

AFFIDAVIT OF MERGERS AND NAME CHANGES

STATE OF TEXAS
COUNTY OF MIDLAND

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KNOW ALL MEN BY THESE PRESENTS:

On this date personally appeared before me David W. Copeland, who, upon being by me first duly sworn, did depose and say:

1. I am David W. Copeland, a Vice President of (a) Parker & Parsley Petroleum USA, Inc. (f/k/a Parker & Parsley Oil & Gas Company), the sole general partner of Parker & Parsley Development L.P., a Texas limited partnership (f/k/a MidPar L.P. and successor in interest to Parker & Parsley Development Company, a Delaware corporation ("Producing"), and Spraberry Development Corporation, a Delaware corporation ("SDC"), and (b) Parker & Parsley, Inc. (f/k/a Bridge Oil Texas, Inc.), the sole general partner of Parker & Parsley Producing L.P., a Delaware limited partnership (f/k/a Parker & Parsley Development L.P. f/k/a Bridge Oil Company, L.P. and successor in interest to Bridge Oil Pipeline Company, Inc., a Delaware corporation ("BOPC"), Bridge Oil P.N.G., Inc., a Delaware corporation ("BONG") and Bridge Oil Philippines, Inc., a Delaware corporation ("BOF")), each having their principal place of business at 303 West Wall, Suite 101, Midland, Texas 79701. I am over the age of 18 years and have personal knowledge of all the matters set forth in this Affidavit.

2. Effective at 12:01 a.m., Dallas, Texas time, on September 1, 1994, Bridge Oil Company, L.P., a Delaware limited partnership, changed its name to Parker & Parsley Development L.P. Attached hereto as Exhibit A is a true and correct copy of the Certificate of the Secretary of State of Delaware attaching the amended and Restated Certificate of Limited Partnership, which evidences the name change from Bridge Oil Company, L.P. to Parker & Parsley Development L.P.

3. Effective at 11:59 p.m., Dallas, Texas time, on December 31, 1994, PPDC, Producing and SDC were merged into and survived by MidPar L.P., a Texas limited partnership ("MidPar"), with a change of name to Parker & Parsley Development L.P. ("PPDLR", together with PPDC, Producing and SDC, the "P&P Constituent Entities"), pursuant to that certain Agreement and Plan of Merger dated December 20, 1994, among the P&P Constituent Entities (the "P&P Merger Agreement"), Section 2.11(a) of the Texas Revised Limited Partnership Act and Section 263 of the General Corporation Law of the State of Delaware (the "DGCL") (the "P&P Merger"). The P&P Merger Agreement was duly authorized, approved, executed and delivered by each of the P&P Constituent Entities in accordance with each P&P Constituent Entity's governing documents and applicable law. Attached hereto as Exhibit B is a true and correct copy of the Articles of Merger filed with the Secretary of State of Texas evidencing the merger of PPDC, Producing and SDC into MidPar and the name change to PPDLR. Attached hereto as Exhibit C is a true and correct copy of the Certificate of Merger issued by the Secretary of State of Delaware evidencing the merger of PPDC, Producing and SDC into MidPar.

4. Effective at 11:59 p.m., Wilmington, Delaware time, on December 31, 1994, BOPC, BOPNG and BOP were merged into and survived by Parker & Parsley Development L.P., a Delaware limited partnership ("PD"), with a change of name to Parker & Parsley Producing L.P. ("PPPLR", together with BOPC, BOPNG and BOP, the "Bridge Constituent Entities"), pursuant to that certain Agreement and Plan of Merger dated December 20, 1994, among the Bridge Constituent Entities (the

"Bridge Merger Agreement", and Section 17-211 of the Revised Uniform Limited Partnership Act of the State of Delaware and Section 263 of the DGCL (the "Bridge Merger"). The Bridge Merger Agreement was duly authorized, approved, executed and delivered by each of the Bridge Constituent Entities in accordance with each Bridge Constituent Entity's governing documents and applicable law. Attached hereto as Exhibit D is a true and correct copy of the Certificate of Merger issued by the Secretary of State of Delaware evidencing the merger of BOPC, BOPNG and BOP into PPD and the name change to PPPLP.

