

FO20000006290

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(Address)

(Address)

(City/State/Zip/Phone #)

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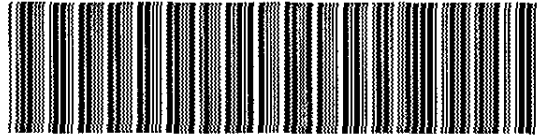
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DIVISION OF CORPORATION

02 DEC 18 AM 11:22

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FALL 2002

02 DEC 13 PM 2:43

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CT CORPORATION

December 18, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5736844 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

ConocoPhillips Services Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

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. ConocoPhillips Services 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 3. 35-2184658
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/09/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(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. 600 North Dairy Ashford, Houston, TX 77079-1175
(Principal office address)

(Current mailing address)

- payroll services
8. _____
(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
(City) (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

By: _____

(Registered agent's signature)

Kirk Hood, 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.

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FILE
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CLERK
OF
FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: PLEASE SEE ATTACHED.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: PLEASE SEE ATTACHED.

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. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jennifer M. Garcia, Assistant Secretary

(Typed or printed name and capacity of person signing application)

ConocoPhillips Services Inc.

Directors:

J. A. Carrig
600 North Dairy Ashford
Houston, Texas 77079

R. A. Harrington
600 North Dairy Ashford
Houston, Texas 77079

J. C. High
600 North Dairy Ashford
Houston, Texas 77079

Officers:

J. C. High, President
600 North Dairy Ashford
Houston, Texas 77079

J. A. Carrig, Vice President
600 North Dairy Ashford
Houston, Texas 77079

R. A. Harrington, Vice President
600 North Dairy Ashford
Houston, Texas 77079

R. C. Berney, Vice President and Controller
600 North Dairy Ashford
Houston, Texas 77079

J. W. Sheets, Vice President and Treasurer
600 North Dairy Ashford
Houston, Texas 77079

J. E. Durbin, Assistant Treasurer
600 North Dairy Ashford
Houston, Texas 77079

F. M. Vallejo, Assistant Treasurer
600 North Dairy Ashford
Houston, Texas 77079

M. A. Gist, Secretary
600 North Dairy Ashford
Houston, Texas 77079

L. K. Ancelet, Assistant Secretary
600 North Dairy Ashford
Houston, Texas 77079

W. C. Byers, Assistant Secretary
600 North Dairy Ashford
Houston, Texas 77079

J. M. Garcia, Assistant Secretary
600 North Dairy Ashford
Houston, Texas 77079

S. F. Short, Assistant Secretary
600 North Dairy Ashford
Houston, Texas 77079

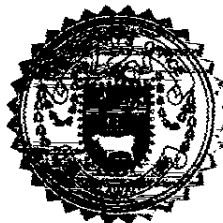
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONOCOPHILLIPS SERVICES 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 THIRD DAY OF DECEMBER, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3578008 8300

AUTHENTICATION: 2121689

020741006

DATE: 12-03-02