

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

WHEREAS,

CHESAPEAKE PERMIAN, L.P.

a limited partnership organized under the laws of the State of OKLAHOMA, has filed in the office of the Secretary of State duly authenticated evidence of a merger whereby said limited partnership is the survivor, as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this Certificate evidencing such merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



*Filed in the City of Oklahoma City this
10th day of March, 2004.*

A handwritten signature in cursive script, reading "M. Susan Savage".

Secretary Of State

BEFORE THE
OIL CONSERVATION DIVISION
Case No. 13247 Exhibit No. **2**
Submitted By:
Chesapeake Inc.
Hearing Date: April 15, 2004

FILED - Oklahoma Secretary of State 03/10/2004 15:11

CERTIFICATE OF MERGER

Pursuant to Section 310.1 of the
Oklahoma Revised Uniform Limited Partnership Act

Chesapeake Permian, L.P., as the surviving limited partnership, hereby states and certifies as follows:

1. The name and jurisdiction of formation or organization of the domestic limited partnership and the other business entities which are to merge are:

<u>Name</u>	<u>Jurisdiction of Formation/Organization</u>
Chesapeake Permian, L.P.	Oklahoma
Concho Exploration Inc.	Oklahoma
Concho Resources LP LLC	Oklahoma
Concho Oil & Gas LP	Oklahoma
Concho Resources GP LLC	Oklahoma
Chesapeake Permian Corp.	Delaware

2. An agreement of merger has been approved and executed by Chesapeake Permian, L.P. and each of the other business entities which are to merge.
3. The name of the surviving domestic limited partnership is Chesapeake Permian, L.P.
4. The agreement of merger is on file at the principal place of business of Chesapeake Permian, L.P. at 6100 North Western Avenue, Oklahoma City, Oklahoma 73118.
5. A copy of the agreement of merger will be furnished by Chesapeake Permian, L.P., on request and without cost, to any partner of Chesapeake Permian, L.P. or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, Chesapeake Permian, L.P., as the surviving limited partnership, has caused this Certificate of Merger to be executed by its Sole General Partner this 9th day of March, 2004.

CHESAPEAKE PERMIAN, L.P., an Oklahoma
limited partnership

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OKLAHOMA SECRETARY OF STATE

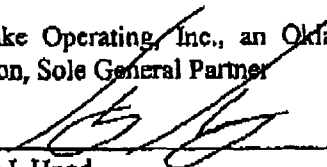


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By Chesapeake Operating, Inc., an Oklahoma
corporation, Sole General Partner

By 
Henry J. Hood,
Senior Vice President - Land and Legal