

OCT 6 1980

ALASKA RESOURCES LIBRARY

U.S. Department of the Interior

JUL 14 1980 -

SUPPLEMENT TO APPLICATION

FOR

RIGHT-OF-WAY GRANT

VOLUME III

ALASKAN NORTHWEST NATURAL GAS TRANSPORTATION COMPANY,
A PARTNERSHIP

we, the undersigned authorized representatives of the member companies of the Alaskan Northwest Natural Gas Transportation Company, a partnership, do hereby certify that at a meeting of the Board of Directors of the Partnership duly convened and held on June 26, 1980, at which a quorum of said Board was present and acting throughout, the following resolution was duly adopted:

RESOLVED that Northwest Alaskan Pipeline Company, be and is hereby authorized and empowered to execute and deliver, in the name and on behalf of this Partnership, an application (including stipulations, affidavits, certificates, and other pertinent documents, as may be required) for a right-of-way grant over Federal lands in Alaska, and application to be made pursuant to and in accordance with the Mineral Leasing Act (30 U.S.C. §185) and applicable regulations thereunder (43 C.F.R., Part 2000).

IN WITNESS WHEREOF, we have hereunto set our hands this
26th day of June, 1980.

AMERICAN NATURAL ALASKAN COMPANY

By: James G. Chebikoff
ALASKA ENERGY COMPANY

By: John A. Sproul
NORTHERN ARCTIC COMPANY

By: Stephen J. ...

NORTHWEST ALASKAN PIPELINE COMPANY

BY: _____

PACIFIC INTERSTATE TRANSMISSION
COMPANY (ARCTIC)

BY: _____

PAN ALASKAN GAS COMPANY

BY: _____

UNITED ALASKA FUELS COMPANY

BY: _____

Enclosure F
Corporate Charters, Members of Alaskan
Norhtwest Natural Gas Transportation Company,
Partnership

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State of Delaware

New Castle County

ss.

1

I, Leo J. Dugan, Jr., Recorder of

Deeds for New Castle County, Delaware, do hereby certify that Certified Copy of Certificate of
Incorporation of "American Natural Alaskan Company"

was received for record in this office on February 8, 1977

and the same appears of record in the Recorder's Office for said County.

Witness my hand and Official Seal, this

eighth

day of

February

A. D. 1977.

Leo J. Dugan Jr.

Recorder.

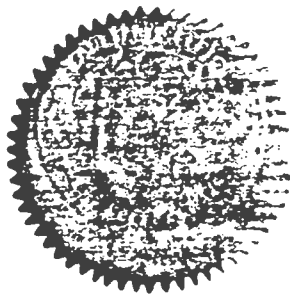


State of DELAWARE

Office of SECRETARY OF STATE

Glenn C. Kenton, 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 Incorporation of the "American Natural Alaskan Company", as received and
filed in this office the eighth day of February, A.D. 1977, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this eight day
of February in the year of our Lord
one thousand nine hundred and seventy-seven.



Glenn C. Kenton

Secretary of State

R. B. Delee

Assistant Secretary of State

CERTIFICATE OF INCORPORATION

OF

AMERICAN NATURAL ALASKAN COMPANY

FIRST: The name of the Corporation is
American Natural Alaskan Company.

SECOND: The address of the Corporation's registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000 shares of common stock with a par value of One Dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
David J. Boyd	One First National Plaza Suite 3200 Chicago, Illinois 60603

SIXTH: The names and mailing address of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
S. F. Smith	One Woodward Avenue Detroit, Michigan 48226
Tajinder S. Bindra	One Woodward Avenue Detroit, Michigan 48226

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation, subject to any specific limitation and such power provided by any By-Laws adopted by the stockholders.

EIGHTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation so provide.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

THIRTEEN: No holder of any class of stock of the Corporation nor of any security convertible into, nor of any warrant, option or right to purchase, subscribe for or otherwise acquire, stock of any class of the Corporation, whether now or hereafter authorized, shall, as such holder, have any pre-emptive right whatsoever to purchase, subscribe for or otherwise acquire, stock of any class of the Corporation nor of any security convertible into, nor of any warrant, option or right to purchase, subscribe for or otherwise acquire, stock of any class of the Corporation, whether now or hereafter authorized.

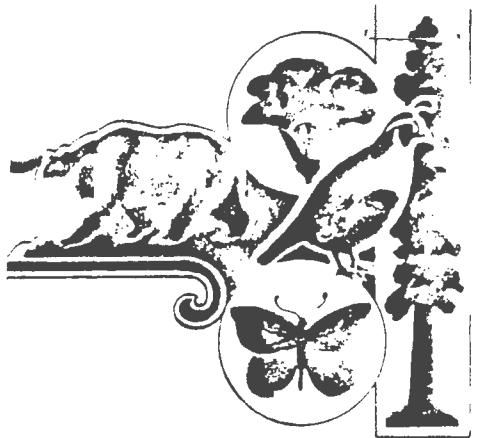
FOURTEEN: Except as otherwise provided in the Certificate of Incorporation, the Board of Directors shall have authority to authorize the issuance, from time to time without any vote or other action by the stockholders, of any or all shares or stock of the Corporation of any class at any time authorized, any securities convertible into or exchangeable for any such shares so authorized, and any warrant, option or right to purchase, subscribe for or otherwise acquire, shares of stock of the Corporation of any class at any time authorized, in each case to such persons and for such consideration and on such terms as the Board of Directors from time to time in its discretion lawfully may determine. Stock so issued, for which the consideration has been paid to the Corporation, shall be full paid stock, and the holders of such stock shall not be liable to any further call or assessments thereon.

TWELFTH: Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Corporation Law of the State of Delaware as it may be in effect from time to time.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, makes this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand and seal this 3rd day of February, 1977.



David J. Boyd (SEAL)



State of California

OFFICE OF THE SECRETARY OF STATE



I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 21 1978



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
CALASKA ENERGY COMPANY

000000
FILED
Office of the Secretary of State
of the State of California

WILLIAMS ED, Secretary of State
Jana E. Brown
Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California.

AND WE DO HEREBY CERTIFY:

FIRST

That the name of this corporation is CALASKA ENERGY COMPANY.

SECOND

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD

The name and business address in this state of the corporation's initial Agent for service of process is John F. Taylor, 77 Beale Street, San Francisco, California 94106.

FOURTH

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total authorized number of shares which may be issued is

1,000 shares. No distinction shall exist between the shares of the corporation or the holders thereof.

FIFTH

The shareholders of this corporation shall have the preemptive right to subscribe to any and all issues of shares or securities of this corporation.

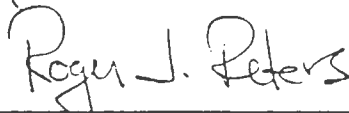
SIXTH

This corporation shall have a variable number of directors, to be not less than 5, nor more than 9, with the exact number of directors to be fixed, within the limits specified by a bylaw duly adopted by the shareholders or by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, who are the incorporators of this corporation, have executed these Articles of Incorporation on September 20, 1978.



John A. Sproul, Incorporator

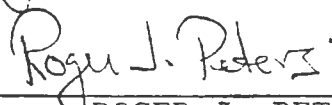


Roger J. Peters, Incorporator

I hereby declare that I am the person who executed the above Articles of Incorporation, and declare that this instrument is my act and deed.



JOHN A. SPROUL



ROGER J. PETERS



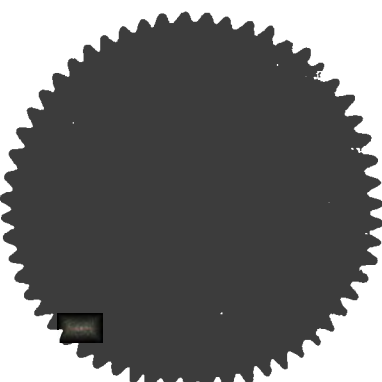
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, 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 Incorporation of the "NORTHERN ARCTIC GAS COMPANY", as received and
 filed in this office the twenty-sixth day of August, A.D. 1976, at 10 o'clock A.M.

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


 A large, dark, circular official seal with a serrated edge, partially visible on the left side of the page.

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

CERTIFICATE OF INCORPORATION
OF
NORTHERN ARCTIC GAS COMPANY

ARTICLE I.

The name of this corporation is

NORTHERN ARCTIC GAS COMPANY

ARTICLE II.

The registered office of this corporation in the State of Delaware is located at Number 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, Number 100 West Tenth Street, Wilmington, Delaware.

ARTICLE III.

The nature of the business of this corporation, or the objects or purposes to be transacted, promoted or carried on by it are as follows, namely:

1. To buy, lease, construct, lay or otherwise acquire, to sell, mortgage, lease or otherwise dispose of, and/or to extend, improve, maintain, develop and operate the following properties, or any of them, namely:

(a) Works, plants, wells, tanks, pipelines, conduits, compressor stations and other equipment, for the production, purification, storage, transportation, distribution, exchange and/or sale of natural and/or manufactured gas for light, heat, power and any other use to which gas is or may be applied.

(b) Works, plants, water powers, dams, poles, transmission and distribution lines, conduits and subways for the generation, supply, storage, transmission, distribution and/or sale of electricity for light, heat, power and any other use to which electricity is or may be applied; and to acquire, construct, maintain and operate systems of water works for the supply of water.

2. To prospect and explore for, work, develop and mine, oil, natural gas, coal, and, without limitation by the preceding enumeration, other minerals; to sink, dig, drill and drive wells and mines for the production of minerals; to locate, acquire, purchase, develop, own, sell, mortgage or otherwise dispose of any lands or any interest in lands containing or believed to contain oil, natural gas, coal or other minerals; to acquire by purchase or by contract oil production, oil royalties, natural gas production, casing-head gas production and gas royalties, and to sell or otherwise dispose of the same.

3. To establish, construct, operate and maintain refineries and plants for the refining and treatment of oil, natural gas, casinghead gas and all of the products and by-products thereof; to establish, construct, operate and maintain refineries and plants for the manufacture of gasoline and other products from coal, shale and other minerals; to construct, operate and maintain plants for the manufacture of gas of any description for heat, light, power and/or other purposes.

4. To enter into, maintain, operate or carry on in all its branches the business of mining and of drilling, boring and exploring for, producing, refining, treating, distilling, manufacturing, handling and dealing in, buying

and selling petroleum, oil, natural gas, asphaltum, bitumen, bituminous rock and any and all other mineral and hydro-carbon substances, and any and all products or by-products which may be derived from said substances or any of them; and for such or any of such purposes to buy, exchange, contract for, lease and in any and all other ways acquire, take, hold and own and to sell, mortgage, lease and otherwise dispose of, and to construct, manage, maintain, deal in and operate mines, refineries, tanks, machinery, wharves, steam, sailing and other vessels or watercraft of every kind, character and description, and otherwise to construct, acquire, maintain, establish, promote, deal in, operate, carry on, conduct and manage any and all other property and appliances that may in any wise be deemed advisable in connection with the business of this corporation or any branch thereof, or that may be deemed convenient at any time by the board of directors of this corporation.

5. To do engineering and contracting for hire or profit in the designing, construction, improvement, extension, maintenance and repair of gas plants, gas pipelines, electric plants and other public utility plants and systems, including the pipelines, pole lines, conduits and other appurtenances thereto appertaining; also, in the drilling, developing and operating of oil and gas wells.

6. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade and deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

7. To acquire, and pay for in cash, stock, bonds and/or obligations of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation.

8. To buy, exchange, construct, contract for, lease and in any and all other ways to acquire, take, hold and own pipelines and telegraph and telephone lines useful or necessary, in the judgment of the board of directors of this corporation, for its own business, and to improve, maintain and operate the same, and to sell, mortgage, lease or otherwise dispose of the same; and to have and to exercise the power of eminent domain.

9. To buy, acquire, sell, mortgage and otherwise deal in patents and licenses, and to take, acquire, hold, sell, lease, mortgage and otherwise dispose of franchises, franchise rights, and Federal, State and municipal grants of every character, which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation or extension of its properties.

10. To borrow money and to issue bonds, debentures, notes and other evidences of indebtedness of this corporation, from time to time, and without limit as to amount, for any lawful corporate purpose, and to mortgage, pledge and otherwise charge any or all of its properties, rights, privileges and franchises to secure the payment thereof, or to issue such bonds, debentures, notes and other evidences of indebtedness without any such security.

11. To loan money; to purchase, acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in shares of the capital stock, bonds, debentures, notes or other securities of any other corporation or association, whether domestic or foreign, and whether now or hereafter organized, and while the holder of any such shares or other securities, to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do; and to deal in stocks and securities either as an agent or broker or otherwise.

12. To purchase, hold, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such extent and in such manner and upon such terms as its board of directors shall determine; provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation, except as otherwise permitted by law; and provided, further, that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

13. To promote or to aid in any manner, financially or otherwise, any corporation or association, any stocks, bonds or other evidences of indebtedness or securities of which are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, stocks, bonds, notes and other obligations of such other corporations or associations;

and to do any other acts or things designed to protect, preserve, improve or enhance the value of such stocks, bonds or other evidences of indebtedness or securities.

14. To carry on any other lawful business whatsoever which may seem to this corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interest of this corporation or to enhance the value of its properties, and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under an Act of the Legislature of Delaware entitled, "An Act Providing A General Corporation Law," approved March 10, 1899, and the Acts now or hereafter amendatory thereof and supplemental thereto; and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

15. To conduct its business (including holding, exchanging, mortgaging and conveying of real and personal property) in the State of Delaware, other States, the District of Columbia, the territories and colonies of the United States and in foreign countries, and to maintain such offices either within or without the State of Delaware, as may be convenient.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV.

(1) The total number of shares of stock which this corporation shall have authority to issue is one thousand (1,000) shares, all of which are to be

of the par value of \$10.00 each and all of one class and all to be designated as the Common Stock of the Corporation.

(2) The shares of Common Stock may be issued from time to time for such consideration, not less than the par value thereof and upon such terms as from time to time shall be determined by the Board of Directors.

(3) Each holder of record of the Common Stock on such date as shall be fixed from time to time by the Board of Directors shall have a pro rata right, based upon the number of shares owned by him in relation to the total number of shares of Common Stock outstanding on such date, to subscribe for and purchase at such price and on such terms as the Board of Directors may determine, all shares of Common Stock, other than treasury stock, sold by the Corporation after the date of filing this certificate, whether now or hereafter authorized, and all securities convertible into or exchangeable for, or carrying warrants or rights to purchase or subscribe for, shares of Common Stock sold by the Corporation after the date of filing this certificate, whether now or hereafter authorized; provided, however, that the Board of Directors, if in their judgment it is in the best interest of the Corporation so to do, may issue shares of Common Stock, without first offering such shares to Common Stockholders, in exchange or payment for property (other than money) to be used in the business of the Corporation or any of its subsidiaries, or in exchange or payment for securities of corporations owning property of such character. Except as provided in this paragraph, no holder of Common Stock of the Corporation, as such, shall have any right to subscribe for or purchase any future issues of securities of any or all classes of the Corporation.

None of the provisions of this paragraph (3) of this Article IV shall be amended except with the consent of the holders of 75% of the shares of Common Stock at the time outstanding at a special meeting duly called and held for such purpose.

ARTICLE V.

The minimum amount of capital with which this corporation shall commence business is one thousand dollars (\$1,000).

ARTICLE VI.

The names and mailing addresses of the incorporators are as follows:

<u>NAMES</u>	<u>MAILING ADDRESSES</u>
<u>I. J. Obara, Jr.</u>	<u>100 West Tenth Street</u> <u>Wilmington, Delaware 19801</u>
<u>W. J. Felt</u>	<u>100 West Tenth Street</u> <u>Wilmington, Delaware 19801</u>
<u>P. F. Andrews</u>	<u>100 West Tenth Street</u> <u>Wilmington, Delaware 19801</u>

ARTICLE VII.

This corporation shall have perpetual existence.

ARTICLE VIII.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever, but shall be exempt from corporate liability.

ARTICLE IX.

