

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

U.S. PIPELINE, INC.

File number C 106347

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of U.S. PIPELINE, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to U.S. PIPELINE, INC. to transact business in this State under the name U.S. PIPELINE, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 16, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lonya Herold*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
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To the Secretary of State of Idaho STATE

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is U.S. PIPELINE, INC.
2. The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is January 12, 1994 and the period of its duration is Perpetual
5. 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
6. The address to which correspondence should be addressed, if different from that in item 5. 363 N. Sam Houston Parkway, E., Suite 300, Houston, Texas 77060
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
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 Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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19940516 0900 80425 2
CX #: 20499 CUST# 20461
CORP 10 120.00= 120.00

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 5/10/94

U.S. PIPELINE, INC.

(Corporation Name)

By C. S. Hardwick Jr.
C. S. Hardwick, Jr. Its President/Vice President (please specify)
and Doris M. Nunnery
Doris M. Nunnery Its Secretary/Assistant Secretary (please specify)

STATE OF Texas)
COUNTY OF Harris) ss:

I, Patricia S. Farmer, a notary public, do hereby certify that on this 10th day of May, 19 94, personally appeared before me Doris M. Nunnery, who being by me first duly sworn, declared that (s)he is the Assistant Secretary of U.S. PIPELINE, INC.

U.S. PIPELINE, INC.

that (s)he signed the foregoing documents as Assistant Secretary of the corporation and that the statements therein contained are true.



IDaho SECRETARY OF STATE
19940516 0900 80425 2
CK #: 20499 CUST# 20461
CORP 1# 120.00= 120.00

Patricia S. Farmer
Notary Public

**OFFICERS AND DIRECTORS
OF
U.S. PIPELINE, INC.**

Date Appointed: February 1, 1994

<p>C. S. Hardwick, Jr. - President S.S.# 435-66-2609</p> <p>Work: 363 N. Sam Houston Parkway E., Suite 300 Houston, Texas 77060</p> <p>Residence: 16227 Salmon Lane Spring, Texas 77379</p>	<p>Bobby A. Crotts - Executive Vice President S.S. # 408-82-0559</p> <p>Work: 363 N. Sam Houston Parkway E., Suite 300 Houston, Texas 77060</p> <p>Residence: 10806 Meadow Lake Houston, Texas 77042</p>
<p>Doris M. Nunnery - Vice President/Assistant Secretary S.S.# 453-74-0617</p> <p>Work: 363 N. Sam Houston Parkway E., Suite 300 Houston, Texas 77060</p> <p>Residence: 6403 Milfoil Lane Houston, Texas 77083</p>	<p>Robert G. Dittmer - Vice President/ Secretary/Director S.S. # 612-984-088</p> <p>Work: 335-8th Avenue S.W. Suite 1900 Calgary, Alberta T2P 1C9</p> <p>Residence: 78 Sunset Way S.E. Calgary, Alberta T2X 3C1</p>
<p>Donald J. McLeod - Assistant Secretary S.S.# 622-598-555</p> <p>Work: 335-8th Avenue S.W. Suite 1900 Calgary, Alberta T2P 1C9</p> <p>Residence: 760 Coach Bluff Crescent S.W. Calgary, Alberta T3H 1A8</p>	<p>Alexander Taylor - Director S.S.# 225-307-198</p> <p>Work: 2233 Argentia Road, Suite 400 Mississauga, Ontario L5N 2X7</p> <p>Residence: 2026 Mississauga Road Mississauga, Ontario L5H 2K6</p>
<p>F. Dennis McCarthy - Director S.S.# 607-487-709</p> <p>Work: 7708 Wagner Road Edmonton, Alberta T6E 5B2</p> <p>Residence: 4104 - 106B Avenue Edmonton, Alberta T6A 1K8</p>	<p>Terrance F. Ward - Director S.S. # 700-749-500</p> <p>Work: 7708 Wagner Road Edmonton, Alberta T6E 5B2</p> <p>Residence: 44 Apache Crescent Leduc, Alberta T9E 1P8</p>

Office of the Secretary of State

RECEIVED
SEC. OF STATE

34 MAY 16 1994

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. PIPELINE, 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 ELEVENTH DAY OF MAY, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

*William T. Quillen*

William T. Quillen, Secretary of State

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AUTHENTICATION:

7116192

DATE:

05-11-94