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SKAMM CO. WASH
BY Burlington Resources

RETURN ADDRESS:

BURLINGTON RESOURCES OIL & GAS COMPANY LP
801 CHERRY ST
FT WORTH, TX 76102

FEB 27 3 16 PM '01

P. Lowry
AUDITOR
GARY K. OLSON

Please Print or Type Information.

Document Title(s) or transactions contained therein:

1. Certificate of Conversion
2. Certificate of Limited Partnership
- 3.
- 4.

GRANTOR(S) (Last name, first, then first name and initials)

1. BURLINGTON RESOURCES OIL & GAS COMPANY
2. BURLINGTON RESOURCES OIL & GAS COMPANY LP
- 3.
- 4.

Additional Names on Page _____ of Document.

GRANTEE(S) (Last name, first, then first name and initials)

1. BURLINGTON RESOURCES OIL & GAS COMPANY LP
2. PUBLIC, THE
- 3.
- 4.

Additional Names on Page _____ of Document.

LEGAL DESCRIPTION (Abbreviated: i.e., Lot, Block, Plat or Section Township, Range, Quarter/Quarter)

Complete Legal on Page _____ of Document.

REFERENCE NUMBER(S) Of Document assigned or released:

Additional Numbers on Page _____ of Document.

ASSESSOR'S PROPERTY TAX PARCEL/ACCOUNT NUMBER

Property Tax parcel ID is not yet assigned.

Additional Parcel Numbers on Page _____ of Document.

The Auditor/Recorder will rely on the information provided on the form. The Staff will not read the document to verify the accuracy or completeness of the indexing information.

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "BURLINGTON RESOURCES OIL & GAS COMPANY" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "BURLINGTON RESOURCES OIL & GAS COMPANY" TO "BURLINGTON RESOURCES OIL & GAS COMPANY LP", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:58 O'CLOCK P.M.



Harriet Smith Windsor
Secretary of State

0914124 8100V

010008316

AUTHENTICATION: 0897910

DATE: 01-05-01


STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS 002
FILED 04:00 PM 12/20/2000
001641805 - 0914124

BURLINGTON RESOURCES OIL & GAS COMPANY
CERTIFICATE OF CONVERSION FROM A CORPORATION TO A LIMITED PARTNERSHIP PURSUANT TO SECTION 17-217 OF THE DELAWARE REVISED UNIFORM LIMITED PARTNERSHIP ACT


- 1.) The Certificate of Incorporation of Burlington Resources Oil & Gas Company was filed with the Secretary of State of Delaware on May 11, 1981.
- 2.) The name of the corporation immediately prior to filing this Certificate is Burlington Resources Oil & Gas Company.
- 3.) The name of the limited partnership into which the corporation shall be converted is Burlington Resources Oil & Gas Company LP.
- 4.) The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law and Section 17-217 of the Delaware Revised Uniform Limited Partnership Act.
- 5.) The conversion will become effective at 11:58 p.m. on December 31, 2000, in accordance with the provisions of Sections 17-206 and 17-217 of the Delaware Revised Uniform Limited Partnership Act.

IN WITNESS WHEREOF, the undersigned, being the corporation to be converted into a limited partnership, the sole stockholder of such corporation, and all of the partners of the limited partnership, have executed this Certificate of Conversion as of December 20, 2000.


BURLINGTON RESOURCES OIL & GAS COMPANY

By: 
Name: Frederick J. Plager II
Title: Vice President, General Counsel and Assistant Secretary

BURLINGTON RESOURCES INC.

By: 
Name: L. David Hanover
Title: Senior Vice President, Law and Administration

BROGGINC

By: 
Name: Frederick J. Plager II
Title: Vice President, General Counsel and Assistant Secretary

State of Delaware
Office of the Secretary of State

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PAGE 2

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "BURLINGTON RESOURCES OIL & GAS COMPANY LP" FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF LIMITED PARTNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:58 O'CLOCK P.M.



Harriet Smith Windsor
Secretary of State

0914124 8100V

010008316

AUTHENTICATION: 0897910

DATE: 01-05-01

01/05/2001 09:36 TECH SUPPORT + 913026555049

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS 703
FILED 01:00 PM 12/20/2000
001661605 - 0914124

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BURLINGTON RESOURCES OIL & GAS COMPANY LP**


This Certificate of Limited Partnership of Burlington Resources Oil & Gas Company LP (the "Partnership") is being duly executed and filed by BROG GP Inc., a Delaware corporation, as the sole general partner, to form a limited partnership under Section 17-201 of the Delaware Revised Uniform Limited Partnership Act.

1. **Name.** The name of the Partnership is Burlington Resources Oil & Gas Company LP.
2. **Registered Office.** The address of the Partnership's registered office is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.
3. **Registered Agent.** The name and address of the registered agent of the Partnership for service of process is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.
4. **General Partner.** The name, mailing address and street address of the business of the general partner of the Partnership is:

BROG GP Inc.
5051 Weathermer, Suite 1400
Houston, Texas 77056
5. **Certificated Nature of the Limited Partnership Interests.** The Partnership and all the general partners thereof, and all the limited partners thereof, by the acquisition of interests therein, hereby specify, acknowledge and agree that all interests in the Partnership, both general partner interests and limited partner interests, are securities governed by Article 8 and all other provisions of the Uniform Commercial Code as adopted and amended in the State of Delaware (the "UCC"), and pursuant to the terms of Section 8-103 of the UCC, such interests shall be "securities" for all purposes of such Article 8 and under all other provisions of the UCC.
6. **Effective Date and Time.** This Certificate of Limited Partnership will become effective at 11:58 p.m. on December 31, 2000, in accordance with the provisions of Sections 17-201 and 17-217 of the Delaware Revised Uniform Limited Partnership Act.

Executed effective as of the 20th day of December, 2000.

BROG GP INC.
the sole general partner

By: 
Name: Frederick J. Plesger II
Title: Vice President, General Counsel
and Assistant Secretary

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