5. A complete copy of any of the foregoing described merger documents may be requested in writing from Parker & Parsley Petroleum USA, Inc., P. O. Box 3178, Midland, Texas 79702; Attention: David W. Copeland.

6. Where necessary for recording purposes, Exhibit E is attached hereto to describe properties located within those states requiring such descriptions and owned by PPDL or PPPLP immediately upon and following the P&P Merger or the Bridge Merger, as the case may be.

DATED January 9, 1995.

WITNESSES:

Becky Roberts
Becky Roberts

Marquita Potter
Marquita Potter

STATE OF TEXAS

COUNTY OF MIDLAND

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SS.

BE IT REMEMBERED that the undersigned, a Notary Public duly qualified, commissioned, sworn and acting in and for the County and State aforesaid, hereby certifies that, on this 9th day of January, 1995, there appeared before me David W. Copeland, and that:

[COLORADO, KANSAS, MICHIGAN, NEW MEXICO, OKLAHOMA, TEXAS, UTAH, WYOMING]

The foregoing instrument was acknowledged before me on this date by David W. Copeland and at the same time the Affiant was duly sworn to the foregoing affidavit.

David W. Copeland, who, being duly sworn to the foregoing instrument, has signed the foregoing instrument, and who is known to me, has acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily for the consideration and purposes therein mentioned and set forth.

On this day before me, a Notary Public of said State, duly commissioned and sworn, personally appeared such person, known to me,

CALIFORNIA;
MONTANA;

ALABAMA;
ARKANSAS;

NORTH DAKOTA

LOUISIANA

MISSISSIPPI

and, being duly sworn to the foregoing instrument, acknowledged to me that he executed the within instrument.

Before me appeared the above named person to me personally known and known by me to be the person whose genuine signature is affixed to the foregoing instrument, who signed said document before me and in the presence of the two witnesses whose names are thereto subscribed as such, being competent witnesses, and who, being duly sworn to the foregoing instrument, acknowledged, in my presence and in the presence of said witnesses, that he signed the above and foregoing document as his own free act and deed and for the uses and purposes therein set forth and apparent. In witness whereof the said appearer has signed these presents and I have herunto affixed my hand and seal, together with the said witnesses on the day and date first above written.

WITNESSES:

Becky Roberts
Becky Roberts
Marquita Potter
Marquita Potter

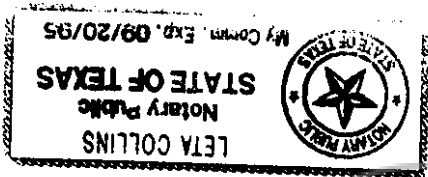
APPEARER:

David W. Copeland
David W. Copeland

Personally appeared before me the undersigned authority in and for the said county and state on this day within my jurisdiction such person, who, being by me duly sworn, that as his voluntary act and deed he signed, sealed and delivered the above and foregoing instrument for the purposes mentioned on the day and year therein mentioned.

Given under my hand and official seal this 9th day of January, 1995.

[Signature]
Notary Public, State of Texas
My Commission Expires: _____



PREPARED BY AND AFTER
RECORDING RETURN TO:

David W. Copeland
P. O. Box 3178
Midland, Texas 79702

http://thecondemned.com/structure/midland/office/

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BRIDGE OIL COMPANY, L.P.", CHANGING ITS NAME FROM "BRIDGE OIL COMPANY, L.P." TO "PARKER & PARSELY DEVELOPMENT L.P.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 1994, AT 10 O'CLOCK A.M.



Edward J. Freel, Secretary of State

Edward J. Freel

7229332
09-01-94

AUTHENTICATION:
DATE:

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AMENDED AND RESTATED CERTIFICATE OF
LIMITED PARTNERSHIP OF
BRIDGE OIL COMPANY, L.P.

