

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

July 04, 2007

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE: TE Products Pipeline Company, Limited Partnership
File Number: 800838890

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

TE Products Pipeline Company, Limited Partnership
File Number: [Entity not of Record, Filing Number Not Available]

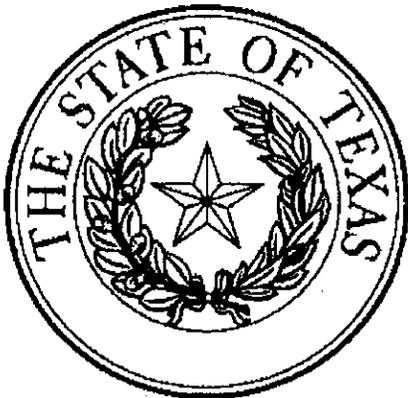
Converting it to

TE Products Pipeline Company, Limited Partnership
File Number: 800838890

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 06/28/2007

Effective: 06/30/2007 10:59 pm



A handwritten signature in black ink that reads "Phil Wilson".

Phil Wilson
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

TE Products Pipeline Company, Limited Partnership
File Number: 800838890

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Partnership (LP) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 06/28/2007

Effective: 06/30/2007 10:59 pm



A handwritten signature in black ink that reads "Phil Wilson".

Phil Wilson
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
JUN 28 2007

Corporations Section

CERTIFICATE OF CONVERSION

This Certificate of Conversion is being duly executed and filed by TEPPCO GP, Inc., a Delaware corporation, to convert TE Products Pipeline Company, Limited Partnership, a Delaware limited partnership (the "Converting Entity"), to TE Products Pipeline Company, Limited Partnership, a Texas limited partnership (the "Converted Entity"), under Section 17-219 of the Delaware Revised Uniform Limited Partnership Act (6 Del. C. § 17-101 et seq.), as amended, and Sections 10.154 and 10.155 of the Texas Business Organizations Code, as amended, and hereby certifies that:

1. The name of the Converting Entity immediately prior to filing of this Certificate of Conversion is "TE Products Pipeline Company, Limited Partnership".
2. The Converting Entity is a limited partnership formed under the laws of the State of Delaware on November 22, 1989.
3. The name of the Converted Entity into which the Converting Entity is to be converted as set forth in such Converted Entity's certificate of formation is "TE Products Pipeline Company, Limited Partnership".
4. A signed plan of conversion is on file at the principal place of business of the Converting Entity, and the address of the principal place of business of the Converting Entity is: 1100 Louisiana Street, Houston, Texas 77002.
5. A signed plan of conversion will be on file after the conversion at the principal place of business of the Converted Entity, and the address of the principal place of business of the Converted Entity is: 1100 Louisiana Street, Houston, Texas 77002.
6. A copy of the plan of conversion will be furnished on written request without cost by the Converting Entity before the conversion or by the Converted Entity after the conversion to any owner or member of the Converting Entity or the Converted Entity.
7. The plan of conversion has been approved as required by the laws of the State of Delaware and the governing documents of the Converting Entity.
8. The conversion shall become effective at 10:59 p.m. on June 30, 2007.

IN WITNESS WHEREOF, the undersigned, being the sole general partner of both the Converting Entity and the Converted Entity has executed this Certificate of Conversion to be effective June 30, 2007.

TEPPCO GP, INC.

By: 

William G. Manias, Vice President and
Chief Financial Officer

FILED
In the Office of the
Secretary of State of Texas
JUN 28 2007

**CERTIFICATE OF FORMATION
OF
TE PRODUCTS PIPELINE COMPANY, LIMITED PARTNERSHIP** Corporations Section

This Certificate of Formation of TE Products Pipeline Company, Limited Partnership, having been duly executed by the undersigned general partner, is being filed to form a limited partnership under the Texas Limited Partnership Law, part of the Texas Business Organization Code, as amended (the "TLPL").

