ExxonMobil Pipeline Company

Certificate of Secretary

I, M. R. Harris, Secretary of ExxonMobil Pipeline Company, a Delaware Corporation, DO HEREBY CERTIFY that:

Attached hereto is a true and correct copy of the Company's By-Laws, in effect on the date hereof, with the one and only amendment listed below.

I DO HEREBY FURTHER CERTIFY that the resolution listed below pertaining to an amendment of the Company's By-Laws was adopted by Exxon Pipeline Company's Board of Directors on January 13, 1999 by Consent to Written Action in Lieu of Meeting:

> WHEREAS, Article 4 of the By-Laws of the Corporation currently requires that the annual meeting of the stockholders of the Corporation be held on the second Tuesday of January of each year;
>
> WHEREAS, the Board of Directors desires to provide reasonable flexibility in the scheduling of the annual stockholders meeting.
>
> NOW THEREFORE, the Board of Directors resolve and do hereby modify the By-Laws of the corporation by deleting the current Article 4 of the By-Laws in its entirety and in lieu thereof inserting the following new Article 4:
>
> "4. The annual meeting of stockholders shall be held at such location and at such time during the first quarter of the calendar year as the Board of Directors may fix by resolution. At such meeting, the directors shall be elected and there shall be transacted such other business as may properly be brought before the meeting."

WITNESS my hand and seal of the Corporation this 23rd day of February 2001.

M R Harris

M. R. Harris, Secretary

BY-LAWS
OF
EXXON PIPELINE COMPANY
AS AMENDED
(DELAWARE)

OFFICES

1. The principal office shall be in the City of Wilmington, County of New Castle, State of Delaware, and the name of the Resident Agent in charge thereof is The Corporation Trust Company.

2. The corporation may also have an office in the City of Houston, State of Texas, and also offices at such other places as the Board of Directors may from time to time appoint or the business of the corporation may require.

SEAL

3. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Delaware." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

STOCKHOLDERS' MEETINGS

4. The annual meeting of stockholders shall be held in the office of the corporation, at Houston, Texas, or at such other place as the Board of Directors may fix, on the second Tuesday of January of each year except that if that day is a legal holiday the meeting shall be held on the next succeeding business day. At such meeting, the directors shall be elected, and there shall be transacted such other business as may properly be brought before the meeting.

5. Special meetings of the stockholders for any purpose may be held at such place and time as shall be stated in the notice of the meeting.

6. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute, by the Certificate of Incorporation, or by these By-Laws. If, however, such a quorum shall not be present or represented at any meeting of the stockholders, the meeting shall be held on the next succeeding business day and shall continue to be so deferred from day to day without notice until a quorum shall be present. At such meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

7. At any meeting of the stockholders, every stockholder having the right to vote 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 a longer period. Each stockholder shall have one vote for each share of stock having voting power, registered in his name on the books of the corporation, and except where the transfer books of the corporation shall have been closed or a date shall have been fixed as a record date for the determination of its stockholders entitled to vote, no share of stock shall be voted on at any election for directors which shall have been transferred on the books of the corporation within twenty days next preceding such election of directors.

8. Notice of the time, place, and object of each annual and special meeting of stockholders shall be served upon or mailed to each stockholder entitled to vote thereat at such address as appears on the stock books of the corporation at least ten days prior to the meeting.

9. A complete list of the stockholders entitled to vote at the ensuing election, arranged in alphabetical order with the address of each and the number of voting shares registered in the name of each, shall be prepared by the Secretary and filed in the office where the election is to be held at least ten days before every election and shall at all times during the usual hours for business and during the whole time of said election be open to the examination of any stockholder.

10. Special meetings of the stockholders for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President and shall be called by the President or Secretary upon the request in writing of a majority of the Board of Directors or upon the request in writing of stockholders owning a majority in interest of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

11. Business transacted at all special meetings shall be confined to the objects stated in the notice.

DIRECTORS

12. The number of directors which shall constitute the whole Board shall be determined from time to time by the Board of Directors, but shall not be less than one nor more than five. Directors need not be stockholders. Except as otherwise provided in these By-Laws, the directors shall be elected at the annual meeting of the stockholders and shall hold office until their successors are respectively elected and qualified.

13. The directors may hold their meetings and keep the books of the Corporation, except the original or duplicate Stock Register, outside of Delaware at the office of the corporation in the City of Houston, Texas, or at such other places as they may from time to time determine.

14. If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining directors, though less than a quorum, may choose a successor or successors who shall hold office until the next annual election and until their successors are duly elected and qualified.

15. The property and business of the corporation shall be managed by the 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 the stockholders.

MEETINGS OF THE BOARD

16. The first meeting of each newly elected Board shall be held at the office of the corporation in the City of Houston, Texas, immediately following the annual meeting of the stockholders, or at such other time and place, either within or without the State of Delaware, as shall be fixed by the vote of the stockholders at the annual meeting, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a majority of the whole Board shall be present; or they may meet at such place and time as shall be fixed by the consent in writing of all the directors.

