

State of Idaho

Department of State

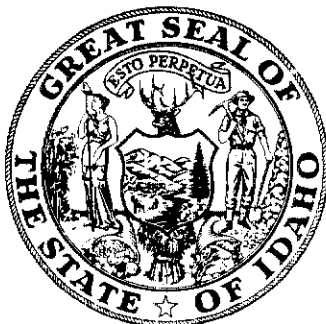
CERTIFICATE OF WITHDRAWAL OF

TENNESSEE GAS MARKETING COMPANY
File Number C 80349

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TENNESSEE GAS MARKETING COMPANY for a Certificate of Withdrawal from this State, duly executed 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: October 10, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Alice Hedley

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)



97 OCT 10 AM 9:42
SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, **Idaho Code**, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is Tennessee Gas Marketing Company

The name which it used in Idaho is _____

2. It is incorporated under the laws of Delaware

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.

6. The post office address to which process against the corporation may be mailed is _____

1001 Louisiana Street, Houston, Texas 77002

7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

By Kelly J. Jameson

Kelly J. Jameson

Its Assistant Secretary

(specify capacity of signer)

Customer Acct #:

(If using pre-paid account)

IDAHO SECRETARY OF STATE
Secretary of State use only

10/10/1997 09:00
CK: 110024381 CT: 69886 BH: 46864

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C 80349

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