1. **Entity Type and Name.** The type of filing entity being formed is a limited partnership, and the name of the limited partnership being formed is TE Products Pipeline Company, Limited Partnership.
2. **Registered Office and Registered Agent.** The street address of the initial registered office of the limited partnership being formed is 1021 Main Street, Suite 1150, Houston, Texas 77002, and the name of its initial registered agent at such address is CT Corporation System.
3. **Principal Office.** The address of the principal office of the limited partnership being formed in the United States where records are to be kept or made available under Section 153.551 of the TLPL is 1100 Louisiana Street, Houston, Texas 77002.
4. **General Partner.** The name and address of the general partner of the limited partnership being formed are: TEPPCO GP, Inc., 1100 Louisiana Street, Houston, Texas 77002.
5. **Formed Pursuant to Conversion.** This limited partnership is being formed pursuant to a plan of conversion. The name of the converting entity is TE Products Pipeline Company, Limited Partnership, which was organized on November 22, 1989, as a limited partnership under the laws of the State of Delaware pursuant to the Delaware Revised Uniform Limited Partnership Act (6 Del. C. § 17-101 *et seq.*), as amended, and its address prior to the conversion is 1100 Louisiana Street, Houston, Texas 77002.
6. **Effective Date and Time.** The formation of the limited partnership shall be effective at 10:59 p.m. on June 30, 2007.

Executed to be effective June 30, 2007.

TEPPCO GP, INC.

By: 

William G. Manias, Vice President
and Chief Financial Officer

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

July 04, 2007

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE: TE PRODUCTS PIPELINE COMPANY, LIMITED PARTNERSHIP
File Number: 5741611

File Date: 06/28/2007

It has been our pleasure to file the cancellation of registration of limited partnership. This letter may be used as evidence of the filing and payment of the filing fee.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Lisa Sartin

Fax: (512) 463-5709
TID: 10123

Dial: 7-1-1 for Relay Services
Document: 176856390002



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

TE PRODUCTS PIPELINE COMPANY, LIMITED PARTNERSHIP

File Number: 5741611

The undersigned, as Secretary of State of Texas, hereby certifies that the Cancellation of Registration for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 06/28/2007

Effective: 06/30/2007 10:59 pm



A handwritten signature in black ink that reads "Phil Wilson".

Phil Wilson
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

JUN 28 2007

Corporations Section

**CERTIFICATE OF WITHDRAWAL
OF
A FOREIGN LIMITED PARTNERSHIP**

Pursuant to the provisions of Section 9.011 of the Texas Business Organizations Code, as amended, the undersigned general partner of TE Products Pipeline Company, Limited Partnership, a Delaware limited partnership (the "Foreign Filing Entity"), files this certificate of withdrawal to withdraw the Foreign Filing Entity's registration to transact business in the State of Texas.

1. The name of the foreign filing entity is TE Products Pipeline Company, Limited Partnership.
2. The Foreign Filing Entity is a foreign limited partnership, and the Foreign Filing Entity was formed under the laws of the State of Delaware.
3. The file number issued to the Foreign Filing Entity by the Secretary of State is 5741611, and the Foreign Filing Entity registered to transact business in the State of Texas on February 20, 1990.
4. The address of the principal office of the Foreign Filing Entity is 1100 Louisiana Street, Houston, Texas 77002.
5. The Foreign Filing Entity is no longer transacting business in the State of Texas.
6. The Foreign Filing Entity (a) revokes the authority of its registered agent in the State of Texas to accept service of process and (b) consents that service of process in any action, suit, or proceeding stating a cause of action arising in the State of Texas during the time the Foreign Filing Entity was authorized to transact business in the State of Texas may be made on the Foreign Filing Entity by serving the Secretary of State.
7. The Secretary of State may mail a copy of any process against the Foreign Filing Entity to 1100 Louisiana Street, Houston, Texas 77002.
8. Any money due or accrued to the State of Texas has been paid or adequate provision has been made for the payment of that money.
9. The withdrawal shall become effective at 10:59 p.m. on June 30, 2007.

Executed to be effective June 30, 2007.

TEPPCO GP, INC.

By: 

William G. Manias, Vice President
and Chief Financial Officer



Office of the Secretary of State

July 04, 2007

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE: TE Products Pipeline Company, LLC
File Number: 800838893

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created domestic limited liability company (llc).

Unless exempted, the entity formed is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the entity. The first year franchise tax return will be due a year and ninety days following formation. Thereafter, an annual franchise tax return is due in May of each year. If you need to contact the Comptroller about franchise taxes, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555.

The entity formed does not file annual reports with the Secretary of State. Documents will be filed with the Secretary of State if the entity needs to amend one of the provisions in its certificate of formation. It is important for the entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the involuntary termination of the entity.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

TE Products Pipeline Company, LLC
File Number: 800838893

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 06/28/2007

Effective: 06/30/2007 11:58 pm



A handwritten signature in black ink that reads "Phil Wilson".

