



Department of State.

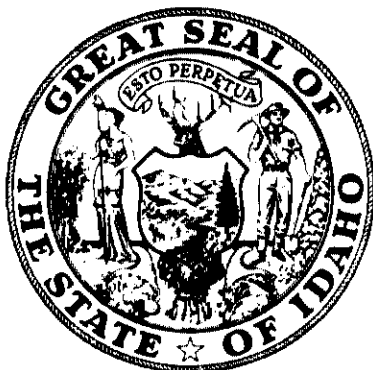
**CERTIFICATE OF REGISTRATION
OF**

CCL 1976 EXPLORATION LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **CCL 1976 EXPLORATION LIMITED PARTNERSHIP** for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to **CCL 1976 EXPLORATION LIMITED PARTNERSHIP** to transact business in this State under the name **CCL 1976 EXPLORATION LIMITED PARTNERSHIP** and attach hereto a duplicate original of the Application for Registration.

Dated **March 17, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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- 17

Address

17

17

8. (Continued)

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. This Application is accompanied by a copy of the certificate of limited partnership and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is organized.

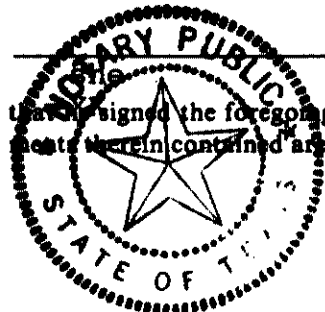
Dated February 14, 1983.

CCL 1976 EXPLORATION LIMITED PARTNERSHIP
By *Cornelia Cullen Long*
Cornelia Cullen Long
A General Partner

OK
FEB 15

STATE OF TEXAS)
COUNTY OF HARRIS) ss:

I, Joanne M. Ferguson, a notary public, do hereby certify that on this
14th day of February, 1983, personally appeared
before me Cornelia Cullen Long, who being by me first duly sworn,
she
declared that ~~he~~ ^{she} is a general partner of CCL 1976 EXPLORATION LIMITED PARTNERSHIP



that ~~he~~ ^{she} signed the foregoing document as a general partner of the limited partnership and that the statements herein contained are true.

Joanne M. Ferguson
Notary Public
Joanne M. Ferguson
JOANNE M. FERGUSON
Notary Public, State of Texas
My commission expires August 28, 1985



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

CCL 1976 EXPLORATION, LTD.

CERTIFICATE OF LIMITED
PARTNERSHIP

MAY 20, 1976

FIRST AMENDMENT

NOVEMBER 22, 1977

SECOND AMENDMENT

AUGUST 15, 1978

THIRD AMENDMENT

AUGUST 31, 1979

FOURTH AMENDMENT

JULY 20, 1981



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

28th day of FEBRUARY..... A. D. 19 83.


Secretary of State

CCL 1976 EXPLORATION, LTD.

FILED
In the Office of the
Secretary of State of Texas

CERTIFICATE OF LIMITED PARTNERSHIP MAY 2, 1976

Lowell C. Long

Deputy Director, Corporation Division

Pursuant to the provisions of the Texas Uniform Limited Partnership Act of the State of Texas the undersigned, Cornelia Cullen Long, as General Partner, and Meredith J. Long, Roy H. Cullen and W. Oscar Neuhaus, as Trustees of each of the following separate and distinct Trusts created by that certain Indenture of Trust dated March 31, 1955, and executed by Cornelia Cullen O'Leary, as Trustor: THE CORNELIA O'LEARY 1955 TRUST, THE ALISA ERIN O'LEARY 1955 TRUST, THE JOHN CAVANAUGH O'LEARY 1955 TRUST, THE MARTHA KATHERINE LONG 1955 TRUST, as the Limited Partners of CCL 1976 Exploration, Ltd., a limited partnership created pursuant to the acts above set out, do hereby execute this Certificate of Limited Partnership and each Partner, whether General or Limited, after being duly sworn, does on oath agree, state and certify.

(A) The name of the Partnership shall be:

CCL 1976 Exploration, Ltd.

(B) The character of the business to be conducted by the Partnership shall be:

(1) To engage in the business of exploring for, producing, transporting, selling, treating and processing oil, gas and other minerals; to acquire, hold, invest in and dispose of mineral interests, royalty interests, overriding royalty interests and leasehold working interests in oil, gas and other minerals; to acquire, hold, use, develop and otherwise deal in and with real property and any interest therein, and goods, wares, commodities, merchandise and personal property of every character and description;

(2) To transact a mining business and generally (but not by way of limitation), as principal or agent, to prospect, explore and drill for, discover, produce, extract, mine, mill, concentrate, separate, convert, smelt, refine, dissolve, reduce, treat, manufacture, use, blend, process, store, transport, distribute, buy, sell, exploit, exchange, transfer, mortgage, encumber and otherwise deal with, use and dispose of all metals, minerals or mineral solutions (including hydrocarbons) whether in the form of ores, salts, brines, or otherwise, including products or by-products thereof, or any interest therein; and

(3) To engage in any other lawful business permitted by the laws of Texas governing limited partnerships.

(C) The location of the principal place of business of the Partnership is CCL 1976 Exploration, Ltd., 38th Floor, Dresser Tower, Houston, Texas 77002.

