

B95000000370

MILLING, BENSON, WOODWARD, HILLYER, PIERSON & MILLER

A PARTNERSHIP INCLUDING PROFESSIONAL LAW CORPORATIONS

ATTORNEYS AT LAW

SUITE TWENTY-THREE HUNDRED

900 POYDRAS STREET

NEW ORLEANS 70112-1017

KATHERINE GOLDMAN
A PROFESSIONAL LAW CORPORATION
(504) 569-7350

TELEPHONE (504) 569-7000
FAX (504) 569-7001
MC1 MAIL "MILLING"
ABA NET 15050
CABLE "MILLING"
TELEX 984211

LAFAYETTE OFFICE
101 LA RUE FRANCE, SUITE 200
LAFAYETTE, LOUISIANA 70508
TELEPHONE (337) 237-3920
FAX (337) 233-4957

October 10, 1995

8000001616346
-10/23/95--01016--003
*****35.00 *****35.00

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Capitol Building
P. O. Box 6327
Tallahassee, FL 32314

000001608080
-10/12/95--01010--016
*****52.50 *****52.50

Re: LL&E Petroleum Resources Marketing, Limited Partnership

Dear Sir:

Enclosed please find:

1. Duplicate fully executed Applications for Registration of Foreign Limited Partnership to Transact Business in Florida,
2. Louisiana Secretary of State Certificate of Registration
3. A true copy of a Power of Attorney appointing Bob G. Fullen as the agent and attorney-in-fact for The Louisiana Land and Exploration Company, the Managing General Partner of LL&E Petroleum Resources Marketing, Limited Partnership.
4. We have previously reserved this name and enclosed is a copy of Florida Department of State confirmation letter reserving the name LL&E Petroleum Resources Marketing, Limited Partnership.
5. This firm's check in the amount of \$52.50 to cover the registration fee.

I would appreciate it if you would register this partnership in the State of Florida and return to me a certificate of registration in the enclosed pre-paid Federal Express envelope. Anything you can do to expedite would be greatly appreciated.

10/20/95

~~100000~~

~~100000~~

~~195000020640~~

~~855, 535~~

RA \$35.00

SECRET
TALLAHASSEE, FLORIDA

1995 OCT 20 PM 12:59

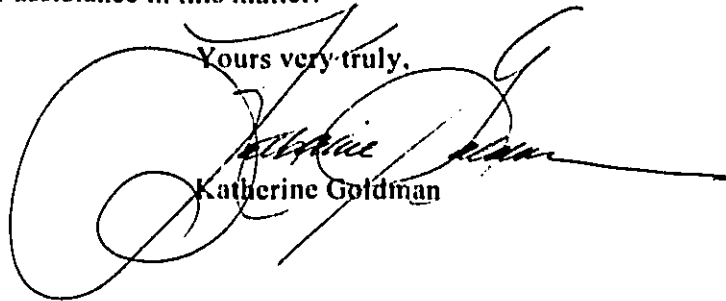
FILED

MILLING, BENSON, WOODWARD, HILLYER, PIERSON & MILLER

October 10, 1995
Page 2

Thank you for your assistance in this matter.

Yours very truly,

A large, stylized handwritten signature in black ink, appearing to read 'Katherine Goldman', is written over the typed name. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

fms/88523
Enclosure

cc: Mr. Bob Fullen
Mr. Paul Wichers
Mr. Charlie Thompson
Mr. Bill Collins
Ms. Sylvia Bonin

MILLING, BENSON, WOODWARD, HILLYER, PIERSON & MILLER

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LAFAYETTE OFFICE
101 LA RUE FRANCE, SUITE 200
LAFAYETTE, LOUISIANA 70508
TELEPHONE (337) 232-3920
FAX (337) 233-4967

August 25, 1995

Florida Secretary of State
Capitol Building
Tallahassee, FL 32399-0250

RE: Reservation of LL&E Petroleum Resources Marketing, L.P.

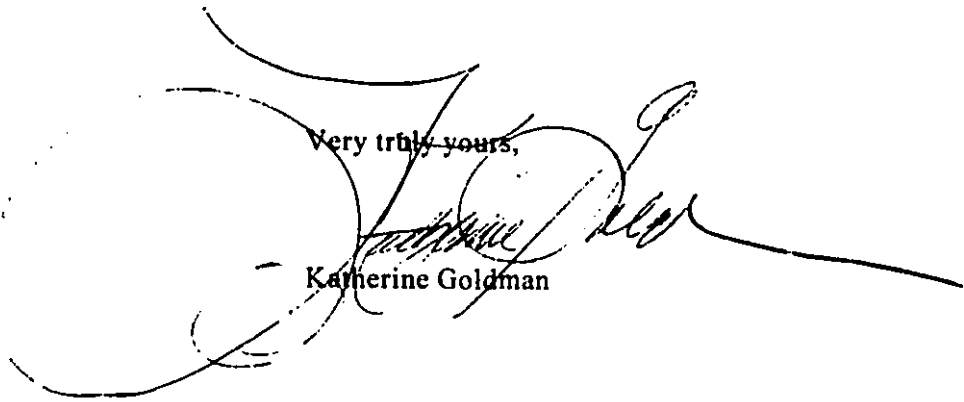
Dear Sir:

Enclosed please find our check in the amount of \$35.00 to make a name reservation for a to be formed and qualified Louisiana Limited Partnership in the name of **LL&E Petroleum Resources Marketing, L.P.**, c/o Mr. William Collins, The Louisiana Land and Exploration Company, 909 Poydras Street, Suite 3600, New Orleans, LA 70112, Telephone Number: 504-566-6712.

If you need any additional confirmation or if there is any problem reserving this name, please let me know immediately. Otherwise, I'd appreciate your confirming the name and the period of time the reservation is effective by return mail in the enclosed stamped self-addressed envelope.

Thank you.

Very truly yours,


Katherine Goldman

KG/dac/86372

Enclosure

cc: William Collins, Esq.
Mr. Bob Fullen



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 13, 1995

KATHERINE GOLDMAN
MILLING, BENSON, WOODWARD, HILLYER, ET A
909 POYDRAS ST., SUITE 2300
NEW ORLEANS, LA 70112

The name LL&E PETROLEUM RESOURCES MARKETING, LIMITED PARTNERSHIP has been reserved for 120 days beginning September 13, 1995. The reservation number is R95000004136 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 695A00042124



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 17, 1995

KATHERINE GOLDMAN
MILLING, BENSON, WOODWARD, HILLYER
909 POYDRAS ST., STE. 2300
NEW ORLEANS, LA 70112-1017

SUBJECT: LL&E PETROLEUM RESOURCES MARKETING, LIMITED
PARTNERSHIP
Ref. Number: W95000020640

We have received your document for LL&E PETROLEUM RESOURCES MARKETING, LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

There is a fee of \$35.00 due.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy	\$52.50
(15 pages or less, \$1 for each additional page after initial 15 pages)	
Registered Agent/Office Change	\$35
Name Reservation	
(120 days nonrenewable)	\$35
Amendment	
(other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions	
\$7 per \$1000 on increase only	
(\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report	
\$7 per \$1000 of invested capital	

(**\$52.50 minimum - \$437.50 maximum**)
plus Supplemental Fee of \$138.75
Reinstatement
(**\$500 for each year or part thereof the**
partnership was revoked plus the delinquent
annual report fees)

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 695A00046748

MILLING, BENSON, WOODWARD, HILLYER, PIERSON & MILLER

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LAFAYETTE OFFICE
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TELEPHONE (318) 232-3929
FAX (318) 233-4957

October 19, 1995

FEDERAL EXPRESS

Florida Secretary of State
Department of State
Division of Corporations
409 East Games Street
Tallahassee, FL 32399

Attention Ms. Ava Watson

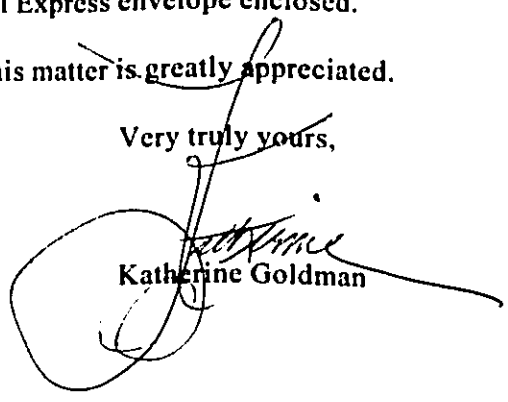
**RE: LL&E Petroleum Resources Marketing, Limited Partnership
Ref. No. W95000020640**

Dear Ms. Watson:

Per your letter of October 17, 1995 (copy enclosed), enclosed is the \$35.00 Registered Agent Designation Fee. I would greatly appreciate it if you would return Florida Certificate of Qualification in the pre-paid Federal Express envelope enclosed.

Your expeditious handling of this matter is greatly appreciated.

Very truly yours,


Katherine Goldman

KG/dac/90950

Enclosure

cc: William Collins, Esq.
Mr. Bob Fullen

POWER OF ATTORNEY

KNOW ALL MEN by these presents that The Louisiana Land and Exploration Company, a Maryland corporation (the "Company"), hereby appoints Bob G. Fullen as the Company's agent and attorney-in-fact, to act in the name, place and stead of the Company and its president or secretary or both (each being an "Officer"), in any way in which and as fully as the Company or such Officer is not prohibited by law, the Company's Certificate of Incorporation and the Company's By-Laws to act by or through an agent or attorney-in-fact, to do any of the following on behalf of the Company in its capacity of Managing General Partner of LL&E Petroleum Resources Marketing, Limited Partnership:

- (a) to negotiate, make and execute contracts for the sale, purchase, exchange, acquisition, trade, processing, refining, fractionation, transportation and storage of crude oil and other liquid or liquefiable substances, or any product refined, processed, extracted or produced therefrom; and
- (b) to execute and file forms, affidavits, declarations, requests for extension, compromises, applications and other instruments to comply with the rules, regulations and orders of any federal or state regulatory agency; and
- (c) to make, execute, sign, seal, acknowledge, deliver and file in the name and on behalf of the Company any such contract or agreement necessary to accomplish any of the foregoing, and to cause any such instrument to be filed or recorded with any federal, state or local authority.

The Company hereby ratifies and confirms all actions and failures to act that said agent and attorney-in-fact shall take or fail to take by virtue of the Power of Attorney.

IN WITNESS WHEREOF, The Louisiana Land and Exploration Company has caused this Power of Attorney to be duly and validly executed, and its corporate seal to be hereunto affixed and attested, on this 19th day of September, 1995.

THE LOUISIANA LAND AND EXPLORATION COMPANY

By: H. Leighton Steward
H. Leighton Steward
Chairman, Chief Executive Officer and President

Attest:

Frederick J. Flaeger II
Secretary

187737

A TRUE COPY

NOTARY PUBLIC

September 25, 1995

STATE OF LOUISIANA)
)
PARISH OF ORLEANS)

On the 19th day of September, 1995, before me personally came **H. LEIGHTON STEWARD** and **FREDERICK J. PLAEGER II**, each known personally to me, who, being first duly sworn upon their respective oaths, did depose and say that they are the **CHAIRMAN, CHIEF EXECUTIVE OFFICER AND PRESIDENT**, and the **SECRETARY**, respectively, of **THE LOUISIANA LAND AND EXPLORATION COMPANY**, and that they each signed their name hereunto by the authority of the Board of Directors of said corporation.


NOTARY PUBLIC

/87737

Sandra B. Morham, Secretary of State

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

1. LL&E Petroleum Resources Marketing, Limited Partnership B95000000370
(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. Louisiana 4. September 21, 1995
(State of Formation) (Date of Formation)

5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

E. Wayne Patterson E. Wayne Patterson,
Assistant Vice President
(Agent must sign on this line)

8. 909 Poydras Street, Suite 3600, New Orleans, LA 70112-1012
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

SPECIFIC ADDRESS

The Louisiana Land and Exploration Company, Managing General Partner
909 Poydras Street, Suite 3600, New Orleans, LA 70112-1012

10. 909 Poydras Street, Suite 3600, New Orleans, LA 70112-1012

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

FILED
1995 OCT 20 PM 12:59
TALLAHASSEE, FLORIDA

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 cancelled or withdrawn.

12. 909 Poydras Street, Suite 3600, New Orleans, LA 70112-1012
(Mailing Address of Limited Partnership)

This 28th day of September, 1995.

Bob G. Fullen

General Partner

Bob G. Fullen, Agent and Attorney-in-Fact for
The Louisiana Land and Exploration Company,
Managing General Partner

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 28th day

of September, 1995, by Bob G. Fullen, Agent and Attorney-in-Fact for
The Louisiana Land and Exploration Company,
Managing General Partner of
(Name of General Partner)

LL&E Petroleum Resources Marketing, Limited Partnership, Louisiana
(Name of Limited Partnership)

Limited Partnership, on behalf of _____
(State or Country)

Limited Partnership,

[Signature]
Notary Public

State of Louisiana at Large

(SEAL)

My Commission Expires: _____ at death

FILED
1995 OCT 20 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Bob G. Fullen, Agent and Attorney-in-Fact for The
Louisiana Land and Exploration Company

BEFORE ME, the undersigned personally appeared Bob G. Fullen, Agent and Attorney-in-Fact for The Louisiana Land and Exploration Company, a general partner of L&E Petroleum Resources Marketing Limited Partnership, a (an) Louisiana limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 5,000,000 (est.)
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

This 10th day of October, 1995.

FURTHER AFFIANT SAYETH NOT.

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

Bob G. Fullen

Agent and Attorney-in-Fact for The Louisiana Land and Exploration Company
General Partner

State of Louisiana
Parish
County of Orleans
Date October 10, 1995

FILED
1995 OCT 20 PM 12:55
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Bob G. Fullen, Agent and Attorney-in-Fact for The Louisiana Land and Exploration Company (General Partner), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of October, 1995.

[Signature]
Notary Public

Seal

State of _____ at Large

My commission expires: at death

FILE ON OR BEFORE DECEMBER 31, 1995 ON PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northing
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 JAN 17 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #

B95000000370

LL-E PETROLEUM RESOURCES MARKETING,
LIMITED PARTNERSHIP

Mailing Address

P.O. Box 60350
NEW ORLEANS, LA 70160

Principal Office Address

909 POYDRAS ST.
NEW ORLEANS, LA 70112

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA

OCTOBER 20, 1995

3a. Date of Last Report

1ST REPORT

4. State or Country of Formation

LOUISIANA

5a. Capital Contributions as Shown
on Record:

\$0

5b. Amount of Capital Contributions in
FLORIDA to date:

\$0

6. FEI Number

72-1306098

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

al
1-17

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent, I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

DATE

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

THE LOUISIANA LAND AND
EXPLORATION COMPANY

11a. Address of Each General Partner
(Do NOT Use Post Office Box Number)

909 POYDRAS STREET

11b. City, State & Zip Code

NEW ORLEANS, LA 70112

11c. Registration/
Document Number

818841

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Elizabeth G. Hoag

ELIZABETH G. HOAG

DATE

12/13/95

Telephone Number

(504) 566-6500

Typed or Printed Name of General Partner Signing Form