



817 Vandalia Street
Suite 100
St Paul, MN 55114

January 9, 2012

RECEIVED

JAN 10 2012

PUBLIC SERVICE COMMISSION

Mr. Darrell Nitschke
Executive Secretary
North Dakota Public Service Commission
600 East Boulevard Avenue
Dept. 408
Bismarck, ND 58505-0480

In re: Magellan Midstream Partners, L.P.
Corporate Documents of Formation and Standing
Fargo Relocation Project

Dear Mr. Nitschke:

Pursuant to your request, enclosed is a copy of the relevant corporate documents of Magellan Pipeline Company, L.P. Also enclosed are the Certificate of Good Standing from Delaware and Certificate of Fact from North Dakota.

If you have any questions or need any additional information, please contact the undersigned at your earliest convenience.

Very truly yours,

William F. McCarthy

Enclosures

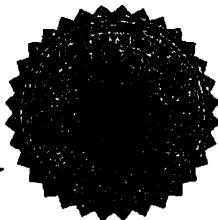
cc: Sean Hennessee, Esq.- Magellan
H. Cynthia Pierce- Magellan
E3, Environmental, LLC

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "MAGELLAN PIPELINE COMPANY, LLC" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "MAGELLAN PIPELINE COMPANY, LLC" TO "MAGELLAN PIPELINE COMPANY, L.P.", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2004, AT 2:19 O'CLOCK P.M.



0633217 8100V

040654353

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3341343

DATE: 09-09-04

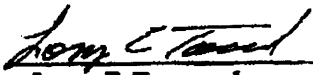
**CERTIFICATE OF CONVERSION
OF
MAGELLAN PIPELINE COMPANY, LLC
INTO
MAGELLAN PIPELINE COMPANY, L.P.**

**UNDER SECTION 17-217 OF
THE DELAWARE REVISED UNIFORM
LIMITED PARTNERSHIP ACT**

1. The date on which the limited liability company (originally formed as a corporation) was first formed is November 23, 1965.
2. The jurisdiction where the limited liability company was first formed is Delaware.
3. The name of the limited liability company immediately prior to the filing of this Certificate is Magellan Pipeline Company, LLC.
4. The name of the limited partnership as set forth in its Certificate of Limited Partnership filed in accordance with Section 17-217(b) is Magellan Pipeline Company, L.P.
5. The conversion is to be effective upon the filing of this Certificate of Conversion and the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of September 2, 2004.

By: Magellan Pipeline GP, LLC,
as general partner

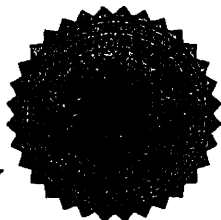
By: 
Name: Lonny E. Townsend
Title: Vice President, General Counsel &
Assistant Secretary

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "MAGELLAN PIPELINE COMPANY, L.P." FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2004, AT 2:19 O'CLOCK P.M.



0633217 8100V

040654353

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3341343

DATE: 09-09-04

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAGELLAN PIPELINE COMPANY, L.P.**


The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, does hereby certify as follows:

1. The name of the limited partnership is Magellan Pipeline Company, L.P.
2. The address of the Partnership's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, and the name of the Partnership's registered agent for service of process at such address is the Corporation Trust Company.
3. The name and mailing address of the general partner is as follows:

<u>Name</u>	<u>Mailing Address</u>
Magellan Pipeline GP, LLC	One Williams Center, Suite 2800 Tulsa, Oklahoma 74172

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of Magellan Pipeline Company, L.P. as of September 7, 2004.

By: Magellan Pipeline GP, LLC,
as General Partner

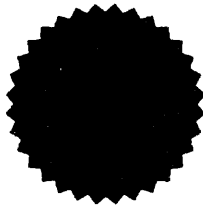
By: 
Name: Lonny E. Townsend
Title: Vice President, General Counsel &
Assistant Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "WILLIAMS PIPE LINE COMPANY, LLC", CHANGING ITS NAME FROM "WILLIAMS PIPE LINE COMPANY, LLC" TO "MAGELLAN PIPELINE COMPANY, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2003, AT 1:21 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0633217 8100

030550996

AUTHENTICATION: 2599429

DATE: 08-25-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:24 PM 08/25/2003
FILED 01:21 PM 08/25/2003
SRV 030550996 - 0633217 FILE

LIMITED LIABILITY COMPANY
CERTIFICATE OF CORRECTION
FILED TO CORRECT A CERTAIN ERROR IN THE CERTIFICATE OF
AMENDMENT OF CERTIFICATE OF FORMATION
OF
WILLIAMS PIPE LINE COMPANY, LLC
FILED IN THE OFFICE OF THE SECRETARY OF STATE
OF DELAWARE ON AUGUST 14, 2003 AT 4:29 P.M.

1. The name of the limited liability company is Williams Pipe Line Company, LLC.
2. A Certificate of Amendment of Certificate of Formation of Williams Pipe Line Company, LLC was filed by the Secretary of State of Delaware on August 14, 2003, at 4:29 p.m. that requires correction as permitted by Section 18-211 of the Delaware Limited Liability Company Act.
3. The Inaccuracy or defect of the Certificate to be corrected is as follows: the name of the limited liability company was misspelled.
4. Article 2 of the Certificate of Amendment of Certificate of Formation is corrected to read as follows:
 2. The Certificate of Formation of the limited liability company is hereby amended as follows:
 1. The name of the limited liability company is Magellan Pipeline Company, LLC.

