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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

800001928709
-08/22/96--01059--004
*****70.00 *****70.00

CORPORATION(S) NAME

Winder Petroleum Co., Inc.

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☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

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☐ Call When Ready

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CR2E031 (1-89)

8-21-96

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Then give 4d to Buck KalkB.

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. Warren Petroleum G.P., 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. 76-0507886

(FEI number, if applicable)

4. August 6, 1996

(Date of incorporation)

5. Perpetual

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

6. None

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 13430 Northwest Freeway, Suite 1200, Houston, Texas 77040

(Current mailing address)

8. To engage in all phases of the oil and gas business.

(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

Kirk Hood
(Registered agent's signature) (Officer)

Kirk Hood, Asst. Secretary

(Type Name and Title of Officer)

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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Charles H. Brown
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles H. Brownman, Vice President
(Typed or printed name and capacity of person signing application)

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WARREN PETROLEUM G.P., INC.
("WPC GP")

OFFICERS:

Stephen A. Furbacher, President
Stephen W. Bergstrom, Sr. Vice President
H. Keith Kaelber, Sr. Vice President
Kenneth E. Randolph, Sr. VP/Secretary
Charles H. Brownman, VP/Asst. Secretary
John C. Herbert, VP/Asst. Secretary
Terry D. Jones, VP/General Counsel/Asst. Secretary
Robert D. Doty, Jr., VP/ Treasurer
Melinda Tosoni, VP/Controller
Ralph W. Neumann, Vice President
David L. Rook, Vice President
Hans H. Schuster, Vice President
Richard L. Hesseltine, Vice President
Rodney D. Wimer, Vice President
William A. Zartler, Vice President
Michael B. Barton, Vice President
Robert T. Ray, Asst. Treasurer

DIRECTORS:

Stephen A. Furbacher
Kenneth E. Randolph
Stephen W. Bergstrom

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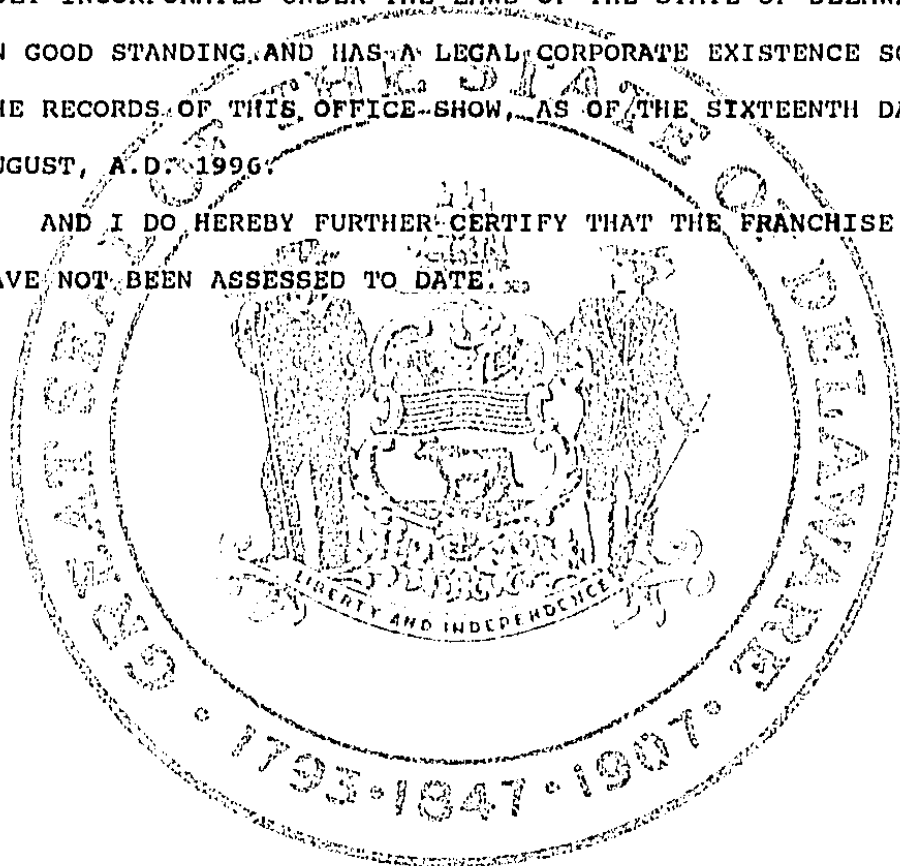
The business address for the officers and directors of Warren Petroleum G.P., Inc.
is as follows:

13430 Northwest Freeway
Suite 1200
Houston, TX 77040

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WARREN PETROLEUM G.P., 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 SIXTEENTH DAY OF AUGUST, A.D. 1996.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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08-16-96