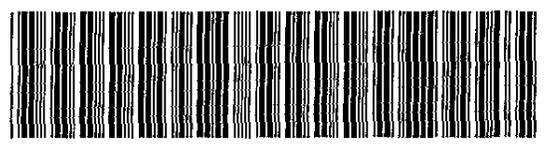


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STATE
ALLAHASSEE, FLORIDA



700010374007

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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AL

RECEIVED
03 JUN 03 PM 3:15
STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

CT CORPORATION

January 31, 2003

FILED
03 JUN 31 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5778927 SO
Customer Reference 1: 069041.000003
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Dorchester Minerals Management GP LLC (DE)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FILE
FIRST
PLEASE

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

03 JAN 31 PM 1:20
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Dorchester Minerals Management GP LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 81-0565475
(FEI number, if applicable)
4. December 12, 2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3738 Oak Lawn Avenue, Suite 300, Dallas, Texas 75219
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

William Casey McManemin 3738 Oak Lawn Ave., #300, Dallas, TX 75219

H.C. Allen, Jr. 3738 Oak Lawn Ave., #300, Dallas, TX 75219

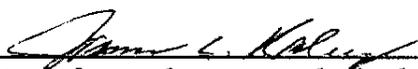
James E. Raley 3738 Oak Lawn Ave., #300, Dallas, TX 75219

Preston A. Peak 3738 Oak Lawn Ave., #300, Dallas, TX 75219

Robert C. Vaughn 3738 Oak Lawn Ave., #300, Dallas, TX 75219

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any lawful business


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James E. Raley, Chief Operating Officer

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

FILED
03 JAN 31 PM 1:20
OFFICE OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Dorchester Minerals Management GP LLC

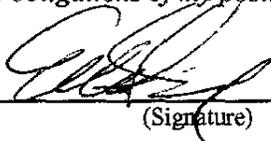
2. The name and the Florida street address of the registered agent and office are:

CT Corporation System
(Name)

1200 S. Pine Island Rd.
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

Mark Holloway
Asst. Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

The First State

PAGE 1

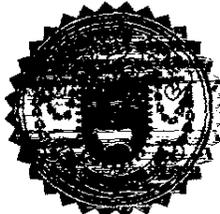
FILED

03 JAN 31 PM 1:

SECRETARY OF STATE
TALLAHASSEE, FLOR

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DORCHESTER MINERALS MANAGEMENT GP LLC" 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 TWENTIETH DAY OF DECEMBER, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3468126 8300

AUTHENTICATION: 2163724

020789571

DATE: 12-20-02