



THE UNITED STATES
CORPORATION
COMPANY

F98000006259

ACCOUNT NO. : 072100000032

REFERENCE : 026671 4808021

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : November 9, 1998

ORDER TIME : 9:13 AM

ORDER NO. : 026671-010

CUSTOMER NO: 4808021

700002686767--4

CUSTOMER: Ms. Monya Churchill
Plains Resources Inc.
500 Dallas
Suite 700
Houston, TX 77002

FOREIGN FILINGS

NAME: PLAINS ALL AMERICAN INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 10:44

9/11/13

RECEIVED
98 NOV 13 AM 9:53
DIVISION OF CORPORATION

**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. Plains All American 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. 76-0562201

(FEI number, if applicable)

4. February 10, 1998

(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 817.155, F.S.)

7. c/o Michael R. Patterson, Suite 700, 500 Dallas Street

Houston, TX 77002

(Current mailing address)

To engage in any act or activity for which corporations may be organized.

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays 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.

Corporation Service Company

By: [Signature]

(Registered agent's signature)

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 10:44

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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. Michael R. Patterson

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael R. Patterson, Secretary

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 10:44

OFFICERS/DIRECTORS RIDER

PL-Application by Foreign Corporation for Authorization

Plains All American Inc.

List of Officers

Name:	Greg L. Armstrong	Title:	Chief Executive Officer
Bus. Addr.:	c/o Plains Resources Inc. 500 Dallas, Suite 700, Houston, TX 77002		
Name:	Harry N. Pefanis	Title:	Pres. & Chief Operating Office
Bus. Addr.:	c/o Plains Resources Inc. 500 Dallas, Suite 700, Houston, TX 77002		
Name:	Phillip D. Kramer	Title:	Exec. VP & CFO
Bus. Addr.:	c/o Plains Resources Inc. 500 Dallas, Suite 700, Houston, TX 77002		
Name:	George D. Colner	Title:	Sr. Vice President
Bus. Addr.:	c/o All American Pipeline Company 10000 Ming Avenue, Bakersfield, CA 93311		
Name:	Michael R. Patterson	Title:	Sr. VP & Secretary
Bus. Addr.:	c/o Plains Resources Inc. 500 Dallas, Suite 700, Houston, TX 77002		
Name:	Cynthia A. Feeback	Title:	Treasurer
Bus. Addr.:	c/o Plains Resources Inc. 500 Dallas, Suite 700, Houston, TX 77002		
Name:	Mary O. Peters	Title:	Vice President
Bus. Addr.:	c/o Plains Resources Inc. 500 Dallas, Suite 700, Houston, TX 77002		
Name:	Gregg R. Maynard	Title:	Assistant Secretary
Bus. Addr.:	c/o Plains Resources Inc. 500 Dallas, Suite 700, Houston, TX 77002		

List of Directors

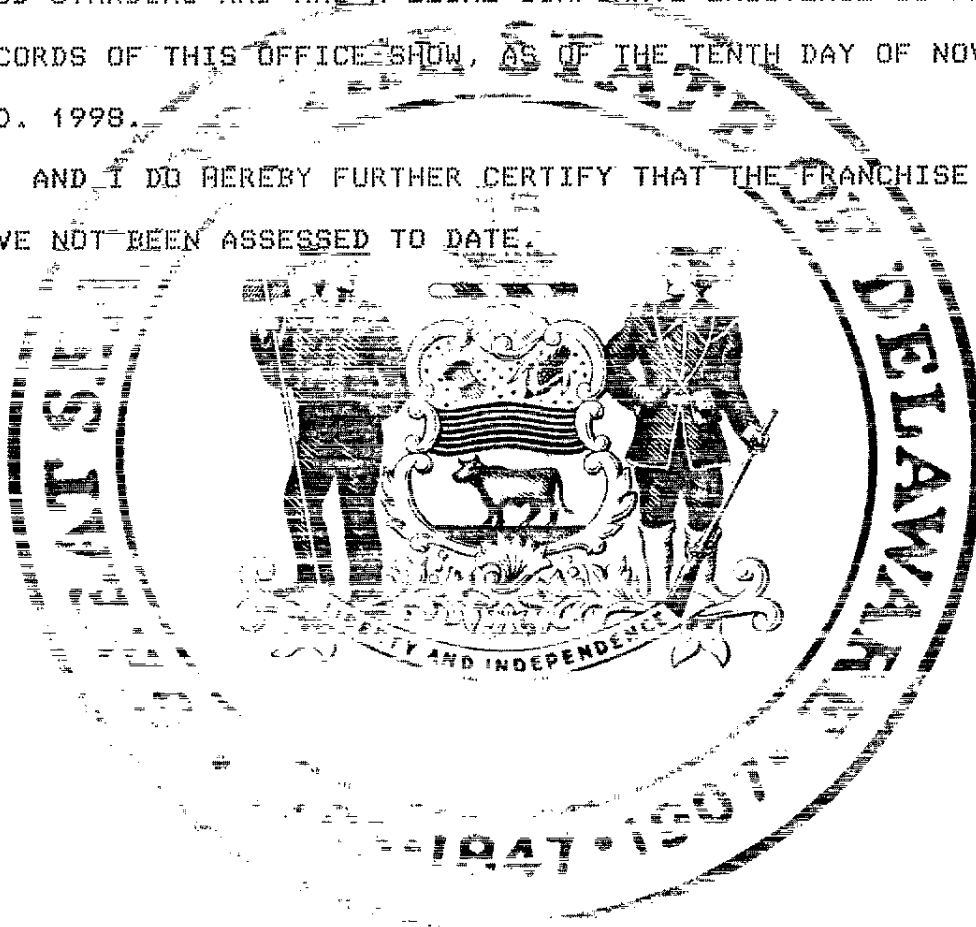
Name:	Greg L. Armstrong	Term:	Feb 10, 1999
Bus. Addr.:	c/o Plains Resources Inc. 500 Dallas, Suite 700, Houston, TX 77002		
Name:	Harry N. Pefanis	Term:	Feb 10, 1999
Bus. Addr.:	c/o Plains Resources Inc. 500 Dallas, Suite 700, Houston, TX 77002		
Name:	Robert V. Sinnott	Term:	Feb 10, 1999
Bus. Addr.:	c/o Kayne Anderson & Company 1800 Avenue of the Stars, 2nd FL, Los Angeles, CA 90067-4219		

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 10:44

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PLAINS ALL AMERICAN 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 NOVEMBER, A.D. 1998.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 13 AM 10:44



Edward J. Freel

Edward J. Freel, Secretary of State

2857245 8300

981432881

AUTHENTICATION:

DATE:

9398261

11-10-98