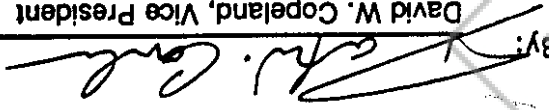
This Amended and Restated Certificate of Limited Partnership of Bridge Oil Company, L.P. (the "Partnership"), dated as of August 30, 1994, has been duly executed and is being filed by the undersigned in accordance with the provisions of Section 17-210 of the Delaware Revised Uniform Limited Partnership Act, to amend and restate the original Certificate of Limited Partnership of the Partnership, which was filed on December 30, 1986, with the Secretary of State of Delaware, as amended thereafter on December 19, 1988, to change the name and address of the General Partner and on January 3, 1990, to change the name of the Partnership from Petrus Oil Company, L.P. to Bridge Oil Company, L.P. (the "Certificate").

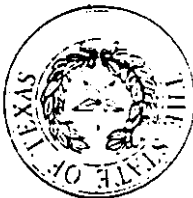
The Certificate is hereby amended and restated in its entirety to read as follows:

1. The name of the limited partnership is Parker & Parsley Development L.P. (the "Limited Partnership").
2. The registered office of the Limited Partnership in the State of Delaware shall be the Corporate Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and its registered agent for service of process at such registered office shall be The Corporation Trust Company.
3. Bridge Oil Texas, Inc., a Delaware corporation, is the sole general partner of the Limited Partnership. The business and mailing address of Bridge Oil Texas, Inc. is 303 West Wall, Suite 101, Midland, Texas 79701.
4. This Amended and Restated Certificate of Limited Partnership shall supersede the Limited Partnership's initial Certificate of Limited Partnership, as amended, and shall be effective on September 1, 1994, at 12:01 a.m., Dallas, Texas time.

DATED: August 30, 1994.

BRIDGE OIL TEXAS, INC., General Partner

By: 
David W. Copeland, Vice President



Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

EXHIBIT
B

ENTITY:

PARKER & PARSLY DEVELOPMENT L.P.
formerly MIDPAR L.P.

CHARTER NUMBER: 69498-10

DOCUMENT FILED:

ARTICLES OF MERGER

FILE DATE: December 28, 1994

EFFECTIVE DATE: December 31, 1994
11:59 p.m.

This letter will acknowledge the receipt and filing of the above referenced document. The relevant statutory provision does not provide for a certificate of filing for this type of document and, therefore, this letter may be used as evidence of filing. Should you require further information or assistance, please call (512) 463-5581.

Very truly yours,

Lorna Wassdorf

Deputy Assistant Secretary
Statutory Filings Division

The Office of the Secretary of State does not discriminate on the basis of race, color, national origin, sex, religion, age or disability in employment or the provision of services.

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FILED
 in the Office of the
 Secretary of State of Texas
 DEC 28 1994

Pursuant to the provisions of Section 2.11 of the Texas Revised Limited Partnership Act (the "Act"), the undersigned limited partnership and other entities adopt the following articles of merger for the purpose of effecting a merger in accordance with the provisions of Section 2.11 of the Act.

1. An Agreement and Plan of Merger dated December 21, 1994, and adopted in accordance with the provisions of Section 2.11 of the Texas Revised Limited Partnership Act, providing for the combination of Parker & Parsley Development Company, P&P Producing, Inc., Spraberry Development Corporation and MidPar L.P. and resulting in MidPar L.P. being the surviving limited partnership, is attached hereto as Exhibit A and hereby incorporated herein by reference.

2. The name of each of the undersigned corporation(s) and other entities, the type of such corporation or other entity and the laws under which such corporation or other entity was organized are:

| Name of Corporation or Other Entity | Type of Entity | State |
|--------------------------------------|---------------------|----------|
| Parker & Parsley Development Company | corporation | Delaware |
| P&P Producing, Inc. | corporation | Delaware |
| Spraberry Development Corporation | corporation | Delaware |
| MidPar L.P. | limited partnership | Texas |

3. The merger will become effective on December 31, 1994, at 11:59 p.m., Dallas, Texas, in accordance with the provisions of Section 2.12A of the Act.

4. The approval of the Agreement and Plan of Merger was duly authorized by all action required by the laws under which all entities were formed or organized and by their constituent documents.

