

CT CORPORATION

F02000001555

CORPORATION(S) NAME

Marsh Resources, Inc.

FILED
02 APR 29 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

(Handwritten signature)

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

3/29/02

Order#: 5229038

BK

Ref#: _____ kf

Amount: \$ _____

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TALLAHASSEE, FLORIDA
APR 29 PM 11:32

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*****70.00 *****70.00

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

FILED
MAR 28 PM 7:30
TALLAHASSEE, FLORIDA

1. Marsh Resources, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 76-0534481
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/27/1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2800 Post Oak Blvd., Houston, TX 77056
(Principal office address)

same
(Current mailing address)

8. Wetlands mitigation banking and to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)


Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
(Registered agent's signature) John J. Linnihan, Asst.VP

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

SEE ATTACHMENT

President: SEE ATTACHMENT

Address: One Williams Center
Tulsa, OK 74172

Vice President: _____

Address: _____

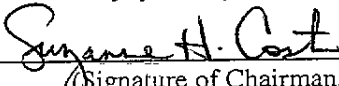
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Suzanne H. Costin, Secretary
(Typed or printed name and capacity of person signing application)

Directors / Officers Report

As of 3/26/2002

Marsh Resources, Inc.

Directors

P. David Dean

Director

Primary Address: 2800 Post Oak Blvd
Houston, TX 77024

Frank J. Ferazzi

Director

Primary Address: 2800 Post Oak Blvd.
Houston, TX 77056

Gary D. Lauderdale

Director

Primary Address: 2800 Post Oak Blvd
Houston, TX 77056

J. Douglas Whisenant

Director

Primary Address: 2800 Post Oak Blvd.
Houston, Texas 77056

Officers

James P. Avioli

**Vice President, Assistant Secretary & Assistant
Treasurer**

Primary Address: 2800 Post Oak Blvd.
Houston, TX 77056

Nick A. Bacile

**Vice President, Treasurer, Controller & Assistant
Secretary**

Primary Address: 2800 Post Oak Blvd.
Houston, TX 77056

Allison G Bridges

Vice President

Primary Address: 2800 Post Oak Blvd
Houston, TX 77056

William R. Burton

**Senior Vice President, Assistant Secretary &
Assistant Treasurer**

Primary Address: 2800 Post Oak Blvd
Houston, TX 77056

Randall R. Conklin

**Vice President, General Counsel & Assistant
Secretary**

Primary Address: 2800 Post Oak Blvd.
Houston, TX 77056

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TALLAHASSEE, FLORIDA

Directors / Officers Report

As of 3/26/2002

Marsh Resources, Inc.

Suzanne H. Costin	Secretary
Primary Address: One Williams Center Tulsa, OK 74172	
P. David Dean	Vice President, Assistant Secretary & Assistant Treasurer
Primary Address: 2800 Post Oak Blvd. Houston, TX 77056	
Frank J. Ferazzi	Vice President, Assistant Secretary & Assistant Treasurer
Primary Address: 2800 Post Oak Blvd. Houston, TX 77056	
David A. Glenn	Assistant Secretary
Primary Address: 2800 Post Oak Blvd. Houston, TX 77056	
Mark W. Husband	Assistant Treasurer
Primary Address: One Williams Center Tulsa, OK 74172	
James G. Ivey	Assistant Treasurer
Primary Address: One Williams Center Tulsa, OK 74172	
Gary D. Lauderdale	President
Primary Address: 2800 Post Oak Blvd Houston, TX 77056	
Jack D. McCarthy	Vice President, Assistant Secretary & Assistant Treasurer
Primary Address: One Williams Center Tulsa, OK 74172	
Ronald M. Mucci	Senior Vice President, Assistant Secretary & Assistant Treasurer
Primary Address: 295 Chipeta Way Salt Lake City, UT 84108	

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TALLAHASSEE FLORIDA

Delaware

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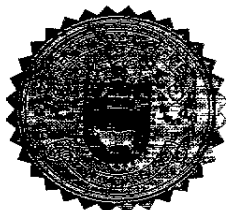
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARSH RESOURCES, 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 TWENTY-EIGHTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

FILED
02 MAR 29 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2733781 8300

AUTHENTICATION: 1694626

020204861

DATE: 03-28-02