
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARD ED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GAS INDUSTRY STANDARDS BOARD INC.

Gas Industry Standards Board Inc. (the "Corporation"); a non-stock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY

1. That the Certificate of incorporation of the Corporation dated September 22, 1994 is hereby amended as follows:

A. Article I Section 2 shall be amended to delete the phrase that no later than December 31, 1998, and shall read in its entirety:

   The period of duration of GISB is PERPETUAL. GISB may be dissolved at any time in the manner provided in the Statute, provided, however, that no later than December 31, 2016, GISB's Board of Directors shall submit to the members a resolution recommending whether GISB shall continue. An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate, shall be required to continue GISB.

B. Article III Section 5A shall be amended to delete the phrase "materials on" and insert the phrase "pursuant to the appropriate voting levels specified in Article V" and shall read in its entirety:

   "In addition, the Executive Committee shall be responsible for: (1) recommending the initiation, maintenance, and approval of standards-related activities; (2) establishing working committees as it deems necessary to perform GISB's functions pursuant to procedures set forth in the By-Laws; (3) preparing the budget; (4) setting priorities for standards to be developed or modified; (5) overseeing the GISB staff; and (6) directing activities for reviewing standards interpretation, pursuant to the appropriate voting levels specified in Article V."
"GISB shall have no standing relationships with any technical or trade
association; provided, however, GISB may establish an appropriate relationship
with the American National Standards Institute (ANSI) for the purpose of seeking
ANSI adoption of its standards, and further provided, however, that any
Board-approved arrangement for financial support of GISB by any technical or
trade association shall not be deemed to create a prohibited standing
relationship. GISB may work with such associations on an ad hoc basis.
Furthermore, any such association may become a non-voting member of GISB."

D. Article V, Section 6 shall be inserted and shall read in its entirety:

"A vote of at least nineteen affirmative votes from the Board, including at least two
affirmative votes from the Directors representing each Segment shall be required
to determine how to fund a budget deficit or to establish or modify a promotional
dues program."

F. Article VII, Section 1 shall be deleted and shall read in its entirety:

"The funds necessary to conduct the business of GISB shall be determined by
the GISB Board of Directors. The GISB Board of Directors shall determine the
amount of the membership fee to be assessed to each member on the year prior
to its assessment, provided that except for promotional dues, the dues shall be
the same for all voting members. GISB may elect to receive funds from non-dues
sources to the extent authorized by the Board of Directors and permitted by law
and this Certificate and GISB's By-Laws. The Executive Director of GISB shall
ensure that GISB expenditures in any year shall not exceed the sum of: (x) the
aggregate amount of membership fees received (or projected to be collected)
during the year to which the budget relates and (y) all other monies or income
received, allocated or projected to be received by GISB from whatever source
during such year."

2. That the foregoing amendments to the Certificate of Incorporation have been duly
adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of
Delaware.

IN WITNESS WHEREOF, the said Gas Industry Standards Board Inc. has caused this Certificate
to be executed by its duly authorized Secretary this 3rd day of August, 1998.

GAS INDUSTRY STANDARDS BOARD INC.

By: Rae McQuada

Name: Rae McQuada
Title: Secretary

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARD TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GAS INDUSTRY STANDARDS BOARD INC.

Gas Industry Standards Board Inc., (the "Corporation"), a non-stock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. That the Certificate of Incorporation of the Corporation dated September 22, 1994 is hereby amended as follows:

   A. Article I, Section 2 shall be amended to delete the phrase "no earlier than July 1, 1996 but no later than October 1, 1996," and shall read in its entirety:

   "Section 2. The period of duration of GISP is PERPETUAL. GISP may be dissolved at any time in the manner provided in the Statute; provided, however, that no later than December 31, 1998, GISP's Board of Directors shall submit to the members a resolution recommending whether GISP shall continue. GISP's members shall then vote on whether GISP should continue. An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate, shall be required to continue GISP."

   B. Article I, Section 3 shall be deleted and shall read in its entirety:

   "Reserved"
C. Article II, Section 1 shall be deleted and shall read in its entirety:

"The objects and purposes of GISB are to propose and adopt voluntary standards designed to promote more competitive, efficient and reliable gas service, as such standards apply to electronic data interchange ("EDI") record formats, communications protocols and related business practices that streamline the transactional processes of the gas industry. GISB's first priority shall be to address the remaining or unresolved issues of the Electronic Bulletin Board ("EBB") Working Group established by the Federal Energy Regulatory Commission ("FERC" or the "Commission")."