By: /s/ Suzanne H. Costin
Authorized Person

Name: Suzanne H. Costin
Print or Type Name

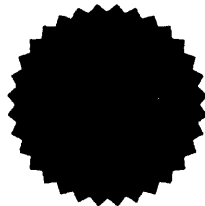
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WILLIAMS PIPE LINE COMPANY, LLC", CHANGING ITS NAME FROM "WILLIAMS PIPE LINE COMPANY, LLC" TO "MAGELLAN PIPE LINE COMPANY, LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF AUGUST, A.D. 2003, AT 4:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF SEPTEMBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0633217 8100

AUTHENTICATION: 2584774

030532649

DATE: 08-14-03

FROM CORPORATION TRUST 302-655-2480

(THU) 8.14'03 17:14/ST. 17:30

State of Delaware
Secretary of State P 2
Division of Corporations
Delivered 05:08 PM 08/14/2003
FILED 04:29 PM 08/14/2003
SRV 030532649 - 0633217 FILE

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF FORMATION OF
WILLIAM PIPE LINE COMPANY, LLC

1. The name of the limited liability company is Williams Pipe Line Company, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:
 1. The name of the limited liability company is Magellan Pipe Line Company, LLC.
3. This Certificate of Amendment of Certificate of Formation of Williams Pipe Line Company, LLC shall be effective September 1, 2003.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Certificate of Formation of Williams Pipe Line Company, LLC this 14th day of August, 2003.

WILLIAMS PIPE LINE COMPANY, LLC

By: Williams Energy Partners L.P., its
sole member

By: WEG GP LLC, its general partner

By: /s/ Suzanne H. Costin
Name: Suzanne H. Costin
Title: Secretary

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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "WILLIAMS PIPE LINE COMPANY" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WILLIAMS PIPE LINE COMPANY" TO "WILLIAMS PIPE LINE COMPANY, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0633217 8100V

AUTHENTICATION: 0883808

001651187

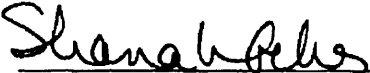
DATE: 12-28-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/27/2000
001651187 - 0633217

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE
DELAWARE GENERAL CORPORATION LAW

1. The name of the corporation immediately prior to filing this Certificate is WILLIAMS PIPE LINE COMPANY.
2. The date the Certificate of Incorporation was filed on is November 23, 1965.
3. The name of the limited liability company as set forth in the formation is WILLIAMS PIPE LINE COMPANY, LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
5. The effective date of this conversion shall be December 31, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of WILLIAMS PIPE LINE COMPANY this 27th day of December, 2000.



Shawna L. Gehres, Secretary

12/28/2000

State of Delaware
Office of the Secretary of State

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "WILLIAMS PIPE LINE COMPANY, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

0633217 8100V

AUTHENTICATION: 0883808

001651187

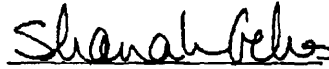
DATE: 12-28-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/27/2000
001651187 - 0633217

CERTIFICATE OF FORMATION
OF
WILLIAMS PIPE LINE COMPANY, LLC

1. The name of the limited liability company is WILLIAMS PIPE LINE COMPANY, LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The effective date of the formation of this limited liability company shall be December 31, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of WILLIAMS PIPE LINE COMPANY, LLC this 27th day of December, 2000.



Shawna L. Gehres
Authorized Person

State of Delaware

6/25/1999

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "WILLIAMS PIPE LINE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 1999, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0633217 8100

991259805

AUTHENTICATION: 9831368

DATE: 06-25-99

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

WILLIAMS PIPE LINE COMPANY

FIRST: The name of the Corporation is:

WILLIAMS PIPE LINE COMPANY,

incorporated as Williams Brothers Pipe Line Company on November 23, 1965 and the name subsequently changed on March 13, 1974.

SECOND: This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this Corporation.

THIRD: This Restated Certificate of Incorporation was duly adopted by unanimous written consent of the sole stockholder in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of Delaware.

FOURTH: The Board of Directors of said Corporation, by unanimous written consent dated June 1, 1998, proposed and declared advisable the amendment and restatement of the articles of incorporation.

FIFTH: The text of the Amended and Restated Certificate of Incorporation shall read as follows:

1. The name of the Corporation is: Williams Pipe Line Company.

2. Its registered office in the State of Delaware is to be located at 1209 Orange Street, City of Wilmington, State of Delaware, County of New Castle, and the name and address of its registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

3. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of Common Stock which the Corporation shall have authority to issue is ten thousand (10,000) shares, all of which shall be with a par value of one dollar (\$1.00) per share.

5. The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

6. Written ballots shall not be required for the election of directors of the Corporation.

7. The Board of Directors shall have the power to make, alter or repeal By-laws of the Corporation.

8. The By-laws of the Corporation may fix or provide the manner of fixing and altering the number of directors constituting the Board of Directors, provided that such number shall not be less than three.

9. To the fullest extent permitted by the General Corporation Law of Delaware, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of such director's fiduciary duty as a director.

IN WITNESS WHEREOF, Williams Pipe Line Company has caused this certificate to be signed by Michael N. Mears, a Vice President, and attested by Shawna L. Gehres, its Assistant Secretary, this 1st day of June, 1998.

