



The State of Texas

SECRETARY OF STATE

The undersigned, 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:

BP OPERATING COMPANY, LTD.
FORMERLY: BP OPERATING COMPANY

Amendment

September 02, 1992

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

2ND day of SEPTEMBER, A.D. 19 92

John Hammond
Secretary of State

JA



FILED
In the Office of the
Secretary of State of Texas
SEP 2 1992
THIRD AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
EP OPERATING COMPANY, LTD.
Corporations Section

EP Operating Company, Ltd., formerly known as "EP Operating Company" (the "Partnership"), having filed an original certificate/agreement of limited partnership, hereby duly executes this Third Amended and Restated Certificate of Limited Partnership, which is being filed with the Secretary of State in accordance with sections 2.10 and 13.02(d) of the Texas Revised Limited Partnership Act (the "Act").

The Partnership hereby confirms that, as of September 1, 1992, it is governed by the Texas Revised Limited Partnership Act.

The Partnership's certificate of limited partnership and all amendments thereto and restatements thereof are hereby amended and superseded in their entirety by the following Third Amended and Restated Certificate of Limited Partnership which accurately sets forth the entire text thereof:

1. The name of the Partnership is EP Operating Company, Ltd.
2. The name under which the Partnership was originally formed was EP Operating Company, the date on which its original certificate/agreement of limited partnership was filed with the Secretary of State was March 7, 1985, and the limited partnership file number assigned by the Secretary of State was 41866-10.
3. The address of the registered office of the Partnership in the State of Texas is 300 South St. Paul Street, Dallas, Texas 75201, and the name of the registered agent for service of process on the Partnership in the State of Texas at such address is F. W. Fraley III. The Managing General Partner may from time to time change the registered office and the registered agent.
4. The address of the principal office of the Partnership in the United States where its partnership records are to be kept or made available under section 1.07 of the Act is:

Enserch Exploration, Inc.
1817 Wood Street
Dallas, Texas 75201

5. The name and address of the principal place of business of the Managing General Partner are as follows:

Enserch Exploration, Inc.
1817 Wood Street
Dallas, Texas 75201

6. The name and address of the principal place of business of the Special General Partner are as follows:

ENSERCH Corporation
300 South St. Paul Street
Dallas, Texas 75201

SIGNED on this 2nd day of September, 1992.

MANAGING GENERAL PARTNER:

Enserch Exploration, Inc.

By:

Gary J. Dunco

President

SPECIAL GENERAL PARTNER:

ENSERCH Corporation

By:

Richard B. Williams

Vice President

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OFFICIAL RECORDS

RECORDED AT THE REQUEST OF

EP Operating Co.

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EUREKA COUNTY, NEVADA

M. N. REBALATI, RECORDER

FILE NO.

142930

FEE \$ 700

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