

Document 2004 5006

Book 2004 Page 5006 Type 06 17 Pages 5
Date 10/25/2004 Time 1:56 PM
Rec Amt \$27.00

MICHELLE "MICKI" UTSLER, COUNTY RECORDER
MADISON IOWA

COMPUTER	<input checked="" type="checkbox"/>
RECORDED	<input checked="" type="checkbox"/>
COMPARED	<input type="checkbox"/>

Name Change Certificate from Magellan Pipeline Company, LLC to
Magellan Pipeline Company, L.P.

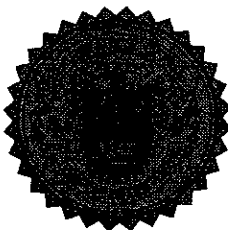
Prepared By & After Recording Return to:
Magellan Pipeline Company, L.P.
MD 27-4
P. O. Box 22186
Tulsa, OK 74121-2186
Contact : Terry G. Spradlin 918-574-7371

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "MAGELLAN PIPELINE COMPANY, LLC" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "MAGELLAN PIPELINE COMPANY, LLC" TO "MAGELLAN PIPELINE COMPANY, L.P.", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2004, AT 2:19 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0633217 8100V

AUTHENTICATION: 3351598

040666089

DATE: 09-15-04

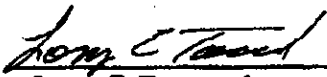
**CERTIFICATE OF CONVERSION
OF
MAGELLAN PIPELINE COMPANY, LLC
INTO
MAGELLAN PIPELINE COMPANY, L.P.**

**UNDER SECTION 17-217 OF
THE DELAWARE REVISED UNIFORM
LIMITED PARTNERSHIP ACT**

1. The date on which the limited liability company (originally formed as a corporation) was first formed is November 23, 1965.
2. The jurisdiction where the limited liability company was first formed is Delaware.
3. The name of the limited liability company immediately prior to the filing of this Certificate is Magellan Pipeline Company, LLC.
4. The name of the limited partnership as set forth in its Certificate of Limited Partnership filed in accordance with Section 17-217(b) is Magellan Pipeline Company, L.P.
5. The conversion is to be effective upon the filing of this Certificate of Conversion and the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of September 9, 2004.

By: Magellan Pipeline GP, LLC,
as general partner

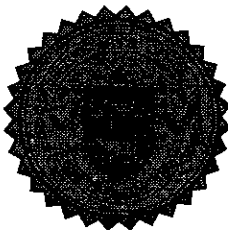
By: 
Name: Lonny E. Townsend
Title: Vice President, General Counsel &
Assistant Secretary

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "MAGELLAN PIPELINE COMPANY, L.P." FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2004, AT 2:19 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0633217 8100V

AUTHENTICATION: 3351666

040666089

DATE: 09-15-04

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAGELLAN PIPELINE COMPANY, L.P.**


The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, docs hereby certify as follows:

1. The name of the limited partnership is Magellan Pipeline Company, L.P.
2. The address of the Partnership's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, and the name of the Partnership's registered agent for service of process at such address is the Corporation Trust Company.
3. The name and mailing address of the general partner is as follows:

<u>Name</u>	<u>Mailing Address</u>
Magellan Pipeline GP, LLC	One Williams Center, Suite 2800 Tulsa, Oklahoma 74172

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of Magellan Pipeline Company, L.P. as of September 7, 2004.

By: Magellan Pipeline GP, LLC,
as General Partner

By: 
Name: Lonny E. Townsend
Title: Vice President, General Counsel &
Assistant Secretary