

Document Number Only
M99000000089

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

CORPORATION(S) NAME

Williams Refining, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 3:58

800002753408--2

01/25/99 01033-007
****285.00 ****285.00

<input 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 checked="" 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 W99-89 01/25/99
Availability 1-25
Document 1-25
Examiner 1-25
Updater 1-25
Verifier 1-25
Acknowledgement 1-25
W.P. Verifier 1-25

DIVISION OF CORPORATIONS

99 JAN 25 AM 11:54

RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 1999

CT CORP. SYSTEM

SUBJECT: WILLIAMS REFINING, L.L.C.
Ref. Number: W99000001762

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

We have received your document for WILLIAMS REFINING, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 699A00003231

*Please file by date
1-25-99
John
GHI*

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

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

1. WILLIAMS REFINING, L.L.C.

(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. DELAWARE

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 73-1554852

(FEI number, if applicable)

4. 12/23/98

(Date of Organization)

5. PERPETUAL

(Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. ONE WILLIAMS CENTER, TULSA, OK 74172

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

See attached list

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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Directors, Officers Report

Williams Refining, L.L.C.

MANAGEMENT COMMITTEE MEMBERS

Keith E. Bailey
Steven J. Malcolm
Ralph A. Hill

OFFICERS

Ralph A. Hill
Chief Executive Officer
Chairman-Management Committee

William G. Miller
President

Michael N. Mears
Vice President

Paul W. Nelson
Treasurer and Controller

Barbara J. Mangrum
Assistant Secretary

Kristen E. Cook
Assistant Secretary

Shawna L. Gehres
Secretary

Tony L. Gehres
Assistant Secretary

Mark W. Husband
Assistant Treasurer

James G. Ivey
Assistant Treasurer

ADDRESS FOR ALL:
One Williams Center
Tulsa, OK 74172

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of WILLIAMS REFINING, L.L.C.

_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000 .
(This total includes amounts from 2 and 3 above.)

Shanna L. Gehres

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

SHANNA L. Gehres

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

**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:

Williams Refining, L.L.C.

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

CT Corporation System

(Name)

1200 S. Pine Island Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, FL 33324

(City/State/Zip)

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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.

Connie Bryan
(Signature)

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

1-25-99
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent


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 REFINING, L.L.C." 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 SEVENTH DAY OF JANUARY, A.D. 1999.

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





Edward J. Freel, Secretary of State

2984139 8300

991006167

AUTHENTICATION:

9507852

DATE:

01-07-99