(D) The name and place of residence of each member of the Partnership is as follows:

General Partners:

Cornelia Cullen Long
3722 Knollwood
Houston, Texas 77019

Limited Partners:

*Meredith J. Long
3722 Knollwood
Houston, Texas 77019

*Roy H. Cullen
3508 Inwood Drive
Houston, Texas 77019

*W. Oscar Neuhaus
3461 Piping Rock Lane
Houston, Texas 77027

*As Trustees of each of the following separate and distinct Trusts created by that certain Indenture of Trust dated March 31, 1955, and executed by Cornelia Cullen O'Leary, as Trustor:
THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955 TRUST
THE MARTHA KATHERINE LONG 1955 TRUST

(E) The Partnership will exist for a term that will begin on the effective date of this Certificate, and will terminate as follows:

(1) Upon the death, expulsion, legal disability, resignation, withdrawal or bankruptcy of any General Partner, the Partnership shall terminate unless at the time (i) the Partnership has another General Partner or General Partners and (ii) on or before the ninetyeth (90th) day following such death, expulsion, legal disability, resignation, withdrawal or bankruptcy, such other General Partner or General Partners elect to continue the business of the Partnership and give notice of such election to all other Partners.

(2) Upon the agreement of all the General and Limited Partners of the Partnership.

(F) No initial capital contribution to the Partnership by any of the Partners, either General and or Limited, has been made.

(G) (1) Contributions of capital shall be made in cash by the General Partners and the Limited Partners, from time to time, upon written request from the General Partner who at the time of such request is the Managing Partner of the Partnership.

Such contributions shall be paid within thirty (30) days after written request therefor has been received from the Managing Partner, and such request shall be made at such times and for such amounts as the Managing Partner may deem best as long as the total requests to a Partner do not exceed the amount set forth opposite such Partner's name in Schedule A hereto. All such calls shall be made to both the General and the Limited Partners concurrently in proportion to their respective commitments as set forth in Schedule A hereto.

(2) No Limited Partner shall be personally liable for any of the debts of the Partnership or any of the losses thereof beyond the amount contributed or agreed to be contributed by him, but not theretofore contributed by him, to the capital of the Partnership pursuant to the provisions set forth above, and no Limited Partner shall be responsible for any of the losses of any other Partner.

(H) No Partner shall be entitled to the return of his capital contribution except by way of the distribution to him of assets upon dissolution of the Partnership or upon the occurrence of the events and conditions required for the withdrawal or reduction of a Limited Partner's contribution by the laws under which the Partnership is created, or by unanimous agreement of the Partners.

(I) The net profits and the net losses of the Partnership shall be credited or charged to the Partners, as the case may be, in the proportions set forth in Schedule A attached hereto and made a part hereof for all purposes.

(J) There is no right given for a Limited Partner to substitute an assignee as a contributor in his place. However, an assignee of an interest in the Partnership of a Limited Partner may become a substituted Limited Partner upon written consent of the Managing Partner and the amendment of the Certificate of Limited Partnership in accordance with the provisions of the laws under which this Partnership is created. If any Partner desires to sell or otherwise dispose of his interest in the Partnership, the General Partner shall have a preferential right to acquire his said interest upon the terms and conditions set out in the Agreement of Limited Partnership entered into by the Partners.

(K) The General Partner, with the written consent of all Limited Partners, may admit one or more additional Limited Partners.

(L) No priority is given to one or more of the Limited Partners as to contributions or as to compensation by way of income.

(M) Upon the death, expulsion, legal disability, resignation, withdrawal or bankruptcy of any General Partner, the Partnership shall terminate, unless at the time the Partnership has another General Partner or General Partners and on or before the ninetieth (90th) day following such death, expulsion, legal disability, resignation, withdrawal or bankruptcy such other General Partner or General Partners elect to continue the business of the Partnership and give notice of such election to all other Partners.

(N) No right is given for a Limited partner to demand and receive property other than cash in return for his contribution except upon the dissolution of the Partnership.

WITNESS the execution hereof in a number of counterparts, each such counterpart so executed and delivered having the force and effect of an original although constituting but one and the same instrument, this 14th day of April, 1976, but effective as of March 31, 1976.

WITNESSES:

Anna M. Brock
Ernie K. Gentry

GENERAL PARTNER:

Cornelia Cullen Long
CORNELIA CULLEN LONG
3722 Knollwood
Houston, Texas 77019

OK-FBC

WITNESSES:

Anna M. Brock
Ernie K. Gentry

LIMITED PARTNERS:

Meredith J. Long
MEREDITH J. LONG
3722 Knollwood
Houston, Texas 77019

As Trustee of each of the following separate and distinct Trusts created by that certain Indenture of Trust dated March 31, 1955 and executed by Cornelia Cullen O'Leary as Trustor:
THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955 TRUST
THE MARTHA KATHERINE LONG 1955 TRUST

Anna M. Brock

Bernice K. Grentzel

Roy H. Cullen

ROY H. CULLEN

3508 Inwood Drive

Houston, Texas 77019

As Trustee of each of the following
separate and distinct Trusts created
by that certain Indenture of Trust
dated March 31, 1955 and executed by
Cornelia Cullen O'Leary as Trustor:

THE CORNELIA O'LEARY 1955 TRUST

THE ALISA ERIN O'LEARY 1955 TRUST

THE JOHN CAVANAUGH O'LEARY 1955 TRUST

THE MARTHA KATHERINE LONG 1955 TRUST

Anna M. Brock

Bernice K. Grentzel

W. Oscar Neuhaus

W. OSCAR NEUHAUS

3461 Piping Rock Lane

Houston, Texas 77027

As Trustee of each of the following
separate and distinct Trusts created
by that certain Indenture of Trust
dated March 31, 1955 and executed by
Cornelia Cullen O'Leary as Trustor:

THE CORNELIA O'LEARY 1955 TRUST

THE ALISA ERIN O'LEARY 1955 TRUST

THE JOHN CAVANAUGH O'LEARY 1955 TRUST

THE MARTHA KATHERINE LONG 1955 TRUST

THE STATE OF TEXAS

§

COUNTY OF HARRIS

§

SUBSCRIBED AND SWORN TO before me by Cornelia Cullen Long,
on the 14th day of April, 1976.

