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**ARTICLES OF ORGANIZATION
OF
QUODDY BAY PIPELINE LLC**

To the Secretary of State of the State of Oklahoma:

The undersigned, acting on behalf of one or more Members, adopts the following Articles in order to form a limited liability company (the "Company") pursuant to the provisions of the Oklahoma Limited Liability Company Act (the "Act"):

Article 1: Name

The name of the Company is QUODDY BAY PIPELINE LLC.

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OKLAHOMA SECRETARY OF STATE



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Article 2: Duration

The Company shall have perpetual existence.



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Article 3: Purpose

The Company's purpose shall consist of doing all things and performing all acts permitted a limited liability company under the Act.

Article 4: Place of Business

The street address of the Company's principal place of business in the State of Oklahoma is 210 West Park Avenue, Suite 8100, Oklahoma City, Oklahoma 73102.

Article 5: Registered Agent

The name and address of the Company's registered agent in the State of Oklahoma is Andrews Davis, A Professional Corporation, Attention: Matthew H. Griffith, 100 North Broadway, Suite 3300, Oklahoma City, Oklahoma 73102.

Article 6: Limitations on Authority of Members

The Company shall be managed by one or more Managers designated by or pursuant to the Company's Operating Agreement. Except for Members who are designated Managers, Members shall have no power to bind the Company.

Article 7: Liability and Indemnification

The personal liability of a Member to the Company and its creditors shall be limited to the full extent permitted by the Act, as now in effect or later amended, or otherwise permitted by law, except to the extent provided in an Operating Agreement or other document signed by such Member. The liability of a Manager and of any Member-employee in the Member's capacity as an employee of the Company to the Company, its creditors or Members shall also be limited and every such Manager and Member-employee shall be

indemnified for judgments, settlements, penalties, fines or expenses incurred in any proceeding because such person was a Manager or employee to the full extent permitted by the Act, as now in effect or later amended, or otherwise permitted by law; provided, however, that the liability of a Manager or Member-employee shall not be eliminated for (a) a breach of the Manager's duty of loyalty to the Company or its Members, (b) an act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, or (c) a transaction from which the Manager derived an improper personal benefit. The indemnification allowed by this Article shall continue as to a person who has ceased to serve as a Manager or Member-employee and shall inure to the benefit of the person's heirs, executors and administrators.

Signed this 9th day of August, 2006.



D. Joe Rockett

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