WILLIAMS PIPE LINE COMPANY

By: Michael Mears
Michael N. Mears
Vice President

ATTEST:

By: Shawna L. Gehres
Shawna L. Gehres
Assistant Secretary

2/7/1994

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SUN MARINE TERMINALS COMPANY", A TEXAS CORPORATION,
WITH AND INTO "WILLIAMS PIPE LINE COMPANY" UNDER THE NAME OF "WILLIAMS PIPE LINE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF FEBRUARY, A.D. 1994, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



William T. Quillen

William T. Quillen, Secretary of State

0633217 8100M

944015334

AUTHENTICATION:

DATE:

7021835

02-07-94

**DELAWARE
CERTIFICATE OF MERGER**

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>PLACE OF INCORPORATION</u>
Williams Pipe Line Company	Delaware
Sun Marine Terminals Company	Texas

SECOND: That the "Agreement and Plan of Merger" between the parties to the merger has been approved, certified, executed, and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Laws of the State of Delaware.

THIRD: That the name of the surviving corporation is Williams Pipe Line Company, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Williams Pipe Line Company, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is One Williams Center, Tulsa, Oklahoma, 74172.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of either constituent corporation.


SEVENTH: That the authorized capital stock of Sun Marine Terminals Company, a foreign corporation which is a party to the merger, is as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Common	1,000	\$1.00

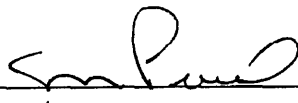
EIGHTH: That this Certificate of Merger shall be effective on December 31, 1993.

Dated: 12/30/93

Williams Pipe Line Company

By: 
President

Attest:

By: 
Secretary **C. M. Proud**
Assistant Secretary

\\ciba\merger\suncart.mrg

10/27/1993

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WILLIAMS PIPE LINE COMPANY" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1993, AT 12 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4120101

DATE: 10/27/1993

723300055

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

WILLIAMS PIPE LINE COMPANY

The undersigned DOES HEREBY CERTIFY that the following resolutions were duly adopted on October 25, 1993, by (i) the Board of Directors of Williams Pipe Line Company, a Delaware corporation (hereinafter called the "Corporation"), acting by unanimous written consent in lieu of a meeting pursuant to the provisions of Section 141(f) of the General Corporation Law of the State of Delaware and (ii) thereafter, by The Williams Companies, Inc., the sole stockholder of the Corporation, by written consent of said sole stockholder pursuant to the provision of Section 228 of the General Corporation Law of the State of Delaware:

RESOLVED that Article FOURTH of the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") is hereby deleted in its entirety and the following substituted therefor:

"FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 760,000 shares, consisting of 10,000 shares of Common Stock, par value \$1.00 per share (the "Common Stock") and 750,000 shares of Preferred Stock, par value \$1.00 per share (the "Preferred Stock").

I.

1. Any unissued or treasury shares of the Preferred Stock may be issued from time to time in one or more series, as authorized by the Board of Directors, subject to the limitations of this Article FOURTH. The designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, of the Preferred Stock of each series shall be such as are stated and expressed in this Article FOURTH and, to the extent not stated and expressed herein, shall be such as may be fixed by the Board of Directors (authority so to do being hereby expressly granted) and stated and expressed in a resolution or resolutions adopted by the Board of Directors providing for the

issue of Preferred Stock of such series. Such resolution or resolutions shall specify:

(a) the distinctive designation of such series and the number of shares which shall constitute such series, which may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;

(b) the rate of dividends, if any, payable on shares of such series, the date, if any, from which such dividends shall accrue, the conditions upon which and the dates when such dividends shall be payable, and whether such dividends shall be cumulative or noncumulative;

(c) the amount or amounts which the holders of the Preferred Stock of such series shall be entitled to be paid in the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation (which amounts need not be the same for each such event); and

(d) whether or not the Preferred Stock of such series shall be redeemable and at what times and under what conditions and the amount or amounts payable thereon in the event of redemption; and may, in a manner not inconsistent with the provisions of this Article FOURTH,

(i) limit the number of shares of such series which may be issued;

(ii) provide for a sinking fund for the purchase or redemption or a purchase fund for the purchase of shares of such series and the terms and provisions governing the operation of any such fund and the status as to reissue of shares of Preferred Stock purchased or otherwise reacquired or redeemed or retired through the operation thereof, and that so long as the Corporation is in default as to such sinking or purchase fund the Corporation shall not (with such

exceptions, if any, as may be provided) pay any dividends upon or purchase or redeem shares of capital stock ranking junior to the Preferred Stock as to dividends or distribution of assets upon liquidation (referred to in this Article FOURTH as "junior stock");

(iii) grant voting rights to the holders of shares of such series, in addition to and not inconsistent with those granted by this Article FOURTH to the holders of Preferred Stock;

(iv) impose conditions or restrictions upon the creation of indebtedness of the Corporation or upon the issue of additional Preferred Stock or other capital stock ranking equally therewith or prior thereto as to dividends or distribution of assets on liquidation;

(v) impose conditions or restrictions upon the payment of dividends upon, or the making of other distributions to, or the acquisition of, junior stock;

(vi) grant to the holders of the Preferred Stock of such series the right to convert such stock into shares of another series or class of capital stock; and

(vii) grant such other special rights to the holders of shares of such series as the Board of Directors may determine and as shall not be inconsistent with the provisions of this Article FOURTH.

The term "fixed for such series" and similar terms shall mean stated and expressed in this Article FOURTH or in the resolution or resolutions adopted by the Board of Directors providing for the issue of Preferred Stock of the series referred to therein.

