

Document Number Only

M 97000000240

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002167967--8

-05/06/97--01105--004

*****52.50 *****52.50

700002167967--8

-05/06/97--01105--002

*****250.00 *****250.00

Hess Energy Trading Company LLC

700002167967--8

-05/06/97--01105--003

*****35.00 *****35.00

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Co.

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other ucc Filing

☐ Change of R.A.

☐ Fic. Name

☒ Certified Copy

☐ Photo Copies

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B. TAX _____
FILING _____
R. AGENT FEE _____
C. CUM: _____
TOTAL: _____
V. BANK _____
BALANCE DUE _____
REMARKS _____

RECEIVED
97 MAY -1 AM 11:37
TALLAHASSEE, FLORIDA

3/5
5/1/97

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

SECRET
DIVISION OF OPERATIONS
9716
BUSINESS
1 PM 1:23
Deviation

1. Hess Energy Trading Company, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. March 19, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. As soon as possible
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.)
7. 1185 Avenue of the Americas
New York, NY 10036
(Street address of principal office)
8. List and indicate in the space provided the name, title, and business address of each managing member(MGRM) or manager(MGR). It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Stephen M. Hendel</u>	<u>Manager</u>	<u>Stephen M. Semlitz</u>	<u>Manager</u>
<u>1185 Avenue of the Americas</u>		<u>1185 Avenue of the Americas</u>	
<u>New York, NY 10036</u>		<u>New York, NY 10036</u>	
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Filing Fee: \$ 52.50 for Application

(FL. - LLC 3289 - 3/10/97)

APR 25 '97 15:40

TOTAL P.02
1212 315 7980 PAGE.002

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Hess Energy Trading Company, LLC deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the members is \$20,000,000.
3. the agreed value of property other than cash contributed by members is \$0.
4. the total amount of cash or property anticipated to be contributed by members is \$32,000,000. This total includes amounts from 2 and 3 above.

Amerada Hess Corporation,
as Authorized Member


Carl T. Tursi
Secretary

FILED
SECRETARY'S OFFICE
DIVISION OF CORPORATIONS
97 MAY - 1 PM 1:23

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: HESS ENERGY TRADING COMPANY, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

Eileen M. Dorn

(Signature)

April 30, 1997

(Date)

Assistant Secretary

(Title)

FILING FEE: \$ 35 for Designation of Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -1 PM 1:23

State of Delaware
Office of the Secretary of State

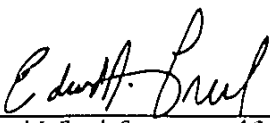
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HESS ENERGY TRADING COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF APRIL, A.D. 1997.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -1 PM 1:24




Edward J. Freel, Secretary of State

AUTHENTICATION:

2730518 8300

DATE:

8427008

971127048

04-18-97