

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 "PKP 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



0212280

Book: 475 08/22/2008
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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



A CERTIFIED COPY **Mixed**

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

By Chopez Deputy
CAROLINA LOPEZ



0212280

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



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
Kimberly O Warnica
Assistant Secretary

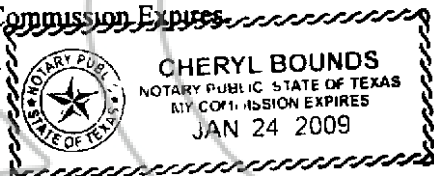
STATE OF TEXAS

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

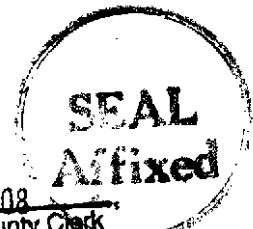
Cheryl Bounds
Notary Public
State of Texas

My Commission Expires



SWP TO: 0719070-0027
BILL SIMON
BEN Pappell
Plains Exploration & Production
1021 Main St.
Suite 2100
Houston, TX 77002

PAID



A CERTIFIED COPY

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

By: Chopez Deputy
CAROLINA LOPEZ



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