2. Subject to any limitations specified in the resolution or resolutions providing for the

issuance thereof, the holders of the Preferred Stock of the respective series shall be entitled to receive, when and as declared by the Board of Directors, out of any funds legally available therefor, preferential dividends in cash, at the rate per annum, if any, fixed for such series, payable at quarter-yearly, half-yearly, or yearly intervals, and, on such dates, as may be specified in the resolution or resolutions adopted by the Board of Directors providing for the issue of Preferred Stock of such respective series, to stockholders of record on a date, preceding each such dividend payment date, fixed for the purpose by the Board of Directors in advance of payment of each particular dividend. Each share of Preferred Stock shall rank on a parity with each other share of Preferred Stock, irrespective of series, with respect to preferential dividends accrued on the shares of such series, and no dividend shall be declared or paid or set apart for payment for the Preferred Stock of any series unless at the same time a dividend in like proportion to the dividends accrued upon the Preferred Stock of each other series shall be declared or paid or set apart for payment, as the case may be, on Preferred Stock of each other series then outstanding; but nothing in this subdivision 2. shall prevent the authorization or issuance of one or more series of Preferred Stock bearing dividends subject to contingencies as to the existence or amount of earnings of the Corporation during one or more fiscal periods, or as to other events, to which dividends on other series of Preferred Stock are not subject.

3. So long as any shares of Preferred Stock shall remain outstanding, in no event shall any dividends whatsoever, whether in cash, stock, or otherwise, be paid or declared, or any distribution be made on any class of junior stock, nor shall any shares of junior stock be purchased, retired or otherwise acquired for a valuable consideration by the Corporation, unless all dividends accrued on outstanding shares of Preferred Stock for all past dividend periods shall have been paid, or declared and a sum sufficient for the payment thereof set apart, and the full dividend thereon for the then current dividend period shall have been paid, or declared, and a sum sufficient for the payment thereof set apart. For purposes of this Article FOURTH, dividends shall not be deemed to have "accrued" for any dividend

period on the shares of Preferred Stock of any series unless (a) such shares were outstanding during such period, and either (b) the resolution or resolutions of the Board or Directors providing for such series shall expressly state that dividends on shares thereof accrue whether or not earned or declared, and are cumulative, or (c) any and all contingencies to which the accrual of dividends on shares of such series shall by the terms of the resolution or resolutions of the Board of Directors providing for such series be subject shall have been satisfied; and the term "accrued and unpaid dividends" with respect to Preferred Stock of any series shall mean accrued dividends on all outstanding shares of Preferred Stock of such series, from the date or dates from which dividends accrued thereon to the date as of which accrued and unpaid dividends are being determined, less the aggregate amount of all dividends theretofore declared and paid or set apart for payment upon such outstanding Preferred Stock.

4. The Corporation at the option of the Board of Directors may redeem all or any part of the Preferred Stock of any series which by its terms is redeemable, at the time or times and on the terms and conditions fixed for such series, upon notice duly given in the manner provided in the resolution or resolutions of the Board of Directors providing for such series, by paying therefore in cash the sum fixed for such series, together, in each case, with an amount equal to accrued and unpaid dividends thereon. The resolution or resolutions of the Board of Directors providing for a series subject to redemption may provide that when notice of redemption of all or part of the shares of such series shall have been given, and the redemption price of such shares, together with accrued dividends to the date fixed as the redemption date (which shall be a date after the date of such notice), has been set aside by the Corporation, or deposited with a suitable depository, for the pro rata benefit of the holders of the shares called for redemption, then the shares so called shall no longer be deemed outstanding, and all rights with respect to such shares, including the accrual of further dividends, other than the right to receive the redemption price of such shares, without interest, shall cease. Such resolution or resolutions may further provide, in any case where funds are deposited with

a depository other than the Corporation, that any funds held by such depository in respect of shares not presented for redemption within such period as may be fixed in such resolution or resolutions, but not less than six months, after the date on which such funds were first available to holders of such shares against presentation thereof for redemption, shall be repaid to the Corporation, and that thereafter the holders of such shares shall look solely to the Corporation for the funds payable upon redemption thereof.

5. Except as herein or by law expressly provided or except as may be provided for any series of Preferred Stock by the resolution or resolutions of the Board of Directors providing for the issuance thereof as herein permitted, the Preferred Stock shall have no right or power to vote on any question or in any proceeding or to be represented at or to receive notice of any meeting of stockholders. On any matters on which the holders of the Preferred Stock or any series thereof shall be entitled to vote separately as a class or series, they shall be entitled to one vote for each share held.

(a) So long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the consent of the holders of at least a majority of the number of shares of the Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by vote at any annual meeting, or any special meeting called for the purpose, purchase, redeem, or otherwise acquire for value any shares of the Preferred Stock or of any other stock ranking on a parity with the Preferred Stock in respect of dividends or distribution of assets on liquidation during the continuance of any default in the payment of dividends on the Preferred Stock.

(b) Any action specified in this subdivision 5. as requiring the consent of the holders of at least a specified proportion of the number of shares of Preferred Stock or of any particular series thereof at the time outstanding or

represented at a meeting may be taken with such consent and with such additional vote or consent, if any, of stockholders as may be from time to time required by this Certificate of Incorporation, as amended from time to time, or by law.

6. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, voluntary or involuntary, then, before any distribution or payment shall be made to the holders of any class of stock of the Corporation ranking junior to the Preferred Stock as to dividends or distribution of assets on liquidation, the holders of the Preferred Stock of the respective series shall be entitled to be paid in full the respective amount fixed, with respect to liquidations, dissolution or winding up, voluntary or involuntary, as the case may be, in the resolution or resolutions of the Board of Directors providing for the issue of shares of such series, plus a sum equal to all accrued and unpaid dividends thereon to the date of payment thereof. After such payment shall have been made in full to the holders of the Preferred Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the stocks of the Corporation ranking junior to the Preferred Stock according to their respective rights. In the event that the assets of the Corporation available for distribution to holders of Preferred Stock shall not be sufficient to make the payment herein required to be made in full, such assets shall be distributed to the holders of the respective shares of Preferred Stock pro rata in proportion to the amounts payable hereunder upon each share thereof.