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

- (a) To make, alter, amend and rescind the by-laws of this corporation.

(c) To set apart out of any of the available funds of this corporation such reserves for proper purposes as the board of directors may deem expedient, and to abolish any such reserves.

(c) To determine the use and distribution of any surplus and net profits.

(d) To authorize and cause to be executed and delivered, without limit as to amount, mortgages and instruments of pledge of, and other instruments creating liens upon, the real and personal property of this corporation.

(e) From time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of this corporation, except as conferred by statute, or authorized by the directors or by a resolution of the stockholders.

(f) By resolution or resolutions, passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of this corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of this corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of this corporation, and may have power to authorize the seal of this corporation

to be allowed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of this corporation or as may be determined from time to time by resolution adopted by the board of directors.

(g) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting powers given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the board of directors shall have power and authority to sell, lease or exchange all of the property and assets of the corporation, including its good will, upon such terms and conditions and for such consideration which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

This corporation may in its by-laws confer powers and authority upon its board of directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE X.

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are

prejudicially or otherwise interested in, or are directors or officers of such other corporation.

ARTICLE XI.

The stockholders and board of directors shall have power, if the by-laws so provide, to hold their meetings and to keep the books of this corporation (except such as are required by the laws of Delaware to be kept in Delaware) and documents and papers of this corporation outside the State of Delaware and have one or more offices within or without the State of Delaware at such places as may be designated from time to time by the board of directors.

ARTICLE XII.

(a) The number of directors of this corporation shall be specified in the by-laws and such number may be increased or decreased from time to time in such manner as may be prescribed in the by-laws. The directors need not be stockholders.

(b) In case of an increase in the number of directors, the additional directors may be elected by the board of directors to hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. In case of vacancies in the board of directors, a majority of the remaining directors may elect directors to fill such vacancies.

(c) The corporation may indemnify officers, directors, employees and agents of the corporation.

ARTICLE XIII.

At all elections of directors of said corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares of voting stock of such stockholder multiplied by the number of directors to be elected, and such stockholder may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as such stockholder may see fit.

ARTICLE XIV.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being all of the incorporators for the purpose of forming a corporation in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing A General Corporation Law" (approved March 14, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this certificate of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set our respective hands and seals this 26th day of August, 1976.

In the presence of F. J. Obara, Jr. (Seal)

Linda L. Sestak W. J. Reif (Seal)

R. F. Andrews (Seal)

State of Delaware)
) SS.
County of New Castle)

BE IT REMEMBERED, that on this 26th day of August, 1976,
personally appeared before me, the subscriber, a notary public for the State
and County aforesaid, F. J. Obara, Jr., W. J. Reif, R. F. Andrews
, all the parties to the foregoing certificate of incorporation,
known to me personally to be such, and severally acknowledged the said
certificate to be their act and deed respectively, and that the facts therein
stated were truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Linda L. Sestak
Notary Public

Linda L. Sestak
Notary Public
Appointed June 25, 1976
State of Delaware
Term 2 Years

I, GLENN C. KENTON, Secretary of State of the State of Delaware, do hereby certify that the Certificate of Incorporation of the "ALCAN PIPELINE COMPANY", was received and filed in this office the twenty-fourth day of May, A.D. 1976, at 10 o'clock A.M.

And I do hereby further certify that the said "ALCAN PIPELINE COMPANY", filed a Certificate of Amendment, changing its corporate title to "NORTHWEST ALAS-CAN PIPELINE COMPANY", on the twenty-ninth day of December, A.D. 1977, at 2:01 o'clock P.M.


And I do hereby further certify that the said "NORTHWEST ALAS-CAN PIPELINE COMPANY", filed a Certificate of Amendment, changing its corporate title to "NORTHWEST ALASKAN PIPELINE COMPANY", on the ninth day of January, A.D. 1978, at 10 o'clock A.M.

And I do hereby further certify that the Franchise Taxes have been paid to date.

And I do hereby further certify that the aforesaid Corporation 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 and is duly authorized to transact business.

And I do hereby further certify that the said "NORTHWEST ALASKAN PIPELINE COMPANY", is the last known title of record of the aforesaid Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover this thirteenth day of June in the year of Our Lord one thousand nine hundred and eighty.



Glenn C. Kenton, Secretary of State

CERTIFICATE OF INCORPORATION

OF

ALCAN PIPELINE COMPANY

* * * * *

FIRST: The name of this Corporation is

ALCAN PIPELINE COMPANY

SECOND: Its registered office in the State of Delaware is to be located at 100 West Tenth Street in the City of Wilmington, County of New Castle, State of Delaware, and the name and address of its registered agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: 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.

FOURTH: The total number of shares of Common Stock which this Corporation shall have authority to issue is One Thousand (1,000) shares, all of which shall be with a par value of One Dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator is:

NAME

MAILING ADDRESS

David M. Higbee

P. O. Box 1526
Salt Lake City, Utah 84110

SIXTH: Upon the filing of the Certificate of Incorporation, the authority of the incorporator shall terminate and the following-named individuals, whose mailing addresses are set out beside their names, shall serve as directors until the first Annual Meeting of the Stockholders or until their successors are elected and qualified:

NAME

MAILING ADDRESS

Thomas W. diZerega

P. O. Box 1526
Salt Lake City, Utah 84110

John G. McMillian

P. O. Box 1526
Salt Lake City, Utah 84110

NAME

MAILING ADDRESS

William D. Owens

P. O. Box 1526
Salt Lake City, Utah 84110

A. N. Porter

P. O. Box 1526
Salt Lake City, Utah 84110

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of this Corporation and for defining and regulating the powers of this Corporation and its directors and stockholders:

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

2. The first meeting of the stockholders of the Corporation for the election of directors shall be held in Salt Lake City, Utah, at the offices of the Corporation, on June 7, 1977, or at such other time and place as may be designated by the Board of Directors, and thereafter the directors shall be elected at the time and place named in the By-laws of this Corporation.

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

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

5. The By-laws of this Corporation may fix or provide the manner for fixing and altering the number of directors constituting the Board of Directors, provided that such number shall not be less than three, and shall permit the election of members of the Board of Directors without written ballots.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of this Corporation hereinbefore named, do certify that the facts herein stated are true, that the execution of this instrument is my act and deed, and that I accordingly have hereunto set my hand this 17th day of May, 1976.



DAVID M. HIGBEE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

ALCAN PIPELINE 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, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED that the Certificate of Incorporation of Alcan Pipeline Company be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of this Corporation is
NORTHWEST ALAS-CAN PIPELINE 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 ALCAN PIPELINE COMPANY has caused this certificate to be signed by Thomas W. diZerega, its Vice President, and

attested by David M. Higbee, its Assistant Secretary, this 21st day of
December, 1977.

ALCAN PIPELINE COMPANY

By Thomas W. diZerega
Thomas W. diZerega, Vice President

ATTEST:

David M. Higbee
David M. Higbee, Asst. Secretary

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

NORTHWEST ALAS-CAN PIPELINE 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, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED that the Certificate of Incorporation of Northwest Alas-Can Pipeline Company be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of this Corporation is
NORTHWEST ALASKAN PIPELINE 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.

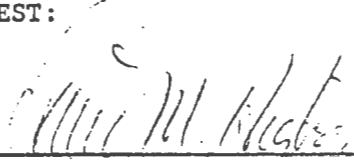
IN WITNESS WHEREOF, said NORTHWEST ALAS-CAN PIPELINE COMPANY has caused this certificate to be signed by A. N. Porter, its Vice President,

and attested by David M. Higbee, its Assistant Secretary, this 4th day
of January, 1978.

NORTHWEST ALAS-CAN PIPELINE COMPANY

By 
A. N. Porter, Vice President

ATTEST:


David M. Higbee, Asst. Secretary

I, GLENN C. KENTON, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "ALCAN PIPELINE COMPANY", as received and filed in this office the twenty-fourth day of May, A.D. 1976, at 10 o'clock A.M.


And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "ALCAN PIPELINE COMPANY", as received and filed in this office the twenty-ninth day of December, A.D. 1977, at 2:01 o'clock P.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "NORTHWEST ALAS-CAN PIPELINE COMPANY", as received and filed in this office the ninth day of January, A.D. 1978, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand

and official seal at Dover this thirteenth day of

June in the year of our Lord one thousand
nine hundred and eighty.



Glenn C. Kenton, Secretary of State

State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 10 1977



March Fong Eu

Secretary of State

808649

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

FEB 4 - 1977

MARCH FONG EU, Secretary of State

Colleen R. Petersen
Deputy

ARTICLES OF INCORPORATION
OF
PACIFIC INTERSTATE TRANSMISSION COMPANY (ARCTIC)

I

The name of this Corporation is Pacific Interstate
Transmission Company (Arctic).

II

The purpose of this corporation is to engage in
any lawful act or activity for which a corporation may be
organized under the General Corporation Law of California
other than the banking business, the trust company
business or the practice of a profession permitted to be
incorporated by the California Corporations Code.


III

The name and address in the State of California
of this corporation's initial agent for service of process
is: John H. Jensen, 720 West Eighth Street, Los Angeles,
California 90017.

IV


This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 10,000.

DATED: February 1, 1977



David M. Turner

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



David M. Turner

PACIFIC INTERSTATE TRANSMISSION COMPANY

720 WEST EIGHTH STREET

LOS ANGELES, CALIFORNIA 90017

February 1, 1977

Secretary of State
State Building
111 Capitol Mall
Sacramento, CA 95814

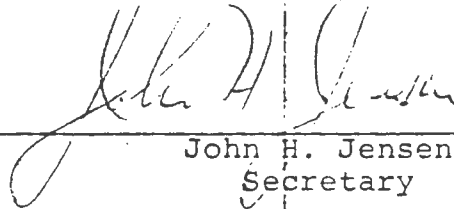
Re: Pacific Interstate Transmission Company (Arctic)

Dear Sir:

Pacific Interstate Transmission Company, a California corporation, with its principal place of business in Los Angeles, California, hereby consents to the formation by David M. Turner of a corporation by the name of "Pacific Interstate Transmission Company (Arctic)" in California.

PACIFIC INTERSTATE TRANSMISSION COMPANY

By



John H. Jensen
Secretary

/gr



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, 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 Incorporation of the "Pan Alaska Gas Company", as received and filed in this office the thirtieth day of August, A.D. 1976, at 9 o'clock A.M.

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

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

CERTIFICATE OF INCORPORATION

OF

PAN ALASKAN GAS COMPANY

FIRST: The name of the Corporation is Pan Alaskan Gas Company.

SECOND: The registered office of the Corporation in the State of Delaware is to be located at 306 South State Street, in the City of Dover, County of Kent; and the name of its registered agent at such address is United States Corporation Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is five hundred thousand (500,000) shares without par value, to be designated common stock.

FIFTH: The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
Maureen M. McMillan	3000 Bissonnet Avenue P. O. Box 1642 Houston, Texas 77001

The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation.

SIXTH: The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the By-Laws. Election of directors need not be by ballot unless the By-Laws so provide. The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
Richard L. O'Shields	3000 Bissonnet Avenue P. O. Box 1642 Houston, Texas 77001
William C. Keefe	3000 Bissonnet Avenue P. O. Box 1642 Houston, Texas 77001
Robert D. Hunsucker	3000 Bissonnet Avenue P. O. Box 1642 Houston, Texas 77001
K. E. Kalen	3444 Broadway P. O. Box 1348 Kansas City, Missouri 64141

SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, and consistently with such laws, the Board of Directors is expressly authorized:

- (a) To make, alter, amend or repeal the By-Laws of the Corporation, subject to the power of the holders of stock having voting power thereon to alter, amend or repeal the By-Laws made by the Board of Directors;
- (b) To fix the amount of compensation to be paid to the directors for their services as such;
- (c) To fix from time to time the amount of the funds of the Corporation to be reserved as working capital or for any other lawful purposes;

- (d) To fix the times for the declaration and payment of dividends, and to determine the use and disposition of any surplus or net profits over and above the capital stock paid in;
- (e) To authorize and cause to be executed mortgages and liens, without limit as to amount, on the real and personal property of the Corporation;
- (f) To determine from time to time whether and to what extent, and at what times and places, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any book or document of the Corporation except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the Board of Directors, or of the stockholders;
- (g) To authorize the sale, lease or exchange of less than substantially all of the properties and assets of the Corporation for such consideration and upon such terms and conditions as the Board of Directors may determine, and without any vote or consent of stockholders; and
- (h) In addition to the powers and authority hereinbefore and by said laws of the State of Delaware conferred upon it, to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the express provisions of said laws, of this Certificate of Incorporation and of the By-Laws of the Corporation.

The Corporation may in its By-Laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authority expressly conferred upon them by the laws of the State of Delaware.

EIGHTH: The directors in their discretion may submit any contract or other transaction or act for approval or ratification by the stockholders by written consent or at any meeting of the stockholders; and any contract or other transaction or act that shall be approved or be ratified by the written consents of the holders of a majority of the outstanding stock of the Corporation entitled to vote with respect to such approval or ratification, or by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all of the stockholders of the Corporation, as though it had been approved or ratified by every stockholder of the Corporation.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them, and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation, or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in

dissolution, or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal, the 25th day of August, 1976.

Maureen M. McMillan
Maureen M. McMillan

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, a Notary Public
in and for said County and State, on this day personally
appeared MAUREEN M. McMILLAN, known to me to be the person
whose name is subscribed to the foregoing instrument, and
acknowledged to me that she executed the same for the
purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 25th
day of August, 1976.

Mary Beth Matheson
Notary Public in and for
Harris County, T E X A S

My Commission Expires:

June 1, 1977




State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing pages numbered from 1 to 4, both
numbers inclusive, is a true and correct copy of Certificate of Incorporation of the
"United Alaska Fuels Corp.", as received and filed in this office the fourth day of
January, A.D. 1978, at 1 o'clock P.M.

And I do hereby further certify that the above and foregoing page numbered 1, is a
true and correct copy of Certificate of Amendment of the "United Alaska Fuels Corp.",
as received and filed in this office the fifth day of October, A.D. 1978, at 9 o'clock
A.M.

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


Glenn C. Kenton, Secretary of State

CERTIFICATE OF INCORPORATION
OF
UNITED ALASKA FUELS CORP.

ARTICLE I

The name of the corporation is United Alaska
Fuels Corp.

ARTICLE II

The address of its registered office in the State
of Delaware is No. 100 West Tenth Street, in the City of
Wilmington, County of New Castle. The name of its registered
agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be con-
ducted or promoted by the corporation is to engage in any
lawful business, act or activity for which corporations may
be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the
corporation shall have the authority to issue is 1,000 shares
of Common Stock of the par value of \$1.00 per share (Com-
mon Stock). Each share of Common Stock shall entitle the
holder thereof to one vote at all meetings of the stock-
holders of the corporation. Shares of such stock may be

issued for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

ARTICLE V

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
R. Joel Swanson	3000 One Shell Plaza Houston, Texas 77002

ARTICLE VI

In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE VII

No contract or other transaction between the corporation and any other corporation and no other act of the corporation with relation to any other corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of the corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation,

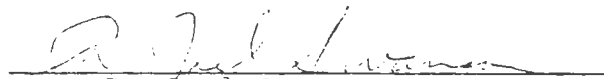
provided that the fact that he individually or as a member of such firm or association is such a party or so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; any director of the corporation who is also a director or officer of such other corporation or who is such a party or so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

ARTICLE VIII

The corporation shall have the right, subject to any express provisions or restrictions contained in the certificate of incorporation or by-laws, from time to time to amend the certificate of incorporation or any provisions

thereof in any manner now or hereafter provided by law, and all rights and powers at any time conferred upon the directors or stockholders of the corporation by the certificate of incorporation or any amendment thereof are subject to such right of the corporation.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring that this is my act and deed and that the facts herein stated are true and accordingly have hereunto set my hand this 3rd day of January, 1977.


R. Joel Swanson

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
UNITED ALASKA FUELS CORP.