Phil Wilson
Secretary of State

**CERTIFICATE OF FORMATION
OF
TE PRODUCTS PIPELINE COMPANY, LLC**

FILED
In the Office of the
Secretary of State of Texas
JUN 28 2007

Corporations Section

This Certificate of Formation of TE Products Pipeline Company, LLC, having been duly executed by the undersigned organizer, is being filed to form a limited liability company under the Texas Limited Liability Company Law, part of the Texas Business Organization Code, as amended (the "TLLCL").

1. Entity Type and Name. The type of filing entity being formed is a limited liability company, and the name of the limited liability company being formed is TE Products Pipeline Company, LLC.
2. Purpose. The purpose for which the limited liability company is being formed is to engage in the transaction of any and all lawful business for which a limited liability company may be organized under the TLLCL.
3. Registered Office and Registered Agent. The street address of the initial registered office of the limited liability company being formed is 1021 Main Street, Suite 1150, Houston, Texas 77002, and the name of its initial registered agent at such address is CT Corporation System.
4. Organizer. The name and address of the organizer of the limited liability company being formed are as follows:

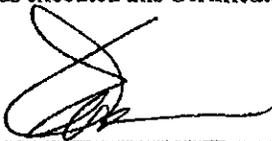
<u>Name</u>	<u>Address</u>
William G. Manias	1100 Louisiana Street Houston, Texas 77002

5. Manager. The limited liability company being formed will be managed by a manager, and the name and address of the initial manager of the limited liability company being formed are as follows:

<u>Name</u>	<u>Address</u>
TEPPCO GP, Inc.	1100 Louisiana Street Houston, Texas 77002

6. Effective Date and Time. The formation of the limited liability company shall be effective at 11:58 p.m. on June 30, 2007.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation to be effective June 30, 2007.



William G. Manias, Organizer.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

July 04, 2007

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE:
TE Products Pipeline Company, LLC (File Number: 800838893)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

TE Products Pipeline Company, Limited Partnership
Domestic Limited Partnership (LP)
[File Number: 800838890]

Into

TE Products Pipeline Company, LLC
Domestic Limited Liability Company (LLC)
[File Number: 800838893]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 06/28/2007

Effective: 06/30/2007 11:59 pm



A handwritten signature in cursive script that reads "Phil Wilson".

Phil Wilson
Secretary of State

JUN 28 2007

CERTIFICATE OF MERGER

Corporations Section

Pursuant to Section 10.151 of the Texas Business Organizations Code, as amended, the undersigned submit this Certificate of Merger for the purpose of effecting a merger (the "Merger") of TE Products Pipeline Company, Limited Partnership, a Texas limited partnership (the "Constituent Limited Partnership"), with and into TE Products Pipeline Company, LLC, a Texas limited liability company (the "Surviving Entity"), and hereby certify that:

1. The name and jurisdiction of organization of each of the Constituent Limited Partnership and the Surviving Entity are as follows:

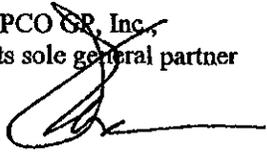
<u>Name</u>	<u>Jurisdiction of Organization</u>
TE Products Pipeline Company, Limited Partnership	Texas
TE Products Pipeline Company, LLC	Texas

2. The Surviving Entity will survive the Merger, and the separate existence of the Constituent Limited Partnership will cease when the Merger takes effect.
3. No amendments to the certificates of formation of either the Constituent Limited Partnership or the Surviving Entity are desired to be effected by the Merger.
4. A signed plan of merger is on file at the principal place of business of the Surviving Entity, and the address of such principal place of business is 1100 Louisiana Street, Houston, Texas 77002.
5. A copy of the plan of merger will be on written request furnished without cost by the Surviving Entity to any member of the Surviving Entity or partner of the Constituent Limited Partnership.
6. The plan of merger has been approved as required by the laws of the State of Texas and the governing documents of the Constituent Limited Partnership and the Surviving Entity.
7. The merger shall become effective at 11:59 p.m. on June 30, 2007.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger to be effective June 30, 2007.

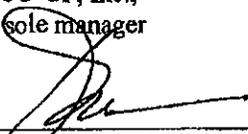
TE PRODUCTS PIPELINE COMPANY,
LIMITED PARTNERSHIP

By: TEPPCO GP, Inc.,
its sole general partner

By: 
William G. Manias, Vice President
and Chief Financial Officer

TE PRODUCTS PIPELINE COMPANY, LLC

By: TEPPCO GP, Inc.,
its sole manager

By: 
William G. Manias, Vice President
and Chief Financial Officer