

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

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. # 98848

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

FINA NATURAL GAS COMPANY

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 FINA NATURAL GAS COMPANY

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

(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 June 19, 1990 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 1209 ORANGE STREET, WILMINGTON, Delaware 19801

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

C T CORPORATION SYSTEM

Deborah A. Carr
Signature

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

TO MARKET AND TRANSPORT NATURAL GAS. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

FILED

JAN 26 1998

By CCT/63
1/18/98

JAN 21 3 11 PM '98
RECEIVED
CORPORATIONS DIV
SECRETARY OF STATE

JAN 27 11 01 AM '98
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CORPORATIONS DIV

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached list of directors	Director
	Director
	Director
	
	
See attached list of officers	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>
100	COMMON	(No series)	\$1.00

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:

<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	(NO series)	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 0

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 \$ 0

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 April 24, 19 97

FINA NATURAL GAS COMPANY
[Exact Corporate Name of Corporation Making Application]

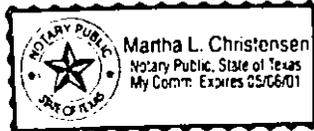
By Richard C. Lindley
Richard C. Lindley
Its President
and Linda Middleton
Linda Middleton
Its Secretary

STATE OF Texas } Sc.
COUNTY OF DALLAS

At DALLAS in said County on the 24th day
of April 19 97, before me personally appeared
Richard C. Lindley, who being by me first duly sworn, declared that
he/she is the President of FINA NATURAL GAS COMPANY,
that he/she signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Martha L. Christensen
Notary Public

(NOTARIAL SEAL)



4/16/97

FINA NATURAL GAS COMPANY

OFFICERS

Richard C. Lindley, Chairman of the Board and President,
S/S 440-42-2203
8350 N. Central Expressway, Dallas, TX 75206

Cullen M. Godfrey, Vice Pres. & Gen. Counsel, S/S No. 453-70-7336
8350 N. Central Expressway, Dallas, TX 75206

Byron T. Gannaway, Vice President - Marketing, SS 452-21-6354
8350 N. Central Expressway, Dallas, TX 75206

Ralph R. Rhodes, Vice President, SS 429-06-8730
8350 N. Central Expressway, Dallas, TX 75206

Steven D. Foster, Controller, SS 464-78-7166
8350 N. Central Expressway, Dallas, TX 75206

Yves Bercy, Treasurer, S/S 629-36-6626
8350 N. Central Expressway, Dallas, TX 75206

Linda Middleton, Secretary, S/S No. 492-56-6303
8350 N. Central Expressway, Dallas, TX 75206

DIRECTORS

Richard C. Lindley, Chairman, SS 440-42-2203
8350 N. Central Expressway, Dallas, TX 75206

Yves Bercy, Director, S/S 629-36-6626
8350 N. Central Expressway, Dallas, TX 75206

H. Patrick Jack, Director, SS 252-76-4422
8350 N. Central Expressway, Dallas, TX 75206

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, 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 "FINA NATURAL GAS COMPANY", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JUNE, A.D. 1990, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8880831

DATE:

01-23-98