

Document Number Only

F980000000991

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002436568--8

-02/20/98-01086-001

*****70.00 *****70.00

800002436568--8

-02/20/98-01086-002

*****8.75 *****8.75

Pioneer Resources, Inc

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of FEA

☐ Limited Liability Partnership

☐ Photo Copies

☐ UCC-1

☐ Certified Copy

☒ CUS

☐ After 4:30

☒ Pick Up

☐ Call When Ready

☐ Call if Problem

☐ Will Wait

☒ Walk In

☐ Mail Out

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.F. Verifier

FEB 20 1998

File 15

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Mark L. Withrow, do hereby certify
(Name)that this Resolution of the Board of Directors of Pioneer Resources, Inc.
(Corporate Name)a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on _____, 19 ____.

Be it resolved, that Pioneer Resources, Inc.
(Corporate Name)organized and existing in the State of Delaware, hereby adopts the name
Pioneer Resources of Delaware, Inc. for use in Florida.Dated: 2/20/98Signature of either Chairman, Vice Chairman or any officer
Executive Vice PresidentMark L. Withrow

Type or print name

DN:510(4/98)

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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. Pioneer Resources, 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. 75-2681770

(FEI number, if applicable)

4. December 13, 1996

(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 817.156, F.S.))

7. 5205 N. O'Connor Blvd., 1400 Williams Square West, Irving, Texas

75039

(Current mailing address)

8. See attached purpose clause

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

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

C. Morales

Special Asst. Secretary

(Type Name and Title of Officer)

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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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

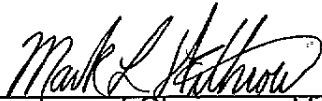
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Treasurer: _____

Address: _____

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

13.



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

14.

Mark L. Withrow, Vice President

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Pioneer Resources, Inc.**

To engage in the oil and gas business. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Florida.

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Pioneer Resources, Inc.

DIRECTORS

Lon C. Kile	Director
Scott D. Sheffield	Director
Mark L. Withrow	Director

The business address for all directors is 5205 N. O'Connor Blvd., Irving, Texas 75039-3746.

OFFICERS

Scott D. Sheffield	President
Lon C. Kile	Executive Vice President & Assistant Secretary
M. Garrett Smith	Executive Vice President & Assistant Secretary
Mark L. Withrow	Executive Vice President & Secretary
Denny B. Bullard	Vice President & Assistant Secretary
W. T. Howard	Vice President & Assistant Secretary
Stephan R. Petty	Vice President & Assistant Secretary
Richard P. Dealy	Controller & Assistant Secretary
Curt F. Kamradt	Treasurer & Assistant Secretary

The business address for Denny B. Bullard is 555 N. Carancahua, Suite 400, Corpus Christi, Texas 78478.

The business address for Stephan R. Petty, Richard P. Dealy, and Curt F. Kamradt is 303 West Wall, Suite 101, Midland, Texas 79701.

The business address for all other officers is 5205 N. O'Connor Blvd., Irving, Texas 75039-3746.

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PIONEER RESOURCES, 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 FEBRUARY, A.D. 1998.

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

AUTHENTICATION:

DATE:

2694398 8300

981065451

8929403

02-19-98