



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



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

Oil Conservation Division
Case No. 13778
Exhibit No. 2