

F99000000457



ACCOUNT NO. : 072100000032

REFERENCE : 105944 4329906

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizant*

ORDER DATE : January 20, 1999

ORDER TIME : 9:47 AM

ORDER NO. : 105944-025

CUSTOMER NO: 4329906

6000002753066--D

CUSTOMER: Ms. Anita Cheatham  
Shell Oil Company  
4765 One Shell Plaza  
900 Louisiana  
Houston, TX 77002

FOREIGN FILINGS

NAME: SHELL CAPITAL INC.

FILED  
99 JAN 25 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

AL JAN 25 1999

RECEIVED  
99 JAN 25 AM 10:42  
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. SHELL CAPITAL 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. 76-0555907  
(FEI number, if applicable)
4. NOVEMBER 19, 1997  
(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. P. O. BOX 2463

HOUSTON, TX 77252-2463

(Current mailing address)

To engage in borrowing, lending and financing transactions of any type or nature, and to engage in any lawful act or activity for which corporations

8. may be organized under the General Corporation law of Delaware.  
(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 acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301  
(Zip Code)

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## 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:

BRIAN COURTNEY, ASST. V.P.

(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)

**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: \_\_\_\_\_

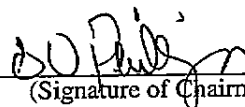
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. E. V. PHILLIPS, SECRETARY  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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## Directors, Officers Report

### Shell Capital Inc.

#### DIRECTORS

**D. Gardy** Director/Chairman  
Primary Address: P.O. Box 2463  
Houston, TX 77252-2463

**D. J. Palmer** Director  
Primary Address: P. O. Box 2463  
Houston, TX 77252-2463

**D. W. Strebel** Director  
Primary Address: P. O. Box 2463  
Houston, TX 77252-2463

#### OFFICERS

**R. W. Leftwich** President  
Primary Address: P. O. Box 2463  
Houston, TX 77252-2463

**R. W. Bohan** Vice President and General Counsel  
Primary Address: PO Box 2463  
Houston TX 77252

**J. T. Henderson** Vice President and General Tax Counsel  
Primary Address: P. O. Box 2463  
Houston, TX 77252

**D. J. Palmer** Vice President - Finance and Chief Financial Officer  
& Treasurer

Primary Address: P. O. Box 2463  
Houston, TX 77252

**E. V. Phillips** Secretary  
Primary Address: P.O. Box 2463  
Houston, TX 77252

**S. J. Paul** Assistant Secretary  
Primary Address: One Shell Plaza  
P. O. Box 2463  
Houston, TX 77252

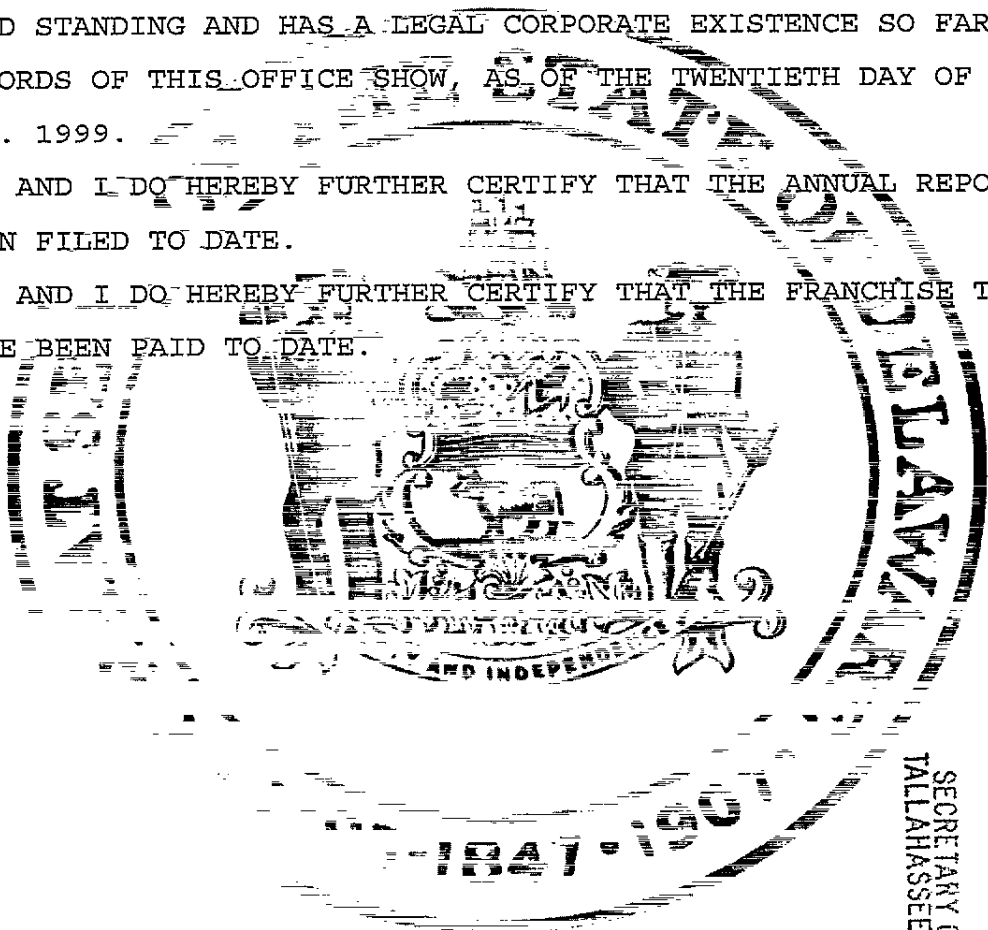
**FILED**  
99 JAN 25 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHELL CAPITAL 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 TWENTIETH 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.



FILED

99 JAN 25 AM 11:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2823046 8300

991024084



*Edward J. Freel*

Edward J. Freel, Secretary of State

9531318

01-20-99

AUTHENTICATION:

DATE: