

State of Idaho

Department of State.

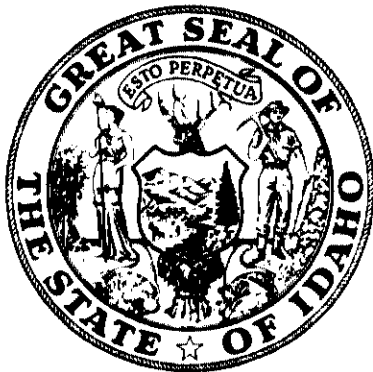
CERTIFICATE OF REGISTRATION OF

MESA OPERATING LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MESA OPERATING 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 MESA OPERATING LIMITED PARTNERSHIP to transact business in this State under the name MESA OPERATING LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated **December 12, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

RECEIVED
SEC. OF STATE

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is Mesa Operating Limited Partnership

2. The name which it shall use in Idaho is Mesa Operating Limited Partnership

3. It is organized under the laws of Delaware

4. The date of its formation is September 30, 1985

5. The address of its registered or principal office in the state or country under the laws of which it is organized is 1209 Orange Street, Wilmington, Delaware 19801

6. The name and street address of its proposed registered agent in Idaho are C T CORPORATION SYSTEM, 300 North 6th Street, Boise, Idaho 83701

7. The general character of the business it proposes to transact in Idaho is:
SEE ATTACHED

8. The names and addresses of all general partners as well as the names and addresses of those limited partners whose contribution is equal to a greater than 5% of the total contribution of all partners.

Name	General or Limited	Address
<u>T. Boone Pickens, Jr.</u>	<u>General</u>	<u>One Mesa Square, P. O. Box 2009 Amarillo, Texas 79189</u>
<u>Pickens Operating Co.</u>	<u>General</u>	<u>One Mesa Square, P. O. Box 2009 Amarillo, Texas 79189</u>
<u>Mesa Limited Partnership</u>	<u>Limited</u>	<u>One Mesa Square, P. O. Box 2009 Amarillo, Texas 79189</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

RIDER

Acquire, explore, develop, operate and dispose of oil and gas interests.

Process, sell, transport and market any production from such oil and gas interests.

Carry on any business relating to or arising from exploration for or development, production, treatment, processing, transportation or marketing of oil, gas and other minerals produced in association therewith.

Enter into any partnership, joint venture or other similar arrangement to engage in any of the foregoing.



RECEIVED
SEC. OF STATE
85 DEC 12 AM 10 11

State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Limited Partnership of the "Mesa Operating
Limited Partnership", was received and filed in this office the fifth day of September,
A.D. 1985, at 11 o'clock A.M.

And I do hereby further certify that the aforesaid Limited Partnership 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 and is duly authorized
to transact business.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-seventh *day*
of November *in the year of our Lord*
one thousand nine hundred and eighty-five.


Michael Harkins
Michael Harkins, Secretary of State