UNITED ALASKA FUELS CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

1. The Board of Directors of the corporation, by unanimous consent dated as of September 28, 1978, adopted resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of the corporation and recommending the adoption of such amendment by the stockholder of the corporation:

RESOLVED, that the Certificate of Incorporation of United Alaska Fuels Corp. be amended to change the name of the corporation to United Alaska Fuels Corporation by Changing Article I thereof so that, as amended, said Article I shall be and read as follows:

"The name of the corporation is United Alaska Fuels Corporation."

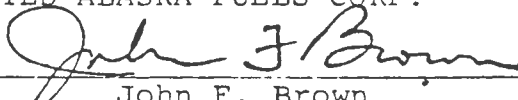
2. Thereafter, by consent dated September 28, 1978 in accordance with Section 228 of the General Corporation Law of the State of Delaware, the sole stockholder of the corporation approved the adoption of such amendment.

3. The foregoing amendment to the Certificate of Incorporation of the corporation has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

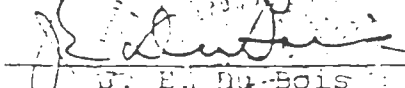
IN WITNESS WHEREOF, United Alaska Fuels Corp. has caused this Certificate to be executed in its corporate name by its President or Vice President, and its corporate seal to be hereunto affixed and attested by its Secretary this 28th day of September, 1978.

UNITED ALASKA FUELS CORP.

By


John F. Brown
Vice President

ATTEST:


D. E. Du-Bois
Secretary

Enclosure G
Bylaws, Members of Alaskan Northwest
Natural Gas Transportation Company,
Partnership

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- 1 American Natural Alaskan Company
- 2 Calaska Energy Company
- 3 Northern Arctic Gas Company
- 4 Northwest Alaskan Pipeline Company
- 5 Pacific Interstate Transmission Co. (Arctic)
- 6 Pan Alaskan Gas Company
- 7 United Alaska Fuels Corporation

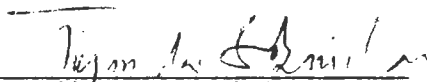
AMERICAN NATURAL ALASKAN COMPANY

CERTIFICATE

I, Tejinder S. Bindra, Secretary of American Natural Alaskan Company, a Delaware corporation, DO HEREBY CERTIFY that the attached by-laws is a true copy of the by-laws of American Natural Alaskan Company effective as of December 28, 1979.

I further certify that the by-laws of American Natural Alaskan Company have not been rescinded or amended since December 28, 1979.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of American Natural Alaskan Company this 23rd day of June, 1980.



Tejinder S. Bindra

BY-LAWS
OF
AMERICAN NATURAL ALASKAN COMPANY
EFFECTIVE AS OF DECEMBER 28, 1979

ARTICLE I

Offices

SECTION 1.1. Registered Office. The registered office of the corporation in the State of Delaware shall be located at No. 100 W. Tenth Street in the City of Wilmington, County of New Castle and the name of its registered agent is The Corporation Trust Company.

SECTION 1.2. Other Offices. The corporation may also have offices at such other places both within or without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

Meetings of Stockholders

SECTION 2.1. Annual Meeting. The annual meeting of the stockholders shall be held at the offices of the corporation in Detroit, Michigan on the fourth Wednesday in April in each year, if not a legal holiday, or, if a legal holiday, then on the next succeeding business day, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day hereinbefore designated for the annual meeting, or at any adjournment thereof, the Board of Directors shall cause such election to be held at a special meeting of stockholders as soon thereafter as convenient.

SECTION 2.2. Special Meetings. Except as otherwise prescribed by statute, special meetings of the stockholders for any purpose or purposes, may be called and the location thereof designated by the Chairman, and shall be called and the location thereof designated by the Secretary at the request in writing of a majority of the Board of Directors or of stockholders owning capital stock of the corporation having not less than a majority of the total voting power. Such request shall state the purposes of the proposed meeting.

SECTION 2.3. Place of Meetings. Each meeting of the stockholders for the election of directors shall be held at the principal office of the corporation in Detroit, Michigan, unless the Board of Directors shall by resolution designate any other place, within or without the State of Delaware, as the place of such meeting. Meetings of stockholders for any other purpose may be held at such place, within or without the State of Delaware, and at such time as shall be determined pursuant to Section 2.2 and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

SECTION 2.4. Notice of Meetings. Written or printed notice stating the place and time of each annual or special meeting of the stockholders and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

When a meeting is adjourned to another time or place, no notice of the adjourned meeting other than an announcement at the meeting need be given unless the adjournment is for more than thirty (30) days or a new record date is fixed for the adjourned meeting after such adjournment.

SECTION 2.5. Stockholder List. At least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, arranged in alphabetical order, and showing the address of each such stockholder and the number of shares registered in the name of each such stockholder, shall be prepared by the Secretary. Such list shall be open to examination of any stockholder of the corporation during ordinary business hours, for any purpose germane to the meeting, for a period of at least ten (10) days prior to the meeting, at the office of the corporation in Detroit, Michigan, and the list shall be produced and kept at the time and place of meeting during the whole time thereof, and subject to the inspection for any purpose germane to the meeting of any stockholder who may be present.

SECTION 2.6. Quorum. The holders of capital stock of the corporation having a majority of the voting power thereof, present in person or represented by proxy, shall be requisite for, and shall constitute, a quorum at all meetings of the stockholders of the corporation for the transaction of business, except as otherwise provided by statute, the certificate of incorporation or these by-laws. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat present in person or represented by proxy shall have power to adjourn the meeting from time to time until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 2.7. Proxies. At every meeting of the stockholders, each stockholder having the right to vote thereat shall be entitled to vote in person or by proxy. Such proxy shall be appointed by an instrument in writing subscribed by such stockholder and bearing a date not more than three (3) years prior to such meeting, unless such proxy provides for a longer period; and it shall be filed with the Secretary of the corporation before, or at the time of, the meeting.

SECTION 2.8. Voting. Unless the certificate of incorporation provides otherwise, at every meeting of stockholders, each stockholder shall be entitled to one (1) vote for each share of stock of the corporation entitled to vote thereat and registered in the name of such stockholder on the books of the corporation on the pertinent record date. When a quorum is present at any meeting of the stockholders, the vote of the holders of a majority of the stock having voting power which is present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by provision of the statutes, the certificate of incorporation or these by-laws, a different vote is required, in which case such provision shall govern and control the decision of such question. If the certificate of incorporation provides for more or less than one vote for any share on any matter, every reference in these by-laws to a majority or other proportion of stock shall refer to such majority or other proportion of the votes of such stock.

SECTION 2.9. Voting of Certain Shares. Shares standing in the name of another corporation, domestic or foreign, and entitled to vote may be voted by such officer, agent, or proxy as the by-laws of such corporation may prescribe or, in the absence of such provision, as the Board

of Directors of such corporation may determine. Shares standing in the name of a deceased person, a minor or an incompetent and entitled to vote may be voted by his administrator, executor, guardian or conservator, as the case may be, either in person or by proxy. Shares standing in the name of a trustee, receiver or pledgee and entitled to vote may be voted by such trustee, receiver or pledgee either in person or by proxy as provided by Delaware law.

SECTION 2.10. Action Without Meeting. Unless otherwise restricted by the certificate of incorporation or these by-laws, whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the meeting and vote of stockholders may be dispensed with if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented thereto in writing. Such consent shall be filed with the minutes of proceedings of the stockholders and shall have the same force and effect as a unanimous vote of stockholders.

SECTION 2.11. Treasury Stock. Shares of its own stock belonging to the corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held by this corporation, shall not be voted at any meeting and shall not be counted in determining the total number of outstanding shares for the purpose of determining whether a quorum is present. Nothing in this section shall be construed to limit the right of this corporation to vote shares of its own stock held by it in a fiduciary capacity.

ARTICLE III

Directors

SECTION 3.1. Number and Election. The number of directors which shall constitute the whole board shall be five. Directors shall be elected annually by the stockholders as provided in Section 2.1 or in accordance with Section 3.2 of these by-laws and each director elected shall hold office until his successor shall be elected and shall qualify. Directors need not be residents of the State of Delaware or stockholders of this corporation.

SECTION 3.2. Resignations and Vacancies. Any director may resign at any time by giving written notice to the Board of Directors or to the President. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If, at any other time than the annual meeting of the stockholders, any vacancy occurs in the Board of Directors caused by resignation, death, retirement, disqualification or removal from office of any director or otherwise, or any new directorship is created by an increase in the authorized number of directors by amendment of Section 3.1 of these by-laws, a majority of the directors then in office, although less than a quorum, may choose a successor, or fill the newly created directorship, and the director so chosen shall hold office until the next annual election of directors by the stockholders and until his successor shall be duly elected and qualified, unless sooner displaced.

SECTION 3.3. Removal. Any director may be removed, with or without cause, at any meeting of the stockholders, by the affirmative vote of the holders of a majority of the stock of the corporation having voting power, and the vacancy in the Board of Directors caused by such removal may be filled by the stockholders at such meeting.

SECTION 3.4. Management of Affairs of Corporation. The property and business of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by stockholders. In case the corporation shall transact any business or enter into any contract with a director, or with any firm of which one or more of its directors are members, or with any trust, firm, corporation or association in which any director is a stockholder, director or officer or otherwise interested, the officers of the corporation and directors in question shall be severally under the duty of disclosing all material facts as to their interest to the remaining directors promptly if and when such interested officers or such interested directors in question shall become advised of the circumstances. In the case of continuing relationships in the normal course of business such disclosure shall be deemed effective, when once given, as to all transactions and contracts subsequently entered into.

SECTION 3.5. Dividends and Reserves. Dividends upon stock of the corporation may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, in shares of stock or otherwise in the form, and to the extent, permitted by law. The Board of Directors may set apart, out of any funds of the corporation available for dividends, a reserve or reserves for working capital or for any other lawful purpose, and also may abolish any such reserve in the manner in which it was created.

SECTION 3.6. Regular Meetings. The regular meetings of the Board of Directors shall be held in the months of February, May, August and November on a day to be fixed by resolution of the Board. The time and place of each such meeting shall be specified in a notice to be given by the Secretary or an Assistant Secretary not less than five days prior to the date thereof to each Director by oral, telegraph or telephone message, or sent by mail to each director at his residence or usual place of business or such address as he may request in writing. Any business may be transacted at any regular monthly meeting of the Board for which a special notice is not required by the laws of the State of Delaware or the Certificate of Incorporation.

SECTION 3.7. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman and shall be called by the Secretary at the request of any director, to be held at such time and place, either within or without the State of Delaware, as shall be designated by the call and specified in the notice of such meeting; and notice thereof shall be given as provided in Section 3.8 of these by-laws.

SECTION 3.8. Notice of Special Meetings. Except as otherwise prescribed by statute, written or actual oral notice of the time and place of each special meeting of the Board of Directors shall be given at least two (2) days prior to the time of holding the meeting. Any director may waive notice of any meeting.

SECTION 3.9. Quorum. At each meeting of the Board of Directors, the presence of not less than a majority of the whole board shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or these by-laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Unless otherwise restricted by the certificate of incorporation, any member of the Board of Directors may participate in a meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by means of such equipment shall constitute presence in person at such meeting.

SECTION 3.10. Presumption of Assent. Unless otherwise provided by statute, a director of the corporation who is present at a meeting of the Board of Directors at which action is taken on any corporate matter shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 3.11. Action Without Meeting. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent thereto is signed by all members of the board and such written consent is filed with the minutes of proceeding of the board.

SECTION 3.12. Fees and Compensation of Directors. Directors shall not receive any stated salary for their services as such; but, by resolution of the Board of Directors, a fixed fee, with or without expenses of attendance, may be allowed for attendance at each regular or special meeting of the board. Members of the board shall be allowed their reasonable traveling expenses when actually engaged in the business of the corporation. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 3.13. Reliance Upon Records. Every director of the corporation, shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or reports made to the corporation by any of its officials, or by an independent certified public accountant, or by an appraiser selected with reasonable care

by the Board of Directors or in relying in good faith upon other records of the corporation, including, without limiting the generality of the foregoing, records setting forth or relating to the value and amount of assets, liabilities and profits of the corporation or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared or paid or with which stock of the corporation might lawfully be purchased or redeemed.

ARTICLE IV

Notices

SECTION 4.1. Manner of Notice. Whenever under the provisions of the statutes, the certificate of incorporation or these by-laws notice is required to be given to any stockholder or director it shall not be construed to require personal delivery and such notice may be given in writing by depositing it, in a sealed envelope, in the United States mails, air mail or first class, postage prepaid, addressed (or by delivering it to a telegraph company, charges prepaid, for transmission) to such stockholder or director either at the address of such stockholder or director as it appears on the books of the corporation or, in the case of such a director, at his business address; and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails (or delivered to the telegraph company). Such requirement for notice shall be deemed satisfied, except in the case of stockholder meetings with respect to which written notice is mandatorily required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law or these by-laws.

SECTION 4.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes, the certificate of incorporation, or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before, at or after the time stated therein, shall be deemed equivalent thereto. Attendance by a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the

purpose of, any regular or special meeting of the stockholders or directors need be specified in any written waiver of notice unless so required by statute, the Certificate of Incorporation or these by-laws.

ARTICLE V

Officers

SECTION 5.1. Offices and Official Positions. The officers of the corporation shall be a Chairman, a President, a Secretary, a Treasurer, and such Assistant Secretaries, Assistant Treasurers, and other officers as the Board of Directors shall determine. Any two or more offices may be held by the same person, except the offices of President and Secretary. None of the officers need be a director, a stockholder of the corporation, or a resident of the State of Delaware.

SECTION 5.2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at their first meeting held after each regular annual meeting of the stockholders. If the election of officers shall not be held at such meeting of the board, such election shall be held at a regular or special meeting of the Board of Directors as soon thereafter as may be convenient. Each officer shall hold office until his successor is elected and qualified or until his death or resignation or until he shall have been removed in the manner hereinafter provided.

SECTION 5.3. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office at any regular or special meeting of the board; but such removal shall be without prejudice to the contract rights, if any, of such person so removed. Any officer may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.4. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause may be filled for the unexpired portion of the term by the Board of Directors.

SECTION 5.5. Chairman. The Chairman shall be the Chief Policy Officer of the Company. He shall preside at all meetings of the stockholders and of the Board of Directors at which he is present. Subject only to the Board of Directors, he shall approve the corporate goals and plans of the Company and shall make final decisions of policy affecting such goals and plans or which have a substantial effect upon the Company's operations, its financial position or results, or its relations with governmental bodies, consumers or the public generally.

SECTION 5.6. President. The President shall be the Chief Executive Officer of the Company, and, subject only to the Board of Directors and the Chairman, shall direct and have general control of the management and operations of the Company. In the absence of the Chairman, the President may exercise the powers and duties of the Chairman.

SECTION 5.7. Vice Presidents. In the absence of the President, or in the event of his inability or refusal to act, the Vice Presidents in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors or the President, shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions, upon, the President. The Vice Presidents shall have such other powers and perform such other duties, not inconsistent with the statutes, these by-laws, or action of the Board of Directors, as from time to time may be prescribed for them, respectively, by the Board of Directors or the President. Any Vice President may sign, with the Secretary or an Assistant Secretary, or the Treasurer or an Assistant Treasurer, certificates for shares of stock of the corporation the issuance of which shall have been duly authorized by the Board of Directors.

SECTION 5.7. Secretary. The Secretary shall:

- (a) keep the minutes of the meetings of the stockholders and the Board of Directors, in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law;
- (c) have charge of the corporate records and of the seal of the corporation;
- (d) affix the seal of the corporation or a facsimile thereof, or cause it to be affixed, to all certificates for shares prior to the issue thereof and to all documents the execution of which on behalf of the corporation under its seal is duly authorized by the Board of Directors or otherwise in accordance with the provisions of these by-laws;
- (e) keep a register of the post office address of each stockholder and director which shall from time to time be furnished to the Secretary by such stockholder or director;
- (f) sign with the President certificates for shares of stock of the corporation, the issuance of which shall have been duly authorized by resolution of the Board of Directors;
- (g) have general charge of the stock transfer books of the corporation; and
- (h) in

general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. He may delegate such details of the performance of duties of his office as may be appropriate in the exercise of reasonable care to one or more persons in his stead, but shall not thereby be relieved of responsibility for the performance of such duties.