Jane Reddy
Notary Public in and for Harris
County, Texas

THE STATE OF TEXAS

COUNTY OF HARRIS

SUBSCRIBED AND SWORN TO before me by Meredith J. Long, as
Trustee of the Trusts therein stated, on the 5th day of
May, 1976.



Notary Public in and for Harris
County, Texas

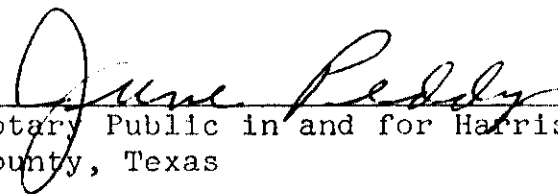
R. PAUL CASSARD

Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1977.

THE STATE OF TEXAS

COUNTY OF HARRIS

SUBSCRIBED AND SWORN TO before me by Roy H. Cullen, as
Trustee of the Trusts therein stated, on the 14th day of
April, 1976.

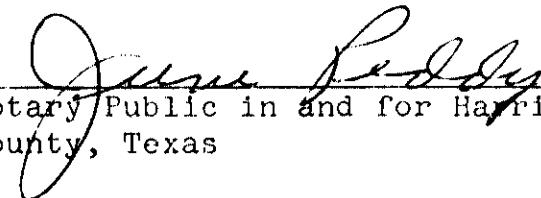


Notary Public in and for Harris
County, Texas

THE STATE OF TEXAS

COUNTY OF HARRIS

SUBSCRIBED AND SWORN TO before me by W. Oscar Neuhaus, as
Trustee of the Trusts therein stated, on the 14th day of
April, 1976.



Notary Public in and for Harris
County, Texas

SCHEDULE A

(Attached to and made a part of the Certificate of Limited Partnership of CCL 1976 Exploration, Ltd.)

I <u>Name of Partner</u>	II <u>Commitment</u>	III <u>Sharing Ratio</u>
Cornelia Cullen Long	\$ 56,250.00	50%
The Cornelia O'Leary 1955 Trust	14,062.50	12.5%
The Alisa Erin O'Leary 1955 Trust	14,062.50	12.5%
The John Cavanaugh O'Leary 1955 Trust	14,062.50	12.5%
The Martha Katherine Long 1955 Trust	<u>14,062.50</u>	<u>12.5%</u>
	<u>\$112,500.00</u>	<u>100%</u>

FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
AND OF PARTNERSHIP IN COMMENDAM
OF
CCL 1976 EXPLORATION, LTD.

NOV 22 1977

Clayton J. Jackson

Attorney, Corporation Division

This FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP AND OF PARTNERSHIP IN COMMENDAM OF CCL 1976 EXPLORATION, LTD., made and entered into effective as of the 1st day of January, 1977, by and between CORNELIA CULLEN LONG, as General Partner, and Meredith J. Long, Roy H. Cullen, and W. Oscar Neuhaus, as Trustees of THE CORNELIA O'LEARY 1955 TRUST, THE ALISA ERIN O'LEARY 1955 TRUST, THE JOHN CAVANAUGH O'LEARY 1955 TRUST, and THE MARTHA KATHERINE LONG 1955 TRUST, all as Limited Partners,

W I T N E S S E T H:

WHEREAS, all of the parties hereto have executed a certificate entitled Certificate of Limited Partnership of CCL 1976 Exploration, Ltd., effective as of March 31, 1976; and

WHEREAS, the parties hereto desire to amend the aforesaid Certificate of Limited Partnership to increase the Commitment to Contribute Capital of each of the Partners;

NOW, THEREFORE, in consideration of the mutual benefits to be derived herefrom, the parties hereto hereby agree that the aforesaid Certificate of Limited Partnership and Partnership in Commendam shall be amended by deleting therefrom the contents of Schedule A thereof and substituting therefor the contents of Schedule A attached to this First Amendment to Certificate of Limited Partnership and of Partnership in Commendam. In all other respects the aforesaid Certificate

of Limited Partnership shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands at Houston, Texas, as of the date first above set forth.

WITNESSES:

Pamela M. Harris
J. D. Hook

GENERAL PARTNER:

Cornelia Cullen Long
CORNELIA CULLEN LONG
3722 Knollwood
Houston, Texas 77019

LIMITED PARTNERS:

Pamela M. Harris
J. D. Hook

Meredith J. Long
MEREDITH J. LONG
3722 Knollwood
Houston, Texas 77019

As Trustee of each of the following separate and distinct Trusts created by that certain Indenture of Trust dated March 31, 1955 and executed by Cornelia Cullen O'Leary as Trustor:
THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955 TRUST
THE MARTHA KATHERINE LONG 1955 TRUST

Pamela M. Harris
J. D. Hook

Roy H. Cullen
ROY H. CULLEN
3508 Inwood Drive
Houston, Texas 77019

As Trustee of each of the following separate and distinct Trusts created by that certain Indenture of Trust dated March 31, 1955 and executed by Cornelia Cullen O'Leary as Trustor:
THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955 TRUST
THE MARTHA KATHERINE LONG 1955 TRUST

(First signature page to First Amendment to Certificate of Limited Partnership and Partnership in Commendam of CCL 1976 Exploration, Ltd.)