2. That the foregoing amendments to the Certificate of Incorporation have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the said Gas Industry Standards Board Inc. has caused this Certificate to be executed by its duly authorized Secretary this 0th day of December, 1995.

GAS INDUSTRY STANDARDS BOARD INC.

By: Rae McQuade

Name: Rae McQuade

Title: Secretary

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 7249918
DATE: 09-26-94
CERTIFICATE OF INCORPORATION
OF
GAS INDUSTRY STANDARDS BOARD INC.

I, the undersigned, acting as incorporator of a non-stock corporation under the General Corporation Law of the State of Delaware (hereinafter, the "Statute"), adopt this Certificate of Incorporation.

Article I
Name, Duration, and Registered Agent

Section 1. The name of the corporation is the GAS INDUSTRY STANDARDS BOARD INC. (hereinafter referred to as "GISB"). GISB is a non-stock corporation.

Section 2. The period of duration of GISB is PERPETUAL. GISB may be dissolved at any time in the manner provided in the Statute; provided, however, that no earlier than July 1, 1996 but no later than October 1, 1996, GISB’s Board of Directors shall submit to the members a resolution recommending whether GISB shall continue. GISB’s members shall then vote on whether GISB should continue. An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate, shall be required to continue GISB.

Section 3. On or before October 1, 1996 (but prior to or contemporaneously with the vote required by Section 2 of this Article I), GISB’s Board of Directors shall submit to the members a resolution recommending whether GISB shall expand or contract its activities.

An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate shall be required to contract or expand GISB’s activities.

Section 4. No later than October 1, 1996, the Board of Directors shall submit to the
membership a proposal on whether to consolidate the functions of the Board of Directors and the Executive Committee. An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate, shall be required to consolidate the functions of the Board of Directors and the Executive Committee. If the functions of the Board of Directors and the Executive Committee are consolidated, the surviving entity shall become the Board of Directors.

Section 5. GISB is not organized for pecuniary profit or for the pecuniary profit of its members, or to engage in a regular business ordinarily carried on for profit. No part of the net earnings of GISB shall inure to the benefit of any member or members or other private persons. During its functioning life, and in the event of its dissolution, all net earnings of GISB and its assets shall be devoted solely to the objects and purposes stated in this Certificate. Upon dissolution of GISB, its assets may be distributed in any manner consistent with this Section and with the applicable provisions of law.

Section 6. The registered office and registered agent of GISB is The Prentice-Hall Corporation System, Inc., 32 Loockerman Square, Suite L-100, Dover, Kent County, Delaware, 19904.

Article II

Purpose and Scope

Section 1. The objects and purposes of GISB are to adopt, promulgate, amend, revise, modify, interpret, rescind, and publish and otherwise make available to interested persons, standards applicable to electronic information exchange and electronic communications necessary to promote more competitive and reliable gas service, including electronic data interchange ("EDI") record formats and communications protocols; provided, however, that GISB shall not address, adopt, promulgate, amend, revise, modify, interpret,
rescind and publish standards that prescribe the internal business practices of individual members. GISB's first priority shall be to address the remaining or unresolved issues of the Electronic Bulletin Board ("EBB") working groups established by the Federal Energy Regulatory Commission ("FERC" or "Commission").

Section 2. GISB shall engage in any lawful activities necessary or desirable to achieve the objectives and purposes of GISB set forth in Section 1 of this Article II to the extent consistent with the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986 (or any corresponding provision of any future revenue law) and the regulations promulgated thereunder (as they now exist or as they may be amended in the future, the "Code").

Section 3. GISB shall be a non-profit organization qualifying under Section 501(c)(6) of the Code and shall not have the authority to issue capital stock.

Section 4. GISB shall not have any formal relationship with any regulatory agency. GISB shall not have an advocacy role regarding its standards before the FERC or any other regulatory agency.

Article III
Organization and Management

Section 1. The business and affairs of GISB shall be managed by the Board of Directors except to the extent that specific powers and duties are conferred upon the Executive Committee by this Certificate. The Board of Directors may delegate additional powers to the Executive Committee, provided that the Board of Directors may not delegate its power to approve an amendment of the Certificate of Incorporation, a merger or consolidation, a sale of substantially all the assets or dissolution of GISB, or amendment of the By-Laws.
Section 2. The Board of Directors and Executive Committee members shall be elected for such terms as provided in the By-Laws. There shall be twenty-five (25) members each of the Board of Directors and Executive Committee. The voting members of the Corporation shall be divided into five Segments corresponding to the following five segments of the natural gas industry: End Users, Local Distribution Companies, Pipelines, Producers and Services. The members of each Segment shall vote separately for the election of Directors and Executive Committee members pursuant to procedures set forth in the By-Laws. Five (5) Directors and five (5) Executive Committee members shall be elected by the members of each Segment.