5. Section 1 of the Certificate of Limited Partnership of MidPar L.P. shall be amended in its entirety to read as follows:

1. The name of the limited partnership is Parker & Parsley Development L.P.

Dated: December 21, 1994

PARKER & PARSLEY DEVELOPMENT COMPANY
 By: David W. Copeland, Vice President

R&P PRODUCING, INC.
 By: David W. Copeland, Vice President

MIDPAR L.P.
 By: David W. Copeland, Vice President

Parker & Parsley Oil & Gas Company,
 its General Partner
 By: David W. Copeland, Vice President

By: David W. Copeland, Vice President

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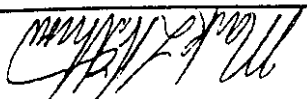
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BOOK 281 PAGE 257

2

SPRABERRY DEVELOPMENT CORPORATION

By:



Mark L. Withrow, Vice President

EXHIBIT A TO THE FOREGOING ARTICLES OF MERGER - COMBINATION OF MULTIPLE ENTITIES
AMONG PARKER DEVELOPMENT COMPANY, P&P PRODUCING, INC., SPARBERRY DEVELOPMENT
CORPORATION AND MIDPAR L.P. HAS BEEN OMITTED FROM THIS AFFIDAVIT OF DAVID W.
COPELAND. A COPY MAY BE OBTAINED AS PROVIDED BY PARAGRAPH 5 OF THIS AFFIDAVIT.

COPY

Office of the Secretary of State

State of Delaware

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT

COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PARKER & PARSLEY DEVELOPMENT COMPANY", A DELAWARE

CORPORATION,

"P&P PRODUCING, INC.", A DELAWARE CORPORATION,

"SPRABERRY DEVELOPMENT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "MIDPAR L.P." UNDER THE NAME OF "MIDPAR L.P.",

A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE

OF TEXAS, AS RECEIVED AND FILED IN THIS OFFICE THE

TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1994, AT 12:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO

THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

Edward J. Freel

AUTHENTICATION:

7353665

DATE:

12-27-94

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CERTIFICATE OF MERGER
WITH RESPECT TO THE MERGER OF
PARKER & PARSLEY DEVELOPMENT COMPANY,
P&P PRODUCING, INC., AND
SPRABERRY DEVELOPMENT CORPORATION
WITH AND INTO
MIDPAR L.P.

(Pursuant to Section 263 of the
General Corporation Law of the State of Delaware)

MIDPAR L.P., a Texas limited partnership (the "Partnership"), for the purpose of
merging PARKER & PARSLEY DEVELOPMENT COMPANY, P&P PRODUCING, INC., and SPRABERRY
DEVELOPMENT CORPORATION (the "Companies") with and into the Partnership, hereby
certifies as follows:

FIRST: The name of the Partnership is MidPar L.P., and the Partnership was formed
under the laws of the State of Texas. The names of the Companies are Parker &
Parsley Development Company, P&P Producing, Inc., and Spraberry
Development Corporation, and the Companies are each incorporated under the
laws of the State of Delaware.

SECOND: The Partnership owns all of the capital stock of the Companies.

THIRD: An agreement of merger has been approved, adopted, executed and
acknowledged by each of the Companies and the Partnership.

FOURTH: The merger of the Companies with and into the Partnership shall become
effective on December 31, 1994, at 11:59 p.m., Dallas, Texas time, in
accordance with Section 103(d) of the General Corporation Law of the State of
Delaware.

FIFTH: The name of the surviving limited partnership is MidPar L.P.

SIXTH: The executed agreement of merger is on file at the principal place of business of
the Partnership, 303 W. Wall, Suite 101, Midland, Texas 79701, and a copy of
such will be furnished by the Partnership, on request and without cost, to any
partner or stockholder of or other holder of an interest in any constituent entity.

SEVENTH: The Partnership agrees that it may be served with process in the State of
Delaware in any proceeding for enforcement of any obligation of any constituent
corporation of the State of Delaware, as well as for enforcement of any obligation
of the surviving limited partnership arising from the merger, including any suit
or other proceeding to enforce the right of any stockholder as determined in

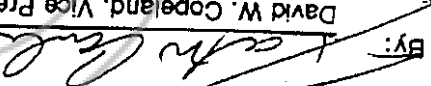
appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and hereby irrevocably appoints the Secretary of the State of Delaware as its agent to accept service of process in any such suit or other proceeding, and specifies 303 W. Wall, Suite 101, Midland, Texas 79701 "Attention: Legal Department", as its address to which a copy of any such process shall be mailed by the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Partnership has caused this Certificate to be signed on the 21st day of December, 1994.