WITNESSES:

Janet M. Harris
J. M. Harris

LIMITED PARTNERS:

W. Oscar Neuhaus

W. OSCAR NEUHAUS
3461 Piping Rock Lane
Houston, Texas 77027

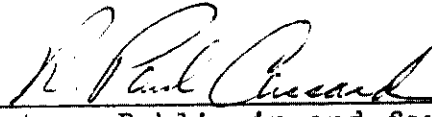
As Trustee of each of the following
separate and distinct Trusts created
by that certain Indenture of Trust
dated March 31, 1955 and executed by
Cornelia Cullen O'Leary as Trustor:
THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955 TRUST
THE MARTHA KATHERINE LONG 1955 TRUST

(Second and final signature page to First Amendment to
Certificate of Limited Partnership and Partnership in
Commendam of CCL 1976 Exploration, Ltd.)

THE STATE OF TEXAS

COUNTY OF HARRIS

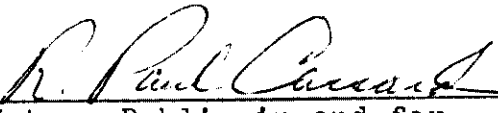
SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 21st day of September, 1977, by the said CORNELIA CULLEN LONG, General Partner, to certify which witness my hand and seal of office.


Notary Public in and for
Harris County, Texas
R. PAUL CASSARD
Notary Public in and for Harris County, Texas
My Commission Expires February 13, 1978

THE STATE OF TEXAS

COUNTY OF HARRIS


SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 21st day of September, 1977, by the said MEREDITH J. LONG, Trustee, to certify which witness my hand and seal of office.


Notary Public in and for
Harris County, Texas
R. PAUL CASSARD
Notary Public in and for Harris County, Texas
My Commission Expires February 13, 1978

THE STATE OF TEXAS

COUNTY OF HARRIS


SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 9th day of September, 1977, by the said ROY H. CULLEN, Trustee, to certify which witness my hand and seal of office.


Notary Public in and for
Harris County, Texas
R. PAUL CASSARD
Notary Public in and for Harris County, Texas
My Commission Expires February 13, 1978

THE STATE OF TEXAS

COUNTY OF HARRIS

SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 14th day of September, 1977, by the said W. OSCAR NEUHAUS, Trustee, to certify which witness my hand and seal of office.


Notary Public in and for
Harris County, Texas
R. PAUL CASSARD
Notary Public in and for Harris County, Texas
My Commission Expires February 13, 1978

SCHEDULE A

(Attached to and made a part of the First Amendment to Certificate of Limited Partnership and Partnership in Commendam of CCL 1976 Exploration, Ltd.)

<u>I</u> <u>Name of Partner</u>	<u>II</u> <u>Commitment</u>	<u>III</u> <u>Sharing Ratio</u>
Cornelia Cullen Long	\$131,250.00	50.0%
The Cornelia O'Leary 1955 Trust	32,812.50	12.5%
The Alisa Erin O'Leary 1955 Trust	32,812.50	12.5%
The John Cavanaugh O'Leary 1955 Trust	32,812.50	12.5%
The Martha Katherine Long 1955 Trust	<u>32,812.50</u>	<u>12.5%</u>
	<u>\$262,500.00</u>	<u>100.0%</u>

m

SECOND AMENDMENT TO CERTIFICATE OF
LIMITED PARTNERSHIP AND PARTNERSHIP IN COMMENDAM OF
CCL 1976 EXPLORATION, LTD.

This SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNER-
SHIP AND PARTNERSHIP IN COMMENDAM OF CCL 1976 EXPLORATION, LTD.,
made and entered into effective as of the 1st day of January, 1978, by and between CORNELIA CULLEN LONG, as
General Partner, and Meredith J. Long, Roy H. Cullen, and
W. Oscar Neuhaus, as Trustees of THE CORNELIA O'LEARY
TRUST, THE ALISA ERIN O'LEARY 1955 TRUST, THE JOHN CAVANAUGH
O'LEARY 1955 TRUST, and THE MARTHA KATHERINE LONG 1955 TRUST,
all as Limited Partners,

FILED
Office of the
Secretary of State of Texas
AUG 15 1978
Patrick Bruce
Attorney, Corporation Division

W I T N E S S E T H:

WHEREAS, all of the parties hereto have executed an agree-
ment entitled Certificate of Limited Partnership of CCL 1976
Exploration, Ltd., effective as of March 31, 1976; and

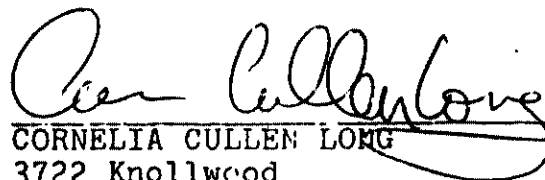
WHEREAS, all of the parties hereto have executed an agree-
ment entitled First Amendment to Certificate of Limited Partner-
ship and of Partnership in Commendam of CCL 1976 Exploration,
Ltd; and

WHEREAS, the parties hereto desire to amend the aforesaid
Certificate of Limited Partnership to increase the Commitment
to Contribute Capital of each of the Partners;

NOW, THEREFORE, in consideration of the mutual benefits
to be derived herefrom, the parties hereto hereby agree that
the aforesaid Certificate of Limited Partnership and Partner-
ship in Commendam shall be amended to increase the combined
commitment of all Partners to \$762,500.00, by deleting there-
from the contents of Schedule A thereof and substituting there-
for the contents of Schedule A attached to this Second Amendment
to Certificate of Limited Partnership and Partnership in Commen-
dam of CCL 1976 Exploration. In all other respects the afore-
said Certificate of Limited Partnership shall remain unchanged
and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands at Houston, Texas, as of the date first above set forth.

