

F96000001530

CT CORPORATION SYSTEM

900 Office Street
St. Louis, MO 63101
Tel: 314/231-8000
Fax: 314/231-6454

March 19, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000001758670
-03/26/96--01169--030
*****70.00 *****70.00

Re: **KPL/GP, INC.**
(Delaware Domestic) Order #: 80427958

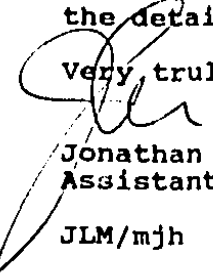
Gentlemen:

As requested by counsel, we enclose for filing qualification on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office via regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number 1-800-325-2671.

Very truly yours,


Jonathan L. Miles
Assistant Secretary

JLM/mjh

Enc.

P.S. Please file with the enclosed limited partnership registration

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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3/26

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. KPL/CP, 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. 46-1170650
(FEI number, if applicable)
4. July 31, 1995
(Date of Incorporation)
5. Perpetual
(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 617.156, F.S.))
7. P.O. Box 2256, Wichita, Kansas 67201
(Current mailing address)
8. To act as the general partner in a limited partnership being a pipeline company.
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

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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: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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. H. Allan Caldwell, Secretary _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
KPL/GP, Inc.**

1. B. R. Caffey
4111 East 37th St. North
Wichita, Kansas 67220
2. Kyle Vann
4111 East 37th St. North
Wichita, Kansas 67220
3. F. Lynn Markel
4111 East 37th St. North
Wichita, Kansas 67220

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
KPL/GP, Inc.**

1. F. Lynn Markel, Vice President/Treasurer
4111 East 37th St. North
Wichita, Kansas 67220
2. John C. Pittenger, President
4111 East 37th St. North
Wichita, Kansas 67220
3. Donald L. Cordes, Vice President
4111 East 37th St. North
Wichita, Kansas 67220
4. H. Allan Caldwell, Vice President/Secretary
4111 East 37th St. North
Wichita, Kansas 67220
5. R. D. Watson, Assistant Secretary
4111 East 37th St. North
Wichita, Kansas 67220
6. A. D. Hallock, Assistant Secretary
4111 East 37th St. North
Wichita, Kansas 67220
7. Quentin E. Kurtz, Assistant Secretary
4111 East 37th St. North
Wichita, Kansas 67220
8. Lebert D. Shultz, Assistant Secretary
4111 East 37th St. North
Wichita, Kansas 67220
9. Paul E. Nold, Assistant Treasurer
4111 East 37th St. North
Wichita, Kansas 67220
10. Gordon E. Hartwig, Assistant Treasurer - Tax
4111 East 37th St. North
Wichita, Kansas 67220
11. Philip D. Wright, Vice President
4111 East 37th St. North
Wichita, Kansas 67220
12. James B. Lowery, Assistant Secretary
4111 East 37th St. North
Wichita, Kansas 67220

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KPL/GP, 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 EIGHTH DAY OF MARCH, A.D. 1996.

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 25 AM 10:30




Edward J. Freel, Secretary of State

2529077 8300

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AUTHENTICATION:

7858486

DATE:

03-08-96