

JUL-26-2004 13:35
Division of Corporations

CT CORPORATION

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:

Account Name : C T CORPORATION SYSTEM
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Phone : (850) 222-1092
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FOREIGN LIMITED LIABILITY COMPANY

Denbury Onshore, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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

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

1. Denbury Onshore, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-0467798
(FEI number, if applicable)
4. December 29, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 1, 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.153, F.S.))
7. Suite 3000, 5100 Tennyson Parkway, Plano, Texas 75024

(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:

Gareth Roberts Suite 3000, 5100 Tennyson Parkway, Plano, Texas 75024

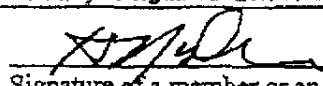
Phil Rykhoek Suite 3000, 5100 Tennyson Parkway, Plano, Texas 75024

Mark Worthey Suite 3000, 5100 Tennyson Parkway, Plano, Texas 75024

Ronald Evans Suite 3000, 5100 Tennyson Parkway, Plano, Texas 75024

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 and all lawful business for w
limited liability companies may be organized under the Florida Limited Liability Company Act


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.)

H. Raymond Dubuisson, Vice President-Land

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE****FILED**

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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:

Oakbury Onshore, 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

33324

FL

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..

Connie Bryan

(Signature)

Connie Bryan, Special Asst. Secy.

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

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CT CORPORATION

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Delaware

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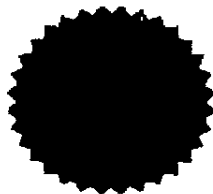
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "DENBURY ONSHORE, 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 SIXTEENTH DAY OF JULY, A.D. 2004.

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



3737715 8300

040524255

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3238887

DATE: 07-16-04

TOTAL P.04