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(City/State/Zip/Phone #)

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05 MAY -4 AM 8:42
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CT CORPORATION

May 4, 2005

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
05 MAY -4 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/4

Re: Order #: 6307664 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Transmontaigne Operating Company L.P. (DE)
Registration
Florida

Transmontaigne Partners L.P. (DE)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Jennifer Murphy
Fulfillment Specialist
Jennifer_Murphy@cch-lis.com

FILED
05 MAY -4 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
MAY -4 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. TransMontaigne Partners L.P.

(Name of limited partnership as it is in the home state)

2. _____

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware

(State of Formation)

4. February 23, 2005

(Date of Formation)

5. C T Corporation System

(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road

(Street Address of Registered Office)

Plantation

(City)

Florida

33324

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

C T Corporation System

By: 

E. A. Wallace

Assistant Secretary

(Agent must sign on this line)

8. 1209 Orange Street, Wilmington, Delaware, 19801

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

TransMontaigne GP L.L.C.

1670 Broadway, Suite 3100, Denver, CO 80202

MO5U00002247

10. 1670 Broadway, Suite 3100, Denver, CO 80202

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 1670 Broadway, Suite 3100, Denver, CO 80202

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 25th day of February, 2005.

[Signature]

General Partner TransMontaigne GP L.L.C. its GP

STATE OF Colorado

COUNTY OF Denver

On this 25th day of February, 2005.

Donald H. Anderson, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)



Joanne Abel
(Notary's Printed Name) Notary Public
State of Colorado
My Commission Expires Aug. 26, 2005

Seal

My Commission Expires: _____

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared Donald H. Anderson, CEO, TransMontaigne GP L.L.C.
a general partner of TransMontaigne Partners L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 980,00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 980.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 28 day of April, 2005.

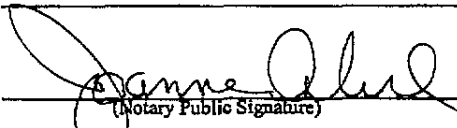

General Partner
Donald H. Anderson, CEO of TransMontaigne GP L.L.C.

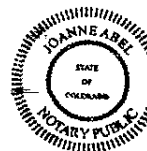
STATE OF Colorado
COUNTY OF Denver

On this 28th day of April, 2005,

Donald H. Anderson, personally appeared before me,

☒ who is personally known to me
☐ whose identity I proved on the basis of _____


(Notary Public Signature)
Joanne Abel
(Notary's Printed Name)



Joanne Abel
Notary Public
State of Colorado
My Commission Expires Aug. 26, 2005

Seal: My Commission Expires: _____