7. Except as otherwise provided in any resolution of the Board of Directors providing for the issuance of any particular series of Preferred Stock, Preferred Stock redeemed or otherwise retired by the Corporation shall assume the status of authorized but unissued Preferred Stock and may thereafter, subject to the provisions of this Article FOURTH and of any restriction contained in any such resolution, be reissued in the same manner as other authorized but unissued Preferred Stock.

II.

At every meeting of the stockholders of the Corporation, each holder of Common Stock shall be entitled to one vote, in person or by proxy, for each share of such Common Stock standing in such holder's name on the record books of the Corporation on a record date to be fixed by the Board of Directors. The holders of the Common Stock shall have the exclusive right to vote, except as provided by the resolution or resolutions providing for the issue of any series of Preferred Stock, or except as expressly provided by Part I of this Article FOURTH.

Subject to the limitations prescribed in this Article FOURTH, and any further limitations prescribed in accordance therewith, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation, and the amounts to which the holders of the Preferred Stock shall be entitled, to share ratably in the remaining net assets of the Corporation.

III.

Except as may be otherwise expressly provided with respect to a particular series of Preferred Stock in the resolution or resolutions of the Board of Directors providing for such series, no holder of any shares of stock of the Corporation of any class or series shall be entitled as of right to subscribe to and/or purchase or acquire from the Corporation any stock of such class or series or any other class or series and/or any bonds, notes, debentures or other securities or obligations convertible into, or carrying warrants or rights to subscribe to, stock of the Corporation of any class or series; but all shares of stock, and all bonds, notes, debentures or other

securities or obligations, whether or not convertible into stock or carrying warrants or rights to subscribe to stock, may be issued, sold and disposed of from time to time by the Board of Directors to such persons, firms or corporations and for such consideration (so far as may be permitted by law) as the Board of Directors shall from time to time in its absolute discretion, determine, without offering any stock, bonds, notes, debentures, or other securities or obligations to the holders of Common Stock or any series of Preferred Stock.

Of the 750,000 authorized shares of Preferred Stock of the Corporation, 330,000 shares shall be issued in a series designated as \$5.00 Cumulative Redeemable Preferred Stock, \$1.00 par value per share as set forth hereinafter.

(i) The designation of such series of the Preferred Stock shall be the \$5.00 Cumulative Redeemable Preferred Stock (the "\$5.00 Preferred Stock"). The total number of shares of the \$5.00 Preferred Stock shall be 330,000.

(ii) Holders of shares of \$5.00 Preferred Stock will be entitled to receive, when and as declared by the Board out of assets of the Corporation legally available for payment, an annual cash dividend of \$5.00 per share, payable in quarterly installments on March 15, June 15, September 15 and December 15, commencing December 15, 1993 (each a "dividend payment date"). Dividends on the \$5.00 Preferred Stock will be cumulative from the date of initial issuance of shares of \$5.00 Preferred Stock. Dividends will be payable to holders of record as they appear on the stock books of the Corporation on such record dates, not more than 60 days nor less than 10 days preceding the payment dates thereof, as shall be fixed by the Board. When dividends are not paid in full upon the \$5.00 Preferred Stock and any other Parity Preferred Stock (as defined in paragraph (viii) below), all dividends declared upon shares of Parity Preferred Stock will be declared pro rata so that in all cases the

amount of dividends declared per share on the \$5.00 Preferred Stock and such other Parity Preferred Stock shall bear to each other the same ratio that accumulated and unpaid dividends per share on the shares of \$5.00 Preferred Stock and such other Parity Preferred Stock bear to each other. Except as set forth in the preceding sentence, unless full cumulative dividends on the \$5.00 Preferred Stock have been paid, no dividends (other than in Common Stock of the Corporation) may be paid or declared and set aside for payment or other distribution made upon the Common Stock or on any other stock of the Corporation ranking junior to or on a parity with the \$5.00 Preferred Stock as to dividends, nor may any Common Stock or any other stock of the Corporation ranking junior to or on a parity with the \$5.00 Preferred Stock as to dividends be redeemed, purchased or otherwise acquired for any consideration (or any payment made to or available for a sinking fund for the redemption of any shares of such stock; provided, however, that any moneys theretofore deposited in any sinking fund with respect to any Preferred Stock of the Corporation in compliance with the provisions of such sinking fund may thereafter be applied to the purchase or redemption of such Preferred Stock in accordance with the terms of such sinking fund regardless of whether at the time of such application full cumulative dividends upon shares of the \$5.00 Preferred Stock outstanding to the last dividend payment date shall have been paid or declared and set apart for payment) by the Corporation (except by conversion into or exchange for stock of the Corporation ranking junior to the \$5.00 Preferred Stock as to dividends). Dividends payable for any dividend period shall be calculated on the basis of a 360-day year of 12 30-day months.

