

**DOC # 0212281**

08/22/2008

02 08 PM

**Official Record**

Recording requested By  
PLAINS EXPLORATION & PRODUCTION

Eureka County - NV  
Mike Rebaleati - Recorder

Fee: \$42.00

Page 1 of 5

RPTT:

Recorded By: FS

Book- 0475 Page- 0285



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

Recording Requested by:

Name Plains Exploration & Production Co.

Address 5 Greenway Plaza, Ste 2700

City/State/Zip Houston, TX 77046

CERTIFICATE OF MERGER

(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.

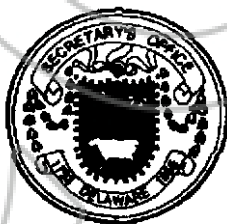
# Delaware

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 AMENDMENT OF "PXP ACQUISITION LLC", CHANGING ITS NAME FROM "PXP ACQUISITION LLC" TO "POGO PRODUCING COMPANY LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF NOVEMBER, A.D. 2007, AT 12:01 O'CLOCK P.M.

4389157 8100  
071203838



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6144247

DATE: 11-08-07

A CERTIFIED COPY

Attest: JUL 17 2008

MARY ANN DAIGLE, County Clerk  
Galveston County, Texas

By *[Signature]* Deputy  
Darryl Howard



0212281

Book 475 08/22/2008  
Page 286 Page 2 of 5

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF FORMATION  
OF  
PXP ACQUISITION LLC**

This Certificate of Amendment to the Certificate of Formation of PXP Acquisition LLC (the "LLC"), dated as of November 8, 2007, is being duly executed and filed by the undersigned, as an authorized person, to amend the Certificate of Formation of the LLC pursuant to Section 18-202 of the Delaware Limited Liability Company Act.

**FIRST:** The name of the limited liability company is PXP Acquisition LLC. The original Certificate of Formation of the LLC was filed with the Secretary of State of the State of Delaware on July 16, 2007.

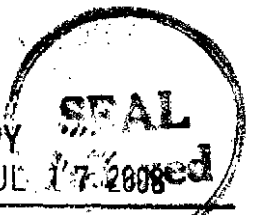
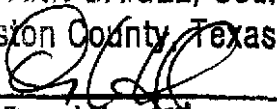
**SECOND:** Article First of the Certificate of Formation of the LLC is hereby amended and restated in its entirety to read as follows:

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

Pogo Producing Company LLC."

[Remainder of page intentionally left blank.]

A CERTIFIED COPY

Attest:  JUL 17 2008  
MARY ANN DAIGLE, County Clerk  
Galveston County, Texas  
By  Deputy  
Darryl Howard

IN WITNESS WHEREOF, the undersigned has exercised, signed and acknowledged this Certificate of Amendment as of the date first above written.

PXP ACQUISITION LLC

By: *[Signature]*  
Name: John F. Wombwell  
Title: Vice President and Secretary

FILED AND RECORDED



OFFICIAL PUBLIC RECORDS

*Mary Ann Daigle*

2007072037

November 09, 2007 12 35 29

FEE: \$25.00

Mary Ann Daigle, County Clerk  
Galveston County, TEXAS

SEAL

A CERTIFIED COPY, Affixed  
Attest: JUL 17 2008

MARY ANN DAIGLE, County Clerk  
Galveston County, Texas

By *[Signature]* Deputy  
Darryl Howard



2007072037

4 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 amendment of "PXP Acquisition LLC", changing its name from "PXP Acquisition LLC" to "Pogo Producing Company 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

Cheryl Bounds  
Notary Public  
State of Texas

My Commission Expires



CHERYL BOUNDS  
NOTARY PUBLIC, STATE OF TEXAS  
MY COMMISSION EXPIRES  
JAN 24 2009

SHIP TO: (713) 770-0027

BILL NUMBER

BH Russell  
Plains Exploration & Production  
1021 Main St.  
Suite 2100  
Houston, TX 77002

A CERTIFIED COPY

Attest: JUL 17 2008

MARY ANN DAIGLE, County Clerk  
Galveston County, Texas

By Deputy  
Darryl Howard



0212281

Book 475 08/22/2008  
Page 289 Page 5 of 5