Section 3. Each representative of the Board of Directors and the Executive Committee shall have one vote. Neither the Board of Directors nor the Executive Committee shall allow substitutes for any member thereof at their respective meetings; provided, however, that, as provided in the Bylaws, the Executive Committee may have designated alternates as selected by their segment. The Board of Directors and Executive Committee shall further establish procedures for notational voting, attendance by telephone or video conferencing, and determination of quorums. These procedures shall be included in, or attached to, the By-Laws. The Board of Directors and the Executive Committee shall each elect a chairman from among their own members. The Chairman of the Board of Directors may request that any vote or action be taken by the Board of Directors without a meeting and without unanimous consent, and such action may be taken if approved by the appropriate voting levels specified in Article V. The Chairman of the Executive Committee may request that any vote or action be taken by the Executive Committee without a meeting and without unanimous consent, and such action may be taken if approved by the appropriate voting levels specified in Article V.

Section 4. The Board of Directors shall be responsible for approving the budget, initiating and recommending charter changes, maintaining contacts within the natural gas
industry and with government agencies, and selecting counsel and the external auditor for GJSB. The Board of Directors shall also have the authority to adopt and amend the By-Laws pursuant to Section 5 of Article V.

The following persons shall constitute the first Board:

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Segment Represented</th>
</tr>
</thead>
<tbody>
<tr>
<td>David Lesher</td>
<td>End User</td>
</tr>
<tr>
<td>Reynolds Metals Company</td>
<td></td>
</tr>
<tr>
<td>Manager, Regulatory Affairs</td>
<td></td>
</tr>
<tr>
<td>6603 West Broad Street</td>
<td></td>
</tr>
<tr>
<td>Richmond, VA 23230</td>
<td></td>
</tr>
<tr>
<td>Gerhard Stein</td>
<td>End User</td>
</tr>
<tr>
<td>General Motors Corporation</td>
<td></td>
</tr>
<tr>
<td>Director, Energy Section</td>
<td></td>
</tr>
<tr>
<td>485 W. Milwaukee, Room A-250</td>
<td></td>
</tr>
<tr>
<td>Detroit, MI 48202</td>
<td></td>
</tr>
<tr>
<td>John Stevens</td>
<td>End User</td>
</tr>
<tr>
<td>Eastern Utilities Associates</td>
<td></td>
</tr>
<tr>
<td>President &amp; COO</td>
<td></td>
</tr>
<tr>
<td>One Liberty Square</td>
<td></td>
</tr>
<tr>
<td>Boston, MA 02107</td>
<td></td>
</tr>
<tr>
<td>James Templeton</td>
<td>End User</td>
</tr>
<tr>
<td>Destec Energy, Inc.</td>
<td></td>
</tr>
<tr>
<td>Vice President Fuel Supply</td>
<td></td>
</tr>
<tr>
<td>2500 City West Blvd., Suite 150</td>
<td></td>
</tr>
<tr>
<td>Houston, TX 77042</td>
<td></td>
</tr>
</tbody>
</table>
Charles Thompson  
Southern California Edison  
Manager of Fuel Regulation  
1190 Dufree Avenue, Suite 100  
South El Monte, CA  91733  

End User

Leslie Enoch  
Middle Tennessee Natural Gas  
Executive Vice President & CEO  
1030 West Broad  
Smithville, TN  37166  

Local Distribution Company

Frank Hollewa  
Washington Gas Company  
Senior Vice President  
6801 Industrial Road  
Springfield, VA  22151  

Local Distribution Company

Mary Jane McCartney  
Consolidated Edison Co. of NY  
Sr. Vice President, Gas Operations  
4 Irving Place  
New York, NY  10003  

Local Distribution Company

Thomas Patrick  
Peoples Gas Light & Coke  
Vice President, Regulatory Affairs  
122 S. Michigan Ave., Room 911  
Chicago, IL  60603  

Local Distribution Company

Andrew Sonderman  
Columbia Gas Distribution Cos.  
Secretary & General Counsel  
200 Civic Center Drive  
Columbus, OH  43215  

Local Distribution Company
Stephen Chesebro
Tenneco Gas
President & CEO
1010 Milam, Room 1623B
Houston, TX  77002

John DesBarres
Transco Energy Company
Chairman, President & CEO
2800 South Post Oak Blvd.
Houston, TX  77056

Jim Dudley
Delhi Gas Pipeline Corporation
Vice President, Transportation
   & Exchange
1700 Pacific Avenue
Dallas, TX  75201