(iii) the shares of \$5.00 Preferred Stock shall rank prior to the shares of Common Stock and of any other class of stock of the Corporation ranking junior to the \$5.00 Preferred Stock upon liquidation, so that in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the

\$5.00 Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any distribution is made to holders of shares of Common Stock or any other such junior stock, an amount equal to \$100.00 per share (the "Liquidation Preference" of a share of \$5.00 Preferred Stock) plus an amount equal to all dividends (whether or not earned or declared) accumulated and unpaid on the shares of \$5.00 Preferred Stock to the date of final distribution. After payment of the full amount of the Liquidation Preference and such dividends, the holders of shares of \$5.00 Preferred Stock will not be entitled to any further participation in any distribution of assets by the Corporation. If, upon any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of shares of Parity Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid, then such assets, or the proceeds thereof, shall be distributable among such holders ratably in accordance with the respective amounts which would be payable on such shares if all amounts payable thereon were payable in full. For the purposes hereof, neither a consolidation or merger of the Corporation with or into any other corporation, nor a merger of any other corporation with or into the Corporation, nor a sale or transfer of all or any part of the Corporation's assets for cash or securities shall be considered a liquidation, dissolution or winding up of the Corporation.

(iv) The holders of shares of \$5.00 Preferred Stock shall have no voting rights whatsoever, except for any voting rights to which they may be entitled under the laws of the State of Delaware, and except as follows:

(I) If and whenever at any time or times dividends payable on the \$5.00 Preferred Stock or on any other Preferred Stock shall have been in arrears and unpaid in an aggregate amount equal to or exceeding the amount of dividends payable thereon for six quarterly periods, then

the holders of the Preferred Stock shall have, in addition to the other voting rights set forth herein, the exclusive right, voting separately as a class, to elect two directors of the Corporation, such directors to be in addition to the number of directors constituting the Board immediately prior to the accrual of such right, the remaining directors to be elected by the other class or classes of stock entitled to vote therefor at each meeting of stockholders held for the purpose of electing directors. Such voting right shall continue until such time as all cumulative dividends accumulated on all the Preferred Stock having cumulative dividends shall have been paid in full and until any noncumulative dividends payable on all the Preferred Stock having noncumulative dividends shall have been paid regularly for at least one year, at which time such voting right of the holders of the Preferred Stock shall terminate, subject to revesting in the event of each and every subsequent event of default of the character indicated above.

~~Whenever~~ such voting right shall have vested, such right may be exercised initially either at a special meeting of the holders of the Preferred Stock, called as hereinafter provided, or at any annual meeting of stockholders held for the purpose of electing directors, and thereafter at each successive annual meeting.

At any time when such voting right shall have vested in the holders of the Preferred Stock, and if such right shall not already have been initially exercised, a proper officer of the Corporation shall, upon the written request of the holders of record of 10 percent in number of shares of the Preferred Stock then outstanding, addressed to the Secretary of the Corporation, call a special meeting of the holders of the Preferred Stock and of any other class or classes of stock

sufficient to constitute a quorum of the Preferred Stock for the election of directors by the Preferred Stock. At any such meeting or adjournment thereof (A) the absence of a quorum of the holders of the Preferred Stock shall not prevent the election of directors other than those to be elected by the holders of the Preferred Stock and the absence of a quorum or quorums of the holders of other classes of capital stock entitled to elect such other directors shall not prevent the election of directors to be elected by the holders of the Preferred Stock and (B) in the absence of a quorum of the holders of any class of stock entitled to vote for the election of directors, a majority of the holders present in person or by proxy of such class shall have the power to adjourn the meeting for the election of directors which the holders of such class are entitled to elect, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Notwithstanding anything in the foregoing to the contrary, directors may be elected by unanimous written consent of preferred stockholders in lieu of a meeting.

The directors elected pursuant to this subparagraph (I) shall serve until the next annual meeting or until their respective successors shall be elected and shall qualify; provided, however, that when the right of the holders of the Preferred Stock to elect directors as herein provided shall terminate, the terms of office of all persons so elected by the holders of the Preferred Stock shall terminate, and the number of directors of the Corporation shall thereupon be such number as may be provided in the By-laws of the Corporation irrespective of any increase made pursuant to this subparagraph (I).

having voting power with respect thereto for the purpose of electing directors. Such meeting shall be held at the earliest practicable date upon the notice required for annual meetings of stockholders at the place for holding of annual meetings of stockholders of the Corporation, or, if none, at a place designated by the Secretary of the Corporation. If such meeting shall not be called by the proper officers of the Corporation within 30 days after the personal service of such written request upon the Secretary of the Corporation, or within 30 days after mailing the same within the United States of America, by registered mail, addressed to the Secretary of the Corporation at its principal office (such mailing to be evidenced by the registry receipt issued by the postal authorities), then the holders of record of 10 percent in number of shares of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting at the expense of the Corporation, and such meeting may be called by such person so designated upon the notice required for annual meetings of stockholders and shall be held at the same place as is elsewhere provided for in this subparagraph (I). Any holder of the Preferred Stock shall have access to the stock books of the Corporation for the purpose of causing a meeting of stockholders to be called pursuant to the provisions of this paragraph. Notwithstanding the provisions of this paragraph, however, no such special meeting shall be called during a period within 90 days immediately preceding the date fixed for the next annual meeting of stockholders.

At any meeting held for the purpose of electing directors at which the holders of the Preferred Stock shall have the right to elect directors as provided herein, the presence in person or by proxy of the holders of 33-1/3 percent of the then outstanding shares of the Preferred Stock shall be required and be

So long as any shares of \$5.00 Preferred Stock are outstanding, the By-laws of the Corporation shall contain provisions ensuring that the number of directors of the Corporation shall at all times be such that the exercise, by the holders of shares of \$5.00 Preferred Stock and the holders of other Preferred Stock, of the right to elect directors under the circumstances provided in this subparagraph (I) will not contravene any provisions of the Corporation's Certificate of Incorporation or By-laws.

