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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

HERITAGE EQUITY, L.L.C.

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

CLERK OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

- 1. Name of limited liability company as it appears on the records of the Florida Department of State: HERITAGE EQUITY, L.L.C.
- 2. Jurisdiction of its organization: Delaware
- 3. Date authorized to do business in Florida: 5/23/06

SECTION II (4-7 complete only the applicable changes)

- 4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
- 5. New name of the limited liability company: Titan Energy GP, L.L.C.
- 6. If the amendment changes the period of duration, indicate new period of duration: _____
- 7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
- 8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
- 9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Robert A. Burk

Signature of a member or the authorized representative of a member

Robert A Burk

Typed or printed name of signer

Filing Fee: \$25.00

Delaware

The First State

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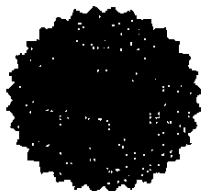
2006 JUN 12 A 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HERITAGE EQUITY, L.L.C.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TITAN ENERGY GP, L.L.C.", THE SECOND DAY OF JUNE, A.D. 2006, AT 12:51 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

4136749 8320
060539591



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4796840

DATE: 06-05-06