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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-01/12/99--01025--024
*****70.00 *****70.00

CORPORATION(S) NAME

Williams Energy Ventures, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of ERA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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RECEIVED
99 JAN 12 AM 10:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Williams Energy Ventures, 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 3. 73-1423658
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 5, 1993 5. Perpetual
(Date of incorporation) (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 817.156, F.S.))

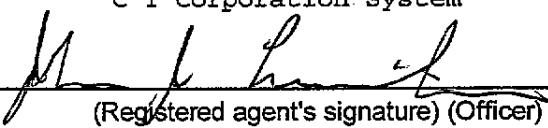
7. One Williams Center, Tulsa, Oklahoma 74172
(Current mailing address)

8. see attached purpose clause
(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)

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TALLAHASSEE FLORIDA

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)

John J. Linnihan, Assist. V.P.
(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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TALLAHASSEE, FLORIDA

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Treasurer: _____

Address: _____

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

13. Shawna L. Gehres
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Shawna L. Gehres, Assistant 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

**Purpose Clause of
Williams Energy Ventures, Inc.**

Production and marketing of motor fuel oxygenates, trading and marketing of refined products and any other lawful act or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

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TALLAHASSEE, FLORIDA

Williams Energy Ventures, Inc.

DIRECTORS:

Keith E. Bailey
Primary Address: **Director**
One Williams Center
Tulsa, OK 74172

Steven S. Ball
Primary Address: **Director**
One Williams Center
Tulsa, OK 74172

Steven J. Malcolm
Primary Address: **Director**
One Williams Center
Tulsa, OK 74172

OFFICERS

Steven J. Malcolm
Primary Address: **Chairman of the Board, President and Chief Executive Officer**
One Williams Center
Tulsa, OK 74172

Steven S. Ball
Primary Address: **Senior Vice President**
One Williams Center
Tulsa, OK 74172

T. Jack Huggins
Primary Address: **Vice President**
1300 South 2nd Street
Pekin, IL 61554

Ronald H. Miller
Primary Address: **Vice President**
1300 South 2nd
Pekin, IL 61554

Michael N. Mears
Primary Address: **Vice President**
One Williams Center
Tulsa, OK 74172

Paul W. Nelson
Primary Address: **Controller and Treasurer**
One Williams Center
Tulsa, OK 74172

Tony L. Gehres
Primary Address: **Assistant Secretary**
One Williams Center
Tulsa, OK 74172

Barbara J. Mangrum
Primary Address: **Assistant Secretary**
One Williams Center
Tulsa, OK 74172

Shawna L. Gehres
Primary Address: **Assistant Secretary**
One Williams Center
Tulsa, OK 74172

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SECURITIES DIVISION
TALLAHASSEE, FLORIDA

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 "WILLIAMS ENERGY VENTURES, 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 JANUARY, A.D. 1999.

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.

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SECRETARY OF STATE
TALLMANSVILLE, DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

2331527 8300

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AUTHENTICATION:

9511708

DATE:

01-08-99