SECTION 5.7. Treasurer. The Treasurer shall:

(a) be responsible to the Board of Directors for the receipt, custody and disbursement of all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall from time to time be selected in accordance with the provisions of Section 6.4 of these by-laws; (c) disburse the funds of the corporation as ordered by the Board of Directors or the President or as otherwise required in the conduct of the business of the corporation; (d) render to the President or the Board of Directors, upon request, an account of all his transactions as Treasurer and on the financial condition of the corporation; and (e) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President, by the Board of Directors or these by-laws. He may sign, with the President certificates for shares of stock of the corporation, the issuance of which shall have been duly authorized by resolution of the Board of Directors. He may delegate such details of the performance of duties of his office as may be appropriate in the exercise of reasonable care to one or more persons in his stead, but shall not thereby be relieved of responsibility for the performance of such duties. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum, and with such surety or sureties, as the Board of Directors shall determine.

SECTION 5.8. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries shall perform all functions and duties which the Secretary or Treasurer, as the case may be, may assign or delegate; but such assignment or delegation shall not relieve the principal officer from the responsibilities and liabilities of his office. In addition, an assistant secretary or an assistant treasurer, as thereto authorized by the Board of Directors, may sign with the President certificates for shares of the corporation, the issuance of which shall have been duly authorized by resolution of the Board of Directors;

and the Assistant Secretaries and Assistant Treasurers shall, in general, perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or by the Board of Directors. The Assistant Treasurers shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums, and with such surety or sureties, as the Board of Directors shall determine.

SECTION 5.10. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors or by such officer as it shall designate for such purpose or as it shall otherwise direct. No officer shall be prevented from receiving a salary or other compensation by reason of the fact that he is also a director of the corporation.

ARTICLE VI

Contracts, Loans, Checks and Deposits

SECTION 6.1. Contracts and Other Instruments. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 6.2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 6.3. Checks, Drafts, etc. All checks, demands, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner, as shall from time to time be authorized by the Board of Directors.

SECTION 6.4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

Certificates of Stock and Their Transfer

SECTION 7.1. Certificates of Stock. The certificates of stock of the corporation shall be in such form as may be determined by the Board of Directors, shall be numbered and shall be entered in the books of the corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by the President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary. If any stock certificate is signed (a) by a transfer agent or an assistant transfer agent or (b) by a transfer clerk acting on behalf of the corporation and a registrar, the signature of any officer of the corporation may be facsimile. In case any such officer whose facsimile signature has thus been used on any such certificate shall cease to be such officer, whether because of death, resignation or otherwise, before such certificate has been delivered by the corporation, such certificate may nevertheless be delivered by the corporation, as though the person whose facsimile signature has been used thereon had not ceased to be such officer. All certificates properly surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued to evidence transferred shares until the former certificate for at least a like number of shares shall have been surrendered and cancelled and the corporation reimbursed for any applicable taxes on the transfer, except that in the case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms, and with such indemnity (if any) to the corporation, as the Board of Directors may prescribe specifically or in general terms or by delegation to a transfer agent for the corporation. (See Section 7.2.)

SECTION 7.2. Lost, Stolen or Destroyed Certificates. The Board of Directors in individual cases, or by general resolution or by delegation to the transfer agent, may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the

corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

SECTION 7.3. Transfers of Stock. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and upon payment of applicable taxes with respect to such transfer, and in compliance with any restrictions on transfer applicable to the certificate or shares represented thereby of which the corporation shall have notice and subject to such rules and regulations as the Board of Directors may from time to time deem advisable concerning the transfer and registration of certificates for shares of capital stock of the corporation, the corporation shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Transfers of shares shall be made only on the books of the corporation by the registered holder thereof or by his attorney or successor duly authorized as evidenced by documents filed with the Secretary or transfer agent of the corporation.

SECTION 7.4. Restrictions on Transfer. Any stockholder may enter into an agreement with other stockholders or with the corporation providing for reasonable limitation or restriction on the right of such stockholder to transfer shares of capital stock of the corporation held by him, including, without limiting the generality of the foregoing, agreements granting to such other stockholders or to the corporation the right to purchase for a given period of time any of such shares on terms equal to terms offered such stockholders by any third party. Any such limitation or restriction on the transfer of shares of this corporation may be set forth on certificates representing shares of capital stock or notice thereof may be otherwise given to the corporation or the transfer agent, in which case the corporation or the transfer agent shall not be required to transfer such shares upon the books of the corporation without receipt of satisfactory evidence of compliance with the terms of such limitation or restriction.

SECTION 7.5. No Fractional Share Certificates. Certificates shall not be issued representing fractional shares of stock.

SECTION 7.6. Fixing Record Date. The Board of Directors may fix in advance a date, not exceeding sixty (60) days, nor less than ten (10) days, preceding the date

of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining any consent, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, or to give such consent, and in such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of, and to vote at, such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the corporation after any such record date fixed as aforesaid.

SECTION 7.7. Stockholders of Record. The corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE VIII

Indemnification

SECTION 8.1. In General. Each person who at any time is or shall have been a director, officer, employee or agent of this corporation, or is or shall have been serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his heirs, executors and administrators, shall be indemnified by this corporation in accordance with and to the full extent permitted by the Delaware General Corporation Law as in effect at the time of adoption of this by-law or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise. If authorized by the Board of Directors, the corporation

may purchase and maintain insurance on behalf of any person to the full extent permitted by the Delaware General Corporation Law as in effect at the time of the adoption of this by-law or as amended from time to time.

ARTICLE IX

General Provisions

SECTION 9.1. Fiscal Year. The fiscal year of the corporation shall begin on January 1st of each year and end on December 31st of each year.

SECTION 9.2. Seal. The corporate seal shall have inscribed thereon the name of the corporation, and the words "CORPORATE SEAL" and "DELAWARE;" and it shall otherwise be in the form approved by the Board of Directors. Such seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise reproduced.


ARTICLE X

Amendments

SECTION 10.1. In General. Any provision of these by-laws may be altered, amended or repealed from time to time by the affirmative vote of a majority of the stock having voting power present in person or by proxy at any annual meeting of stockholders at which a quorum is present, or at any special meeting of stockholders at which a quorum is present, if notice of the proposed alteration, amendment or repeal be contained in the notice of such special meeting, or by the affirmative vote of a majority of the directors then qualified and acting at any regular or special meeting of the board; provided, however, that the stockholders may provide specifically for limitations on the power of directors to amend particular by-laws and, in such event, the directors' power of amendment shall be so limited.

I, D. B. ALLISON, do hereby certify that I am an Assistant Secretary of CALASKA ENERGY COMPANY, a corporation organized and existing under the laws of the State of California; that the annexed document is a full, true and correct copy of the Bylaws of the said Company as the same exist at the date of this certificate.

WITNESS my hand and the seal of said corporation hereunto affixed this 26th day of June, 1980.


Assistant Secretary of
CALASKA ENERGY COMPANY

B Y L A W S
OF
CALASKA ENERGY COMPANY
SEPTEMBER 27, 1978

ARTICLE I
OFFICES

SECTION 1. PRINCIPAL OFFICES. The principal executive office for the transaction of the business of the Corporation is located at 77 Beale Street, City and County of San Francisco, California 94106.

SECTION 2. OTHER OFFICES. The Board of Directors may at any time establish branch or subordinate business offices at any place or places where the Corporation is qualified to do business.

ARTICLE II
MEETINGS OF SHAREHOLDERS

SECTION 1. PLACE OF MEETINGS. All meetings of the shareholders shall be held at the principal office of the Corporation, or at such other place as may be designated by the Board of Directors.

SECTION 2. ANNUAL MEETINGS. The annual meeting of shareholders shall be held at fifteen minutes after three o'clock p.m. on the first Thursday after the first Monday in April of each year, if not a legal holiday, or if a legal

holiday, then on the next business day following. Any business pertaining to the affairs of the Corporation may be transacted at the annual meeting.

SECTION 3. SPECIAL MEETINGS. Special meetings of the shareholders shall be called by the Secretary or an Assistant Secretary at any time on order of the Board of Directors, the Chairman of the Board or the President. Special meetings of the shareholders shall also be called by the Secretary or an Assistant Secretary upon the written request of holders of shares entitled to cast not less than ten percent of the votes at the meeting. Such requests shall state the purposes of the meeting and shall be delivered to the Chairman of the Board, the President, or the Secretary.

SECTION 4. NOTICE OF SHAREHOLDERS MEETINGS. All notices of meetings to shareholders shall be sent or otherwise given in accordance with Section 5 of this Article II not less than ten (or, if sent by third class mail, thirty) nor more than sixty days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the shareholders.

SECTION 5. MANNER OF GIVING NOTICE. Notice of any shareholders meeting shall be given either personally or

by mail or telegraphic or other written communication, charges prepaid, addressed to the shareholder at the address of that shareholder appearing on the books of the Corporation or given by the shareholder to the Corporation for the purposes of notice.

SECTION 6. ATTENDANCE AT MEETINGS. At any meeting of the shareholders, each holder of record of stock entitled to vote thereat may attend in person or may designate an agent or reasonable number of agents not to exceed three to attend the meeting and cast votes for his shares. The authority of agents must be evidenced by written proxy signed by the shareholder designating the agents authorized to attend the meeting and be delivered to the Secretary of the Corporation prior to the commencement of the meeting.

ARTICLE III

DIRECTORS

SECTION 1. NUMBER. The Board of Directors shall consist of six members.

SECTION 2. POWERS. Subject to the provisions of the California General Corporation law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the shareholders or by the outstanding shares, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. TIME AND PLACE OF DIRECTORS MEETINGS.

Regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice. Immediately following each annual meeting of the shareholders, the Board of Directors shall also hold a regular meeting at the place that the annual meeting of the shareholders was held or at any other place that shall have been designated by the Board of Directors, for the purpose of organization, any desired election of officers, and the transaction of other business. Notice of this meeting shall not be required. Meetings of the Board of Directors may be held at any place within the State designated by resolution of the Board, or by written consent of all members of the Board either given before or after the meeting and filed with the Secretary of the Corporation.

SECTION 4. SPECIAL MEETINGS. The Chairman of the Board, the President or any Director may call a special meeting of the Board of Directors at any time. Notice of the time and place of special meetings shall be given to each Director by the Secretary. Such notice shall be delivered personally or by telephone to each Director sufficiently in advance of the meeting to permit each Director to travel to the place of the meeting, or sent by mail or telegram, postage prepaid, at least two days in advance of such meeting.

SECTION 5. QUORUM. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of three members. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawals of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 6. ACTION BY CONSENT. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors. Such written consent or consents shall be filed with minutes of the proceedings of the Board.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer, and a Comptroller. The Corporation may have, at the discretion of the Board of Directors, a Chairman of the Board, additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers as may be necessary for the conduct of the business.

SECTION 2. ELECTION OF OFFICERS. The officers of the Corporation shall be elected by the Board of Directors, and each shall serve at the pleasure of the Board.

SECTION 3. CHAIRMAN OF THE BOARD. The Chairman of the Board of Directors, if that office be filled, shall preside at all meetings of the shareholders and of the Board of Directors. The Chairman shall exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. The Chairman of the Board shall have authority to sign on behalf of the Corporation agreements and instruments of every character, and in the absence or disability of the President, shall exercise his duties and responsibilities.

SECTION 4. PRESIDENT. The President shall have such duties and responsibilities as may be prescribed by the Board of Directors or the Bylaws. Subject to such powers if any as may be given by the Bylaws or the Board of Directors to the Chairman of the Board, if there is such an officer, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the offices of the Corporation. If there is no Chairman of the Board, the President shall also exercise the duties and responsibilities of that office. The President shall have authority to sign on behalf of the Corporation agreements and instruments of every character.

SECTION 5. VICE PRESIDENTS. Each Vice President shall have such duties and responsibilities as may be prescribed by the Board of Directors, the Chairman of the Board, the President, or these Bylaws. Each Vice President shall have authority to sign on behalf of the Corporation agreements and instruments of every character. The Board of Directors, the Chairman of the Board or the President may confer a special title upon any Vice President.

SECTION 6. SECRETARY. The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders, and he shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors, and shareholders. He shall be responsible for maintaining a proper share register and stock transfer books for all classes of shares issued by the Corporation. He shall give, or cause to be given, all notices required either by law or these Bylaws. He shall keep the seal of the Corporation in safe custody, and shall affix the seal of the Corporation to any instrument requiring it and shall attest the same by his signature.

The Secretary shall have such other duties as may be prescribed by the Board of Directors, the Chairman of the Board, the President, or these Bylaws.

The Assistant Secretaries shall perform such duties as may be assigned from time to time by the Board of Directors, the Chairman of the Board, the President, or the Secretary. In the absence or disability of the Secretary, his duties shall be performed by an Assistant Secretary.

SECTION 7. TREASURER. The Treasurer shall have custody of all monies and funds of the Corporation, and shall cause to be kept full and accurate records of receipts and disbursements of the Corporation. He shall deposit all monies and other valuables of the Corporation in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse such funds of the Corporation as have been duly approved for disbursement.

The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board, the President, or the Bylaws.

The Assistant Treasurers shall perform such duties as may be assigned from time to time by the Board of Directors, the Chairman of the Board, the President, or the Treasurer. In the absence or disability of the Treasurer, his duties shall be performed by an Assistant Treasurer.

SECTION 8. COMPTROLLER. The Comptroller shall be responsible for maintaining the accounting records and statements, and he shall properly account for all monies and obligations due the Corporation and all properties, assets,

and liabilities of the Corporation. He shall render to the Chairman of the Board or the President such periodic reports covering the results of operations of the Corporation as may be required by either of them or by law.

The Comptroller shall have such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board, the President, or these Bylaws.

SECTION 9. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

ARTICLE V

INDEMNIFICATION

The Corporation shall, to the maximum extent permitted by the California General Corporation Law, have power to indemnify each of its agents against expense, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law.

ARTICLE VI

GENERAL CORPORATE MATTERS

SECTION 1. RECORD DATE. The Board of Directors may fix a time in the future as a record date for the determination of the shareholders entitled to notice of and to vote at any meeting of shareholders, or entitled to receive any dividend or distribution, or allotment or rights, or to exercise rights in respect to any change, conversion, or exchange of shares. The record date so fixed shall be not more than sixty nor less than ten days prior to the date of such meeting, nor more than sixty days prior to any other action for the purposes for which it is so fixed. When a record date is so fixed, only shareholders of record on that date are entitled to notice of and to vote at the meeting or entitled to receive any dividend or distribution or allotment of rights or to exercise rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date so fixed, except as otherwise provided in the California General Corporation Law.

SECTION 2. TRANSFER OF STOCK. Upon surrender to the Secretary or transfer agent of the Corporation, a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, and payment of transfer taxes, the Corporation shall issue a new certificate to the person entitled thereto, cancel the

old certificate, and record the transaction upon its books. Subject to the foregoing, the Board of Directors shall have power and authority to make such rules and regulations as it may deem necessary or appropriate concerning the issue, transfer and registration of certificates for shares of stock of the Corporation, and to appoint and remove transfer agents and registrars.

SECTION 3. LOST CERTIFICATES. Any person claiming a certificate of stock to be lost, stolen, mislaid or destroyed shall make an affidavit or affirmation of the fact and verify the same in such manner as the Board of Directors may require, and shall, if the Board of Directors so requires, give the Corporation, its transfer agents, registrars and/or other agents a bond of indemnity in form approved by counsel, and in amount and with such sureties as may be satisfactory to the Secretary of the Corporation, before a new certificate may be issued of the same tenor and for the same amount of shares as the one alleged to have been lost, stolen, misplaced or destroyed.