GENERAL PARTNER:



CORNELIA CULLEN LONG
3722 Knollwood
Houston, Texas 77019

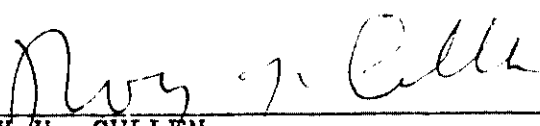
OK-BLC

LIMITED PARTNERS:



MEREDITH J. LONG
3722 Knollwood
Houston, Texas 77019

As Trustee of each of the following separate and distinct Trusts created by that certain Indenture of Trust dated March 31, 1955 and executed by Cornelia Cullen O'Leary as Trustor:
THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955 TRUST
THE MARTHA KATHERINE LONG 1955 TRUST



ROY H. CULLEN
3508 Inwood Drive
Houston, Texas 77019

As Trustee of each of the following separate and distinct Trusts created by that certain Indenture of Trust dated March 31, 1955 and executed by Cornelia Cullen O'Leary as Trustor:
THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955 TRUST
THE MARTHA KATHERINE LONG 1955 TRUST

(First signature page to Second Amendment to Certificate of Limited Partnership and Partnership in Commendam of CCL 1976 Exploration, Ltd.)

LIMITED PARTNERS:



W. OSCAR NEUHAUS
3461 Piping Rock Lane
Houston, Texas 77027


As Trustee of each of the following
separate and distinct Trusts created
by that certain Indenture of Trust
dated March 31, 1955 and executed by
Cornelia Cullen O'Leary as Trustor:
THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955 TRUST
THE MARTHA KATHERINE LONG 1955 TRUST

(Second and final signature page to Second Amendment to
Certificate of Limited Partnership and Partnership in
Commendam of CCL 1976 Exploration, Ltd.)

THE STATE OF TEXAS

COUNTY OF HARRIS

SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 27th day of July, 1978, by the said CORNELIA CULLEN LONG, General Partner, to certify which witness my hand and seal of office.

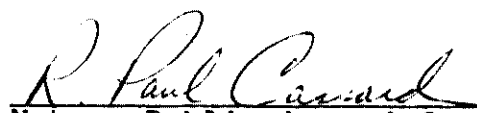

Notary Public in and for
Harris County, Texas

R. PAUL CASSARD
Notary Public in and for the State of Texas
My Commission Expires February 13, 1980

THE STATE OF TEXAS

COUNTY OF HARRIS

SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 3rd day of August, 1978, by the said MEREDITH J. LONG, Trustee, to certify which witness my hand and seal of office.



Notary Public in and for
Harris County, Texas

R. PAUL CASSARD
Notary Public in and for the State of Texas
My Commission Expires February 13, 1980

THE STATE OF TEXAS

COUNTY OF HARRIS

SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 21st day of July, 1978, by the said ROY H. CULLEN, Trustee, to certify which witness my hand and seal of office.



Notary Public in and for
Harris County, Texas

R. PAUL CASSARD
Notary Public in and for the State of Texas
My Commission Expires February 13, 1980

THE STATE OF TEXAS

COUNTY OF HARRIS

SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 7th day of August, 1978, by the said W. OSCAR NEUHAUS, Trustee, to certify which witness my hand and seal of office.


Notary Public in and for
Harris County, Texas

R. PAUL CASSARD
Notary Public in and for the State of Texas
My Commission Expires February 13, 1980

SCHEDULE A

(Attached to and made a part of the Second Amendment to
Certificate of Limited Partnership and Partnership in
Commendam of CCL 1976 Exploration, Ltd.)

<u>I.</u> <u>Name of Partner</u>	<u>II.</u> <u>Commitment</u>	<u>III.</u> <u>Sharing Ratio</u>
Cornelia Cullen Long	\$381,250.00	50.0%
The Cornelia O'Leary 1955 Trust	95,312.50	12.5%
The Alisa Erin O'Leary 1955 Trust	95,312.50	12.5%
The John Cavanaugh O'Leary 1955 Trust	95,312.50	12.5%
The Martha Katherine Long 1955 Trust	<u>95,312.50</u>	<u>12.5%</u>
	<u>\$762,500.00</u>	<u>100.0%</u>

THIRD AMENDMENT TO CERTIFICATE OF
LIMITED PARTNERSHIP AND PARTNERSHIP IN COMMENDAM OF
CCL 1976 EXPLORATION, LTD.

