

FILED
In the Office of the
Secretary of State of Texas

CERTIFICATE OF FORMATION
OF A LIMITED PARTNERSHIP

AUG 30 1979

ARBUSTO 79, LTD.

Patrick Price

Attorney, Corporation Division

Pursuant to the provisions of the Texas Uniform Limited Partnership Act, V.A.T.S., Article 6132a, the undersigned persons certify that the statements hereinafter made are contained in or correspond to the provisions of our Agreement of Limited Partnership to be effective when filed by the Secretary of State of the State of Texas.

Subsection (A). The name of the Limited Partnership is Arbusto 79, Ltd.

Subsection (B). The principal business of the Partnership is the drilling for oil, gas, or other minerals located in, on, or under the properties acquired or to be acquired for the benefit of the Partnership. Such business purpose shall include without limitation, the purchase, sale, acquisition, disposition, exploration, development, operation, and production of oil, gas, and minerals and all things incident thereto.

Subsection (C). The location of the principal place of business is Suite 810, Petroleum Building, Midland, Texas, 79701.

Subsection (D). The name and place of residence of each member is:

GENERAL PARTNER

Arbusto Energy, Inc.

Suite 810, Petroleum Building
Midland, Texas 79701

LIMITED PARTNERS

The name and residence address of each Limited Partner is set forth in Schedule I attached hereto.

Subsection (E). The Partnership term shall continue so long as there remains interest in properties acquired by the Partnership which have not been sold, forfeited, abandoned, or otherwise disposed of unless terminated as provided in the Agreement.

Subsection (F). The contribution of each Limited Partner is set forth in Schedule I attached hereto.

Subsection (G). No additional contributions have been agreed to be made by the Limited Partners, except that assessments of the Limited Partners may be requested, pursuant to the terms of the Agreement of Limited Partnership. The total assessments which may be made may not exceed 25 percent of the Initial Partnership Capital (defined as the amount of subscriptions paid into the Partnership by the Limited Partners, not including assessments).

Subsection (H). There is no provision as regards a specific time for the return of contributions of the Limited Partners other than on account of dissolution of the Partnership.

Subsection (I). The share of the profits or the other compensation by way of income which each Limited Partner shall receive by reason of his contribution is the fraction set forth in Schedule I attached hereto of the aggregate Limited Partners' interest in Partnership properties. Limited Partners, in the aggregate, shall be credited with 85 percent of the Partnership income from oil, gas, and other mineral sales and revenues from sale of leases and plant, property, or equipment after recovery of costs. Limited Partners, in the aggregate, shall be credited with 99 percent of revenues from the sale of leases and plant, property, or equipment until recovery of costs. Limited Partners, in the aggregate, shall be credited with all interest income and 85 percent of all other revenue not stated herein.

Subsection (J). The right of a Limited Partner to substitute an assignee as a contributor in his place is not authorized without the consent in writing of the General Partner and all Limited Partners.

Subsection (K). There is no right given to the Partners to admit additional Limited Partners.

Subsection (L). No Limited Partner has any right not otherwise provided by law as to contributions or as to compensation by way of income.

Subsection (M). The Partnership shall be dissolved upon the bankruptcy, insolvency, withdrawal, liquidation, or dissolution of the General Partner.

Subsection (N). No Limited Partner has the right to demand and receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, this Certificate has been duly executed on behalf of the parties hereto on the 27th day of August, 1979.

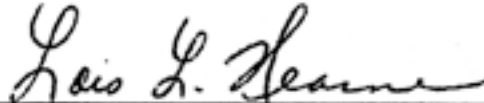
ARBUSTO ENERGY, INC.

By: 

GEORGE W. BUSH, President

GENERAL PARTNER

SWORN TO AND SUBSCRIBED BEFORE ME by said GEORGE W. BUSH, President of Arbusto Energy, Inc., as General Partner, on this 27th day of August, 1979, to certify which witness my hand and seal of office.

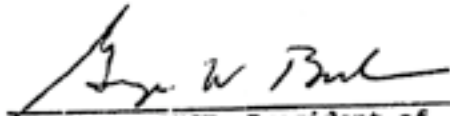


Notary Public in and for Midland
County, Texas

LOIS L. HEARNE

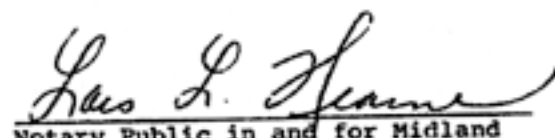
My Commission Expires:
October 31, 1980

IN WITNESS WHEREOF, this Certificate has been duly executed on behalf of all of the Limited Partners listed on Schedule I attached hereto, on this the 27th day of August, 1979.



GEORGE W. BUSH, President of
Arbusto Energy, Inc.
As Agent and Attorney-in-Fact for
each and all of said Limited Partners

SWORN TO AND SUBSCRIBED BEFORE ME by GEORGE W. BUSH, President of Arbusto Energy, Inc., as Agent and Attorney-in-Fact for the Limited Partners, all listed on Schedule I attached hereto, on this 27th day of August, 1979, to certify which witness my hand and seal of office.



