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February 22, 1995

U.S. Pipeline, Inc.

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: U.S. PIPELINE, INC.
Order #: 256354

Counsel: Legal Department
U.S. Pipeline, Inc.

Gentlemen:

As requested by counsel, we enclose for filing Application for Certificate of Authority on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-324-0754.

Very truly yours,

Dana J. Blankenship
Customer Specialist

DJB/sc

Enclosure(s)

Special Instructions:

RECEIVED
FEB 24 1995
TALLAHASSEE, FL

**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

1. U.S. PIPELINE, INC.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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
(State or country under the law of which it is incorporated)

3. January 12, 1994 4. Perpetual
(Date of Incorporation) (Duration)

5. 75-0426690
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 363 N. Sam Houston Parkway E., Suite 300, Houston, Texas 77060
(Current mailing address)

8. Pipeline construction and related facilities.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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OF FLORIDA
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B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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.

Registered agent's signature: _____

C T Corporation System

(Officer)

Kirk Hood, Asst. Secy.

(Typed Name and Title of Officer)

12. 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.

13. C. S. Hardwick, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. C. S. Hardwick, Jr., President

(Name and capacity of person signing application)

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

Date Appointed: February 1, 1994

C. S. Hardwick, Jr. - President/Director
S.S.# 433-66-2609

Work:
363 N. Sam Houston Parkway E., Suite 300
Houston, Texas 77060

Residence:
16227 Salmon Lane
Spring, Texas 77379

Bobby A. Crotts - Executive Vice President/Director
S.S. # 408-82-0539

Work:
363 N. Sam Houston Parkway E., Suite 300
Houston, Texas 77060

Residence:
10806 Meadow Lake
Houston, Texas 77042

Doris M. Nunery - Vice President/Assistant
Secretary
S.S.# 453-74-0617

Work:
363 N. Sam Houston Parkway E., Suite 300
Houston, Texas 77060

Residence:
15510 Banty Falls Court
Houston, Texas 77068

Robert G. Dittmer - Vice President/
Secretary/Director
S.S. # 612-984-088

Work:
335-8th Avenue S.W.
Suite 1900
Calgary, Alberta T2P 1C9

Residence:
78 Sunset Way S.E.
Calgary, Alberta T2X 3C1

Donald J. McLeod - Assistant Secretary
S.S.# 622-598-555

Work:
335-8th Avenue S.W.
Suite 1900
Calgary, Alberta T2P 1C9

Residence:
760 Coach Bluff Crescent S.W.
Calgary, Alberta T3H 1A8

Alexander Taylor - Director
S.S.# 225-307-198

Work:
2233 Argentinia Road, Suite 400
Mississauga, Ontario L5N 2X7

Residence:
2026 Mississauga Road
Mississauga, Ontario L5H 2K6

F. Dennis McCarthy - Director
S.S.# 607-487-709

Work:
7708 Wagner Road
Edmonton, Alberta T6E 5R2

Residence:
4104 - 106B Avenue
Edmonton, Alberta T6A 1K8

Terrance F. Ward - Director
S.S. # 700-749-500

Work:
7708 Wagner Road
Edmonton, Alberta T6E 5B2

Residence:
44 Apache Crescent
Leduc, Alberta T9E 1P8

FILED
STATE
OF
TEXAS
JAN 13 1994
CLERK OF COURT
JAN 13 1994
CLERK OF COURT

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, 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 SIXTEENTH DAY OF FEBRUARY, A.D. 1995.

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



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FEB 16 1995
OFFICE OF THE
SECRETARY OF STATE
DELAWARE