

Document Number Only

F99000005792

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

200003039942--0
-11/09/99--01073--014
*****70.00 *****70.00

CORPORATION(S) NAME

Buccaneer Operating Company

- | | | |
|--|---|---|
| <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 RA |
| | <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 | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

11/9/99

9

Bjc 11/9/99

99 NOV -9 PM 2:36

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

99 NOV -9 AM 11:24

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

**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:

FILED
NOV -9 PM 3:39
CLERK OF CIRCUIT COURT
IN AND FOR THE STATE OF FLORIDA

1. Buccaneer Operating Company

(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. _____

(FEI number, if applicable)

4. October 20, 1999

(Date of incorporation)

5. Perpetual

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

6. 1999.01.01

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 2800 Post Oak Boulevard, Houston, Texas 77056

(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)

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

John J. Linnihan
(Registered agent's signature) (Officer)

John J. Linnihan-Assistant Vice President

(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: Brian E. O'Neill

Address: 2800 Post Oak Boulevard
Houston, Texas 77056

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED STATE
DEPARTMENT OF CORPORATIONS
99 NOV -9 PM 2:36

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

FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS
99 NOV -9 PM 2:36

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Buccaneer Operating Company**

1. Brian E. O'Neill
2800 Post Oak Boulevard
Houston, Texas 77056
2. Cuba Wadlington, Jr.
2800 Post Oak Boulevard
Houston, Texas 77056
3. Gary D. Lauderdale
2800 Post Oak Boulevard
Houston, Texas 77056
4. Frank J. Ferazzi
2800 Post Oak Boulevard
Houston, Texas 77056

RECEIVED
DIVISION OF CORPORATIONS
99 NOV -9 PM 2:36

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Buccaneer Operating Company**

1. Brian E. O'Neill, President & CEO
2800 Post Oak Boulevard
Houston, Texas 77056
2. Cuba Wadlington, Jr., Executive Vice President & COO
2800 Post Oak Boulevard
Houston, Texas 77056
3. Gary D. Lauderdale, Sr. Vice President/Asst. Secretary/Asst.
Treasurer
2800 Post Oak Boulevard
Houston, Texas 77056
4. Lewis A. Posekany, Jr., Sr. Vice President/Asst. Secretary/Asst.
Treasurer
2800 Post Oak Boulevard
Houston, Texas 77056
5. Ronald M. Mucci, Sr. Vice President/Asst. Secretary/Asst. Treasurer
2800 Post Oak Boulevard
Houston, Texas 77056
6. Randall R. Conklin, Vice President & Assistant Secretary
2800 Post Oak Boulevard
Houston, Texas 77056
7. Frank J. Ferazzi, Vice President, Asst. Secretary, Asst. Treasurer
2800 Post Oak Boulevard
Houston, Texas 77056
8. William R. Burton, Sr. Vice President & Assistant Secretary
2800 Post Oak Boulevard
Houston, Texas 77056
9. James P. Avioli, Vice President & Assistant Secretary
2800 Post Oak Boulevard
Houston, Texas 77056
10. Nick A. Bacile, Vice President, Treasurer, Asst. Secretary, CFO
2800 Post Oak Boulevard
Houston, Texas 77056
11. P. David Dean, Vice President, Asst. Secretary, Asst. Treasurer
2800 Post Oak Boulevard
Houston, Texas 77056
12. James C. Bourne, Controller & Chief Accounting Officer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -9 PM 2:36

Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)

2800 Post Oak Boulevard
Houston, Texas 77056

13. William G. von Glahn, Assistant Secretary
One Williams Center, 41st Floor
Tulsa, Oklahoma 74172
14. Shawna L. Gehres, Secretary
One Williams Center, 41st Floor
Tulsa, Oklahoma 74172
15. David A. Glenn, Assistant Secretary
2800 Post Oak Boulevard
Houston, Texas 77056
16. Mark W. Husband, Assistant Treasurer
One Williams Center, 41st Floor
Tulsa, Oklahoma 74172

FILED
SECRETARY OF CORPORATIONS
99 NOV -9 PM 2:36

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Buccaneer Operating Company**

Provide all operation and maintenance services for a natural gas pipeline, and also will handle certain business and land transactions as agent for a natural gas pipeline.

FILED
CLERK OF DISTRICT COURT
DIVISION OF CORPORATIONS
99 NOV -6 PM 2:36

State of Delaware
Office of the Secretary of State

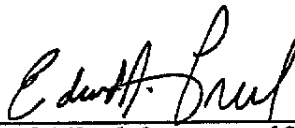
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BUCCANEER OPERATING COMPANY" 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 OCTOBER, A.D. 1999.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -9 PM 2:36




Edward J. Freel, Secretary of State

3114093 8300

0041428

991448736

AUTHENTICATION:

DATE:

10-22-99