Corporations Section P.O.Box 13697 Austin, Texas 78711-3697



Office of the Secretary of State

## **CERTIFICATE OF CONVERSION**

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

for

HAYES LAND & PRODUCTION COMPANY Filing Number: 155982100

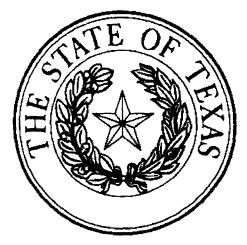
Converting it to

## HAYES LAND & PRODUCTION, L.P. Filing Number: 800496582

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 05/23/2005

Effective: 05/23/2005



Koper Mining

Roger Williams Secretary of State

Oil Conservation Division Case No. 1178 Exhibit No.

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