Stan Horton
Enron Operations Corp.
President & COO
1400 Smith Street
Houston, TX  77002

William Wise
El Paso Natural Gas Company
Chairman, President & CEO
304 East Texas
El Paso, TX  79901

Randall Couch
Amoco Production Co.
Vice President, Natural Gas
550 Westlake Park Blvd.
Houston, TX  77079
John Goodpasture  
Seagull Energy Corp.  
Sr. Vice President, Pipelines and Marketing  
1001 Fannin, Suite 1700  
Houston, TX  77002  

Jerry Jordan  
Clinton Gas Systems, Inc.  
Chairman  
4770 Indianola Avenue  
Columbus, OH  43214  

Thomas Knudson  
Conoco, Inc.  
Vice President & General Manager, Natural Gas & Gas Products  
600 N. Dairy Ashford Road  
Houston, TX  77079  

William Lang  
Vastar Gas Marketing, Inc.  
President  
1601 Bryan Street, Room 37-100  
Dallas, TX  75201  

Stephen Bergstrom  
Natural Gas Clearinghouse  
Executive Vice President  
13430 Northwest Freeway, Suite 1200  
Houston, TX  77040  

Terrence Ciliske  
Valero Natural Gas Company  
Sr. Vice President, Marketing, Transportation and Supply  
1200 Smith, Suite 900  
Houston, TX  77002
The above-named members of the first Board of Directors shall serve such terms as specified in GISB's By-Laws.

Section 5. (a) The Executive Committee, which shall also exercise general supervision of GISB's affairs, shall establish GISB's policies. The Executive Committee shall be responsible for establishment of procedures which will: (1) facilitate the formation of GISB technical standards that are based upon broad industry consensus and recognize the particular needs of each Segment, (2) consider the work of existing standards-setting organizations and standards already developed, and (3) establish an accessible library of transactions developed by members of GISB for future consideration by GISB in the standards development process.

(b) In addition, the Executive Committee shall be responsible for: (1) recommending the initiation, maintenance, and approval of standards-related activities; (2) establishing working committees as it deems necessary to perform GISB's functions pursuant to
procedures set forth in the By-Laws; (3) preparing the budget; (4) setting priorities for standards to be developed or modified; (5) overseeing the GISB staff; and (6) directing activities for reviewing materials on standards interpretation.

Section 6. The personal liability of the members of the Board of Directors and the Executive Committee, and such other persons acting for GISB, to the extent applicable under the Statute, is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the Statute, as the same may be amended and supplemented.

Any person who is or was a director, officer, agent, or employee of GISB, or is or was serving, at the request of GISB, as a director, officer, agent, or employee of another corporation, trust, or enterprise, shall be entitled to be indemnified by GISB to the fullest extent now or hereafter permitted by the Statute in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to such entity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which an indemnified person may be entitled under any by-law, agreement, insurance policy, or otherwise.

Section 7. The Chairman of the Board of Directors shall be the Chief Executive Officer of GISB. An Executive Director shall be selected by the Board of Directors and shall exercise the duties of the chief operating officer of GISB.

Section 8. Advisory Committee. The Board of Directors shall establish a permanent, standing advisory committee to be composed of representatives of federal, state, and local agencies; public interest groups; non-profit research organizations; and similar organizations, selected pursuant to procedures set forth in the By-Laws. The Board of Directors and the Executive Committee shall seek the advice of this committee as either deems appropriate.

Section 9. GISB shall have no standing relationships with any technical or trade association; provided, however, GISB may establish an appropriate relationship with the American National Standards Institute (ANSI) for the purpose of seeking ANSI adoption of
its standards. GISB may work with such associations on an ad hoc basis. Furthermore, any such association may become a non-voting member of GISB.

Article IV
Membership

Section 1. GISB shall have two classes of members, voting members and non-voting members. The requirements for becoming a member of GISB shall facilitate to the greatest extent possible a wide based membership consistent with GISB's fiscal requirements and shall be consistent with all applicable law. Membership criteria for each Segment shall be established separately and set forth in or attached to the By-Laws; provided that the adoption of the requirements for membership in any Segment and any amendment thereof must first be approved by a majority of the Directors representing such Segment.

Section 2. Voting members. The voting members of GISB shall be individuals, partnerships, firms or corporations which shall apply for membership in one or more Segments and are in good standing in accordance with the procedures of their Segment(s). As a condition of membership, each voting member will be required to execute a revocable appointment, in a form approved by the Board of Directors, authorizing a designated proxy to vote in support of any of the proposals adopted by the Board of Directors described in Article V, Section 3 of this Certificate of Incorporation which may be submitted to a vote of the general membership. Any voting member may resign from GISB by written notice to the Executive Director, whereupon that member's participation in all GISB activities shall cease.

