CO.", A DELAWARE CORPORATION,

WITH AND INTO "SANTA FE SNYDER CORPORATION" UNDER THE NAME OF "DEVON SFS OPERATING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2000, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF AUGUST, A.D. 2000, AT 11:59 O'CLOCK P.M.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0703704

3233584 8100M

001489778

DATE: 09-28-00

CERTIFICATE OF MERGER
MERGING
DEVON MERGER CO.
INTO
SANTA FE SNYDER CORPORATION

Pursuant to Section 251 of the Delaware General Corporation Law, Santa Fe Snyder Corporation, a Delaware corporation, DOES HEREBY CERTIFY:

FIRST: That the names of the constituent corporations of the merger are Devon Merger Co. and Santa Fe Snyder Corporation, both of which are Delaware corporations.

SECOND: That an Agreement and Plan of Merger, pursuant to which Devon Merger Co. will merge with and into Santa Fe Snyder Corporation, has been approved, adopted, certified, executed and acknowledged, as amended, by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation is Santa Fe Snyder Corporation, changing to Devon SFS Operating, Inc.

FOURTH: That the Restated Certificate of Incorporation of Santa Fe Snyder Corporation shall be amended and restated as set forth in the Restated Certificate of Incorporation attached hereto as Exhibit A, and such Restated Certificate of Incorporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger, as amended, is on file at an office of the surviving corporation, which is located at 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260.

SIXTH: That a copy of the Agreement and Plan of Merger, as amended, will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: That the merger will be effective at 11:59 p.m. on August 29th or upon filing of this Certificate of Merger, whichever is later.

IN WITNESS WHEREOF, Santa Fe Snyder Corporation has caused this Certificate of Merger to be executed on its behalf on August 29, 2000.

SANTA FE SNYDER CORPORATION

By: David L. Hicks
David L. Hicks
Vice President, Law and General Counsel

Exhibit A

**Restated Certificate of Incorporation
of Santa Fe Snyder Corporation**

FIRST. The name of the Corporation is Devon SFS Operating, Inc.

SECOND. The address, including the street, number, city and county, of the Corporation's registered office in this state is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801 and the name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business and the purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law ("DGCL").

FOURTH. The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares, designated as Common Stock, par value \$.10 per share.

FIFTH. The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article FIFTH shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article

FIFTH shall apply to, or have any effect on, the liability or alleged liability of any director of the Corporation for or with respect to any facts or omissions of such director occurring prior to such amendment or repeal. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Restated Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH. Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH. The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained, in the manner now or later prescribed by statute. All rights, powers, privileges, and discretionary authority granted or conferred upon stockholders or directors are granted subject to this reservation.

EIGHTH. This Restated Certificate of Incorporation of Devon SFS Operating, Inc. has been duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL.