

CT CORPORATION SYSTEM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Williams Alaska Petroleum, Inc.

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-08/28/01--01070--001
*****70.00 *****70.00

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DIVISION OF CORPORATION

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

BK

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

8/28/01

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Order#: 4742054

Ref#: _____

Amount: \$ _____

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Williams Alaska Petroleum, 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. Alaska 3. 75-1320113
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 16, 1976 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One Williams Center, Tulsa, OK 74172
(Current mailing address)

8. See attachment.
(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
(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.

C T Corporation System

(Registered agent's signature)

Jonathan L. Miles, Asst. Secretary

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____

Address: _____

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. *Ralph A. Hill*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ralph A. Hill Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Directors, Officers Report

Williams Alaska Petroleum, Inc.

Monday, August 13, 2001

DIRECTORS

Ralph A. Hill

Director

Effective: Saturday, May 01, 1999

End Date:

Primary Address: One Williams Center
Tulsa, OK 74172

Keith E. Bailey

Director

Effective: Wednesday, April 01, 1998

End Date:

Primary Address: One Williams Center
Tulsa, OK 74172

Steven J. Malcolm

Director

Effective: Tuesday, December 01, 1998

End Date:

Primary Address: One Williams Center
Tulsa, OK 74172

OFFICERS

Ralph A. Hill

Chief Executive Officer and Chairman of the Board

Effective: Monday, November 30, 1998

End Date:

Primary Address: One Williams Center
Tulsa, OK 74172

Randy M. Newcomer

President

Effective: Monday, November 30, 1998

End Date:

Primary Address: 3201 "C" Street
Suite 700
Anchorage, AK 99503 USA

Michael N. Mears

Vice President - Transportation and Terminals

Effective: Wednesday, April 01, 1998

End Date:

Primary Address: One Williams Center
Tulsa, OK 74172

Paul W. Nelson

Controller & Treasurer

Effective: Wednesday, April 01, 1998

End Date:

Primary Address: One Williams Center
Tulsa, OK 74172

Suzanne H. Costin

Secretary

Effective: Sunday, April 01, 2001

End Date:

Primary Address: One Williams Center
Tulsa, OK 74172

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Williams Alaska Petroleum, Inc.

James G. Ivey Assistant Treasurer
Effective: Wednesday, April 01, 1998
End Date:
Primary Address: One Williams Center
Tulsa, OK 74172

Kristen E. Cook Assistant Secretary
Effective: Monday, November 30, 1998
End Date:
Primary Address: One Williams Center
Tulsa, OK 74172

Mark W. Husband Assistant Treasurer
Effective: Monday, November 30, 1998
End Date:
Primary Address: One Williams Center
Tulsa, OK 74172

Barbara J. Mangrum Assistant Secretary
Effective: Wednesday, April 01, 1998
End Date:
Primary Address: One Williams Center
Tulsa, OK 74172

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TALLAHASSEE, FLORIDA

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

**CERTIFICATE
OF
COMPLIANCE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, and custodian of corporation records for said state, hereby certifies that

WILLIAMS ALASKA PETROLEUM, INC.

on **JANUARY 16, 1976** filed in this office its Articles of Incorporation, as a business corporation organized under the laws of this State.

I FURTHER CERTIFY that said corporation is in good standing and has filed all biennial corporate reports due at this time and has paid all biennial corporation taxes and fees due and payable at this time.

No information is available in this office on the financial condition, business activity or practices of this corporation.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on
AUGUST 22, 2001

Deborah B. Sedwick

Deborah B. Sedwick
Commissioner of Community
and Economic Development