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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

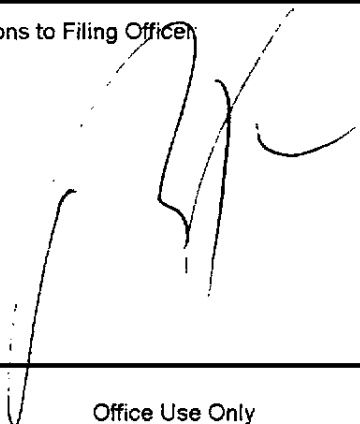
PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
05 DEC -2 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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05 DEC -2 PM 4:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 710733 4348748
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 70.00

FILED
05 DEC -2 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 16, 2005
ORDER TIME : 3:32 PM
ORDER NO. : 710733-020
CUSTOMER NO: 4348748

FOREIGN FILINGS

NAME: RIVERSTONE OPERATING COMPANY,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED
05 DEC -2 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Riverstone Operating Company, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. Pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 14, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Suite 3700, 2001 Bryan Street
Dallas, TX 75201
(Principal office address)

Suite 3700, 2001 Bryan Street, Dallas, TX 75201
(Current mailing address)

8. Any and all lawful business To engage in any act or activity for which corporations may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Deborah D Skipper
(Registered agent's signature)

Deborah D. Skipper, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Rachel Purcell*
(Signature of Director or Officer listed in number 12 of the application)

14. Rachel Purcell, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Riverstone Operating Company, Inc.

List of Officers

Name: Christine Freeland Title: Co-President
Bus. Addr.: 2001 Bryan Street, Suite 3700, Dallas, TX 75201

Name: Terry Danner Title: Co-President
Bus. Addr.: 2001 Bryan Street, Suite 3700, Dallas, TX 75201

Name: Rachel Purcell Title: Vice Pres./Secy./Treas.
Bus. Addr.: 2001 Bryan Street, Suite 3700, Dallas, TX 75201

Name: Cindy McCauley Title: Asst. Treasurer
Bus. Addr.: 2001 Bryan Street, Suite 3700, Dallas, TX 75201

Name: Mitchell Maddox Title: Asst. Secretary
Bus. Addr.: 2001 Bryan Street, Suite 3700, Dallas, TX 75201

Name: Kari Cleaver Title: Asst. Secretary
Bus. Addr.: 2001 Bryan Street, Suite 3700, Dallas, TX 75201

Name: Jeff Edwards Title: Asst. Secretary
Bus. Addr.: 2001 Bryan Street, Suite 3700, Dallas, TX 75201

List of Directors

Name: Christine Freeland Term:
Bus. Addr.: 2001 Bryan Street, Suite 3700, Dallas, TX 75201

Name: Terry Danner Term:
Bus. Addr.: 2001 Bryan Street, Suite 3700, Dallas, TX 75201

Name: Rachel Purcell Term:
Bus. Addr.: 2001 Bryan Street, Suite 3700, Dallas, TX 75201

Delaware

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The First State

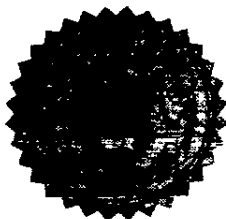
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVERSTONE OPERATING COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIVERSTONE OPERATING COMPANY, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4056289 8300

050936181



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4302423

DATE: 11-16-05