

AFTER RECORDING RETURN TO:

169770

Pioneer Natural Resources USA, Inc.
Attn: Julie Montgomery
P.O. Box 3178
Midland, Texas 79702

AFFIDAVIT OF NAME CHANGE

STATE OF TEXAS
COUNTY OF DALLAS

§
§
§

On this date personally appeared before me Mark L. Withrow, who, upon being by me first duly sworn, did depose and say:

1. I am Mark L. Withrow, the duly elected, qualified and acting Executive Vice President of Pioneer Resources, Inc., a Delaware corporation ("PRI") which is the sole general partner of Pioneer Resources Producing L.P., a Delaware limited partnership ("PRPLP"). I am over the age of 18 years and have personal knowledge of all the matters set forth in this Affidavit.

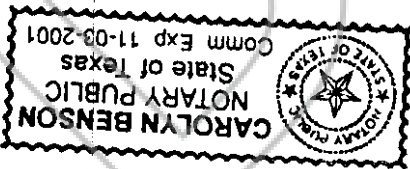
2. Effective at 10:30 a.m., Wilmington, Delaware time, on September 19, 1997, Parker & Parsley Producing L.P. changed its name to PRPLP. Attached hereto as Exhibit A is a true and correct copy of the Certificate of Name Change issued by the Secretary of State of Delaware.

Mark L. Withrow

Subscribed and sworn to before me, the undersigned authority, this 9th day of February, 1998.

Carolyn Benson

Notary Public, State of Texas



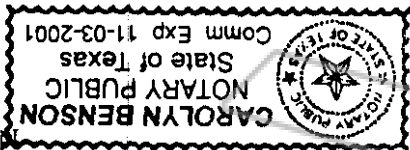
STATE OF TEXAS

COUNTY OF DALLAS

The foregoing instrument was acknowledged before me on the 9th day of February, 1998, by Mark L. Withrow.

Carolyn Benson

Notary Public, State of Texas



NVI

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 "PARKER & PARSLEY PRODUCING L.P." CHANGING ITS NAME FROM "PARKER & PARSLEY PRODUCING L.P." TO "PIONEER RESOURCES PRODUCING L.P.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 1997, AT 10:30 O'CLOCK A.M.



Edward J. Freel, Secretary of State

Edward J. Freel

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DATE:

09-19-97

AUTHENTICATION:

8659109

AMENDED AND RESTATED CERTIFICATE OF
LIMITED PARTNERSHIP OF
PARKER & PARSLEY PRODUCING L.P.

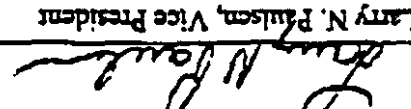
This Amended and Restated Certificate of Limited Partnership of Parker & Parsley Producing L.P. (the "Partnership"), dated as of September 18, 1997, has been duly executed and is being filed by the undersigned in accordance with the provisions of Section 17-210 of the Delaware Revised Uniform Limited Partnership Act, to amend and restate the original Certificate of Limited Partnership of the Partnership, which was filed on December 30, 1986, and the Secretary of State of Delaware, as amended thereafter on December 19, 1988, to change the name with the Secretary of State of Delaware, on January 3, 1990, to change the name of the Partnership from Petrus Oil Company, L.P. to Bridge Oil Company, L.P., on August 31, 1994, to change the name of the Partnership from Bridge Oil Company, L.P. to Parker & Parsley Development L.P., and on December 27, 1994, to change the name of the Partnership from Parker & Parsley Development L.P. to Parker & Parsley Producing 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 Pioneer Resources Producing 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. Parker & Parsley, Inc., a Delaware corporation, is the sole general partner of the Limited Partnership. The business and mailing address of Parker & Parsley, 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 when filed.

DATED: September 18, 1997.

PARKER & PARSLEY, INC., General Partner


Larry N. Paulsen, Vice President

By:

Pioneer Natural Resources USA Inc

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OFFICIAL RECORDS

RECORDED AT THE REQUEST OF

98 FEB 20 PM 2:34

HERNAN COUNTY, NEVADA

M.H. REDELEAT, RECORDER

FEES \$9.00

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