

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

73301

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

AMOCO ENERGY TRADING CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is

AMOCO ENERGY TRADING CORPORATION

SECOND: The name which it elects to use in Rhode Island is

AMOCO ENERGY TRADING CORPORATION

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is November 26, 1985 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, Corporation Trust, 1209 Orange Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903

and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

R.S. Barba (signature)

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To buy, sell and market natural gas and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and permitted under the General Laws of Rhode Island.

Rec'd & Filed JUL 19 1993

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AMTA#29
10/19/75

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attachment	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common	N/A	No par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	N/A	No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 213,310,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,561,480,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0-

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

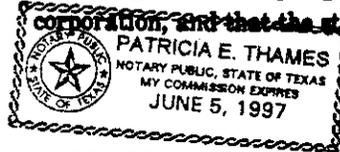
Dated July 6th, 1993

Amoco Energy Trading Corporation
[Exact Corporate Name of Corporation Making Application]

By [Signature] R. K. Stehn
Its XXXX President
and F. T. Kolb F. T. Kolb
Its XXXX Secretary

STATE OF TEXAS }
COUNTY OF HARRIS } Sc.

At HOUSTON in said County on the 6TH day
of JULY 1993, before me personally appeared
F. T. KOLB, who being by me first duly sworn, declared that
he is the SECRETARY of AMOCO ENERGY TRADING CORPORATION,
that he signed the foregoing document as such SECRETARY of the
corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

[Signature]
Notary Public

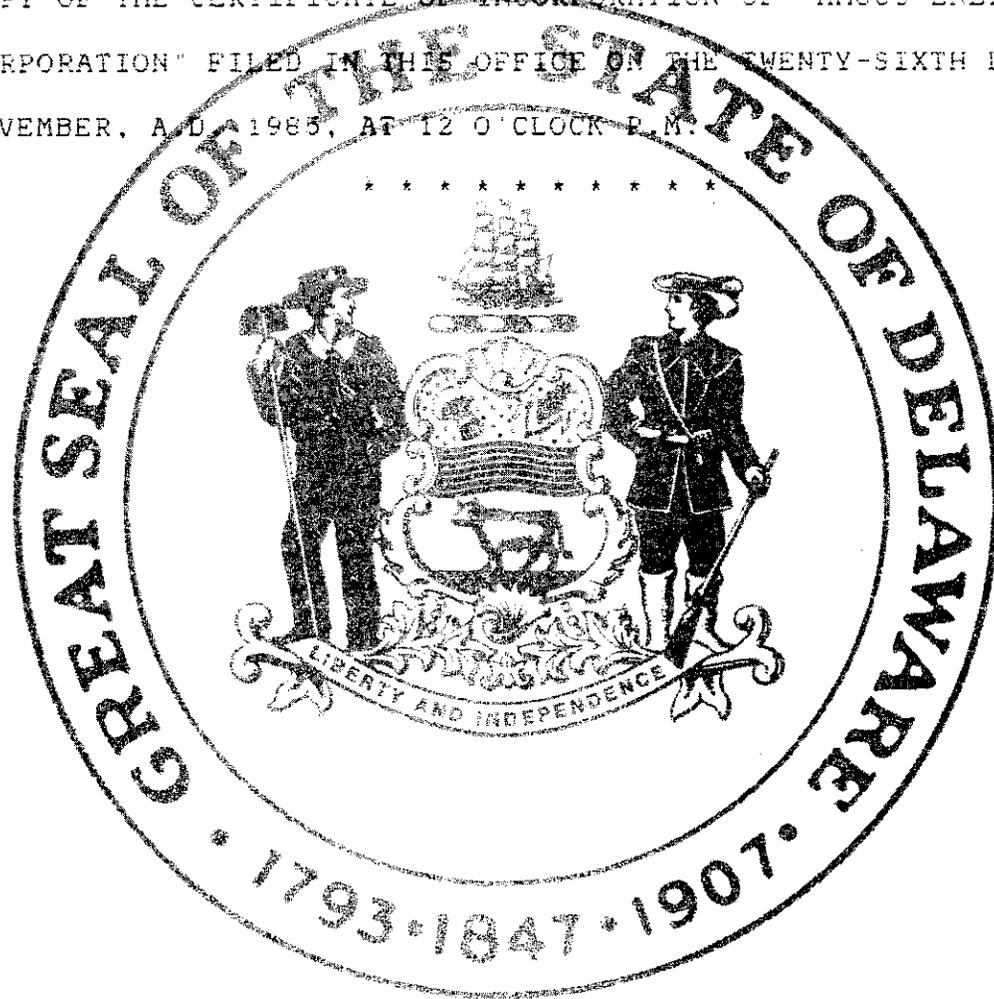
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AMOCO ENERGY TRADING CORPORATION

<u>NAME</u>	<u>TITLE</u>	<u>STREET ADDRESS</u>
R. K. Stehn	President/Director	501 Westlake Park Boulevard Houston, Texas 77079
C. King	Vice President, Natural Gas Services/Director	501 Westlake Park Boulevard Houston, Texas 77079
W. T. Benham	Vice President	501 Westlake Park Boulevard Houston, Texas 77079
D. M. Basinger	Vice President, Natural Gas Supply	501 Westlake Park Boulevard Houston, Texas 77079
J. M. Neff	Vice President, Natural Gas Marketing	501 Westlake Park Boulevard Houston, Texas 77079
D. D. Preston	Treasurer	200 E. Randolph Drive Chicago, Illinois 60601
F. T. Kolb	Secretary/Director	501 Westlake Park Boulevard Houston, Texas 77079
M. S. Haskins	Assistant Secretary	200 E. Randolph Drive Chicago, Illinois 60601
J. L. Siddall	Assistant Secretary	200 E. Randolph Drive Chicago, Illinois 60601
G. M. Wilson	Assistant Secretary	200 E. Randolph Drive Chicago, Illinois 60601
S. D. Ring	Assistant Secretary	501 Westlake Park Boulevard Houston, Texas 77079
K. K. Westall	Assistant Secretary	501 Westlake Park Boulevard Houston, Texas 77079

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMOCO ENERGY TRADING CORPORATION" FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 1985, AT 12 O'CLOCK P.M.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3974732

DATE: 07/14/1993

CERTIFICATE OF INCORPORATION

OF

AMOCO ENERGY TRADING CORPORATION

1. The name of the corporation is:

AMOCO ENERGY TRADING CORPORATION

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) all of such shares shall be without par value.

5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

6. The name and mailing address of the incorporator is:

L. M. Custis
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 26th day of November, 1985.

L. M. Custis
L. M. Custis