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LMORRIS

State of Delaware

Office of the Secretary of 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 CORPORATION UNDER THE NAME OF "WILLIAMS ENERGY VENTURES, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "WILLIAMS ENERGY VENTURES, INC." TO "WILLIAMS TERMINALS HOLDINGS, L.P.", FILED IN THIS OFFICE ON THE NINTH DAY OF FEBRUARY, A.D. 2001, AT 8:30 O'CLOCK A.M.

Davidson County FGNCHARTER
Recvd: 07/20/01 11:51 5pgs
Fees:27.00 Taxes:0.00



20010720-0077164



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0965706

010067659

DATE: 02-09-01

State of Delaware

Office of the Secretary of State PAGE 2

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 "WILLIAMS TERMINALS HOLDINGS, L.P." FILED IN THIS OFFICE ON THE NINTH DAY OF FEBRUARY, A.D. 2001, AT 8:30 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2331527 8100V

010067659

AUTHENTICATION: 0965706

DATE: 02-09-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:30 AM 02/09/2001
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CERTIFICATE OF CONVERSION
OF
WILLIAMS ENERGY VENTURES, INC.
INTO
WILLIAMS TERMINALS HOLDINGS, L.P.

February 9, 2001

UNDER SECTION 266 OF THE DELAWARE GENERAL CORPORATION LAW (the "DGCL") AND SECTION 17-217 OF THE DELAWARE REVISED UNIFORM LIMITED PARTNERSHIP ACT (the "DRULPA")

Williams Energy Ventures, Inc., a Delaware corporation (the "Company"), DOES HEREBY CERTIFY THAT:

1. ***Name of Corporation to be Converted.*** The name of the Company immediately prior to conversion is Williams Energy Ventures, Inc. and the name under which the Company was originally formed was Williams Energy Ventures, Inc.

2. ***Original Date and Jurisdiction of Incorporation.*** The original certificate of incorporation of the Company was filed on April 5, 1993 with the Secretary of State of the State of Delaware.

3. ***Name of Limited Partnership.*** The name of the limited partnership into which the Company will be converted is Williams Terminals Holdings, L.P.

4. ***Approval of Conversion.*** This conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

5. ***Effective Time.*** The effective time of the conversion of the Company to a limited partnership contemplated hereby shall be the time of filing of this Certificate of Conversion.

6. ***Effect of the Conversion.*** Upon the effective time of conversion, pursuant to Section 17-217 of the DRULPA, all of the rights, privileges and powers of the Company, and all property, real, personal and mixed, and all debts due to the Company, as well as all other things and causes of action belonging to the Company, shall be vested in Williams Terminals Holdings, L.P. and shall thereafter be the property of Williams Terminals Holdings, L.P. as they were of the Company, and the title of any real property vested by deed or otherwise in the Company shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company that has been converted shall thenceforth attach to Williams Terminals Holdings, L.P., and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contacted by it. By reason of such conversion, the Company shall not be required to wind up its affairs or pay its liabilities and distribute assets, and the conversion shall not be deemed to constitute a dissolution of the Company and shall constitute a continuation of the existence of the Company in the form of a domestic limited

partnership. When the Company has been converted to a limited partnership, Williams Terminals Holdings, L.P. shall, pursuant to Section 17-217 of the DRULPA, be deemed to be the same entity as the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first written above.

WILLIAMS ENERGY VENTURES, INC.

By: _____
Name: Steven S. Malcolm
Title: President

CERTIFICATE OF LIMITED PARTNERSHIP OF WILLIAMS TERMINALS HOLDINGS, L.P.

This Certificate of Limited Partnership, dated February 9, 2001, has been duly executed and is filed pursuant to Section 17-201 of the Delaware Revised Uniform Limited Partnership Act (the *"Act"*) to form a limited partnership under the Act.

1. ***Name.*** The name of the limited partnership is Williams Terminals Holdings, L.P.

2. ***Registered Office; Registered Agent.*** The address of the registered office required to be maintained by Section 17-104 of the Act is 1209 Orange Street, Wilmington, Delaware 19801. The name and the address of the registered agent for service of process required to be maintained by Section 17-104 of the Act are The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

3. ***General Partner.*** The name and the business, residence or mailing address of the general partner is as follows:

Williams GP LLC
One Williams Center
Tulsa, Oklahoma 74172

EXECUTED as of the date written first above.

WILLIAMS GP LLC, its General Partner

By: Don R. Wellendorf
Don R. Wellendorf
Senior Vice President

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