(II) So long as any shares of the \$5.00 Preferred Stock remain outstanding, the Corporation will not, either directly or indirectly or through merger or consolidation with any other corporation, without the affirmative vote at a meeting or the written consent with or without a meeting of the holders of at least 66-2/3 percent in number of shares of the \$5.00 Preferred Stock then outstanding, (A) create any class or classes of stock ranking prior to the \$5.00 Preferred Stock either as to dividends or upon liquidation or increase the authorized number of shares of any class or classes of stock ranking prior to the \$5.00 Preferred Stock either as to dividends or upon liquidation, (B) amend, alter or repeal any of the provisions of the Certificate of Incorporation (including this resolution) so as to affect adversely the preferences, special rights or powers of the \$5.00 Preferred Stock or (C) authorize any reclassification of the \$5.00 Preferred Stock.

(v) The shares of the \$5.00 Preferred Stock will not be redeemable prior to December 15, 1998. On or after such date, the \$5.00 Preferred Stock will be redeemable at the option of the Corporation, in whole or in part, upon not less than 30 nor more than 60 days' notice, and shall be redeemed by the Corporation in whole on or before December 15, 2008, at a redemption price equal to \$100.00 per share of the \$5.00 Preferred Stock plus

dividends accrued and accumulated but unpaid to the redemption date.

If full cumulative dividends on the \$5.00 Preferred Stock have not been paid, the \$5.00 Preferred Stock may not be redeemed in part and the Corporation may not purchase or acquire any shares of the \$5.00 Preferred Stock otherwise than pursuant to a purchase or exchange offer made on the same terms to all holders of the \$5.00 Preferred Stock. If less than all the outstanding shares of \$5.00 Preferred Stock are to be redeemed, the Corporation will select those to be redeemed by lot or a substantially equivalent method.

If a notice of redemption has been given pursuant to this paragraph (v) and if, on or before the date fixed for redemption, the funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for redemption, then, notwithstanding that any certificates for such shares have not been surrendered for cancellation, on the redemption date dividends shall cease to accrue on the shares of \$5.00 Preferred Stock to be redeemed, and at the close of business on the redemption date the holders of such shares shall cease to be stockholders with respect to such shares and shall have no interest in or claims against the Corporation by virtue thereof and shall have no voting or other rights with respect to such shares, except the right to receive the moneys payable upon such redemption, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of their certificates, and the shares evidenced thereby shall no longer be outstanding. Subject to applicable escheat laws, any moneys so set aside by the Corporation and unclaimed at the end of two years from the redemption date shall revert to the general funds of the Corporation, after which reversion the holders of such shares so called for redemption shall look only to the general funds of the Corporation for the payment of the amounts payable upon such redemption. Any interest accrued on funds so

deposited shall be paid to the Corporation from time to time.

(vi) No consent of the holders of the \$5.00 Preferred Stock shall be required for (a) the creation of any indebtedness of any kind of the Corporation, (b) the creation, or increase or decrease in the amount, of any class or series of stock of the Corporation not ranking prior as to dividends or upon liquidation to the \$5.00 Preferred Stock or (c) any increase or decrease in the amount of authorized Common Stock or any increase, decrease or change in the par value thereof or in any other terms thereof.

(vii) Subject to the provisions of paragraph (iv) hereof, the Board reserves the right by subsequent amendment of this resolution from time to time to increase or decrease the number of shares which constitute the \$5.00 Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this resolution within the limitations provided by law, this resolution and the Certificate of Incorporation.

(viii) For the purposes of this resolution, any stock of any class or classes of the Corporation shall be deemed to rank:

(a) prior to shares of the \$5.00 Preferred Stock, either as to dividends or upon liquidation, if the holders of stock of such class or classes shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the \$5.00 Preferred Stock;

(b) on a parity with shares of the \$5.00 Preferred Stock, either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share thereof be different from those of the \$5.00 Preferred Stock, if the

holders of stock of such class or classes shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or liquidation prices, without preference or priority of one over the other as between the holders of such stock and the holders of shares of \$5.00 Preferred Stock (the term "Parity Preferred Stock" being used to refer to any stock on a parity with the shares of \$5.00 Preferred Stock, either as to dividends or upon liquidation as the context may require); and

(c) junior to shares of the \$5.00 Preferred Stock, either as to dividends or upon liquidation, if such class shall be Common Stock or if the holders of the \$5.00 Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of stock of such class or classes."

IN WITNESS WHEREOF, Williams Pipe Line Company has caused this Certificate to be made under the seal of the Corporation and signed by Larry D. Bailey, a Vice President, and attested by David M. Higbee, its Secretary, this 25th day of October, 1993.

WILLIAMS PIPE LINE COMPANY

Larry D. Bailey

Larry D. Bailey RHH
Vice President

[SEAL]

Attest:

David M. Higbee

David M. Higbee
Secretary

RHH:GMS,WPL

5/28/1985



State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on May 28, 1985



Michael Harkins

Michael Harkins, Secretary of State

BY: *M. Magnusen*

DATE: January 20, 1986

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION

OF

WILLIAMS PIPE LINE COMPANY
(Pursuant to Section 242)

Williams Pipe Line Company, a corporation organized and existing under and by virtue of the General Corporation Laws of the State of Delaware, does hereby certify that:

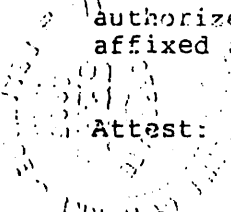
FIRST: The Board of Directors of Williams Pipe Line Company at a meeting regularly held on May 20, 1985, adopted a resolution setting forth a proposal that Article "THIRD" of its Certificate of Incorporation be amended to include the addition of the following:

"To engage in every aspect of the telephone, telegraph and telecommunications business, specifically including without limitation, owning and operating fiber-optic telecommunications lines, satellite systems and microwave communication systems, and to engage in any other lawful business for which a corporation may be organized under the laws of the State of Delaware except as specifically limited herein."

