

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)



90942

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903-1335

BUSINESS CORPORATION

Corp. I.D. # 74-1250343

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

ASSOCIATED PIPE LINE CONTRACTORS, INC.

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 Associated Pipe Line Contractors, Inc.

SECOND: The name which it elects to use in Rhode Island is Associated Pipe Line Contractors, Inc.

(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 11-28-90 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 1105 No. Market St., Suite 1300, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C.T. Corporation System

Signature

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

The construction of pipelines and related facilities.

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SECRETARY OF STATE
CORPORATIONS DIVISION

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

Name	Office	Address
Paul G. Somerville	Director	3535 Briarpark, Suite 135, Houston, TX 77042
	Director	
	Director	
Owen D. Vanderbilt	President	3535 Briarpark, Suite 135, Houston, TX 77042
Ralph C. Pendarvis	Exec Vice President	3535 Briarpark, Suite 135, Houston, TX 77042
Clyde M. Fowler	V.P. / Secretary	3535 Briarpark, Suite 135, Houston, TX 77042
Clyde M. Fowler	Treasurer	3535 Briarpark, Suite 135, Houston, TX 77042
Marcia Cinq-Mars	Asst. Secretary	3535 Briarpark, Suite 135, Houston, TX 77042
Paul G. Somerville	C.E.O.	3535 Briarpark, Suite 135, Houston, TX 77042

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
20,000	Common	--	\$10.00

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
20,000	Common	--	\$10.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 10,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 25,000,000

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.

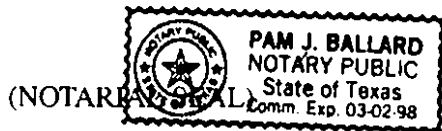
Dated 5-30, 19 96

Associated Pipe Line Contractors, Inc.
[Exact Corporate Name of corporation Making Application]

By Ralph C. Pendarvis
Ralph C. Pendarvis
Its Exec. Vice President
and Clyde M. Fowler
Clyde M. Fowler
Its Secretary

STATE OF Texas }
COUNTY OF Harris } Sc.

AT Houston, Texas in said County on the 30th day
of May 19 96, before me personally appeared
Ralph C. Pendarvis, who being by me first duly sworn, declared that
he/she is the Exec. Vice President of Associated Pipe Line Contractors, Inc.
that he/she signed the foregoing document as such Exec. Vice President of the
corporation, and that the statements therein contained are true.



Pam J. Ballard
Notary Public

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASSOCIATED PIPE LINE CONTRACTORS, 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 NINETEENTH DAY OF MARCH, A.D. 1996.



FILED

JUN 03 1996

By _____



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

03-19-96