

FILED
In the Office of the
Secretary of State of Texas

OCT 09 1979

Lena Salgran

Deputy Director, Corporation Division

AMENDMENT TO CERTIFICATE
OF LIMITED PARTNERSHIP
OF ARBUSTO 79, LTD.

We, the undersigned parties, amend the Certificate of Limited Partnership of Arbusto 79, Ltd., Limited Partnership No. 18158, filed on August 30, 1979, in the Office of the Secretary of State of the State of Texas for the following reason and in the following manner:

There is hereby added to the Certificate a "Subsection (O)" which shall read as follows:

Subsection (O). The Limited Partners may, by the affirmative vote of Limited Partners owning a majority in financial interest of Limited Partners' Capital (defined as the total capital contribution made by all Limited Partners through the payment of subscriptions and assessments, if any), subject to certain exceptions and conditions set forth in the Agreement, exercise the following actions:

- (1) remove the General Partner and substitute a new general partner to operate and carry on the business of the Partnership;
- (2) terminate the Partnership;
- (3) approve or disapprove the sale of all, or substantially all, of the assets of the Partnership;
- (4) amend any article of the Agreement except where specifically prohibited;
- (5) terminate without cause or penalty on not more than 30 days prior written notice, any contract between the Partnership and the General Partner or its Affiliates pursuant to which the Partnership is furnished services, property or material; and
- (6) in the event the Partnership is dissolved on account of the withdrawal of the General Partner, agree to

form a new Limited Partnership provided a new general partner is designated.

IN WITNESS WHEREOF, this Amendment to the Certificate has been duly executed on behalf of the parties hereto on the 3rd day of October, 1979.

ARBUSTO ENERGY, INC.

By George W. Bush
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 3rd day of October, 1979, to certify which witness my hand and seal of office.

My Commission Expires:
October 31, 1980

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

IN WITNESS WHEREOF, this Amendment to the Certificate has been duly executed on behalf of all of the Limited Partners listed on Schedule I attached hereto, on this the 3rd day of October 3, 1979.

George W. Bush
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 3rd day of October, 1979, to certify which witness my hand and seal of office.

My Commission Expires:
October 31, 1980

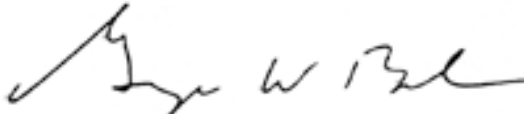
Lois L. Hearne
Notary Public in and for
Midland County, Texas LOIS L. HEARNE

AFFIDAVIT OF GEORGE W. BUSH

THE STATE OF TEXAS)
 :
COUNTY OF MIDLAND)

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:

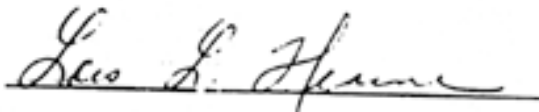
I, GEORGE W. BUSH, do hereby affirmatively state that I am the President of Arbusto Energy, Inc. and that each of the parties listed on Schedule I attached hereto has by an instrument in writing, duly signed and acknowledged, constituted and appointed Arbusto Energy, Inc. as his, her or its true and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



George W. Bush

SWORN TO and SUBSCRIBED before me this 3rd day of October, 1979, to certify which witness my hand and seal of office.

My Commission Expires:
October 31, 1980



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



STATE OF TEXAS
OFFICE OF THE SECRETARY OF STATE
AUSTIN, TEXAS 78711

October 17, 1979

George W. Strake, Jr.
Secretary of State

Lynn D. Durham, Jr.
COTTON, BLEDSOE, TIGHE, ET AL
Ste. 2000, First Natl Bank Bldg.
Midland, TX 79701

RE: AEBUSTO 79, LTD.

(ALPS)

FILE NO.: 18158

FILING DATE: October 9, 1979

This letter will acknowledge receipt for the above named instrument. Since the Texas Uniform Limited Partnership Act does not provide for a certificate of filing, you may use this letter as evidence of the filing in this office.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "William W. Didlake, Jr.", written over a faint, illegible typed name.

William W. Didlake, Jr.
Director
Corporation Division

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, Apt. 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

<u>Name & Address (Residence)</u>	<u>Contribution</u>	<u>Fractional Interest in Limited Partners' Portion of Partnership Income</u>
Fitzgerald & Company P. O. Box 1156 Richmond, VA 23209	\$ 30,000	300/5575
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 Chriskey 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