ARTICLE VII

AMENDMENTS

SECTION 1. AMENDMENT BY SHAREHOLDERS. Except as otherwise provided by law, these Bylaws, or any of them, may be amended or repealed by new Bylaws adopted by the affirmative vote of a majority of the outstanding shares entitled to vote at any regular or special meeting of the shareholders.

SECTION 2. AMENDMENT BY DIRECTORS. To the extent provided by law, these Bylaws, or any of them, may be amended or repealed or new Bylaws adopted by resolution adopted by a majority of the members of the Board of Directors.

CERTIFICATE

The undersigned, an Assistant Secretary of Northern Arctic Gas Company, a Delaware corporation, having in his custody and possession the corporate records and seal of the Company, does hereby certify that the attached is a true and correct copy of the By-Laws of Northern Arctic Gas Company, duly adopted on August 26, 1976, and that such By-Laws are in full force and effect at the date hereof.

IN WITNESS WHEREOF, said Assistant Secretary has hereunto set his hand and affixed the corporate seal of the corporation this 23rd day of June, 1980.


 Assistant Secretary

(Seal)

NORTHERN ARCTIC GAS COMPANY

BY-LAWS

ARTICLE I

OFFICES

SECTION 1. (a) The registered office of the corporation shall be in the City of Wilmington, County of New Castle, State of Delaware, and the name of the registered agent in charge thereof is THE CORPORATION TRUST COMPANY.

(b) The corporation and the stockholders and the directors may have their offices outside of the State of Delaware at such places as shall be determined from time to time by the Board of Directors.

SEAL

SECTION 2. The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Delaware, 1976".

ARTICLE II

STOCKHOLDERS' MEETING

SECTION 1. The annual meeting of the stockholders of the corporation shall be held at 2223 Dodge Street, Omaha, Nebraska, on the first Friday following the third Monday in March of each year commencing with the year 1977 (or if said day be a legal holiday, then on the next succeeding secular day), at four-thirty o'clock P.M. for the purpose of electing directors and transacting such other business as properly may be brought before the meeting.

SECTION 2. Special meetings of the stockholders may be held upon call of the Board of Directors, of the Executive Committee, of the Chairman of the Board, or of the President, at such time and at such place, within or without the State of Delaware, as may be fixed by the Board of Directors, or the Executive Committee, or the Chairman of the Board, or the President, as the case may be, and as may be stated in the notice of the meeting.

SECTION 3. Notice of the time and place of every meeting of the stockholders, and of the purposes of every special meeting of the stockholders, shall be delivered personally or mailed at least ten days previous thereto, to each stockholder of record then entitled to vote who shall have

furnished a written address to the Secretary of the corporation for that purpose. Such further notice shall be given as may be required by law. Meetings may be held without notice if all stockholders then entitled to vote are present or represented thereat, or if notice is waived by those not present or represented.

SECTION 4. (a) The holders of record of a majority of the shares of the capital stock issued and outstanding, and then entitled to vote, present in person, or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by the law, by the Certificate of Incorporation or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person, or represented by proxy, shall have power to adjourn the meeting, from time to time, by majority vote of those present, without notice other than announcement at the meeting, until the requisite number of shares of stock then entitled to vote shall be present. At such adjourned meeting at which such requisite number of shares of stock shall be represented any business may be transacted which might have been transacted at the meeting as originally notified.

(b) The number of shares required to constitute a quorum, as set forth above, may not be reduced to less than a majority of the shares issued and outstanding without approval of the stockholders.

SECTION 5. At each meeting of the stockholders every stockholder then having the right to vote at such meeting shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such stockholder and bearing a date not more than three years prior to said meeting, unless said instrument provides for a longer period. No shares of stock of the corporation may be voted by proxy at any stockholder meeting by any person unless, prior to or at the time of the convening of the meeting or the reconvening of any adjournment thereof, such proxy shall have been filed with the Secretary of the corporation. No stock shall be voted at any election which shall have been transferred on the books of the corporation within twenty days next preceding such election. The vote for directors, and, upon the demand of any stockholder, the vote upon any question before the meeting, shall be by ballot, except as otherwise provided in the Certificate of Incorporation, or as may be required by law. All elections shall be had and all questions decided by a plurality vote.

SECTION 6. It shall be the duty of the officer who shall have charge of the stock ledger to prepare or make, at least ten (10) days before every election, a complete list of stockholders entitled to vote, arranged in alphabetical order. Such list shall be open, at the place where said

election is to be held, for said ten (10) days, to the examination of any stockholder during the usual hours for business, and shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any stockholder who may be present.

SECTION 7. Judges of Election. The President, prior to each meeting of stockholders, may appoint two judges or inspectors of election to assist the Secretary of the corporation in the conduct of elections at such meeting. If any judge or inspector of election shall for any reason fail to attend and to act at such meeting, a judge or inspector of election, as the case may be, may be appointed by the chairman of the meeting. In the event action to be taken at any such meeting involves the amendment of the Certificate of Incorporation of the corporation or the dissolution of the corporation, the judges or inspectors of election shall be appointed by the Board of Directors or by the meeting.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. The number of directors of the corporation, which shall not be less than three, may be increased or decreased from time to time by resolution of the Board. Directors need not be stockholders. They shall be elected at the annual meeting of the stockholders, and shall serve until their respective successors shall be elected and qualified.

SECTION 2. Meetings of the Board of Directors shall be held at such place, within or without the State of Delaware, as may from time to time be fixed by resolution of the Board or as may be specified in the call of any meeting. Regular meetings of the Board shall be held at such times and at such places as may from time to time be fixed by resolution of the Board, and no notice of such regular meetings need be given. Special meetings may be held at any time upon the call of the Executive Committee, the Chairman of the Board, the President or of three directors, by oral, telegraphic or written notice, duly delivered, sent or mailed to each director not less than three days before such meeting. A meeting of the Board may be held, without notice, immediately after the annual meeting of the stockholders, at the same place at which such meeting was held. Meetings may be held at any time without notice if all the directors are present or if those not present waive notice of the meeting in writing.

SECTION 3. A quorum for the transaction of business at all meetings of the board of directors shall consist of a majority of the directors then in office, which in no case shall be less than one-third of the whole board nor less than two directors. If, however, such quorum shall not be present, the directors present shall have power to adjourn the meeting, from time to time, by majority vote, without notice other than announcement at the meeting, until the requisite number of directors shall be present. The act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the board.

SECTION 4. Vacancies in the board of directors and newly created directorships resulting from an increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, and the directors so chosen shall hold office until their successors are duly elected and qualified, unless sooner displaced.

ARTICLE IV

COMMITTEES

SECTION 1. (a) There may be an Executive Committee of three or more directors designated by resolution passed by a majority of the whole Board, who shall hold office during their terms as directors, provided the Board shall have the power at any time to remove any of the members thereof and to appoint other persons in lieu of the persons so removed. The Board of Directors shall also designate the chairman of the Executive Committee. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors, including the power to authorize the seal of the corporation to be affixed to all papers which may require it, provided, however, that the Executive Committee shall not have power to amend these By-Laws, or to fill vacancies in the Board of Directors, or to fill vacancies in or to change the membership of the Executive Committee. The Executive Committee shall also have, and may exercise, all the powers of the Board of Directors, except as aforesaid, whenever a quorum of the Board shall fail to be present at any meeting of the Board.

(b) All action of the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action, and shall be subject to revision and alteration by the Board, provided that no rights of third parties shall be affected by any such revision or alteration. Regular minutes of the proceedings of the Executive Committee shall be kept in a book provided for that purpose. Vacancies in the Executive Committee shall be filled by the Board of Directors.

(c) A majority of the Executive Committee shall be necessary to constitute a quorum, and, in every case, an affirmative vote of a majority of the members shall be necessary for the passage of any resolution. It shall fix its own rules of procedure and shall meet as provided by such rules or by resolution of the Board, and it shall also meet at the call of the chairman or of any two members of the Committee. Should the Executive Committee fail to fix its own rules, the provisions of these By-Laws, pertaining to the calling of meetings and conduct of business by the Board of Directors, shall apply as nearly as may be.

SECTION 2. The Board of Directors may, in its discretion, by the affirmative vote of a majority of the whole Board, appoint such other committees of two or more directors which shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing them. A majority of any such committee, if the committee be composed of more than two members, may determine its action and fix the time and place of its meetings unless the Board of Directors shall otherwise provide. The Board shall have the power at any time to fill vacancies in, to change the membership of, or to discharge any such committees.

ARTICLE V

OFFICERS

SECTION 1. The Board of Directors, at its first meeting after incorporation, and at its first meeting after each annual meeting of stockholders, may choose a Chairman of the Board, and shall choose a President who shall be a member of the board, and one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as it shall deem necessary, who need not be members of the board. The Secretary and Treasurer may be the same person, and any Vice-President may hold, at the same time, the office of either Secretary or Treasurer. Such officers shall hold office until their successors are chosen and qualify in their stead.

SECTION 2. The board may, by resolution, at any time, appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 3. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of the majority of the whole Board of Directors.

SECTION 4. The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors or in such manner as shall be determined by the Board of Directors.

CHAIRMAN OF THE BOARD

SECTION 5. The Chairman of the Board of Directors shall be the Chief Executive Officer of the corporation and shall have general control and management of the business affairs and policies of the corporation. He shall be generally responsible for the proper conduct of the business of the corporation. Except where by law the signature of the President is required, the Chairman shall possess the same power as the President to sign all certificates, contracts, and other instruments of the corporation. During the absence or disability of the President, he shall exercise all the powers and discharge all the duties of the President. He shall preside at all meetings of the stockholders and of the Board of Directors at which he is present; and, in his absence, the President shall preside at such meetings. He shall have such other powers and perform such other duties as from time to time may be conferred or imposed upon him by the Board of Directors.

PRESIDENT

SECTION 6. The President of the corporation shall be the Principal Operating and Administrative Officer of the corporation. If there is no Chairman of the Board or during the absence or disability of the Chairman of the Board, he shall exercise all of the powers and discharge all of the duties of the Chairman of the Board. He shall possess power to sign all certificates, contracts, and other instruments of the corporation. He shall in the absence of the Chairman of the Board, preside at all meetings of the stockholders and of the Board of Directors. He shall perform all such other duties as are incident to his office or are properly required of him by the Board of Directors.

VICE PRESIDENTS

SECTION 7. Each Vice President shall at all times possess power to sign all certificates, contracts and other instruments of the corporation, except as otherwise limited in writing by the Chairman of the Board or the President of the corporation, and shall have such other authority and perform such other duties as these By-Laws or the Board of Directors, Executive Committee, Chairman of the Board or President shall prescribe.

CORPORATE SECRETARY

SECTION 8. (a) The Corporate Secretary (who may also be called "Secretary") shall attend all meetings of the board and stockholders and act as secretary thereof, and shall record all votes and the minutes of all proceedings in a book for that purpose belonging to the corporation to be kept in his custody, and shall perform like duties for all committees of the Board. He shall give or cause to be given notice of all meetings of the stockholders and of the directors. He shall keep in safe custody the seal of the corporation and shall in general perform all of the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors, Executive Committee, Chairman of the Board, or President.

(b) He shall act as transfer agent of the corporation and/or registrar of its capital stock, with the usual duties pertaining thereto; provided that the Board may, by resolution, as to any class of its capital stock appoint one or more persons or corporations as transfer agents and/or registrars in his stead.

(c) Each Assistant Secretary shall have the powers of the Secretary subject to the direction of the Chairman of the Board, President, Secretary, Board of Directors or the Executive Committee.

TREASURER

SECTION 9. (a) The Treasurer shall have custody of all funds and securities of the corporation which may come into his hands. He may endorse in behalf of the corporation, for collection, checks, notes and other obligations, and shall deposit the same to the credit of the corporation in such banks or depositories as the Board of Directors or Executive Committee may designate, or pursuant to the authority of general or special resolutions of the Board. Whenever required by the Chairman of the Board, the President, the Board of Directors or the Executive Committee, he shall render a statement of his accounts. He shall enter regularly, in books of the corporation to be kept by him for the purpose, full and accurate accounts of all moneys received and paid by him on the account of the corporation; he shall at any reasonable times exhibit his books and accounts to any Director of the corporation during business hours, and he shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors, the Executive Committee, the Chairman of the Board, or the President. He shall give a bond for the faithful discharge of his duties in such sum as the Board of Directors or the Executive Committee may require.

(b) Each Assistant Treasurer shall have such of the powers, and perform such of the duties, of the Treasurer, as may be prescribed by the Board of Directors, Executive Committee, Chairman of the Board, President or Treasurer.

OFFICERS OF DIVISIONS

SECTION 10. The corporation may have such Divisions as may be authorized by the Chairman of the Board or the President, in which event the President, the Executive Vice President and other Vice Presidents of a Division, shall at all times possess power to sign all certificates, contracts and other instruments pertaining to such Division, except as otherwise limited in writing by the Chairman of the Board or the President of the corporation.

DUTIES OF OFFICERS MAY BE DELEGATED

SECTION 11. For any reason that the Directors may deem sufficient, the Board may delegate the powers or duties of any officer to any other person, for the time being, except where otherwise provided by statute.

VACANCIES

SECTION 12. Vacancies in any office arising from any cause may be filled by the Directors at any regular or special meeting.

ARTICLE VI

RESIGNATIONS

SECTION 1. Any director or any officer may resign at any time.

ARTICLE VII

STOCK

SECTION 1. Every stockholder shall have a certificate signed by the Chairman of the Board or the President or a Vice-President and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, certifying the number of shares owned by him in the corporation. Such certificate shall be in such form as the Board of Directors may from time to time prescribe, and shall be countersigned and registered in such manner, if any, as the Board of Directors, by resolution, may prescribe. If the corporation has a transfer agent or an assistant transfer agent or a transfer clerk acting on its behalf, and a registrar, the signature of any such officer of the corporation may be facsimile. In case any officer or officers of the corporation

who shall have signed, or whose facsimile signature or signatures shall have been used on, any such certificate or certificates shall cease to be such officer or officers of the corporation before such certificate or certificates shall have been delivered by the corporation, such certificate or certificates may nevertheless be adopted by the corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the corporation.

TRANSFERS OF STOCK

SECTION 2. The shares of stock of the corporation shall be transferable on the books of the corporation by the holder thereof, in person or by his duly authorized attorney, upon surrender for cancellation of a certificate or certificates for the same number of shares, with an assignment and power of transfer duly endorsed thereon or attached thereto, duly executed, with such proof of the authenticity of the signature as the corporation or its agents may reasonably require.

CLOSING OF TRANSFER BOOKS

SECTION 3. The Board of Directors shall have power to close the stock transfer books of the corporation for a period not exceeding fifty days preceding the date of any meeting of stockholders or the date for payment of any dividend or the date for the allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect; provided, however, that in lieu of closing the stock transfer books as aforesaid, the Board of Directors may fix in advance a date, not exceeding fifty days preceding the date of any meeting of stockholders or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, and in such case such stockholders, and only such stockholders as shall be stockholders of record on the date so fixed, shall be entitled to such notice of, and to vote at, such meeting, or to receive payment of such dividends, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the corporation after any such record date fixed as aforesaid.

ARTICLE VIII

CONTRACTS, CHECKS, ETC.

SECTION 1. Contracts and other instruments in writing may be made on behalf and in the name of the corporation: (i) by the officers authorized so to do under Article V of these By-Laws, under the corporate seal, attested by the Secretary or an Assistant Secretary; and (ii) by such officers and such other persons as the Chairman of the Board of the corporation may, in writing, authorize so to do with respect to specified types of contracts and other instruments, such authorizations to also specify whether the corporate seal and attestation by the Secretary or an Assistant Secretary shall be required; and, if so executed, shall be binding upon the corporation, provided that the Board of Directors may by resolution authorize the execution of contracts, deeds and other instruments in writing generally or in specific instances in such manner and by such persons as may therein be designated. No person shall have authority, in behalf of the corporation, to sign checks, drafts, or orders for the payment of money or notes or acceptances unless specifically authorized by the Board of Directors.

