

F96000003564

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Western Power Services, Inc.
(Name of corporation - must include suffix)

400001895824
-07/17/96--01002--001
*****70.00 *****70.00

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:

Julie Van Sciver

(Name of Person)

Western Power Services, Inc.

(Firm/Company)

12200 North Pecos Street

(Address)

Denver, CO 80234

(City/State/Zip)

W96-14064

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

Julie Van Sciver
(Name of Person)

at (303) 452-5603
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1996

JULIE VAN SCIVER
WESTERN POWER SERVICES, INC.
12200 NORTH PECOS STREET
DENVER, CO 80234

SUBJECT: WESTERN POWER SERVICES, INC.
Ref. Number: W96000014064

We have received your document for WESTERN POWER SERVICES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

Please print the name and capacity of the individual signing line 10 on behalf of your Registered Agent, Prentice Hall Corporation Systems, Inc.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 596A00032870

**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. Western Power 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
(State or country under the law of which it is incorporated)
3. 84-131922B
(FEI number, if applicable)
4. 3/7/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist "perpetual")
6. 5/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 12200 N. Pecos Street
Denver, CO 80234
(Current mailing address)
8. Marketing of electric energy
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Prentice Hall Corporation Systems, Inc.

Office Address: 110 N. Magnolia Street

Tallahassee, 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.

Kurt Plender, Kurt Plender, Asst. Vice President
(Registered agent's signature) *for Prentice Hall Corporation Systems, Inc.*

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 addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box **NOT** acceptable)

Chairman: see attached listing

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box **NOT** acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

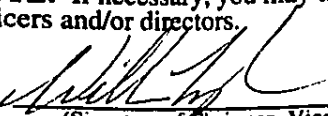
Secretary: _____

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. William J. Krysiak Vice President-Finance
(Typed or printed name and capacity of person signing application)

**Western Gas Resources, Inc.
Corporate Officers
June 25, 1996**

<u>Officers</u>	<u>Title</u>	<u>Soc. Sec. #</u>
Brion G. Wise 869 Grant Place Boulder, CO 80302	Chairman of the Board & Chief Exec. Officer Director	539-42-9391
Lanny Outlaw 2159 Stonehenge Circle Lafayette, CO 80026	President & Chief Operating Officer	504-26-9464
John C. Walter 1635 Foothills Drive S. Golden, CO 80401	Executive Vice President & Secretary	522-60-2016
John F. Chandler 6666 Carr Street Arvada, CO 80004-3357	Senior Vice President Marketing & Pipelines	503-76-2016
Edward Aabak 253 Corby Court Castle Rock, CO 80104	Vice President Northern Region	522-69-8617
Vance Blalock 10160 Oak Street Westminster, CO 80021	Treasurer	407-76-5802
Gary Davis 13730 Silverton Drive Broomfield, CO 80020	Vice President Southern Region	523-80-2074
Brian Jeffries 12 Cornell Drive Longmont, CO 80503	Vice President Gas Marketing	523-80-9622
Jeffery E. Jones 8768 E. Otero Place Englewood, CO 80112	Vice President Production	321-46-3956
William J. Krysiak 12609 W. 84th Drive Arvada, CO 80005	Vice President Finance	523-11-8500

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**Western Gas Resources, Inc.
Corporate Officers
April 29, 1996**

Directors

Title

Brion G. Wise
869 Grant Place
Boulder, CO 80302

**Chairman of the Board
& Chief Exec. Officer
Director**

Walter L. Stonehocker
15600 Holly
Brighton, CO 80601

**Vice Chairman of Board
Director**

Bill M. Sanderson
720 Willowbrook Road
Boulder, CO 80302

Director

Dean Phillips
c/o Town & Country Bank
524 North 30th Street
Quincy, IL 62301

Director

Joseph E. Reid
651 Shady Hollow
Houston, TX 77056

Director

Richard B. Robinson
Lentz, Evans & King P.C.
1660 Lincoln, Suite 2900
Denver, CO 80264

Director

Ward Sauvage
Sauvage Gas Company
203 W. Frontier Parkway
Oberlin, KS 67749

Director

James A. Senty
3600 Highway 157
LaCrosse, WI 54602

Director

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 "WESTERN POWER 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 TWENTY-SEVENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8007048

DATE:

06-27-96