FILED
In the Office of the
Secretary of State of Texas

AUG 31 1979

Lona Salzman

Deputy Director, Corporation Division

This THIRD AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP AND PARTNERSHIP IN COMMENDAM OF CCL 1976 EXPLORATION, LTD. made and entered into effective as of the 1st day of January, 1979, by and between CORNELIA CULLEN LONG, as General Partner, and Meredith J. Long, Roy H. Cullen, and W. Oscar Neuhaus, as Trustees of THE CORNELIA O'LEARY 1955 TRUST, THE ALISA ERIN O'LEARY 1955 TRUST, THE JOHN CAVANAUGH O'LEARY 1955 TRUST, and THE MARTHA KATHERINE LONG 1955 TRUST, all as Limited Partners,

W I T N E S S E T H:

WHEREAS, all of the parties hereto have executed an agreement entitled Certificate of Limited Partnership of CCL 1976 Exploration, Ltd., effective as of March 31, 1976; and

WHEREAS, all of the parties hereto have executed an agreement entitled First Amendment to Certificate of Limited Partnership and of Partnership in Commendam of CCL 1976 Exploration, Ltd;

WHEREAS, all of the parties hereto have executed an agreement entitled Second Amendment to Certificate of Limited Partnership and Partnership in Commendam of CCL 1976 Exploration, Ltd. effective as of January 1, 1978; and

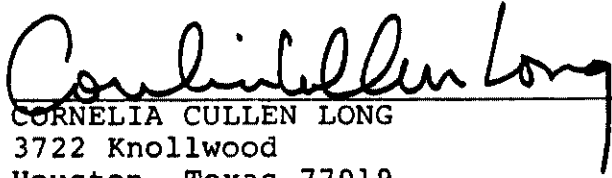
WHEREAS, the parties hereto desire to amend the aforesaid Certificate of Limited Partnership to increase the Commitment to Contribute Capital of each of the Partners;

NOW, THEREFORE, in consideration of the mutual benefits to be derived herefrom, the parties hereto hereby agree that the aforesaid Certificate of Limited Partnership and Partnership in Commendam shall be amended to increase the combined


commitment of all Partners to \$1,000,000.00 by deleting therefrom the contents of Schedule A thereof and substituting therefor the contents of Schedule A attached to this Third Amendment to Certificate of Limited Partnership and Partnership in Commendam of CCL 1976 Exploration. In all other respects the aforesaid Certificate of Limited Partnership shall remain unchanged and in full force and effect.


IN WITNESS WHEREOF, the parties hereto have hereunto set their hands at Houston, Texas, as of the date first above set forth.

GENERAL PARTNER:


CORNELIA CULLEN LONG
3722 Knollwood
Houston, Texas 77019

LIMITED PARTNERS:


MEREDITH J. LONG
3722 Knollwood
Houston, Texas 77019
As Trustee of each of the following
separate and distinct Trusts created
by that certain Indenture of Trust
dated March 31, 1955 and executed
by Cornelia Cullen O'Leary as Trustor:
THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955
TRUST
THE MARTHA KATHERINE LONG 1955
TRUST


ROY H. CULLEN
3508 Inwood Drive
Houston, Texas 77019
As Trustee of each of the following
separate and distinct Trusts created
by that certain Indenture of Trust
dated March 31, 1955 and executed
by Cornelia Cullen O'Leary as Trustor:
THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955
TRUST
THE MARTHA KATHERINE LONG 1955
TRUST

(First signature page to Third Amendment to Certificate of Limited Partnership and Partnership in Commendam of CCL 1976 Exploration, Ltd.)

LIMITED PARTNERS:



W. OSCAR NEUHAUS
3461 Piping Rock Lane
Houston, Texas 77027


As Trustee of each of the following
separate and distinct Trusts created
by that certain Indenture of Trust
dated March 31, 1955 and executed
by Cornelia Cullen O'Leary as
Trustor:

THE CORNELIA O'LEARY 1955 TRUST
THE ALISA ERIN O'LEARY 1955 TRUST
THE JOHN CAVANAUGH O'LEARY 1955
TRUST
THE MARTHA KATHERINE LONG 1955
TRUST

(Second and final signature page to Third Amendment to
Certificate of Limited Partnership and Partnership in
Commendam of CCL 1976 Exploration, Ltd.)


THE STATE OF TEXAS X
 X
COUNTY OF HARRIS X

SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 20th day of August, 1979, by the said CORNELIA CULLEN LONG, General Partner, to certify which witness my hand and seal of office.


Notary Public in and for
Harris County, Texas
R. PAUL CASSARD
Notary Public in and for the State of Texas
My Commission Expires February 13, 1980

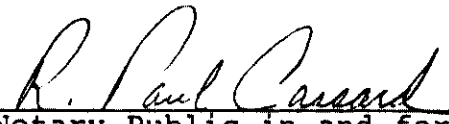
THE STATE OF TEXAS X
COUNTY OF HARRIS X

SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 20th day of August, 1979, by the said MEREDITH J. LONG, Trustee, to certify which witness my hand and seal of office.


Notary Public in and for
Harris County, Texas
R. PAUL CASSARD
Notary Public in and for the State of Texas
My Commission Expires February 13, 1980


THE STATE OF TEXAS X
COUNTY OF HARRIS X

SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 23rd day of August, 1979, by the said ROY H. CULLEN, Trustee, to certify which witness my hand and seal of office.


Notary Public in and for
Harris County, Texas
R. PAUL CASSARD
Notary Public in and for the State of Texas
My Commission Expires February 13, 1980

THE STATE OF TEXAS X
COUNTY OF HARRIS X

SUBSCRIBED AND SWORN TO before me, the undersigned authority, this 22nd day of August, 1979, by the said W. OSCAR NEUHAUS, Trustee, to certify which witness my hand and seal of office.