NOTICES

SECTION 2. (a) Whenever under the provisions of these By-Laws notice is required to be given to any director, officer or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box, in a post-paid sealed wrapper, addressed to such stockholder, officer or director at such address as appears on the books of the corporation, or in default of other address, to such director, officer or stockholder at the General Post Office in the City of Wilmington, Delaware, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

(b) Any stockholder, director or officer may waive any notice required to be given by law or under these By-Laws.

FISCAL YEAR

SECTION 3. The fiscal year shall begin the first day of January in each year.

DIRECTORS' ANNUAL STATEMENT

SECTION 4. The Board of Directors shall present at each annual meeting, and when called for by vote of the stockholders at any special meeting of the stockholders, a full and clear statement of the business and condition of the corporation.

AMENDMENTS

SECTION 5. The Board of Directors, at any regular meeting or at any special meeting, may alter, amend or repeal these By-Laws or any part

thereof, and these By-Laws may also be altered or amended by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote thereat at any regular or special meeting of the stockholders if the notice for the meeting shall have set forth the substance of such proposed alteration or amendment; provided, however, that no change of the time or place for the annual election of directors shall be made within sixty days next before the day on which such election is to be held, and that in case of any change of such time or place, notice thereof shall be given to each stockholder in person or by letter mailed to his last known post-office address, at least twenty days before the election is held. A waiver of notice for any such meeting of the stockholders need not set forth the substance of the amendment but only that an amendment is contemplated.

APPLICATION OF BY-LAWS

SECTION 6. In the event that any provision of these By-Laws is or may be in conflict with any law of the United States, of the State of Delaware, or of any other governmental body or power having jurisdiction over this corporation, or over the subject matter to which such provision of these By-Laws applies, or may apply, such provision of these By-Laws shall be inoperative to the extent only that the operation thereof unavoidably conflicts with such law, and shall in all other respects be in full force and effect.

NORTHWEST ALASKAN PIPELINE COMPANY

P.O. BOX 1526
SALT LAKE CITY, UTAH 84110
801-534-3600

CERTIFICATE

I, the undersigned, BARBARA MORENO, Assistant Secretary of NORTHWEST ALASKAN PIPELINE COMPANY, a Delaware corporation, do hereby certify that the attached By-laws are a true, correct and complete copy of the By-laws of this Company and are in full force and effect as of the date hereof.

June 16, 1980

Barbara Moreno
BARBARA MORENO, Assistant Secretary

(Seal)

BY-LAWS
OF
NORTHWEST ALASKAN PIPELINE COMPANY
AS AMENDED APRIL 26, 1979

BY-LAWS
OF
NORTHWEST ALASKAN PIPELINE COMPANY

ARTICLE I

Stockholders

Section 1.1. Annual Meetings. The annual meeting of the stockholders shall be held for the election of Directors at 8:30 a.m. on the first Tuesday in June in each year, beginning with the year 1977, if such day be not a legal holiday in the state where such meeting is to be held, or, if a legal holiday, then at the same time on the next succeeding business day at the principal office of the Corporation in the State of Delaware or at such other place either within or without the State of Delaware as may be designated by the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

Section 1.2. Special Meetings. Special meetings of stockholders, to be held at the principal office of the Corporation in the State of Delaware or at such other place within or without the State of Delaware and at such date and time as may be stated in the notice of the meeting, and for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors or by the Chairman of the Board or by the President, and shall be called by the President or the Secretary at the request in writing of stockholders owning a majority of the issued and outstanding shares of capital stock of the Corporation of the class or classes which would be entitled to vote on the matter or matters proposed to be acted upon at such special meeting of stockholders. Any such request shall state the purpose or purposes of the proposed meeting.

Section 1.3. Notices of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation.

Section 1.4. Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.5. Quorum. At any meeting of stockholders, except where otherwise provided by law or the certificate of incorporation or these by-laws, the holders of a majority of the outstanding shares of each class of stock entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum. For purposes of the foregoing, two or more classes or series of stock shall be considered a single class if the holders thereof are entitled to vote together as a single class at the meeting. In the absence of a quorum the stockholders so present may, by majority vote, adjourn the meeting from time to time in the manner provided by Section 1.4 of these by-laws until a quorum shall attend. Shares of its own capital stock belonging on the record date for the meeting to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 1.6. Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, or in his absence by the President, or in his absence by a Vice President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7. Voting; Proxies. Unless otherwise provided in the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by him which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. The vote for Directors and, upon the demand of any stockholder, the vote upon any question before the meeting shall be by written ballot. All elections shall be had and all questions decided, unless otherwise provided by law, the certificate of incorporation or these by-laws, by a plurality vote.

Section 1.8. Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any

dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be on the day on which the first written consent is expressed; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

Section 1.9. List of Stockholders Entitled to Vote. The Secretary shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

ARTICLE II

Board of Directors

Section 2.1. Powers; Numbers; Qualifications. The business and affairs of the Company shall be managed by the Board of Directors, except as may be otherwise provided by law or in the certificate of incorporation. The number of directors constituting the whole Board shall be not more than fifteen nor less than three. The authorized number of Directors within the limits above specified shall be determined by resolution of the Board of Directors. The Board of Directors may appoint from their number a Chairman of the Board and a Vice Chairman of the Board, each of whom shall have such powers and duties as may be prescribed from time to time by the Board of Directors. The Chairman may be the Chief Executive Officer of the Company.

Section 2.2. Election; Term of Office; Resignation; Vacancies. Each Director shall hold office until the annual meeting of stockholders next succeeding his election and until his successor is elected and qualified or until his earlier resignation or removal. Any Director may resign at any time upon written notice to the Board of Directors or to

the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. Unless otherwise provided in the certificate of incorporation or these by-laws, vacancies and newly created directorships resulting from any increase in the authorized number of Directors or from any other cause may be filled by a majority of the Directors then in office, although less than a quorum.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board may from time to time determine, and if so determined notice thereof need not be given.

Section 2.4. Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chairman of the Board or the President or by any two Directors. Reasonable notice thereof shall be given by the person or persons calling the meeting.

Section 2.5. Telephonic Meetings Permitted. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or of such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 2.6. Quorum; Vote Required for Action. At all meetings of the Board of Directors, Directors constituting a majority of the entire Board shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the certificate of incorporation or these by-laws shall require a vote of a greater number. In case at any meeting of the Board a quorum shall not be present, the members of the Board present may adjourn the meeting from time to time until a quorum shall attend.

Section 2.7. Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence by the President, or in their absence by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE III

Committees

Section 3.1. Committees of the Board. The Board of Directors may, by resolution passed by a majority of the entire Board, designate one or more committees, each committee to consist of one or more of the Directors. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Vacancies in any such committee shall be filled by the Board, but in the absence or disqualification of a member of such committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of dissolution, indemnifying Directors or amending these By-laws; and, unless the resolution expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

Section 3.2. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a provision by the Board or a provision in the rules of such committee to the contrary, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such if a quorum is then present shall be the act of such committee, and in other respects such committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article II of these by-laws.

ARTICLE IV

Officers

Section 4.1. Executive Officers. The officers of the Company shall be the Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be appointed as provided in these By-laws. The officers shall be elected annually by the board of directors at its first meeting following the annual meeting of the stockholders, and each officer shall hold office until the corresponding meeting in the next year and until his successor shall have been duly chosen and qualified, or until he shall have resigned or shall have been removed in the manner provided in Section 9 of this Article IV. Any vacancy in any of the above offices shall be filled for the unexpired term by the board of directors at any regular or special meeting.

Section 4.2. President. The President may be the Chief Executive Officer of the Company. He shall preside at all meetings of the stockholders and of the Board of Directors; he shall have general charge and supervision of the business of the Company; he may sign with the Secretary or Treasurer or Assistant Secretary or Assistant Treasurer, certificates of stock of the Company; he may sign and execute, in the name of the Company, all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Company; and, in general, the president may perform all duties incident to the office of a President of a Company, and such other duties as, from time to time, may be assigned to him by the board of directors.

Section 4.3. Vice President. At the request of the president or in his absence or disability, any vice president may perform all the duties of president, and when so acting, shall have the powers of the president; he may sign, with the secretary or treasurer, or an assistant secretary or assistant treasurer, certificates of stock of the corporation; and he shall perform such other duties as, from time to time, may be assigned to him by the board of directors.

Section 4.4. Secretary. The secretary shall keep the minutes of the meetings of the stockholders, of the board of directors, and of any committee appointed by the board in books provided for the purpose; he shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; he shall be custodian of the records and of the corporate seal or seals of the corporation; he shall see that the corporate seal is affixed to all documents, the execution of which, on behalf of the corporation, under its seal, is duly authorized, and when so affixed may attest the same; he may sign, with the president or a vice president, certificates of stock of the corporation; and, in general, he shall perform all duties incident to the office of a secretary of a corporation, and such other duties as, from time to time, may be assigned to him by the board of directors.

Section 4.5. Treasurer. The treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the corporation, and shall deposit, or cause to be deposited, in the name of the corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the board of directors; he shall render to the president and to the board of directors, whenever requested, an account of the financial condition of the corporation; he may sign, with the president or vice president, certificates of stock of the corporation; and, in general, he shall perform all the duties incident to the office of a treasurer of a corporation and such other duties as may be assigned to him by the board of directors.

Section 4.6. Assistant Officers. The board of directors may appoint one or more assistant officers. Each assistant officer shall, at the request of or in the absence or disability of the officer to whom he is an assistant, perform the duties of such officer and he shall have such other authority and perform such other duties as the board of directors may prescribe.

Section 4.7. Subordinate Officers. The Board of directors may appoint such subordinate officers as it may deem desirable. Each such officer shall hold office for such period, have such authority and perform such duties as the board of directors may prescribe. The board of directors may, from time to time, authorize any officer to appoint and remove subordinate officers and prescribe the powers and duties thereof.

Section 4.8. Officers Holding Two or More Offices. Any number of the above offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-laws to be executed, acknowledged or verified by two officers.

Section 4.9. Removal. Any officer of the corporation may be removed, with or without cause, by a vote of a majority of the entire board of directors at a meeting for that purpose.

Section 4.10. Signatures. Any corporate instrument signed by an officer shall be presumed to have been so signed (a) at the request of the board of directors or the president, as the case may be, or (b) in the absence or because of the disability of the officer or officers otherwise authorized to so sign, or (c) because of expressly delegated or assigned authority to the officer so signing, and such signature may be relied upon by the person to whom the instrument is delivered without establishing the authority or power of the officer to so sign.

ARTICLE V

Stock

Section 5.1. Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman of the Board or the President or a Vice President, and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the Corporation, certifying the number of shares owned by him in the Corporation. Any or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Section 5.2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

Miscellaneous

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall end on the thirty-first day of December in each year, or on such other day as may be fixed from time to time by the Board of Directors.

Section 6.2. Seal. The Corporation may have a corporate seal which shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 6.3. Waiver of Notice of Meetings of Stockholders, Directors and Committees. Whenever notice is required to be given by law or under any provision of the certificate of incorporation or these by-laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by the certificate of incorporation or these by-laws.

Section 6.4. Indemnification of Directors, Officers and Employees. The Corporation shall indemnify to the full extent authorized by law any person made or threatened to be made a party to any action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor of the Corporation. In the event that the Board of Directors or stockholders refuse or fail to provide indemnity, a person may seek indemnity from the Corporation in court and have the court substitute its judgment as to the propriety of indemnity, or determine such propriety in the absence of any determination thereof by the Board or by stockholders.

Section 6.5. Interested Directors; Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the

Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction.

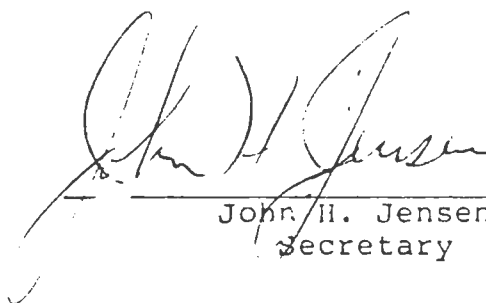
Section 6.6. Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 6.7. Amendment of By-laws. These by-laws may be altered or repealed, and new by-laws made, by the affirmative vote of a majority of the entire Board of Directors, but the stockholders may make additional by-laws and may alter or repeal any by-law whether or not adopted by them.

CERTIFICATE RE
PACIFIC INTERSTATE TRANSMISSION COMPANY (ARCTIC)
BYLAWS

I, John H. Jensen, hereby certify that I am the duly elected, qualified and acting secretary of Pacific Interstate Transmission Company (Arctic), a California corporation incorporated February 4, 1977, and that the attached Bylaws consisting of 18 pages constitute the Bylaws of said corporation, and that said Bylaws are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 20th day of June, 1980.



John H. Jensen
Secretary

BYLAWS

of

PACIFIC INTERSTATE TRANSMISSION COMPANY (ARCTIC)

(Amended as of March 27, 1979)

ARTICLE I

Principal Executive Office

The principal executive office of the corporation is located at 720 West Eighth Street, City of Los Angeles, County of Los Angeles, California.

ARTICLE II

Meetings of Shareholders

Section 1. Annual Meetings. The regular annual meeting of shareholders of the corporation shall be held on the 4th Tuesday of March of each year, at the hour of 9:30 a.m., provided that if the day is a legal holiday, then at the same

time on the next day which is not a legal holiday. At the regular annual meeting of shareholders, directors shall be elected and any other business may be transacted which is within the powers of shareholders.

Section 2. Special Meetings. Special meetings of shareholders may be called by the board of directors, or by the chairman of the board, if there be such an officer, or by the president or by the holders of shares entitled to cast not less than ten percent (10%) of the votes at such meeting.

Section 3. Place of Meetings. Each annual or special meeting of shareholders shall be held at such location as may be determined by the board of directors, or if no determination is made at such place as may be determined by the chief executive officer or by any other officer authorized by the board of directors or by the chief executive officer to make such determination, and if no location is so determined at the principal executive office of the corporation.

Section 4. Notice of Meetings. Notice of each annual or special meeting of shareholders shall be given as required by law and, subject to the requirements of applicable law, shall contain such information, and shall be given to such persons at such time and in such manner as the board of directors shall determine or, if no determination is made, as

the chief executive officer or any other officer so authorized by the board of directors or by the chief executive officer shall determine.

Section 5. Waiver of Notice. The transactions of any meeting of shareholders, however called and noticed, shall be as valid as though in a meeting duly held after regular call and notice if a quorum be present and before or after the meeting each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof.

Section 6. Conduct of Meetings. Subject to the requirements of applicable law, all annual and special meetings of shareholders shall be conducted in accordance with such rules and procedures as the board of directors may determine and, as to matters not governed by such rules and procedures, as the chairman of such meeting shall determine. The chairman of any annual or special meeting of shareholders shall be designated by the board of directors and, in the absence of any such designation, shall be the chief executive officer of the corporation or other person designated by the chief executive officer.

Section 7. Action Without Meeting. Except as may be prohibited by the California General Corporation Law or by the Articles of Incorporation or by these bylaws, any action which may

be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. If any such action is taken without a meeting, notice shall be given as required by law.

ARTICLE III

Board of Directors

The authorized number of directors of the corporation shall be five (5) until changed in accordance with applicable law. Three (3) directors shall constitute a quorum.

ARTICLE IV

Meetings of Directors

Section 1. Regular Meetings. Regular quarterly meetings of the board of directors shall be held on such dates as shall be fixed by the board of directors.

Immediately following each annual meeting of shareholders, there shall be a regular meeting of the board of directors of the corporation for the purposes of organization, election of officers and the transaction of the other business.

Notice of regular meetings of the board of directors is not required.

Section 2. Special Meetings. Special meetings of the board of directors for any purpose may be called at any time by the chairman of the board, if there be such an officer, or by the president or by any vice president or by any two directors.

