

DOC # 0212282

08/22/2008

02:12 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- 0290

APN# _____

Recording Requested by:

Name Plains Exploration & Production Co.

Address 5 Greenway Plaza, Suite 2700

City/State/Zip Houston, TX 77046



0212282

CERTIFICATE OF AMENDMENT

(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 MERGER, WHICH MERGES:

"POGO PRODUCING COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "PKP ACQUISITION LLC" UNDER THE NAME OF "PKP ACQUISITION LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF NOVEMBER, A.D. 2007, AT 11:25 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4389157 8100M

071193079



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6135556

DATE: 11-06-07

JUL 16 2008

Ray E. Jones
County



CERTIFICATE OF MERGER

POGO PRODUCING COMPANY
(a Delaware corporation)

WITH AND INTO

PXP ACQUISITION LLC
(a Delaware limited liability company)

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is PXP Acquisition LLC, a Delaware limited liability company, and the name of the corporation being merged into this surviving limited liability company is Pogo Producing Company, a Delaware corporation.

SECOND: The Agreement and Plan of Merger, dated July 17, 2007 ("the Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is PXP Acquisition LLC.

FOURTH: The merger is to become effective on November 6, 2007 at 11:00 a.m., Eastern Standard Time.

FIFTH: The Merger Agreement is on file at 700 Milam Street, Suite 3100, Houston, Texas 77002, the principal place of business of the surviving limited liability company.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

[SIGNATURE PAGE FOLLOWS]

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:25 AM 11/06/2007
FILED 11:25 AM 11/06/2007
SRV 071193079 - 4389157 FILE

A CERTIFIED COPY
Attest: _____
MARY ANN DAIGLE, County Clerk
Galveston County, Texas
By Ray E. Jones Deputy
Ray E. Jones



IN WITNESS WHEREOF, said limited liability company has caused this Certificate to be signed by an authorized person, this the 6th day of November 2007.

FXP ACQUISITION LLC, Delaware
limited liability company

By: *Winston M. Talbert*
Name: Winston M. Talbert
Title: Vice President and Treasurer

FILED AND RECORDED



OFFICIAL PUBLIC RECORDS

Mary Ann Daigle

2007072038

November 09, 2007 12 35 29

FEE \$28 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.

[Signature Page to Certificate of Merger]

A CERTIFIED COPY
Attest: JUL 16 2008
MARY ANN DAIGLE, County Clerk
Galveston County, Texas
By *Ray E. Jones* Deputy
Ray E. Jones





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 merger, which merges "Pogo Producing Company" with and into "PXP Acquisition LLC"

POGO PRODUCING COMPANY LLC

Kimberly O. Warnica
Kimberly O Warnica
Assistant Secretary

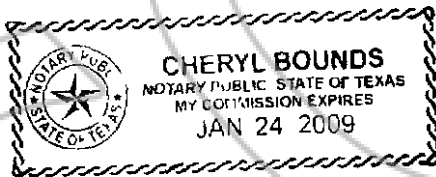
STATE OF TEXAS

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



PAID

SHIP TO: (713) 949-0027 BILL NUMBER
Bill Palmer
Pioneer Exploration & Production
1021 Main St.
Suite 2000
Houston, TX 77002



A CERTIFIED COPY
Attest: JUL 16 2008
MARY ANN DAIGLE, County Clerk
Galveston County, Texas
By Ray E. Jones Deputy
Ray E. Jones