Notary Public in and for
Harris County, Texas
R. PAUL CASSARD
Notary Public in and for the State of Texas
My Commission Expires February 13, 1980

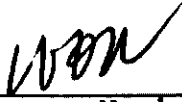
SCHEDULE A

(Attached to and made a part of the Third Amendment to
Certificate of Limited Partnership and Partnership in
Commendam of CCL 1976 Exploration, Ltd.)

<u>I.</u> <u>Name of Partner</u>	<u>II.</u> <u>Commitment</u>	<u>III.</u> <u>Sharing Ratio</u>
Cornelia Cullen Long	\$ 500,000.00	50.0%
The Cornelia O'Leary 1955 Trust	125,000.00	12.5%
The Alisa Erin O'Leary 1955 Trust	125,000.00	12.5%
The John Cavanaugh O'Leary 1955 Trust	125,000.00	12.5%
The Martha Katherine Long 1955 Trust	<u>125,000.00</u>	<u>12.5%</u>
	<u>\$1,000,000.00</u>	<u>100.0%</u>

ap

Initial for
Identification:


W. Oscar Neuhaus

JUL 20 1981

CLERK III
Corporation Division

FOURTH AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF
CCL 1976 EXPLORATION, LTD.

This Fourth Amendment to the Certificate of Limited Partnership made as of this 23rd day of June, 1981, but effective as of January 1, 1981, by and among the parties whose names are set forth on the signature page (the General Partner and Limited Partners being hereinafter collectively referred to as the "Partners"):

W I T N E S S E T H:

WHEREAS, all of the Partners hereto have executed an agreement entitled "CCL 1976 Exploration, Ltd., Certificate of Limited Partnership", dated April 14, 1976, but effective as of March 31, 1976; and

WHEREAS, all of the Partners hereto have executed an agreement entitled "First Amendment to Certificate of Limited Partnership and of Partnership in Commendam of CCL 1976 Exploration, Ltd.", effective as of January 1, 1977; and

WHEREAS, all of the Partners hereto have executed an agreement entitled "Second Amendment to Certificate of Limited Partnership and Partnership in Commendam of CCL 1976 Exploration, Ltd.", effective as of January 1, 1978; and

WHEREAS, all of the Partners hereto have executed an agreement entitled "Third Amendment to Certificate of Limited Partnership and Partnership in Commendam of CCL 1976 Exploration, Ltd.", effective as of January 1, 1979; and

WHEREAS, the Partners hereto desire to amend the Certificate, as amended, to more clearly reflect the State laws under which the Partnership was formed; and

WHEREAS, the Partners hereto desire to amend the Certificate, as amended, to change the name of the Partnership to "CCL 1976 Exploration Limited Partnership"; and

WHEREAS, the Partners hereto desire to amend Section (C) to restate the location of the principal place of business of the Partnership; and

WHEREAS, "The John Cavanaugh O'Leary 1955 Trust", created by that certain Indenture of Trust dated March 31, 1955, executed by Cornelia Cullen O'Leary (now Cornelia Cullen Long), as Trustor, is correctly known as "The John Cavanaugh O'Leary, Jr. 1955 Trust"; and

WHEREAS, W. Oscar Neuhaus, a Trustee of The Cornelia O'Leary 1955 Trust, The Alisa Erin O'Leary 1955 Trust, The John Cavanaugh O'Leary, Jr. 1955 Trust, and The Martha Katherine Long 1955 Trust, has died; and

WHEREAS, by instrument entitled "Appointment and Acceptance of Successor Trustees", dated effective December 12, 1980, Isaac Arnold, Jr. and R. A. Seale, Jr. were appointed as Successor Trustees of The Cornelia O'Leary 1955 Trust, The Alisa Erin O'Leary 1955 Trust, The John Cavanaugh O'Leary, Jr. 1955 Trust, and The Martha Katherine Long 1955 Trust;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, the Partners do hereby agree as follows:

1. The title of the Certificate is changed from "CCL 1976 Exploration, Ltd., Certificate of Limited Partnership" to "CCL 1976 Exploration Limited Partnership, Certificate of Limited Partnership".

2. The introductory paragraph of the Certificate is amended to read as follows:

"Pursuant to the provisions of the Texas Uniform Limited Partnership Act, CORNELIA CULLEN LONG, as General Partner, and the other parties hereto, as the Limited Partners of CCL 1976 EXPLORATION LIMITED PARTNERSHIP, do hereby execute this Certificate of Limited Partnership and each Partner, whether General or Limited, after being duly sworn, does on oath, agree, state, and certify:"

3. Section (A) is hereby amended to read as follows:

"(A) The name of the Partnership shall be: CCL 1976 EXPLORATION LIMITED PARTNERSHIP."

4. Section (C) is hereby amended to read as follows:

"(C) The location of the principal place of business of the Partnership is: CCL 1976 EXPLORATION LIMITED PARTNERSHIP, Attention: Cornelia Cullen Long, 601 Jefferson Street, Houston, Texas, 77002."

5. The name of "The John Cavanaugh O'Leary 1955 Trust" is hereby corrected to read "The John Cavanaugh O'Leary, Jr. 1955 Trust".

