

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BHP BILLITON LNG INTERNATIONAL INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MARCH, A.D. 2003, AT 2:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTI

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DATE: 03-13-03

CERTIFICATE OF INCORPORATION
OF
BHP BILLITON LNG INTERNATIONAL INC.

FIRST: The name of the corporation is: BHP Billiton LNG International Inc., (the or this "Corporation").

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock with a par value of One Dollar and no/100 (US\$1.00) per share.

FIFTH: The name and mailing address of the incorporator is Solape Delano, 1360 Post Oak Boulevard, Suite 150, Houston, Texas 77056.

SIXTH: The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation. The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>Name</u>	<u>Mailing Address</u>
Steven R. Bell	5742 Tangle Circle Lane #414 Houston, Texas 77056 USA
Neil Croker	27 College Street Melbourne, Australia 3122
Michael A. Weill	3652 Overbrook Lane Houston, Texas 77027 USA

SEVENTH: The election of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

EIGHTH: Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares at the time entitled to vote at an election of directors, whether or not the Board of Directors is classified as provided in subsection (d) of Section 141 of Title 8 of the Delaware Code.

NINTH: The Board of Directors of the Corporation shall direct the management of the business and the conduct of the affairs of the Corporation and shall establish policies, procedures, and controls which shall govern the conduct of the Corporation and which shall preserve the separate legal identity of the Corporation.

In addition to the powers conferred here or by the General Corporation Law of Delaware, the board of directors shall have the power from time to time to make, alter, amend, and repeal the By-Laws, subject to the power of the holders of the Common Stock to alter or repeal the By-Laws made by the Board of Directors.

TENTH: A director of this Corporation, or any person serving as a director of another corporation at the request of this Corporation, shall not be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this Corporation (or such other corporation) or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

This Corporation shall have the authority to the full extent not prohibited by law, as provided in the By-Laws of this corporation or otherwise authorized by the Board of Directors, or by the stockholders of this Corporation, to indemnify any person who is or was a director, officer, employee or agent of this Corporation or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise or entity, from and against any and all expenses, liabilities or losses asserted against, or incurred by any such person in any such capacity, or arising out of his status as such; and the indemnification conferred in this Article shall not adversely affect any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

This Corporation shall have the authority to the full extent not prohibited by law, as provided in the By-Laws of this Corporation or otherwise authorized by the Board of Directors or by the stockholders of this Corporation, to purchase and maintain insurance in any form from any affiliated or other insurance company and to use other arrangements (including, without limitation, trust funds, security interests, or surety arrangements) to protect itself or any person who is or was a director, officer, employee or agent of this Corporation or serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise or entity against any expense, liability or loss asserted against, or incurred by any such person in any such capacity, or arising out of his status as such, whether or not this Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right of protection existing at the time of such repeal or modification of any director, officer, employee or agent of this Corporation or any person who is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise or entity.

ELEVENTH: This Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereinafter prescribed by statute.

IN WITNESS WHEREOF the undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is her act and deed on this 12th day of March, 2003.



Solape O. Delano
Incorporator