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July 10, 2000

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VIA FEDERAL EXPRESS (Airbill No. 8197 9142 5373)

Florida Dept. of State
Registration Section/Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Petro Distributing Partners of Florida, L.L.C.; Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida; Certificate of Designation of Registered Agent

Ladies/Gentlemen:

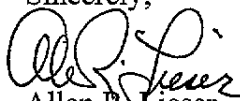
Please find enclosed an original and one (1) copy of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (including an original Colorado certificate of status), together with a Certificate of Designation of Registered Agent, which I submit for filing on behalf of Petro Distributing Partners of Florida, L.L.C., a Colorado limited liability company.

I also enclose herewith a check in the amount of \$160.00 to cover (a) the fee for filing the application (\$100.00), (b) the fee for filing the certificate of designation (\$25.00), (c) a certified copy of the filed application (\$30.00), and (d) a certificate of status (\$5.00).

Please do not hesitate to call me (collect) if you have any questions or if you require any additional documents or information concerning this matter.

Thank you for your assistance.

Sincerely,


Allen R. Lieser

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Petro Distributing Partners of Florida, L.L.C.
(Name of foreign limited liability company)

2. Colorado 3. 59-3638306
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 15, 1999 5. 2021
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 7014 A.C. Skinner Parkway, Suite 290
Jacksonville, FL 32256
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

Petro Distributing, Inc.
7014 A.C. Skinner Parkway, Suite 290
Jacksonville, FL 32256

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TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Ownership, sale, acquisition of real property and construction of retail motor fuel facilities.

Aubrey L. Edge
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Aubrey L. Edge, Pres., Petro Distributing, Inc. (Managing Member)
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Petro Distributing Partners of Florida, Inc.

2. The name and the Florida street address of the registered agent and office are:

Allen R. Lieser

(Name)

7014 A.C. Skinner Parkway, Suite 290

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Jacksonville, FL 32256

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

PETRO DISTRIBUTING PARTNERS OF FLORIDA, L.L.C.
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19991071815 WAS FILED IN THIS OFFICE ON April 15, 1999
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: June 30, 2000

Donetta Davidson

SECRETARY OF STATE