

CONNER & WINTERS

A PROFESSIONAL CORPORATION

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DANIEL MILLER
JACALIN HUMMERS

BENJAMIN C. CONNER
(1879-1963)
JOHN M. WINTERS, JR.
(1901-1989)

*Admitted Colorado only
**Admitted Arkansas and Tennessee only
***Admitted Arkansas only

December 30, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400002387104--5
-12/31/97-01042-008
*****122.50 *****122.50

Re: Vintage Petroleum, Inc.

Dear Sir or Madam:

Enclosed please find duplicate originals of the Application by Foreign Corporation for Authorization to Transact Business in Florida for Vintage Petroleum, Inc. Also enclosed is a Certificate of Good Standing as issued by the Delaware Secretary of State and a check in the amount of \$122.50 to cover the filing fee and a certified copy of the filing evidence. Please cause this Application to be filed and return the certified copy of the evidence to my attention. A self-addressed envelope is enclosed for your convenience.

Should you have any questions, please do not hesitate to call me at the direct number listed above.

Very truly yours,



Melissa Fox
Certified Legal Assistant

Enclosures
4074482c.013.wpd
cc: Robert J. Melgaard

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. Vintage Petroleum, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 73-1182669
(FEI number, if applicable)
4. 05/31/83
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 4200 One Williams Center
Tulsa, Oklahoma 74172
(Current mailing address)
8. Oil & gas operations
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, 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.

See attached
(Registered agent's signature)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Charles C. Stephenson, Jr.

Address: 4200 One Williams Center

Tulsa, Oklahoma 74172

Vice Chairman: Jo Bob Hille

Address: 4200 One Williams Center

Tulsa, Oklahoma 74172

Director: William C. Barnes

Address: 4200 One Williams Center

Tulsa, Oklahoma 74172

Director: S. Craig George

Address: 4200 One Williams Center

Tulsa, Oklahoma 74172

B. OFFICERS

(See attached Exhibit A for additional directors)

President: S. Craig George

Address: 4200 One Williams Center

Tulsa, Oklahoma 74172

Exe. Vice President: William C. Barnes

Address: 4200 One Williams Center

Tulsa, Oklahoma 74172

Secretary: William C. Barnes

Address: 4200 One Williams Center

Tulsa, Oklahoma 74172

Treasurer: William C. Barnes

Address: 4200 One Williams Center

Tulsa, Oklahoma 74172

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

13.

S. Craig George
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

S. Craig George, President

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

EXHIBIT A

Additional directors of Vintage Petroleum, Inc.:

Bryan H. Lawrence
4200 One Williams Center
Tulsa, Oklahoma 74172

John T. McNabb, II
4200 One Williams Center
Tulsa, Oklahoma 74172

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ACCEPTANCE OF APPOINTMENT

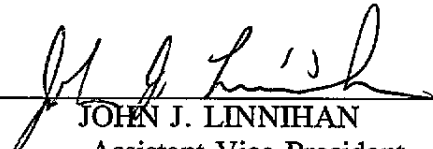
RE: VINTAGE PETROLEUM, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: 12/29/97

C T CORPORATION SYSTEM

By


JOHN J. LINNIHAN
Assistant Vice-President

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VINTAGE PETROLEUM, INC." 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 NINETEENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8824709

DATE:

12-19-97