Notice of the time and place of special meetings shall be given personally to each director, or communicated by telephone, or sent to each director by mail or other form of written communication. In case of notice by mail, telegraph or other form of written communication (i) it shall be deposited in the United States mail or Pacific Lighting Corporation company mail or delivered to the telegraph company in the city in which the principal executive office of the corporation is located at least twenty-four (24) hours prior to the time of the meeting or (ii) delivered to the director's regular business office during normal business hours at least four (4) hours prior to the time of the meeting. In case notice is given personally or by telephone, it shall be given at least four (4) hours prior to the time of the meeting. Such mailing, telegraphing, delivering

or giving of personal notice shall be legal notice to the directors.

Section 3. Place of Meetings. Each regular or special meeting of the board of directors shall be held at the location determined as follows: The board of directors may designate any place, within or without the state of California, for the holding of any meeting; if no such designation is made, at such location as is designated by the person or persons calling the meeting; and if neither of such designations is made, at the principal executive office of the corporation.

Section 4. Conduct of Meetings. Subject to the requirements of applicable law, all regular and special meetings of the board of directors shall be conducted in accordance with such rules and procedures as the board of directors may approve and, as to matters not governed by such rules and procedures, as the chairman of such meeting shall determine. The chairman of any regular or special meeting shall be the chief executive officer or any other person that the board of directors may designate.

Section 5. Conference Telephones. Members of the board of directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one

another. Participation in a meeting pursuant to this Section 5 constitutes presence in person at such meeting.

Section 6. Action Without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board of directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as a unanimous vote of directors. Committees of the board of directors may not take action by written consent without a meeting.

ARTICLE V

Officers

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary and a treasurer. The corporation may have, at the discretion of the board of directors, a chairman of the board, additional vice presidents, assistant secretaries, assistant treasurers, and such other officers as may be necessary or advisable for the conduct of the business. One person may hold two or more offices.

Section 2. Election. The officers shall be elected by the board of directors and shall hold office at the pleasure of the board of directors. In the absence of further action by the board of directors, all officers shall hold office until the election, qualification and acceptance of office by their respective successors.

ARTICLE VI

Chairman of the Board

The Chairman of the Board, if there be such an officer, shall exercise and perform such powers and duties as may be assigned to him by the board of directors.

ARTICLE VII

President

Subject to supervisory powers as may be given by the board of directors to the chairman of the board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall have all of the powers and shall perform all of the duties which are inherent in the office of the president. He shall have general charge and supervision of the corporation's business and all of its

officers, agents and employees. He shall fix the compensation of the remaining officers of the corporation, other than the chairman, if there be one, and shall have the additional powers and perform further duties as may be prescribed by the board of directors.

ARTICLE VIII

Vice Presidents

In the president's absence, disability or refusal to act, the vice presidents in order of their rank shall perform all of the duties of the president and when so acting shall have all the president's powers and be subject to all the restrictions upon the president. The vice presidents shall have other powers and perform additional duties as may be prescribed by the board of directors or by the chief executive officer.

ARTICLE IX

Secretary

Section 1. Duties. The secretary shall keep, at the principal executive office, a book of minutes of all meetings of directors and of shareholders, with the time and

place of holding, whether regular or special, and if special how authorized and the notice given, the names of those present at meetings of directors, the number of shares represented in person or by written proxy at meetings of shareholders and the proceedings. The secretary shall keep at the principal executive office a share register showing the names of the shareholders and their addresses, the number of shares and classes of shares held by each, the number and date of certificate issued for the shares and the number and date of cancellation of every certificate surrendered. The secretary shall give notice of all the meetings of the shareholders and of the board of directors required by the bylaws or by law, and he shall keep the seal of the corporation in safe custody and shall have other powers and perform additional duties as may be prescribed by the board of directors, or by the chief executive officer.

Section 2. Agent for Service of Process. Unless the board of directors shall designate another person to be the agent for service of process in California, the secretary shall be the agent for service of process.

Section 3. Assistant Secretaries. It shall be the duty of the assistant secretaries to assist the secretary in the performance of his duties. In the absence or disability of the secretary, his duties may be performed by an assistant secretary.

ARTICLE X

Treasurer and Chief Financial Officer

Section 1. Chief Financial Officer. Unless the board of directors shall designate another officer to be the chief financial officer, the treasurer shall be the chief financial officer.

Section 2. Duties. The treasurer shall have custody and account for all funds of the corporation which may be deposited with him or in banks or other places of deposit. He shall disburse funds which have been duly approved for disbursement. He shall sign notes, bonds or other evidences of indebtedness for the corporation as the board of directors may authorize. He shall perform other duties which may be assigned by the board of directors or by the chief executive officer.

Section 3. Assistant Treasurers. It shall be the duty of the assistant treasurers to help the treasurer in the performance of his duties. In the absence or disability of the treasurer, his duties may be performed by an assistant treasurer.

ARTICLE XI

Indemnification of Agents of the Corporation;

Purchase of Liability Insurance

Section 1. For the purposes of this Article, "agent" means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or paragraph (c) of Section 5 of this Article.

Section 2. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that such person is

or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

Section 4. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Except as provided in Section 4, any indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the

circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

(b) Approval or ratification by the affirmative vote of a majority of the shares of the Corporation entitled to vote represented at a duly held meeting at which a quorum is present or by the written consent of holders of a majority of the outstanding shares entitled to vote, and by the affirmative vote or written consent of such greater proportion of the shares of any class or series as may be provided in the Articles of Incorporation for such action. For purposes of determining the required quorum of any meeting of shareholders called to approve or ratify indemnification of an agent and the vote or written consent required therefor, the shares owned by the person to be indemnified shall not be considered outstanding and shall not be entitled to vote thereon; or

(c) The court in which such proceeding is or was pending, upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

Section 6. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by

or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. This Article shall create a right of indemnification for each person referred to in this Article, whether or not the proceeding to which the indemnification relates arose in whole or in part prior to adoption of this Article, and in the event of the death of such agent, whether before or after initiation of such proceeding, such right shall extend to such person's legal representatives. This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 1. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law other than this Article. In addition, to the maximum extent permitted by applicable law, the right of indemnification hereby given shall not be exclusive of or otherwise affect any other rights such agent may have to indemnification, whether by law or under any contract, insurance policy or otherwise.

Section 8. No indemnification or advance shall be made under this Article, except as provided in Section 4 or paragraph

(c) of Section 5, in any circumstance where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these By-Laws, a resolution of the shareholders or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Upon determination by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

ARTICLE XII

Annual Reports

The annual report to shareholders prescribed in Section 1501 of the California General Corporation Law is waived.

ARTICLE XIII

Amendments to Bylaws

Section 1. Shareholder Vote. New bylaws may be adopted or these bylaws may be amended or repealed by the vote of shareholders exercising a majority of the voting power represented by the outstanding shares, or by the written consent of shareholders exercising such voting powers.

Section 2. Board of Directors Vote. Subject to the right of shareholders as provided in Section 1 of this Article XIII, bylaws may be adopted, amended or repealed by a majority of the board of directors, except a bylaw or amendment changing the authorized number of directors, a bylaw or amendment changing the power of the board of directors to fill a vacancy or vacancies occurring on the board of directors by reason of the removal of a director or directors, and any other bylaw or amendment which by law or by the articles of incorporation or by these bylaws may be adopted only by the shareholders.

CERTIFICATE

PAN ALASKAN GAS COMPANY

I, CYRIL J. SMITH, hereby certify as follows:

I am SECRETARY of PAN ALASKAN GAS COMPANY (the "Company"), a Delaware corporation; and that

1. Attached hereto as Annex A is a true and complete copy of the Company's By-laws as in effect at all times since the date of incorporation of the Company to and including the date hereof.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company this 19th day of June, 1980.



Cyril J. Smith

BY-LAWS
OF
PAN ALASKAN GAS COMPANY

ARTICLE I
OFFICES AND RECORDS

1.1 The Corporation shall maintain a registered office in Delaware, and may maintain such other offices and keep its books, documents and records at such places within or without Delaware as may from time to time be designated by the Board of Directors.

ARTICLE II
MEETINGS OF STOCKHOLDERS

2.1 All meetings of the stockholders shall be held either at the office of the Corporation in New York, New York, or at such other place within or without Delaware as the Board shall designate. The place at which any meeting is to be held shall be specified in the notice of such meeting.

2.2 An annual meeting of the stockholders, for the election of directors and for the transaction of any other proper business, shall be held either (i) at 3:15 p.m. on the

fourth Wednesday in April, unless such day is a legal holiday, in which event the meeting shall be held at the same time on the next business day, or (ii) at such other time and date, not more than thirteen months after the last preceding annual meeting, as the Board shall designate.

2.3 Special meetings of the stockholders shall be called by the Secretary at the request in writing of the Chief Executive Officer or a majority of the directors then in office. Such request shall state the purpose or purposes of the proposed meeting.

2.4 Except as otherwise provided by the laws of Delaware or by the Certificate of Incorporation, a quorum for the transaction of business at meetings of the stockholders shall consist of the holders of a majority of the stock entitled to vote thereat, present in person or represented by proxy. Whether or not a quorum is present, a majority in interest of the stockholders present in person or by proxy at any duly called meeting and entitled to vote thereat may adjourn the meeting from time to time to another time or place, at which time, if a quorum is present, any business may be transacted which might have been transacted at the meeting as originally scheduled. Notice need not be

given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, unless the adjournment is for more than thirty days or a new record date is fixed for the adjourned meeting, in which event a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

2.5 Every stockholder having the right to vote at a meeting of stockholders shall be entitled to exercise such vote in person or by proxy appointed by an instrument in writing subscribed by such stockholder or by his duly authorized attorney-in-fact. Each stockholder shall have one vote for each share of stock having voting power held by him. Except as otherwise provided by the laws of Delaware, by the Certificate of Incorporation or by these By-Laws, all elections shall be determined and all questions decided by a plurality of the votes cast in respect thereof, a quorum being present.

2.6 The Secretary shall prepare and make, at least ten days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the

name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

2.7 Notice of each meeting of the stockholders shall be given by the Secretary, not less than ten or more than fifty days before the meeting, to each stockholder entitled to receive the same. Such notice shall set forth the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes thereof. The business transacted at any special meeting shall be confined to the purposes stated in such notice. No such notice of any meeting need be given to any stockholder who files a written waiver of notice thereof with the Secretary, either before or after the meeting. Attendance of a person at a meeting of stockholders, in person or by proxy, shall constitute a waiver

of notice of such meeting, except when the stockholder attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

2.8 Any action required or permitted by these By-Laws to be taken at an annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III

BOARD OF DIRECTORS

3.1 The property and business of the Corporation shall be managed by its Board of Directors, consisting of such number of directors, not less than three, as may be

determined from time to time by the Board. Except as otherwise provided in this section, each director shall be elected at the annual meeting of stockholders. Newly created directorships and all other vacancies may be filled at any time by a majority vote of the directors then in office, although less than a quorum. Unless he resigns, dies or is removed prior thereto, each director shall continue to hold office until the annual meeting of stockholders next following his election and until his successor has been elected and has qualified. Resignations of directors must be in writing and shall be effective upon the date of receipt thereof by the Secretary or upon an effective date specified therein, whichever date is later, unless acceptance is made a condition of the resignation, in which event it shall be effective upon acceptance by the Board. Any director may be removed at any time, with or without cause, by the affirmative vote of the holders of a majority of the stock of the Corporation issued and outstanding and entitled to vote.

3.2 The Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the laws of Delaware, by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or

done by the stockholders.

Meetings of the Board

3.3 The first meeting of the Board after the annual meeting of stockholders may be held without notice, either immediately after said meeting of stockholders and at the place where it was held, or at such other time and place, whether within or without Delaware, as shall be determined by the stockholders at their annual meeting, or by the Board prior to the annual meeting, or by the consent in writing of all the directors.

3.4 Regular meetings of the Board may be held without notice at such time and place, whether within or without Delaware, as shall from time to time be determined by the Board.

3.5 Special meetings of the Board shall be called by the Secretary at the request in writing of the Chief Executive Officer or of any two directors. Such request shall state the purpose or purposes of the proposed meeting. Such meetings may be held at any place, whether within or without Delaware. Notice of each such meeting shall be given by the Secretary to each director at least two days before the meeting.

Such notice shall set forth the time and place at which the meeting is to be held and the purpose or purposes thereof. No such notice of any meeting need be given to any director who attends the meeting or who files a written waiver of notice thereof with the Secretary, either before or after the meeting.

3.6 A quorum for the transaction of business at meetings of the Board shall consist of a majority of the directors then in office, but in no event less than one-third of the whole Board. In the absence of a quorum at any duly scheduled or duly called meeting, a majority of the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present, at which time any business may be transacted which might have been transacted at the meeting as originally scheduled.

Executive Committee

3.7 An Executive Committee of three or more directors may be designated by resolution passed by a majority of the whole Board. The Board may designate one or more directors as alternate members of the Committee, who may replace

any absent or disqualified member at any meeting of the Committee. During the intervals between meetings of the Board the Committee shall advise with and aid the officers of the Corporation in all matters concerning its interests and the management of its business, and generally perform such duties as may be directed by the Board from time to time. The Committee shall possess and may exercise all the powers of the Board while the Board is not in session, except in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, amending the By-Laws, filling newly created directorships and vacancies on the Board or the Committee, or (unless expressly authorized by resolution of the Board) declaring a dividend or authorizing the issuance of stock. Unless he resigns, dies or is removed prior thereto, each member of the Committee shall continue to hold office until the first meeting of the Board after the annual meeting of stockholders next following his designation, and until his successor has been designated.

Resignations of members of the Executive Committee must be in writing and shall be effective upon the date of receipt thereof by the Secretary or upon the effective date specified therein, whichever date is later, unless acceptance is made a condition of the resignation, in which event it shall be effective upon acceptance by the Board. Any member of the Executive Committee may be removed at any time, with or without cause, by a majority vote of the whole Board. Regular meetings of the Committee may be held without notice at such time and place as shall from time to time be determined by the Committee. Special meetings of the Committee shall be called by the Secretary at the request of the Chief Executive Officer or of any two members of the Committee. Notice of each special meeting of the Committee shall be given by the Secretary to each member of the Committee. No such notice of any given meeting need be given to any member of the Committee who attends the meeting or who files a written waiver of notice thereof with the Secretary, either before or after the meeting.

3.8 A quorum for the transaction of business at meetings of the Executive Committee shall consist of a majority of the members of the Committee then in office. If the

Board has not designated alternate members of the Committee, or if all such alternates are absent or disqualified, the members of the Committee present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may in the absence or disqualification of any member of the Committee unanimously appoint another member of the Board to act at the meeting in the place of such absent or disqualified member.

3.9 The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board.

Compensation of Directors

3.10 Each director shall, in consideration of his serving as a director, be paid by the Corporation such reasonable compensation as shall be fixed from time to time by resolution of the Board of Directors, together with out-of-town traveling expenses incurred in going to and coming from meetings of the Board; provided that no director who is also an employee of the Corporation shall be entitled to receive any compensation for his services as a director.

3.11 Members of special or standing committees, as such, may receive such reasonable compensation for their

services as may be fixed from time to time by resolution of the Board of Directors; provided that nothing herein contained shall be construed to preclude any member of any such committee from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV

OFFICERS

4.1 The officers of the Corporation shall be chosen by the Board. The principal officers shall be a Chairman of the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be elected each year at the first meeting of the Board after the annual meeting of the stockholders of the Corporation. Two or more offices may be held by the same person. The Chairman of the Board and the President shall be chosen by the directors from their own number. The salaries of the principal officers of the Corporation shall be fixed by the Board.

4.2 The Board may appoint such other officers, assistant officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise

such powers and perform such duties as shall be determined by the Board. The salaries of persons appointed under this section may be fixed by the Chief Executive Officer, who shall report to the Board annually thereon.

