

FO0000003957

Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-07/14/00--01052--008
*****70.00 *****70.00

CORPORATION(S) NAME

Berry GP, Inc.

FILED
SECRETARY OF CORPORATIONS
00 JUL 14 PM 5:04

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____ 07/14/00
Availability _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____
FILE FIRST

Handwritten signature and date 7/14

RECEIVED
00 JUL 14 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 14 PM 5:04

1. Berry GP, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. TEXAS 3. 74-1239592
(State or country under the law of which it is incorporated) (FEI number, if applicable)

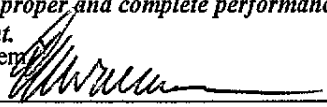
4. SEPTEMBER 8, 1953 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon first
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F. S.)

7. P. O. BOX 4858, CORPUS CHRISTI, TEXAS 78469
(Current mailing address)

8. GENERAL & MECHANICAL CONSTRUCTION OF INDUSTRIAL COMPLEXES OR FACILITIES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation . Florida, 33324
(Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
C T Corporation System

(Registered agent's signature) **EA Wallace**
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

DIRECTOR

Chairman: LAURA BERRY

Address: 1414 CORN PRODUCTS ROAD, CORPUS CHRISTI, TX 78409

DIRECTOR

Vice Chairman: D. W. BERRY

Address: 1414 CORN PRODUCTS ROAD, CORPUS CHRISTI, TX 78409

Director: M. G. BERRY

Address: 1414 CORN PRODUCTS ROAD, CORPUS CHRISTI, TX 78409

Director: A. L. BERRY

Address: 1414 CORN PRODUCTS ROAD, CORPUS CHRISTI, TX 78409

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: EDWARD A. MARTIN

Address: 1414 CORN PRODUCTS ROAD, CORPUS CHRISTI, TEXAS 78409

Vice President: K. J. LUHAN

Address: 1414 CORN PRODUCTS ROAD, CORPUS CHRISTI, TX 78409

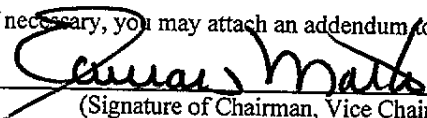
Assy Secretary: DONETTA BEATY

Address: 1414 CORN PRODUCTS ROAD, CORPUS CHRISTI, TX 78409

Treasurer: BETTIE DOLPH

Address: 1414 CORN PRODUCTS ROAD, CORPUS CHRISTI, TX 78409

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. EDWARD A. MARTIN, PRESIDENT & CEO
(Typed or printed name and capacity of person signing application)

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 JUL 14 PM 5:04

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

ADDITIONAL OFFICERS:

Vice President: Laura Berry
 D. W. Berry
 M. G. Berry
 A. L. Berry
 Dan Bumby
 Bruce D. Daniels
 D. J. Smith
 D. E. Spangler
 Charles A. Vanaman

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 14 4 PM 5:04



The State of Texas

SECRETARY OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 14 PM 5:04

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

BERRY GP, INC.
File No. 116549-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on July 12, 2000.*



Elton Bomer
Secretary of State

BAM