6. Section (D) is hereby amended to read as follows:

"(D) The name and place of residence of each member of the Partnership is as follows:

General Partner:

Cornelia Cullen Long
3722 Knollwood
Houston, Texas 77019

Limited Partners:

Meredith J. Long
3722 Knollwood
Houston, Texas 77019

Roy H. Cullen
3508 Inwood Drive
Houston, Texas 77019

Isaac Arnold, Jr.
3734 Willowick
Houston, Texas 77019

R. A. Seale, Jr.
5211 Green Tree Road
Houston, Texas 77056

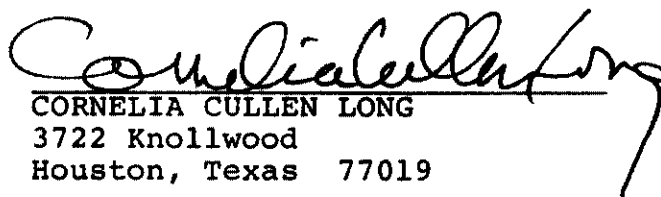
as Trustees of:
The Cornelia O'Leary 1955 Trust
The Alisa Erin O'Leary 1955 Trust
The John Cavanaugh O'Leary, Jr. 1955 Trust
The Martha Katherine Long 1955 Trust"

In all other respects, the Certificate, as amended, shall remain unchanged and in full force and effect.


This Amendment may be executed in multiple counterparts, each of which shall be deemed an original for all purposes, but all of which shall constitute one and the same instrument. It shall not be necessary for all Partners to execute the same counterpart hereof.

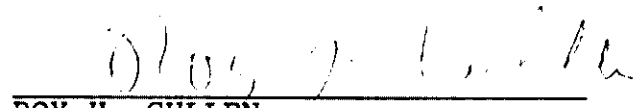
IN WITNESS WHEREOF, the Partners have set their hands at Houston, Texas, as of the date first above set forth.

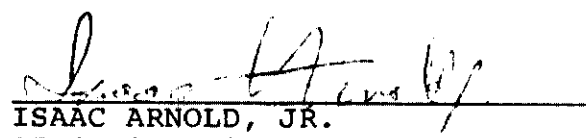
GENERAL PARTNER:


CORNELIA CULLEN LONG
3722 Knollwood
Houston, Texas 77019

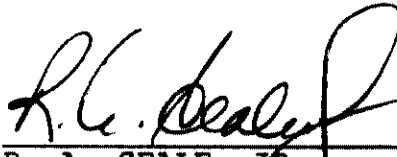
LIMITED PARTNERS:


MEREDITH J. LONG
3722 Knollwood
Houston, Texas 77019
as Trustee of:
The Cornelia O'Leary 1955 Trust
The Alisa Erin O'Leary 1955 Trust
The John Cavanaugh O'Leary, Jr.
1955 Trust
The Martha Katherine Long 1955 Trust
created by Indenture of Trust dated
March 31, 1955, executed by
Cornelia Cullen O'Leary, Trustor


ROY H. CULLEN
3508 Inwood Drive
Houston, Texas 77019
as Trustee of:
The Cornelia O'Leary 1955 Trust
The Alisa Erin O'Leary 1955 Trust
The John Cavanaugh O'Leary, Jr.
1955 Trust
The Martha Katherine Long 1955 Trust
created by Indenture of Trust dated
March 31, 1955, executed by
Cornelia Cullen O'Leary, Trustor


ISAAC ARNOLD, JR.
3734 Willowick
Houston, Texas 77019
as Trustee of:
The Cornelia O'Leary 1955 Trust
The Alisa Erin O'Leary 1955 Trust
The John Cavanaugh O'Leary, Jr.
1955 Trust
The Martha Katherine Long 1955 Trust
created by Indenture of Trust dated
March 31, 1955, executed by
Cornelia Cullen O'Leary, Trustor

(First signature page to Fourth Amendment to Certificate of Limited Partnership of CCL 1976 Exploration, Ltd.)



R. A. SEALE, JR.
5211 Green Tree Road
Houston, Texas 77056

as Trustee of:

The Cornelia O'Leary 1955 Trust

The Alisa Erin O'Leary 1955 Trust

The John Cavanaugh O'Leary, Jr.
1955 Trust

The Martha Katherine Long 1955 Trust
created by Indenture of Trust dated
March 31, 1955, executed by
Cornelia Cullen O'Leary, Trustor

(Second and final signature page to Fourth Amendment to
Certificate of Limited Partnership of CCL 1976 Exploration,
Ltd.)

STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared CORNELIA CULLEN LONG, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and who also, upon oath, swore that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 7th day of July, 1981.

R. Paul Cascard
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S

R. PAUL CASCARD

Notary Public in Harris County, Texas
My Commission Expires February 13, 1984

STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared MEREDITH J. LONG, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and who also, upon oath, swore that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 7th day of July, 1981.

R. Paul Cascard
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S

R. PAUL CASCARD

Notary Public in Harris County, Texas
My Commission Expires February 13, 1984

STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared ROY H. CULLEN, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and who also, upon oath, swore that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 10th day of July, 1981.

R. Paul Cascard
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S

R. PAUL CASCARD

Notary Public in Harris County, Texas
My Commission Expires February 13, 1984

STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared ISAAC ARNOLD, JR., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and who also, upon oath, swore that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 23rd day of June, 1981.

R. Paul Cassard
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S

R. PAUL CASSARD

Notary Public in Harris County, Texas
My Commission Expires February 13, 1984

STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared R. A. SEALE, JR., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and who also, upon oath, swore that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 14th day of July, 1981.

Rosalie Roscoe
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S