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FOREIGN LIMITED PARTNERSHIP

KINDER MORGAN OPERATING L.P. "C"

Certificate of Status	0
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Page Count	05
Estimated Charge	\$1,785.00

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B03-439
OR

H03000340204 3

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Kinder Morgan Operating L.P. "C"
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. August 26, 1997
(State of Formation) (Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street
(Street Address of Registered Office)
- Tallahassee Florida 32301
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Corporation Service Company
By: [Signature]
(Agent must sign on this line)
8. 500 Dallas Street, Suite 1000
Houston, TX 77002
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
Kinder Morgan G.P., Inc. 500 Dallas St., Ste. 1000, Houston, TX 77002
F03-6330
10. Kinder Morgan - 500 Dallas St., Ste. 1000, Houston, TX 77002
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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H03000340204 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000340204 3

12, 500 Dallas Street, Suite 1000

Houston, TX 77002

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 19th day of December, 2003
By Joseph Listengart, Vice President
By Kinder Morgan G.P., Inc.
By Kinder Morgan Management, LLC, the delegate of the general partner
General Partner

STATE OF TexasCOUNTY OF HarrisOn this 19th day of December, 2003Joseph Listengart, personally appeared before me,☒ who is personally known to me☐ whose identity I proved on the basis of _____SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Shellie Bonin
(Notary Public Signature)

Shellie Bonin
(Notary's Printed Name)

My Commission Expires: Sept. 25, 2004

H03000340204 3

R03000340204 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

By Kinder Morgan G.P., Inc.

BEFORE ME the undersigned personally appeared of Kinder Morgan Management, LLC, the delegate ofBy Joseph Listengart, Vice President
a general partner of Kinder Morgan Operating L.P. "C", a (an) Delaware

limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

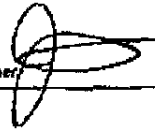
1. The amount of capital contributions of the limited partners is \$ 106,159,471.19
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 15,679,784.00

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 19th day of December, 2003.

By Joseph Listengart, Vice President

By Kinder Morgan G.P., Inc.

By Kinder Morgan Management, LLC, the delegate of the general partnerGeneral PartnerSTATE OF TexasCOUNTY OF HarrisOn this 19th day of December, 2003,Joseph Listengart, personally appeared before me,☒ who is personally known to me☐ whose identity I proved on the basis of _____Shellie Bonin
(Notary Public Signature)Shellie Bonin
(Notary's Printed Name)Seal My Commission Expires: Sept. 25, 2004SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

H03000340204 3

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KINDER MORGAN OPERATING L.P. "C" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KINDER MORGAN OPERATING L.P. "C" WAS FORMED ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

03 DEC 22 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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030825963

AUTHENTICATION: 2829786

DATE: 12-22-03

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