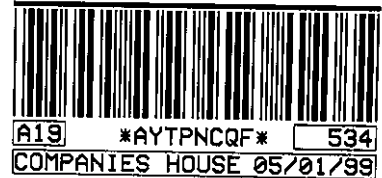


No.3076057



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

AMERADA HESS GAS (DOMESTIC) LIMITED

(A Private Company adopting Table A with modifications)

Incorporated the 5th day of July 1995

CERTIFIED A TRUE AND
COMPLETE COPY OF THE
ORIGINAL *S. Boret*

SOLICITOR
LONDON

FARRER & CO
66 Lincoln's Inn Fields
London WC2A 3LH

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

AMERADA HESS GAS (DOMESTIC) LIMITED

1. The name of the Company is "AMERADA HESS GAS (DOMESTIC) LIMITED".¹
2. The registered office of the Company will be situated in England.
- 3.1 The object for which the Company is established is to carry on business as a general commercial company in any trade or business whatsoever including, without prejudice to the generality of the foregoing, to carry on the business of a holding company in all its branches.
- 3.2 The Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it including, without prejudice to the generality of the foregoing, the power:
 - (a) to enter into or accept any guarantee or indemnity and to support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or other obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company having objects or engaged or intending to engage in businesses similar to those of the Company and any company which is for the time being the Company's holding

¹ The name of the Company was changed from Tyrolese (328) Limited to Amerada Hess Gas (Domestic) Limited by a Special Resolution dated 30 October 1995.

company as defined by section 736 of the Companies Act, 1985 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in its business;

- (b) to grant pensions, allowances, gratuities and bonuses to Directors and other officers, ex-officers, employees or ex-employees of the Company or of any subsidiary or allied company or of the predecessors in business thereof or the widows, dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their widows, dependants or connections; and
 - (c) to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or any subsidiary or allied company, or the directors and other officers or employees thereof, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or any subsidiary or allied company or the directors and other officers or employees thereof.
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.²

² The share capital of the Company was increased from £100 to £25,000,000 by an Ordinary Resolution dated 30 October 1995.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

AMERADA HESS GAS (DOMESTIC) LIMITED

PRELIMINARY

1. In these Articles "Table A" means the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985.
2. Any reference to any Act in these Articles shall be deemed to include a reference to any statutory modification or re-enactment thereof for the time being in force.
3. The regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained. The Regulations of Table A numbered 8, 23, 24, 35, 65-70 inclusive, 73-77 inclusive, 81, 94-97 inclusive and 115 shall not apply to the Company.
4. The Company is a Private Company and no shares in the Company shall be issued at a discount and no offer or invitation to the public to subscribe for any share in or debentures of the Company shall be made.

SHARES

5. The capital of the Company is £25,000,000 divided into 25,000,000 Ordinary Shares of £1 each.

- 6.1 The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons (including the Directors), on such terms and in such manner as they think fit, up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.
- 6.2 Any shares which the Directors are not authorised to deal with by virtue of paragraph 6.1 above may, with the consent of the Company in General Meeting, be dealt with by the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit for a period not exceeding five years from the date of such consent.
- 6.3 Accordingly, sub-section (1) of Section 89 and Section 90 of the Companies Act 1985 shall be excluded from applying to the Company.

REDEEMABLE SHARES

7. Subject to the provisions of the Companies Act 1985:-
- 7.1 the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof on such terms and in such manner as the Company before the issue of the shares may by special resolution determine;
- 7.2 any redeemable shares issued by the Company may be redeemed out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purposes of the redemption, or out of the capital of the Company; and
- 7.3 any premium payable on redemption may be paid out of distributable profits of the Company or otherwise in accordance with the provisions of the Companies Act 1985.

PURCHASE OF COMPANY'S SHARES

8. Subject to the provisions of the Companies Act 1985:-
- 8.1 the Company may purchase its own shares (including any redeemable shares) and enter into a contingent purchase contract for the purchase of its shares; and

- 8.2 any purchase by the Company of its own shares may be made out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purpose, or out of the capital of the Company.

LIEN

9. The Company shall have a first and paramount lien upon every share (whether a fully paid up share or not) registered in the name of any member, either alone or jointly with any other person, for his or his estate's debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared or other moneys payable in respect of every such share, but the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

TRANSFER OF SHARES

10. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. In the case of a partly-paid share only, the instrument of transfer must also be executed by or on behalf of the transferee.
11. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.
12. No instrument of transfer may be registered unless it is duly stamped.

GENERAL MEETINGS

13. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies and all notices of a General Meeting shall also be sent to the Directors and the Auditor of the Company for the time being.
14. If at an adjourned meeting of the Company a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

15. One member having the right to vote at the meeting may demand a poll and Regulation 46 of Table A shall be modified accordingly.
16. If a resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

DIRECTORS

17. If and so long as the number of Directors is reduced below the minimum fixed by or pursuant to these Articles or Table A, the continuing Director or Directors may act for the purpose of summoning a general meeting of the Company but for no other purpose, and Regulation 90 of Table A shall be modified accordingly.
18. A Director shall not require any shareholding qualification.

POWERS AND DUTIES OF DIRECTORS

19. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles or by Table A and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
20. Subject to such disclosure as is required by Section 317 of the Companies Act 1985 a Director may vote as a Director in regard to any contract, matter or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter or arrangement is under consideration.

ALTERNATE DIRECTORS

21. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him.
22. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate Director except by agreement with the Director whom he represents. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.
23. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director; but if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
24. Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors and subject as aforesaid shall take effect when the notice effecting the same is delivered to the Secretary or is produced at a Meeting of the Directors.
25. An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.
26. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum.

REMOVAL, DISQUALIFICATION AND RETIREMENT OF DIRECTORS

- 27.1 A member or members holding a majority in nominal value of the issued shares for the time being in the capital of the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company.
- 27.2 The office of Director shall be vacated:
- 27.2:1 if he resigns his office by notice in writing to the Company; or
 - 27.2:2 if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 27.2:3 if he becomes prohibited from being a Director by reason of any order made under Sections 296 to 299 inclusive of the Companies Act 1985; or
 - 27.2:4 if he becomes of unsound mind; or
 - 27.2:5 if he is otherwise duly removed from office.
- 28.1 No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age and Section 293 of the Companies Act 1985 shall not apply to the Company.
- 28.2 The Directors shall not be subject to retirement from office by rotation.
- 28.3 A Director who retires at an annual general meeting may be re-appointed.

NOTICES

29. A member present, either in person or by proxy or, being a corporation, by its representative, at any meeting of the Company or of holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
30. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

TYROLESE (DIRECTORS) LIMITED
66 Lincoln's Inn Fields
LONDON WC2A 3LH

J. Thorne, Director

Limited Company

TYROLESE (SECRETARIAL) LIMITED
66 Lincoln's Inn Fields
LONDON WC2A 3LH

Robert E Foster, Director

Limited Company

DATED this 2nd day of June, 1995.

WITNESS to the above Signatures:

MICHAEL MARSH

66 Lincoln's Inn Fields
LONDON WC2A 3LH

CHARTERED ACCOUNTANT