

State of Idaho

Department of State

CERTIFICATE OF REGISTRATION OF

SUN OPERATING LIMITED PARTNERSHIP

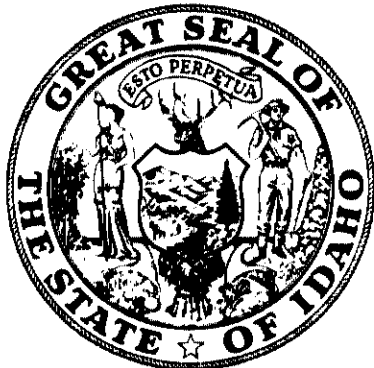
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **SUN OPERATING LIMITED PARTNERSHIP**

_____ 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 **SUN OPERATING LIMITED PARTNERSHIP**

to transact business in this State under the name **SUN OPERATING LIMITED PARTNERSHIP** _____ and attach hereto a duplicate original of the Application for Registration.

Dated **November 29, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Kelly J. Clark*

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Nov 26 9 51 AM Partnership hereby applies for registration to transact business in your State, and SECRETARY OF STATE purpose submits the following statement:

1. The name of the limited partnership is SUN OPERATING LIMITED PARTNERSHIP
2. The name which it shall use in Idaho is SUN OPERATING LIMITED PARTNERSHIP
3. It is organized under the laws of Delaware
4. The date of its formation is November 19, 1985
5. The address of its registered or principal office in the state or country under the laws of which it is organized is The Corporation Trust Company, Corporation Trust Center, 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: The exploration for, development, production, storage, treatment, processing, gathering, transportation, purchase or marketing of oil, gas and other minerals, or any other activity related thereto or arising therefrom.
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>Sun Exploration and Production Company</u>	<u>General</u>	<u>5656 Blackwell, Four NorthPark East Dallas, Texas 75231</u>
<u>Sun Equity, Inc.</u>	<u>General</u>	<u>Suite 101, Hagley Building 3411 Silverside Road Wilmington, Delaware 19810</u>
<u>Sun Energy Partners, L.P.</u>	<u>Limited</u>	<u>5656 Blackwell, Four NorthPark East Dallas, Texas 75231</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

8. (Continued)

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

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership issued by the proper officer of the jurisdiction in which the certificate of limited partnership is filed or recorded.

Dated November 19, 1985.

~~SUN EXPLORATION AND PRODUCTION COMPANY~~
 General Partner
 By Thomas W. Lynch
 Thomas W. Lynch, Vice President
 XXXXXXXXXXXXXXX

STATE OF Texas)
) ss:
 COUNTY OF Dallas)

I, J. Shea, a notary public, do hereby certify that on this
19th day of November, 1985, personally appeared

before me THOMAS W. LYNCH, who being by me first duly sworn, corporation,
 Vice President of Sun Exploration and Production Company, a Delaware
 declared that he is a general partner of Sun Operating Limited Partnership

_____ Company,
 on behalf of Sun Exploration and Production
 that he signed the foregoing document as a general partner of the limited partnership and that the state-
 ments therein contained are true.



J. Shea
 Notary Public



Nov 29 10 03 AM '85
SECRETARY OF STATE

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 "SUN OPERATING
LIMITED PARTNERSHIP", was received and filed in this office the nineteenth day of
November, A.D. 1985, at 2 o'clock P.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-sixth *day*
of November *in the year of our Lord*
one thousand nine hundred and eighty-five.


Michael Harkins
Michael Harkins, Secretary of State