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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

Heather x 2908

FOREIGN PROFIT/NONPROFIT CORPORATION

REPSOL ENERGY NORTH AMERICA CORPORATION

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**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. Repsol Energy North America Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 20-3009831

(FBI number, if applicable)

4. May 6, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2001 Timberloch, Ste 3000 The Woodlands, TX 77380

(Principal office address)

2001 Timberloch, Ste 3000 The Woodlands, TX 77380

(Current mailing address)

8. Marketing of natural gas

(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 NOT acceptable)

Name:

Corporation Service Company

Office Address:

1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.


(Registered agent's signature)

Jacqueline N. Casper, Assistant 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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Phillip B. Ribbeck

Address: 2001 Timberloch, Ste 3000

The Woodlands, TX 77380

Director: Jesus Francisco Gulnea Rodriguez

Address: 2001 Timberloch, Ste 3000

The Woodlands, TX 77380

B. OFFICERS

President: Phillip Ribbeck

Address: 2001 Timberloch, Ste 3000

The Woodlands, TX 77380

Vice President: Colin Botts

Address: 2001 Timberloch, Ste 3000

The Woodlands, TX 77380


Secretary: Xochitl Perales

Address: 2001 Timberloch, Ste 3000 The Woodlands, TX 77380

Treasurer: Selenita Cespedes

Address: 2001 Timberloch, Ste 3000 The Woodlands, TX 77380

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Phillip B. Ribbeck, President
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REPSOL ENERGY NORTH AMERICA CORPORATION" 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 NOVEMBER, A.D. 2008.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REPSOL ENERGY NORTH AMERICA CORPORATION" WAS INCORPORATED ON THE SIXTH DAY OF MAY, A.D. 2005.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6945585

DATE: 11-03-08