SECOND: Thereafter, pursuant to a resolution of said Company's Board of Directors, said amendment was duly adopted and approved by the stockholder of said Company in a written Consent of Sole Stockholder in lieu of meeting executed by the sole shareholder of the Company on May 20, 1985.

IN WITNESS WHEREOF, the undersigned hereby declaring and certifying that this is the act and deed of Williams Pipe Line Company and that the facts stated herein are true, has caused this Certificate of Amendment to the Certificate of Incorporation of Williams Pipe Line Company to be executed by its duly authorized officers and its corporate seal to be hereunto affixed as of the 21st day of May, 1985.

Attest: (SEAL)


Larry D. Bailey
Larry D. Bailey
Assistant Secretary

WILLIAMS PIPE LINE COMPANY

By R. A. Wilkens
R. A. Wilkens
President

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

Before me, the undersigned, Notary Public in and for said
-county and state on this 21st day of May, 1985, personally
appeared R. A. Wilkens and acknowledged to me that he executed
the foregoing instrument as President of Williams Pipe Line
Company, as the free and voluntary act and deed of such
corporation, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year
last above written.

Susan W. Mendenhall
Notary Public

My Commission Expires:

2/22/86



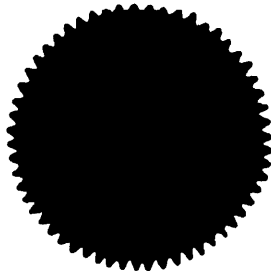


State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Change of Location of Registered Office of the companies represented
by "The Corporation Trust Company", as it applies to "WILLIAMS PIPE LINE COMPANY",
as received and filed in this office the twenty-seventh day of July, A.D. 1984, at
4:30 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twentieth *day*
of January *in the year of our Lord*
one thousand nine hundred and eighty-six.



Michael Harkins
Michael Harkins, Secretary of State

FILED
4:30
JUL 27 1984 P.M.

CERTIFICATE OF CHANGE OF ADDRESS OF
REGISTERED OFFICE AND OF REGISTERED AGENT
PURSUANT TO SECTION 134 OF TITLE 8 OF THE DELAWARE CODE

W. C. K...
DIRECTOR OF STATE

To: DEPARTMENT OF STATE
Division of Corporations
Townsend Building
Federal Street
Dover, Delaware 19903

Pursuant to the provisions of Section 134 of Title 8 of the Delaware Code, the undersigned Agent for service of process, in order to change the address of the registered office of the corporations for which it is registered agent, hereby certifies that:

1. The name of the agent is: The Corporation Trust Company
2. The address of the old registered office was:

100 West Tenth Street
Wilmington, Delaware 19801

3. The address to which the registered office is to be changed is:

Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

The new address will be effective on July 30, 1984.

4. The names of the corporations represented by said agent are set forth on the list annexed to this certificate and made a part hereof by reference.

IN WITNESS WHEREOF, said agent has caused this certificate to be signed on its behalf by its Vice-President and Assistant Secretary this 25th day of July, 1984.

THE CORPORATION TRUST COMPANY
(Name of Registered Agent)

By

Virginia Colwell
(Vice-President)

ATTEST:

Mark Murray
(Assistant Secretary)

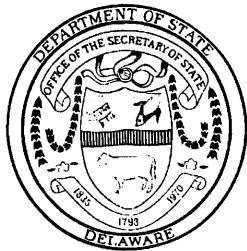
3/13/1974



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on March 13, 1974



Form 130

Michael Harkins

Michael Harkins, Secretary of State

BY: *M. Magowan*

DATE: January 20, 1986

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

WILLIAMS BROTHERS PIPE LINE COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation:

RESOLVED, that the Certificate of Incorporation of WILLIAMS BROTHERS PIPE LINE COMPANY be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is WILLIAMS PIPE LINE COMPANY."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of The General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said WILLIAMS BROTHERS PIPE LINE COMPANY has caused this certificate to be signed by G. L. Maciula, its President, and attested by John S. Estill, Jr., its Secretary, this 11th day of March, 1974.

WILLIAMS BROTHERS PIPE LINE COMPANY

By *G. L. Maciula*
G. L. Maciula - President

CORPORATE SEAL

ATTEST:

By *John S. Estill, Jr.*
John S. Estill, Jr. - Secretary

Delaware

PAGE 1

The First State

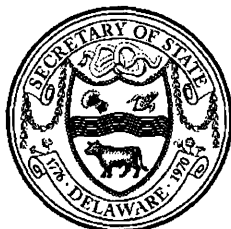
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGELLAN PIPELINE COMPANY, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JANUARY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

0633217 8300

120018680

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9278136

DATE: 01-06-12

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF FACT OF MAGELLAN PIPELINE COMPANY, L.P.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that MAGELLAN PIPELINE COMPANY, L.P., a Delaware limited partnership, was filed in this office on September 29, 2004. The registration shall remain in force unless canceled.

Dated: January 6, 2012

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State