A voting member which is delinquent in the payment of its dues shall continue as a member, but shall not be allowed to vote until it is current in the payment of its dues.

Section 3. Non-voting members. Non-voting members shall include, but not be limited to, federal, state, and local agencies; non-profit research organizations, trade and industry organizations; consumer advocate groups; and similar entities.
Article V

Voting

Section 1. All actions within the respective responsibilities of the Board and the Executive Committee, as the case may be, shall be by majority vote, except as otherwise provided in this Certificate of Incorporation. A quorum shall be a majority of the Board or Executive Committee, respectively.

Section 2. Voting members shall be entitled to one vote each at meetings of members, except that procedures attached to the By-Laws may provide for weighted or limited voting for members of any Segment, if such By-Law provision is first approved by a majority of the Directors representing such Segment. The quorum for meetings of members shall be one-third of the total number of votes eligible to be cast unless a different number is established by this Certificate.

Section 3. A vote of at least nineteen affirmative votes from the Board, including at least two affirmative votes from Directors representing each Segment, which vote must be ratified by a ninety percent (90%) affirmative vote of the general membership, shall be required to approve an amendment of this Certificate, including GISB's scope and purposes described in Article II, to continue GISB pursuant to Section 2 of Article I, to expand or contract the activities of GISB pursuant to Section 3 of Article I and to consolidate the functions of the Board of Directors and the Executive Committee pursuant to Section 4 of Article I. No quorum of the members shall be required for such votes.

Section 4. A vote of at least seventeen affirmative votes from the Executive Committee, including at least two affirmative votes from representatives of each Segment, which vote must be ratified by a sixty-seven percent (67%) affirmative vote of those members of the general membership voting, shall be required to adopt, promulgate, amend, revise, modify, interpret, or rescind a standard. No quorum of the members shall be required for such vote.
Section 5. The initial By-Laws shall be adopted by the Board of Directors named in this Certificate and may be amended by the Board. The affirmative vote of at least nineteen Directors, including two Directors representing each Segment, shall be required to adopt or amend the By-Laws; provided that procedures pertaining to any Segment separately that are attached to the By-Laws must first be approved by a majority of the Directors representing such Segment.

Article VI
Meetings

Section 1. The Board of Directors and Executive Committee shall meet as often as necessary to consider matters within their respective responsibilities. Notice of such meetings, which shall be appropriate under the circumstances and comply with all applicable statutory requirements, shall be given.

Section 2. The Board of Directors shall instruct the Executive Director to call such meetings of the general membership of GISB as are required by statute or are necessary to transact the business of GISB. Meetings of GISB may also be called by a majority of the members of GISB or by a majority of the members of the Board of Directors. Between meetings of GISB, votes of the membership may be taken by written ballot.

Section 3. Written notice of the annual meeting of GISB shall be given in such manner as is prescribed by Statute, but not less than ten (10) nor more than sixty (60) days prior to the date of the annual meeting. Notice of other meetings shall be given in a manner as may reasonably permit attendance at such meeting, but in any event in a time and manner sufficient to satisfy any statutory requirements.
Article VII

Funding

Section 1. GISB shall obtain funding based upon a two-tiered approach. For the first tier, each member shall be assessed a flat membership fee, which shall be a modest amount to encourage the widest possible membership, and which shall be equal for all members. For the second tier, each of the five Segments shall be responsible for raising its pro rata share of the Budget Deficit (as hereinafter defined), if any. The term "Budget Deficit" means the dollar amount, if any, by which the annual budget exceeds the sum of (x) the aggregate amount of membership fees received (or projected to be collected) during the year to which such annual budget relates and (y) all other monies or income received (or projected to be received) by GISB from whatever source during such year. The Directors representing each Segment shall individually determine how it will raise its share of the Budget Deficit pursuant to procedures attached to the By-Laws. GISB may elect to receive funds from non-dues sources (such as the sale of standards) to the extent authorized by the Board of Directors and permitted by law and this Certificate and GISB's By-Laws.

Article VIII

Amendment of Certificate of Incorporation

Section 1. The provisions contained in this Certificate of Incorporation may be amended by the adoption of a resolution pursuant to the voting procedures set forth at Article V.
ARTICLE IX

Section 1. The name and mailing address of the incorporator is as follows:

Stephen D. Chesebro
President & CEO
Tenneco Gas
1010 Milam Street
Houston, TX 77002

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 22nd day of Sept., 1994.

[Signature]

Stephen D. Chesebro, Incorporator