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CSC
1201 HAYS STREET
TALLAHASSEE, FL 32301

CONTACT: SUSIE KNIGHT EXT: 1156

ACCOUNT #: 072100000032

REF#: 957190-35

AUTHORIZATION: Patricia #

COST LIMIT: \$70.00

ORDER DATE: 1-8-01

ENTITY NAME: Benchmark Resources, INC.

DOMESTIC FILING

FOREIGN FILING

000003531570--4

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

X4 QUALIFICATION

CERTIFICATE OF LLC

ARTICLES OF AMENDMENT

X4 STAMPED COPY

CERTIFIED COPY

CERTIFICATE OF GOOD STANDING

PLEASE RETURN

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BR
1/14

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.

1. Benchmark Resources, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. Oklahoma 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 20, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 702 SW 8th Street Bentonville, AR 72716
(Principal office address)

(Current mailing address)
See attached purpose clause

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

BRIAN COURTNEY, ASST. V.P.

(Registered agent's signature)

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Anthony D. George Assistant Secretary
(Typed or printed name and capacity of person signing application)

EXHIBIT A

The purpose or purposes for which the Corporation is organized are:

{glossary "MSWList0"} To purchase, lease or otherwise acquire, hold, own, sell, lease or otherwise dispose of real and personal property of all kinds, including but not limited to the lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts and claims, trademarks, tradenames or any interest therein;

{glossary "MSWList0"} To own, operate and maintain and to perform those tasks or operations necessary for the operation and maintenance of gasoline and/or service stations;

{glossary "MSWList0"} To purchase, lease or otherwise hold or own such assets, goods, services and or inventory or personal property or real property necessary for the operation of a service station or the sale of gasoline;

{glossary "MSWList0"} To sell, grant or otherwise dispose of such assets, goods, services and or inventory or personal property or real property used in the operation of a service station or the sale of gasoline;

{glossary "MSWList0"} To purchase and sell assets, inventory and retail goods or services; and

(f) To exercise all of the powers conferred upon corporations by the general corporation law of Oklahoma.

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EXHIBIT B

**OFFICER and DIRECTOR LIST
BENCHMARK RESOURCES, INC.**

Thomas Grimm	President and Sole Director
Jay Fitzsimmons	Senior Vice President
Robert Rhoads	Senior Vice President and Secretary
James A. Walker, Jr.	Senior Vice President
Rick Brazile	Vice President
David Bullington	Vice President
Tim Otte	Vice President
Allison D. Garrett	Vice President and Assistant Secretary
Anthony D. George	Assistant Secretary
Frank Hysell	Assistant Secretary
Elizabeth Branigan	Assistant Treasurer
Mike Cook	Assistant Treasurer

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All of the above are located at the following address:

702 SW 8th Street
Bentonville, AR 72716

OFFICE OF THE SECRETARY OF STATE

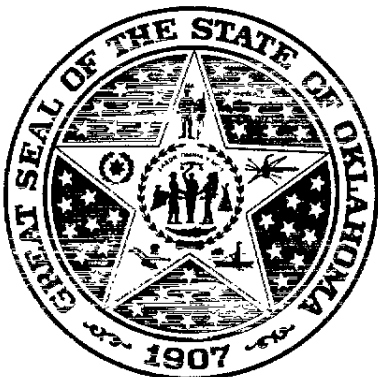


CERTIFICATE OF GOOD STANDING
DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of certain business entities to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that BENCHMARK RESOURCES, INC., is a corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the entity's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City, this
9th day of January, 2001.

McE Hunter
Secretary of State

By: *Janetta Larney*