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

18. Special meetings of the Board may be called by the President on three days' notice to each directors, either personally or by mail, telegram or telephone; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors.

19. At all meetings of the Board a majority of the existing number of directors 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 by the Certificate of Incorporation or by these By-Laws.

OFFICERS

20. The officers of the corporation shall be chosen by the Board of Directors and shall be a President and a Secretary, and such other officers as the Board of Directors may from time to time deem appropriate. Any two offices may be held by the same person.

21. The officers of the corporation shall be chosen by the Board of Directors at its first meeting after each annual meeting of stockholders. The President shall be chosen from among the members of the Board of Directors. Other officers need not be members of the Board of Directors.

22. The Board may elect or appoint such other officers or agents or attorneys in fact as it may deem necessary who shall hold their offices for such terms and shall exercise such powers and shall perform such duties as shall be determined from time to time by such Board.

23. The officers of the corporation shall hold office until their successors are chosen and qualified in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officers becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

PRESIDENT

24. The President shall be the chief executive officer of the corporation and shall have all the powers and authority incident thereto not in conflict with these By-Laws and the resolutions of the Board of Directors and shall preside at all meetings of the stockholders and of the Board of Directors and shall perform such duties as the Board of Directors shall impose upon him, and all of the acts within the scope of his authority shall be the acts of the corporation and biding upon it.

25. He shall, with the Secretary, sign all Certificates of Stock of the corporation.

26. He shall have general oversight, care, and management of all monies, property, and business of the corporation, subject always to the control of the Board of Directors, and shall have such further and other powers as the Board may from time to time authorize, and in time of war or a national emergency, may by a vote of the Board, be vested with the full powers of the Board as to all executive and administrative acts to be performed on behalf of the company.

EXECUTIVE VICE PRESIDENT

27. The Executive Vice President shall assist the President in the general administration and active management of the company's affairs. In the event of the absence or disability of the President, the Executive Vice President shall perform the duties and exercise the powers of the President.

VICE PRESIDENTS

28. The Vice President, or Vice Presidents in order of seniority, shall perform the duties of the President in the case of the absence or inability to act of the President and the Executive Vice President. A Vice President may sign Certificates of Stock and shall have such other powers and perform such other duties as may from time to time be assigned to him by the Board of Directors or the President.

GENERAL COUNSEL

29. The General Counsel shall be head of the Law Department of the company and shall have general supervision of all legal matters in which the company is interested and shall perform such other duties as may from time to time be assigned to him by the Board of Directors or the President.

CONTROLLER

30. The Controller shall have charge of and be responsible for the general accounting of the company. He shall have general supervision over all accounting and auditing for the company. In addition, he shall coordinate all other accounting and statistical work of the company. He shall prepare or have prepared by various accounting groups the statements and information desired by the officers and Board of Directors.

SECRETARY AND ASSISTANT SECRETARIES

31. The Secretary shall be ex officio secretary of meetings of stockholders and directors and shall attend their meetings to keep the minutes of proceedings of such meetings and be the custodian of the same.

32. Under the direction of the directors or the President, he shall give all notices of meetings of stockholders and directors and shall perform such other duties as may from time to time be assigned to him by the Board of Directors or the President.

33. He shall have general charge of the corporate seal and all facsimiles of the corporate seal of the corporation and shall, in the course of its business, affix the seal to all Certificates of Stock issued and, when authorized by the President or Board of Directors so to do, shall affix said seal to contracts and other instruments and shall also, with the President or a Vice President, sign all certificates of Stock of the corporation.

34. An Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary, shall perform such other duties as the Board of Directors shall prescribe and shall be authorized to affix the seal to contracts and other instruments in the course of the corporation's business, regardless of the presence or ability of the Secretary.

TREASURER AND ASSISTANT TREASURERS

35. The Treasurer shall have custody of the securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designed by the Board of Directors.

36. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

37. If required by the Board of Directors, he shall give the corporation a bond in such sum and with such surety, or sureties, as shall be satisfactory to the Board of 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, and money and other property of whatever kind in his possession or under his control belonging to the corporation.

38. An Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors shall prescribe.

CERTIFICATES OF STOCK

39. 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 the President or a Vice President and by the Secretary or Assistant Secretary and shall bear the seal of the corporation.

TRANSFERS OF STOCK

40. Shares of stock of the corporation shall be transferred on the books of the corporation only by the holder thereof in person or by his duly authorized attorney upon the surrender and cancellation of the Certificate or Certificates therefor.

LOST CERTIFICATE OF STOCK

41. The Board of Directors may direct a new Certificate of Stock to be issued in place of any Certificate of Stock theretofore issued by the corporation alleged to have been lost or destroyed upon the making of an affidavit of that fact by the registered owner who claims the Certificate of Stock to be lost or destroyed.

FISCAL YEAR

42. The fiscal year of the corporation shall be the calendar year.

AMENDMENTS

43. As provided in "ARTICLE NINTH" of the company's Certificate of Incorporation, the Board of Directors shall have the power to alter, amend or repeal these By-Laws or to adopt new By-Laws.