



**PanCanadian  
Energy Services**

1200 Smith, Suite 900  
Houston, Texas 77002  
Phone: (713) 331-5000  
Fax: (713) 331-3333

F980000007011

December 4, 1998

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

Dear Qualification/Tax Lien Section:

SUBJECT: APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",  
"Certificate of Existence", and a check are submitted to register PanCanadian Energy Services Inc to  
transact business in Florida.

Please return all correspondence concerning this matter to me at the address listed on the above  
letterhead.

If you have any questions, please call me at (713) 331-5018.

Sincerely,

Darren Edwards  
Director, Operational Accounting  
PanCanadian Energy Services

W98-27339

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-12/07/98-01133-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 28 AM 9:12  
9/12/28



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 8, 1998

DARREN EDWARDS  
PANCANADIAN ENERGY SERVICES  
1200 SMITH, STE. 900  
HOUSTON, TX 77002

SUBJECT: PANCANADIAN ENERGY SERVICES INC.  
Ref. Number: W98000027339

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DIVISION OF CORPORATIONS  
98 DEC 28 AM 9:12

We have received your document for PANCANADIAN ENERGY SERVICES INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The second page of the application which designates officers and directors and contains a signature was not included with your documents. A blank page is enclosed for your convenience. Please complete and return to our office.

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 (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 798A00057841



**PanCanadian  
Energy Services**

1200 Smith, Suite 900  
Houston, Texas 77002  
Phone: (713) 331-5000  
Fax: (713) 331-5333

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December 21, 1998

Reference Number: W98000027339

Jennifer Sindt  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Jennifer:

Enclosed is the second page of our application that designates officers and directors and contains a signature as requested by your letter reference number 798A00057841 dated 12/8/98.

If you have any questions please do not hesitate to call me at (713) 331-5018.

Sincerely,

Darren Edwards  
Director, Operational Accounting  
PanCanadian Energy Services

**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. PanCanadian Energy 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. 76-0566575  
(FEI number, if applicable)

4. April 1, 1998  
(Date of incorporation)

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

6. December 1, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1200 Smith, Suite 900  
Houston, Texas 77002  
(Current mailing address)

8. To conduct any lawful business  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 Pine Island Rd.

Plantation, Florida, 33324  
(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 designate 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.*

[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.

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

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DIVISION OF CORPORATIONS  
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#A  
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)

Director: ~~xChairman~~ Nancy Laird

Address: 150 9th Avenue S.W.  
Calgary, Alberta Canada T2P 2S5

Director: ~~Vice Chairman~~ David O. Roberts

Address: 1200 Smith, Suite 900  
Houston, Texas 77002

Director: Robert Lincoln

Address: 666 Third Avenue  
New York, New York 10017-5683

Director:

Address:

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

President: Craig Elias

Address: 1200 Smith Street, Suite 900  
Houston, Texas 77002

Vice President: David O. Roberts

Address: 1200 Smith, Suite 900  
Houston, Texas 77002

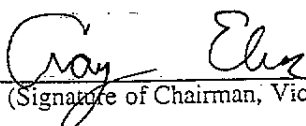
Secretary: Laurie J. Schuller

Address: P.O. Box 2850, 150 9th Avenue S.W.  
Calgary, Alberta T2P 2S5 Canada

Treasurer: John J. Doolan

Address: P.O. Box 2850, 150 9th Avenue S.W.  
Calgary, Alberta T2P 2S5 Canada

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

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DIVISION OF CORPORATIONS

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 "PANCANADIAN ENERGY 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-SECOND DAY OF SEPTEMBER, A.D. 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 28 AM 9:12



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

2309793 8300

981349857

DATE: 9314998

09-22-98