Notary Public in and for Midland
County, Texas

LOIS L. HEARNE


My Commission Expires:
October 31, 1980

AFFIDAVIT OF GEORGE W. BUSH

THE STATE OF TEXAS I
 I
COUNTY OF MIDLAND I

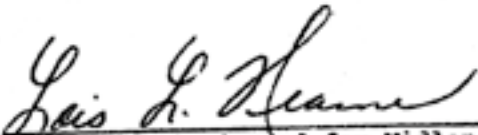
BEFORE ME, the undersigned authority, on this day personally appeared GEORGE W. BUSH, who being by me duly sworn did on his oath depose and say:

I, GEORGE W. BUSH, do hereby affirmatively state that I am the President of Arbusto Energy, Inc. and that each of the parties listed on Schedule I attached hereto has by an instrument in writing, duly signed and acknowledged, constituted and appointed Arbusto Energy, Inc. as his, her or its true and lawful Attorney-in-Fact in his, her or its name, place and stead to execute and acknowledge and file the foregoing Articles of Limited Partnership of Arbusto 79, Ltd., a Texas limited partnership.



GEORGE W. BUSH

SWORN TO AND SUBSCRIBED BEFORE ME this 27th day of August, 1979, to certify which witness my hand and seal of office.



Notary Public in and for Midland
County, Texas
LOIS L. HEARNE

My Commission Expires:
OCTOBER 31, 1980

SCHEDULE I

ARBUSTO 79, LTD.

Limited Partners

<u>Name & Address (Residence)</u>	<u>Contribution</u>	<u>Fractional Interest in Limited Partners' Portion of Partnership Income</u>
O.A.G. 1192 Park Avenue, Apartment 4D New York, NY 10028	\$ 95,000	950/5575
James R. Bath 6 Pine Hill Houston, TX 77019	25,000	250/5575
John D. Macomber 770 Park Avenue New York, NY 10021	23,750	237.5/5575
Dorothy W. Bush 21 Pheasant Lane Greenwich, CT 06830	25,000	250/5575
Walter A. Marting, Jr. 66 Cherry Valley Road Greenwich, CT 06830	25,000	250/5575
Hadlock Associates 10 East 40th Street New York, NY 10016	23,750	237.5/5575
Lewis E. Lehrman 778 Park Avenue New York, NY 10021	47,500	475/5575
William D. Dana, Jr. Sand Spring Lane Morristown, NJ 07960	23,750	237.5/5575
Fitzgerald & Company P. O. Box 1156 Richmond, VA 23209	30,000	300/5575

<u>Name & Address (Residence)</u>	<u>Contribution</u>	<u>Fractional Interest in Limited Partners' Portion of Partnership Income</u>
Paul E. Farren, Jr. Moose Hill Road Guilford, CT 06437	\$ 25,000	250/5575
Eugene A. Schnell 88 Central Park West New York, NY 10023	23,750	237.5/5575
Trainer Wortham Accounts:		
Gleed Thompson 10 Orange Street Nantucket, MA 02554	25,000	250/5575
H. Williamson Ghiskey Grahampton Lane Greenwich, CT 06830	12,500	125/5575
W. Gibson Harris 1400 Ross Building Richmond, VA 23219	25,000	250/5575
W. Gibson Harris, II 47 East 88th Street New York, NY 10028	12,500	125/5575
Gordon D. Browning 9338 Moss Circle Drive Dallas, TX 75243	50,000	500/5575
Frances M. Metcalfe 3001 Racquet Club Drive Midland, TX 79701	25,000	250/5575
Walter Gahagan 8415 Boulder Place Tampa FL 33615	40,000	400/5575

COTTON, BLEDSOE, TIGHE, MORROW & DAWSON

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

SUITE 2000 FIRST NATIONAL BANK BUILDING
MIDLAND, TEXAS 79701

TELEPHONE (915) 684-5782
P. O. BOX 2776 ZIP 79702

WM. H. COTTON
ROBERT C. BLEDSOE
CHARLES L. TIGHE
WM. C. MORROW
ROBERT H. DAWSON
TEVIS NEED
ROBERT R. HUDSON
RICHARD T. McMILLAN
JOHN A. WOODBINE
JAMES C. CONRIGNE
BARRY H. BECK
ALAN H. MEYERS
L. E. BARTER, JR.
LYNN D. DURHAM, JR.
MAK E. WRIGHT

August 24, 1979

The Secretary of State
State Capitol Building
Austin, Texas 78711

Re: Certificate of Formation
for Arbusto 79, Ltd.

Dear Sir:

Enclosed for filing please find a Certificate of
Formation for Arbusto 79, Ltd., along with a check in the
amount of \$2,500 in payment of the filing fee. **359142**

We will appreciate your accepting this Certificate
for filing and returning your letter evidencing its filing to
the undersigned.

If you have any questions or comments prior to accepting
this Certificate for filing, please contact the undersigned or
Richard T. McMillan by collect telephone call to 915/684-5782.

Yours very truly,

COTTON, BLEDSOE, TIGHE, MORROW & DAWSON

Lynn D. Durham, Jr.

LDD/tv
Enclosures

RECEIVED
AUG 27 1979
CASH