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2007 OCT 19 AM IO: 54 SECRETARY OF STATE

## **COVER LETTER**

TO: Registration Section Division of Corporations
ProitPum Florida I I C
SUBJECT: BreitBurn Florida LLC (Name of Foreign Limited Liability Company)
Dear Sir or Madam:
The enclosed Affidavit by Foreign Limited Liability Company to Change Manager(s) or Managing Member(s) and fee(s) are submitted for filing.
Please return all correspondence concerning this matter to the following:
Sharon Marlin-Evans
(Name of Person)
BreitBurn Management Company, LLC
(Firm/Company)
• •
515 S. Flower Street, Suite 4800 (Address)
Los Angeles, California 90071
(City/State and Zip Code)
For further information concerning this matter, please call:
Sharon Marlin-Evans at (213 ) 225-5900 ext. 288
(Name of Person) (Area Code and Daytime Telephone Number)
ASAR — P
STREET/COURIER ADDRESS: MAILING ADDRESS: M-C PA
Registration Section Registration Section
Cliffor Dividing D.O. Dou 6227
Clifton Building P.O. Box 6327 ZA CAN Tallahassee, Florida 32314
Tallahassee, Florida 32301
Enclosed is a check for the following amount:
\$25 Filing Fee \$\sum \text{\$\subseteq}\$

CR2E123(8/07)

## AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)

S15 S. Flower Street, Suite 4800 Los Angeles, California 90071  TS 2007 OCT 1 9 AH 100 STREET AND S	1. The name of the limited liability com Department of State is: <u>BreitBurn Florida</u>	pany as it appears on the records of the Florida a LLC	ı 
A. The name and address of each manager or managing member is as follows:  Title:  Name and Address:  Name and Address:  Name and Address:  MGRM BreitBurn Operating L.P.  515 S. Flower Street, Suite 4800 Los Angeles, California 90071	2. This entity was formed under the law	s of: Delaware	•
Title:  "MGR" = Manager  "MGRM" = Managing Member  MGRM  BreitBum Operating L.P.  515 S. Flower Street, Suite 4800 Los Angeles, California 90071  LEEL AH ASSAR OF STREET  Required Signature:  Warme and Address:  17 Sept. 19 AH 10: 51  17 Sept. 19 AH 10: 51  18 Sept. 19 AH 10			
"MGRM" = Managing Member  MGRM  BreitBum Operating L.P.  515 S. Flower Street, Suite 4800  Los Angeles, California 90071  TABLE CORE TABLE	4. The name and address of each manag	er or managing member is as follows:	
S15 S. Flower Street, Suite 4800  Los Angeles, California 90071  TSE 2007 OCT 1 9 AH 10 STR 1 ST	"MGR" = Manager	Name and Address:	
Required Signature:	MGRM		
Required Signature:  ARRY OF STATE FLORITIES  Required Signature:		Los Angeles, California 90071	<del>_</del>
Required Signature:  ARRY OF STATE FLORITIES  Required Signature:			
Required Signature:  ARRY OF STATE FLORITIES  Required Signature:			<del></del>
Required Signature:  ARRY OF STATE FLORITIES  Required Signature:			
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Required Signature:  ARRY OF STATE FLORITIES  Required Signature:		T SE CR	2007 o
Required Signature: A WASON		HASSI	
Required Signature:		ير <del>اد</del> رين	
(Claimante a Chiamanan himana a tao a himana a tao a himana a tao a himana		ger, Managing Member or Member)	

Filing Fee: \$25

BreitBurn Operating L.P

By: BreitBurn Operating GP,LLC, it's general partner By: Halbert S. Washburn, Co-Chief Executive Officer