

CT CORPORATION SYSTEM

P08842

811 Dallas Avenue  
Houston, TX 77002  
Tel. 713 658 9486  
Fax 713 759 1950

October 7, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporation  
PO Box 6327  
Tallahassee, Florida 32314

800002317158--2  
-10/10/97--01040--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: *Tennessee Gas Marketing Company*  
Order # 1013952

Counsel: El Paso Energy Corporation

Gentlemen:

As requested by counsel, we enclose for filing Application for Certificate of Withdrawal on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reasons the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-324-0754.

Very truly yours,

*Kelly D. Tlachac*

Kelly D. Tlachac  
Customer Specialist

KDT/kdt

Enclosure(s)

HAIR

withd.  
10-14-97  
CC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
97 OCT 10 AM 11:27

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY  
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Tennessee Gas Marketing Company

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1001 Louisiana Street

(Mailing Address)

Houston, Texas 77002

(City - State - Zip)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 10 AM 11:27

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Kelly J. Jameson  
Signature

October 2, 1997

Date

Kelly J. Jameson

Typed or printed name

Assistant Secretary

Title