4.3 Unless he resigns, dies or is removed prior thereto, each officer of the Corporation shall hold office until his successor has been chosen and has qualified. Any person elected or appointed by the Board may be removed at any time, with or without cause, and all vacancies (however arising) may be filled at any time, by the affirmative vote of a majority of the directors then in office. Any other employee of the Corporation may be removed at any time, with or without cause, by the Chief Executive Officer or by any superior of such employee to whom the power of removal has been delegated by the Chief Executive Officer.

Chief Executive Officer

4.4 (a) The Board shall designate either the Chairman of the Board or the President to be the Chief Executive Officer of the Corporation.

(b) All other officers of the Corporation shall be subordinate to the Chief Executive Officer and shall

from time to time report to him as he may direct. He shall have general supervision and direction of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

(c) He shall have all the general powers and duties usually vested in the chief executive officer of a corporation, and in addition shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Chairman of the Board

4.5 (a) The Chairman of the Board shall preside at all meetings of the stockholders and directors.

(b) He shall be a member and chairman of the Executive Committee and of all committees appointed by the Board, and he shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

(c) He shall, if designated Chief Executive Officer, have all the powers and duties granted and delegated to the Chief Executive Officer by these By-Laws. If not designated Chief Executive Officer, he shall be vested

with all the powers and authorized to perform all the duties of the Chief Executive Officer in his absence or disability.

President

4.6 (a) The President shall, if designated Chief Executive Officer, have all the powers and duties granted and delegated to the Chief Executive Officer by these By-Laws.

(b) He shall be a member of the Executive Committee and of all committees appointed by the Board, and he shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

(c) He shall be vested with all the powers and perform all the duties of the Chairman of the Board in his absence or disability.

Vice Presidents

4.7 Each Vice President shall have such powers and perform such duties as may be prescribed from time to time by the Board or the Chief Executive Officer. In the absence or disability of the Chairman of the Board and the President, each Vice President shall be vested with all the powers and authorized to perform all the duties of said officers, and the

performance of any act or the execution of any instrument by a Vice President in any instance in which such performance or execution would customarily have been accomplished by the Chairman of the Board or by the President shall constitute conclusive evidence of the absence or disability of the Chairman of the Board and the President.

Secretary

4.8 The Secretary shall attend all sessions of the Board and all meetings of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and of the Board, when notice is required by these By-Laws. He shall have custody of the seal of the Corporation, and, when authorized by the Board, or when any instrument requiring the corporate seal to be affixed shall first have been signed by the Chairman of the Board, the President or a Vice President, shall affix the seal to such instrument and shall attest the same by his signature. He shall have such other powers and perform such other duties as may be prescribed from time to

time by the Board or the Chief Executive Officer.

Assistant Secretary

4.9 Each Assistant Secretary, if one or more are appointed, shall be vested with all the powers and authorized to perform all the duties of the Secretary in his absence or disability. The performance of any act or the execution of any instrument by an Assistant Secretary in any instance in which such performance or execution would customarily have been accomplished by the Secretary shall constitute conclusive evidence of the absence or disability of the Secretary. Each Assistant Secretary shall perform such other duties as may be prescribed from time to time by the Board, the Chief Executive Officer or the Secretary.

Treasurer

4.10 (a) The Treasurer shall be the chief financial officer of the Corporation. He shall have custody of the corporate funds and securities, shall keep full and accurate accounts of the receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such depositaries as may be designated by the Board.

(b) He shall disburse the funds of the Corporation, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer and the Board, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

(c) He shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or the Chief Executive Officer.

Assistant Treasurer

4.11 Each Assistant Treasurer, if one or more are appointed, shall be vested with all the powers and authorized to perform all the duties of the Treasurer in his absence or disability. The performance of any act or the execution of any instrument by an Assistant Treasurer in any instance in which such performance or execution would customarily have been accomplished by the Treasurer shall constitute conclusive evidence of the absence or disability of the Treasurer. Each Assistant Treasurer shall perform such other duties as may be prescribed from time to time by the Board, the Chief Executive Officer or the Treasurer.

Fidelity Bonds

4.12 If required by the Board, any officer shall give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Duties of Officers May Be Delegated

4.13 In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the directors then in office concur therein.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

5.1 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding,

whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the full extent permitted by the General Corporation Law of Delaware, upon such determination having been made as to his good faith and conduct as is required by said General Corporation Law. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of said General Corporation Law, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in these By-Laws.

ARTICLE VI

CAPITAL STOCK

Certificates of Stock

6.1 The certificates of stock of the Corporation shall be numbered and shall be entered in the books of the Corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by (i) the Chairman of the Board or President or a Vice President and (ii) the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary. If any stock certificate is countersigned by either a transfer agent (other than the Corporation or its employee) or a registrar (other than the Corporation or its employee), any other signature thereon may be a facsimile. If any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a stock certificate shall cease to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Transfers of Stock

6.2 Transfers of stock shall be made on the books of the Corporation only by the person named in the certificate or by his attorney, lawfully constituted in writing, and upon surrender of the certificate therefor.

Registered Stockholders

6.3 The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of Delaware.

Lost Certificates

6.4 Any person claiming a certificate of stock to be lost, stolen or destroyed shall furnish proof of that fact satisfactory to an officer of the Corporation, and if the Board of Directors so requires, shall give the Corporation a bond of indemnity in form and amount and with one or more sureties satisfactory to such officer, whereupon a new certificate may be issued of the same tenor and for the same number of shares as the one alleged to be lost, stolen or destroyed. The Board

may at any time authorize the issuance of a new certificate to replace a certificate alleged to be lost, stolen or destroyed upon such other lawful terms and conditions as the Board shall prescribe.

Dividends

6.5 Dividends upon the capital stock of the Corporation may be declared by the Board at any regular or special meeting as provided by the laws of Delaware and the Certificate of Incorporation.

Before payment of any dividend or making any distribution of profits, there may be set aside out of the surplus or net profits of the Corporation such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purposes as the directors shall deem conducive to the interests of the Corporation.

Date for Determining Stockholders of Record

6.6 In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting

of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action.

ARTICLE VII

CONDUCT OF BUSINESS

Powers of Execution

7.1 (a) All checks and other demands for money and notes and other instruments for the payment of money shall be signed on behalf of the Corporation by such officer or officers or by such other person or persons as the Board may from time to time designate.

(b) All contracts, deeds and other instruments to which the seal of the Corporation is affixed shall be signed on behalf of the Corporation by the Chairman of the

Board, by the President, by any Vice President, or by such other person or persons as the Board may from time to time designate, and shall be attested by the Secretary or an Assistant Secretary.

(c) All other contracts, deeds and instruments shall be signed on behalf of the Corporation by the Chairman of the Board, by the President, by any Vice President, or by such other person or persons as the Board or the Chief Executive Officer may from time to time designate.

(d) All shares of stock owned by the Corporation in other corporations shall be voted on behalf of the Corporation by such person or persons as the Board may from time to time designate.

Seal

7.2 The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words, "Corporate Seal, Delaware."

Fiscal Year

7.3 The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII

NOTICES

8.1 Whenever, under the provisions of these By-Laws, notice is required to be given to any director or stockholder, such notice may be given in writing (i) by mail, by depositing the same in the United States mail, postage prepaid, or (ii) by telegram, by delivering the same with payment of the applicable tariff to a telegraph company for transmission, in either case addressed to such director or stockholder at such address as appears on the records of the Corporation, and such notice shall be deemed to be given at the time when the same shall be so mailed or so delivered to a telegraph company.

ARTICLE IX

AMENDMENTS

9.1 These By-Laws may be amended (i) at any meeting of the stockholders by the affirmative vote of the holders of a majority of the stock issued and outstanding and entitled to vote thereat (ii) at any meeting of the Board by the affirmative vote of a majority of the directors then in office; provided, however, that in either case notice of the proposed amendment shall have been contained in the notice of the meeting.

UNITED ALASKA FUELS CORP.

BY-LAWS

ARTICLE I

Meetings of Stockholders

Section 1. The annual meeting of the stockholders of this Corporation shall be held at its office in the City of Houston, Texas, on the second Thursday of May in each year, at ten o'clock A.M., or at such other hour as may be designated in the notice of the meeting, and on any subsequent day or days to which such meeting may be adjourned, for the purposes of electing directors and of transacting such other business as may properly come before the meeting. If the day designated herein is a legal holiday in the State of Texas, the annual meeting shall be held on the first succeeding day which is not a legal holiday. If for any reason the annual meeting shall not be held on the day designated herein, the Board of Directors shall cause the annual meeting to be held as soon thereafter as may be convenient.

Section 2. Special meetings of the stockholders may be called at any time by the Board of Directors, the Executive Committee (if any), the President, or holders of not less than one-fourth of all shares of stock of the Corporation outstanding and entitled to vote at such meeting. Upon written request of any person or persons who have duly called a special meeting, it shall be the duty of the Secretary of the Corporation to fix the date of the meeting to be held not less than ten nor more than sixty days after the receipt of the request and to give due notice thereof. If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.

Section 3. Every special meeting of the stockholders shall be held at such place within or without the State of Delaware as the Board of Directors may designate, or, in the absence of such designation, at the registered office of the Corporation in the State of Delaware.

Section 4. Written notice of every meeting of the stockholders shall be given by the Secretary of the Corporation to each stockholder of record entitled to vote at the meeting, by placing such notice in the mail at least ten days, but not more than fifty days, prior to the day named for the meeting addressed to each stockholder at his address appearing on the books of the Corporation or supplied by him to the Corporation for the purpose of notice.

Section 5. The Board of Directors may fix a date, not less than ten nor more than sixty days preceding the date of any meeting of stockholders, as a record date for the determination of stockholders entitled to notice of, or to vote at, any such meeting. The Board of Directors shall not close the books of the Corporation against transfer of shares during the whole or any part of such period.

Section 6. The notice of every meeting of stockholders may be accompanied by a form of proxy approved by the Board of Directors in favor of such person or persons as the Board of Directors may select.

Section 7. Except as otherwise provided by law or by the Certificate of Incorporation of the Corporation, as from time to time amended, or by these By-laws, the presence in person or by proxy of the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereat shall constitute a quorum at each meeting of the stockholders, and all questions shall be decided to vote of the majority of the shares so represented in person or by proxy at the meeting and entitled to vote thereat. The stockholders present at any duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 8. Any meeting of the stockholders may be adjourned from time to time, without notice other than by announcement at the meeting at which such adjournment is taken, and at any such adjourned meeting at which a quorum shall be present any action may be taken that could have been taken at the meeting originally called; provided that if the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting.

ARTICLE II

Board of Directors

Section 1. The business, affairs and property of the Corporation shall be managed by the Board of Directors. The number of directors shall be as fixed in such manner as may be determined by the vote of not less than a majority of the directors then in office, but shall not be less than three nor more than ten. The directors shall be elected by the stockholders annually and shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified, except that the term of directors who are also salaried employees of United Energy Resources, Inc. or any of its subsidiaries shall expire on the date of their termination of employment from United Energy Resources, Inc., and any of its subsidiaries. A director need not be a resident of the State of Delaware or a stockholder of the corporation.

Section 2. Any vacancy in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board though less than a quorum, and the person so chosen shall be a director until his successor is elected by the stockholders, who may make such election at the next annual meeting of the stockholders or at any special meeting duly called for that purpose and held prior thereto.

Section 3. Regular meetings of the Board of Directors shall be held at such place or places within or without the State of Delaware, at such hour and on such day as may be fixed by resolution of the Board of Directors, without further notice of such meetings. The time or place of holding regular meetings of the Board of Directors may be changed by the President by giving notice thereof as provided in Section 5 of this Article II.

Section 4. Special meetings of the Board of Directors shall be held, whenever called by the President, by two directors or by resolution adopted by the Board of Directors, at such place or places within or without the State of Delaware as may be stated in the notice of the meeting.

Section 5. Notice of the time and place of, and general nature of the business to be transacted at, all special meetings of the Board of Directors, and notice of any change in the time or place of holding the regular meetings of the Board of Directors, shall be given to each director either personally or by mail or telephone or telegraph at least one day before the day of the meeting; provided, however, that notice of any meeting need not be given to any director if waived by him in writing, or if he shall be present at such meeting.

Section 6. A majority of the directors in office shall constitute a quorum of the Board of Directors for the transaction of business; but a lesser number may adjourn from day to day until a quorum is present. Except as otherwise provided by law or in these By-laws, all questions shall be decided by the vote of a majority of the directors present. Directors may participate in any meeting of the directors, and members of the Executive Committee may participate in any meeting of such Committee, by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other, and such participation shall constitute presence in person at any such meeting.

Section 7. Any action which may be taken at a meeting of the directors or members of the Executive Committee may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the directors or members of the Executive Committee, as the case may be, and shall be filed with the Secretary of the Corporation.

ARTICLE III

Executive Committee

The Board of Directors may, by resolution adopted by a majority of the whole Board, designate two or more of its number to constitute an Executive Committee which committee, during intervals between meetings of the Board, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation to the extent permitted by law, including without limitation the power and authority to declare dividends and authorize the issuance of capital stock.

ARTICLE IV

Officers

Section 1. The officers of the Corporation shall consist of a President, Secretary, Treasurer, Controller, and such Vice Presidents and other officers as may be elected or appointed by the Board of Directors. Any number of offices may be held by the same person. All officers shall hold office until their successors are elected or appointed, except that the Board of Directors may remove any officer at any time at its discretion by the affirmative vote of a majority of the whole Board of Directors.

Section 2. The officers of the Corporation shall have such powers and duties as generally pertain to their offices, except as modified herein or by the Board of Directors, as well as such powers and duties as from time to time may be conferred by the Board of Directors. The President shall be the chief executive officer of the Corporation and shall have general supervision of the business, affairs and property of the Corporation and over its several officers, and shall preside at meetings of the Board and at meetings of the stockholders.

ARTICLE V

Seal

The seal of the Corporation shall be in such form as the Board of Directors shall prescribe.

ARTICLE VI

Certificates of Stock

The shares of the Corporation shall be represented by certificates of stock, signed by the President or such Vice President or other officer designated by the Board of Directors and countersigned by the Treasurer or the Secretary; and if such certificates of stock are signed or countersigned by a transfer agent other than the Corporation, or, by a registrar other than the Corporation, such signature of the President, Vice President, or other officer and such countersignature of the Treasurer or Secretary, or either of them, may be executed in facsimile, engraved or printed. In case any officer who has signed or whose facsimile signature has been placed upon any share certificate shall have ceased to be such officer because

of death, resignation or otherwise before the certificate is issued, it may be issued by the Corporation with the same effect as if the officer had not ceased to be such at the date of its issue. Said certificates of stock shall be in such form as the Board of Directors may from time to time prescribe.

ARTICLE VII

Indemnification

Section 1. Subject to the provisions of Section 3 of this Article, the Corporation shall indemnify any person who has or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Subject to the provisions of Section 3 of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with

such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

Section 3. An indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections 1 and 2. Such determination shall be made (a) by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel (who may be counsel to the Corporation) in a written opinion, or (c) by the stockholders.

Section 4. If a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise as a party to any action, suit or proceeding, referred to in Sections 1 and 2 of this Article, or with respect to any claim, issue or matter therein (to the extent that a portion of his expenses can be reasonably allocated thereto), he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 5. Expenses incurred in connection with a civil, criminal, administrative or investigative action, suit or proceeding, or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such

amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other By-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of Section 145 of the General Corporation Law of the State of Delaware.

ARTICLE VIII

Amendments

These By-laws may be altered, amended, added to or repealed by the stockholders at any annual or special meeting, by the vote of stockholders entitled to cast at least a majority of the votes which all stockholders are entitled to cast, and, except as may be otherwise required by law, the power to alter, amend, add to or repeal these By-laws is also vested in the Board of Directors, acting by a majority vote of the members of the Board of Directors in office (subject always to the power of the stockholders to change such action); provided, however, that notice of the general nature of any such action proposed to be taken shall be included in the notice of the meeting of stockholders or of the Board of Directors at which such action is taken.