

LIMITED LIABILITY COMPANY  
CERTIFICATE OF FORMATION

**FILED**  
In the Office of the  
Secretary of State of Texas

SEP 10 2009

**Corporations Section**

1. The name of the filing entity is: NOXXE OIL AND GAS, LLC
2. The filing entity is a limited liability company.
3. The limited liability company is organized for the purpose of the transaction of any or all lawful business for which limited liability companies may be organized in the State of Texas.
4. The period of duration shall be perpetual.
5. The initial registered agent is an individual resident of Texas whose name and business address are as follows:

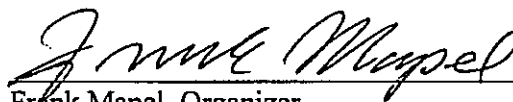
Joseph O. Slovacek  
5847 San Felipe, Suite 2200  
Houston, Texas 77057

The address of the registered office of the limited liability company is the same as the initial registered agent's office address.

6. The name of the organizer is Frank Mapel, and his address is 5847 San Felipe, Suite 2200, Houston, Texas 77057.
7. The limited liability company will have managers. The name and address of the initial manager are as follows:

Steven D. Schaffer  
402 Gingham  
Houston, Texas 77024

DATED: September 10, 2009

  
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Frank Mapel, Organizer