MIDPAR L.P.

By Parker & Parsley Oil & Gas Company, its

General Partner

By: 
David W. Copeland, Vice President

COPY

<http://www.copeland.com>

Office of the Secretary of State

State of Delaware

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT

COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BRIDGE OIL PHILIPPINES, INC.", A DELAWARE CORPORATION,

"BRIDGE OIL PIPELINE COMPANY, INC.", A DELAWARE CORPORATION,

"BRIDGE OIL P.N.G., INC.", A DELAWARE CORPORATION,

WITH AND INTO "PARKER & PARSLEY DEVELOPMENT L.P." UNDER THE

NAME OF "PARKER & PARSLEY PRODUCING L.P.", A LIMITED PARTNERSHIP

ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,

AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF

DECEMBER, A.D. 1994, AT 12:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO

THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

Edward J. Freel

AUTHENTICATION:

7353723

DATE:

12-27-94

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CERTIFICATE OF MERGER
WITH RESPECT TO THE MERGER OF
BRIDGE OIL PIPELINE COMPANY, INC.,
BRIDGE OIL P.N.G., INC., AND
BRIDGE OIL PHILIPPINES, INC.
WITH AND INTO
PARKER & PARSELEY DEVELOPMENT L.P.

(Pursuant to Section 17-211 of the
Revised Uniform Limited Partnership Act of the State of Delaware)

PARKER & PARSELEY DEVELOPMENT L.P., a Delaware limited partnership (the "Partnership"),
for the purpose of merging BRIDGE OIL PIPELINE COMPANY, INC., BRIDGE OIL P.N.G., INC. and BRIDGE OIL
PHILIPPINES, INC. (the "Subsidiaries") with and into the Partnership, hereby certifies as follows:

FIRST: The name of the Partnership is Parker & Parsley Development L.P., and the Partnership
was formed under the laws of the State of Delaware. The names of the Subsidiaries are
Bridge Oil Pipeline Company, Inc., Bridge Oil P.N.G., Inc. and Bridge Oil Philippines, Inc.,
and the Subsidiaries are each incorporated under the laws of the State of Delaware.

SECOND: The Partnership owns all of the capital stock of the Subsidiaries.

THIRD: An agreement of merger has been approved, adopted, certified, executed and
acknowledged by each of the Subsidiaries and the Partnership in accordance with
Section 263(c) of the General Corporation Law of the State of Delaware and Section
17-211 of the Revised Uniform Limited Partnership Act of the State of Delaware.

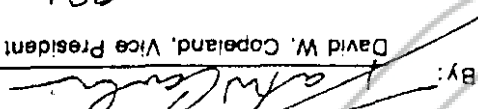
FOURTH: The merger of the Subsidiaries with and into the Partnership shall become effective on
December 31, 1994, at 11:59 p.m., Wilmington, Delaware time, in accordance with
Section 103(d) of the General Corporation Law of the State of Delaware and Section
17-211(c)(4) of the Revised Uniform Limited Partnership Act of the State of Delaware.

FIFTH: The surviving business entity shall be the Partnership; provided, that paragraph 1 of
its Amended and Restated Certificate of Limited Partnership shall be amended to read
as follows:

SIXTH: The executed agreement of merger is on file at the principal place of business of the
Partnership, 303 W. Wall, Suite 101, Midland, Texas 79701, and a copy of such will be
furnished by the Partnership, on request and without cost, to any partner or
stockholder of or other holder of an interest in any constituent entity.

IN WITNESS WHEREOF, the Partnership has caused this Certificate to be signed on the 22nd day
of December 1994.

PARKER & PARSELEY DEVELOPMENT L.P.
By Parker & Parsley, Inc. General Partner

By: 
David W. Copeland, Vice President

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF

Parker & Parsley Development USA, Inc.
95 MAR - 8 PM 2: 19

EUREKA COUNTY NEVADA
M.N. REBAL/ATI, RECORDER
FILE NO. 157208

FEES 20.00

BOOK 281 PAGE 263

igraph/corporations/ppd/cor/mrger