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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
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August 21, 2000

Florida Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-08/23/00--01063--018  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Withdrawal - South Georgia Natural Gas Company (Delaware)

Ladies and Gentlemen:

Due to the merger of South Georgia Natural Gas Company, a Delaware corporation, with and into Southern Natural Gas Company, a Delaware corporation, enclosed are the following documents:

- Two copies of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida;
- Check number 002056283 in the amount of \$43.75 (\$35.00 for the filing fee and \$8.75 for one certified copy of the withdrawal acceptance); and
- One Certified copy of the Certificate of Merger certified by the Secretary of State of the State of Delaware.

Please accept the Application for Withdrawal as soon as applicable and return to my attention at the address below one certified copy of the acceptance.

Thank you very much for your prompt attention to this request. Should you have any questions, please call me at 800-633-8570.

Very truly yours,

*Gina LaMaster*

Gina H. LaMaster  
Authorized Person

Enclosures

*Withdr.*

**SOUTHERN  
NATURAL GAS**  
an El Paso Energy company

Southern Natural Gas Company  
P. O. Box 2563  
Birmingham, Alabama 35202-2563

V. SHEPARD SEP 6 2000

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

SOUTH GEORGIA NATURAL GAS COMPANY  
(Name of Corporation)

DELAWARE  
(Incorporated Under Laws Of)

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This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Legal Department, 1001 Louisiana Street  
(Mailing Address)

Houston, TX 77002  
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Norman G. Holmes Vice President  
Signature of the chairman or vice chairman of the board, Title  
president, or any officer.

Norman G. Holmes August 15, 2000  
Typed or printed name Date