

CT CORPORATION

CORPORATION(S) NAME

Marsh Resources, Inc.

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

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

3/29/02

Order#: 5229038

BK

Ref#: _____

kf

Amount: \$ _____

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-03/29/02--01035--010
*****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

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

(State or country under the law of which it is incorporated)

3. 76-0534481

(FEI number, if applicable)

4. 03/27/1997

(Date of incorporation)

5. Perpetual

(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)

Wetlands mitigation banking and to engage in any lawful acts or activities for which corporations may be organized

8. 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

(City)

, 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.

By: John J. Linnihan

C T Corporation System

(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: _____

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. Suzanne H. Costin
(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)

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

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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SECRETARY OF STATE
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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MAR 29 PM 2:30
TULSA COUNTY, FLORIDA
SECRETARY OF STATE

Delaware

PAGE 1

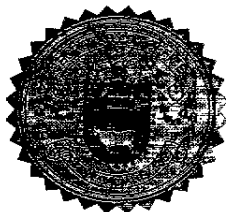
The First State

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