

03-10-95 09:05AM

TO 67136554007

P003

F95000001307

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: Howell Pipeline USA, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Karen N. Pape
(Name of Person)
Howell Corporation
(Firm/Company)
1111 Fannin, Suite 1500
(Address)
Houston, TX 77002
(City, State and Zip Code)

2000 11 02 11:56
SEC. REG. DIV.
CORP. DIV.

Should you need to call someone concerning this matter, please call:

Karen N. Pape at (713) 658 - 4000
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. Howell Pipeline USA, 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. 76-0461880
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/28/95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. to begin 3/31/95
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 817.155, F.S.)
7. 1111 Fannin, Suite 1500
Houston, TX 77002
(Current mailing address)
8. crude oil pipeline
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: CT Corporation System
Office Address: 1200 S. Pine Island Rd.
Plantation, Florida, 33325
(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.

E. Wayne Patterson
(Registered agent's signature)
E. WAYNE PATTERSON ASSIST. VICE PRESIDENT

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____


Director: Paul W. FunkhouserAddress: 1111 Fannin, Suite 1500
Houston, TX 77002Director: Allyn R. Skelton, IIAddress: 1111 Fannin, Suite 1500
Houston, TX 77002

B. OFFICERS

President: Allen R. StanleyAddress: 1111 Fannin, Suite 1500
Houston, TX 77002Vice President: Barry S. DavisAddress: 1111 Fannin, Suite 1500
Houston, TX 77002Secretary: Paul W. FunkhouserAddress: 1111 Fannin, Suite 1500
Houston, TX 77002Treasurer: Allyn R. Skelton, IIAddress: 1111 Fannin, Suite 1500
Houston, TX 77002

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.

Allyn R. Skelton, II Treasurer
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOWELL PIPELINE USA, 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 TENTH DAY OF MARCH, A.D. 1995.

SEC. 101, § 101
CH. 101, § 101
03-10-95




Edward J. Freel, Secretary of State

2484940 8300
950053531

AUTHENTICATION

DATE

7434721

03-10-95



F95000001307

(713) 658-4049 FAX (713) 658-4007

HOWELL
CORPORATION

January 31, 1997

Howell
Petroleum
Corporation

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100002087641-32
-02/14/97--01023--002
*****35.00 *****35.00

Gentlemen:

Enclosed is an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida from Howell Pipeline USA, Inc. (F95000001307). A \$35.00 check is enclosed in payment of the filing fee.

Feel free to call me at (713) 658-4049 if you have any questions.

Very truly yours,

HOWELL CORPORATION

Patrick L. Chan

Patrick L. Chan
Tax Manager

PLC:jmh

Enclosures

Withdon.

VS FEB 20 1997

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APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

Howell Pipeline USA, Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.


This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1111 Fannin, Suite 1500
(Mailing Address)

Houston, TX 77002
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature President & Treasurer
Title
J. Richard Lisenby
Typed or printed name
2/10/97
Date