

**DOC # 0212280**

08/22/2008

02:02 PM

**Official Record**

Recording requested By  
PLAINS EXPLORATION & PRODUCTION

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$41.00

Page 1 of 4

RPTT.

Recorded By: FS

Book- 0475 Page- 0281

APN# \_\_\_\_\_

Recording Requested by:

Name Plains Exploration and Production Co.

Address 5 Greenway Plaza Ste 2700

City/State/Zip Houston, TX 77046



0212280

Certificate of Formation

(Title of Document)

This page added to provide additional information required by NRS 111.312 Sections 1-2.  
(Additional recording fee applies)

This cover page must be typed or printed.

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PXP ACQUISITION LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2007, AT 10:30 O'CLOCK A.M.

4389157 8100

070815569



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5843262

DATE: 07-16-07

SEAL  
Affixed

A CERTIFIED COPY

Attest: JUL 16 2008  
MARY ANN DAIGLE, County Clerk  
Galveston County, Texas

By *Chavez* Deputy

CAROLINA LOPEZ

**CERTIFICATE OF FORMATION**

**OF**

**PXP ACQUISITION LLC**

This Certificate of Formation of PXP Acquisition LLC (the "LLC") dated July 16, 2007, is being duly executed and filed by L. M. Wilson, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C 18-101 et seq.).

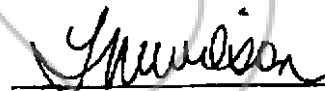
FIRST. The name of the limited liability company formed hereby is:

**PXP Acquisition LLC**

SECOND: The address of the registered office of the LLC in the State of Delaware is c/o Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.

THIRD: The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



L. M. Wilson  
Authorized Person

**FILED AND RECORDED**



OFFICIAL PUBLIC RECORDS



2007072036

November 09, 2007 12 35 28

FEE \$24.00

Mary Ann Daigle, County Clerk  
Galveston County, TEXAS

**RECORDER'S MEMORANDUM**

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blackouts, additions and changes were present at the time the instrument was filed and recorded.

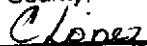
HOU.2711483.1

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:35 AM 07/16/2007  
FILED 10:30 AM 07/16/2007  
SRV 070815569 - 4389157 FILE

**SEAL**

A CERTIFIED COPY **Attested**

Attest: JUL 16 2008  
MARY ANN DAIGLE, County Clerk  
Galveston County, Texas

By  Deputy  
**CAROLINA LOPEZ**



0212280

Book: 475 08/22/2008  
Page: 283 Page 3 of 4



2007072035

3 PGS

## OFFICER'S CERTIFICATE

November 8, 2007

I, Kimberly O Warnica, Assistant Secretary of Pogo Producing Company LLC (formerly known as "PXP Acquisition LLC"), do hereby certify the attached is a true and correct copy of the certificate of formation of "PXP Acquisition LLC"

POGO PRODUCING COMPANY LLC

Kimberly O Warnica  
Assistant Secretary

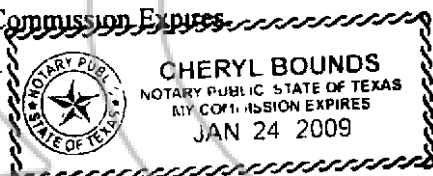
STATE OF TEXAS

COUNTY OF HARRIS

On this the 8TH day of NOVEMBER, 2007 before me, the undersigned officer, personally appeared Kimberly O Warnica known to me (or satisfactorily proven) to be the person whose name is subscribed as Assistant Secretary for POGO PRODUCING COMPANY LLC, and acknowledged that she, being authorized so to do, executed the foregoing instrument as the act of her principal for the purposes therein contained, by signing the name of the respective entities

Notary Public  
State of Texas

My Commission Expires



SWP TO: 0710070-0007

BILL SHAPIRO

**PAID**

**Bill Shapiro**  
Plains Exploration & Production  
1021 Main St.  
Suite 2100  
Houston, TX 77002

A CERTIFIED COPY

Attest: JUL 16 2008  
MARY ANN DAIGLE, County Clerk  
Galveston County, Texas

By Chavez Deputy  
CAROLINA LOPEZ



0212280

Book 475 08/22/2008  
Page 284 Page 4 of 4