



THE UNITED STATES
CORPORATION
COMPANY

FOU000001968

ACCOUNT NO. : 072100000032

REFERENCE : 800482 4302990

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 96.25

ORDER DATE : August 16, 2000

ORDER TIME : 4:0 PM

ORDER NO. : 800482-040

CUSTOMER NO: 4302990

CUSTOMER: Ms. Linda Jankovic
Latham & Watkins
Suite 4000
633 West Fifth Street
Los Angeles, CA 90071

600003364916--5

FOREIGN FILINGS

NAME: PETROPAC, INC.

7

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX(2) CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT 1133

mg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 18 AM 9:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 18 AM 9:39

RECEIVED
00 AUG 18 PM 4:42
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAIL ROOM

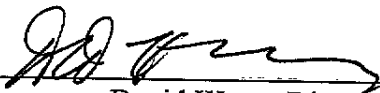
RESOLUTION OF BOARD OF DIRECTORS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 18 AM 9:40

I, the undersigned David Wong, do hereby certify that this Resolution of the Board of Directors of Petropac, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on August 16, 2000.

Resolved, that Petropac, Inc., organized and existing in the State of Delaware, hereby adopts the name Petropac of Delaware, Inc. for use in Florida.

Dated: August 16, 2000



David Wong, Director

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Petropac, Inc.
(Name of corporation - must include suffix)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 18 AM 9:40

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James A. Wynne, III
(Name of Person)

Petropac, Inc.
(Firm/Company)

2701 Reese Road
(Address)

Davie, Florida 33314
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Linda B. Jankovic at (213) 891-8482
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 18 AM 9:40

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. Petropac, 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 11, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2701 Reese Road, Davie, Florida 33314
(Current mailing address)

8. petroleum services
(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
(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
By: Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
as its agent

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)

00 AUG 18 AM 9:40
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

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

14. Mark Kimura, Assistant Secretary and Assistant Treasurer
(Typed or printed name and capacity of person signing application)

PETROPAC, INC. OFFICERS/DIRECTORS RIDER

FILED
STATE OF CALIFORNIA
DIVISION OF CORPORATIONS
00 AUG 18 AM 9:40

Director	Address
David Wong	11150 Santa Monica Blvd., Suite 1200 Los Angeles, California 90025
Christopher Laurence	11150 Santa Monica Blvd., Suite 1200 Los Angeles, California 90025
Jeffrey Bennett	11150 Santa Monica Blvd., Suite 1200 Los Angeles, California 90025
Mark McGoldrick	One Bank Boston Plaza, Suite 1600 Providence, Rhode Island 02903
James A. Wynne, III	2701 Reese Road Davie, Florida 33314

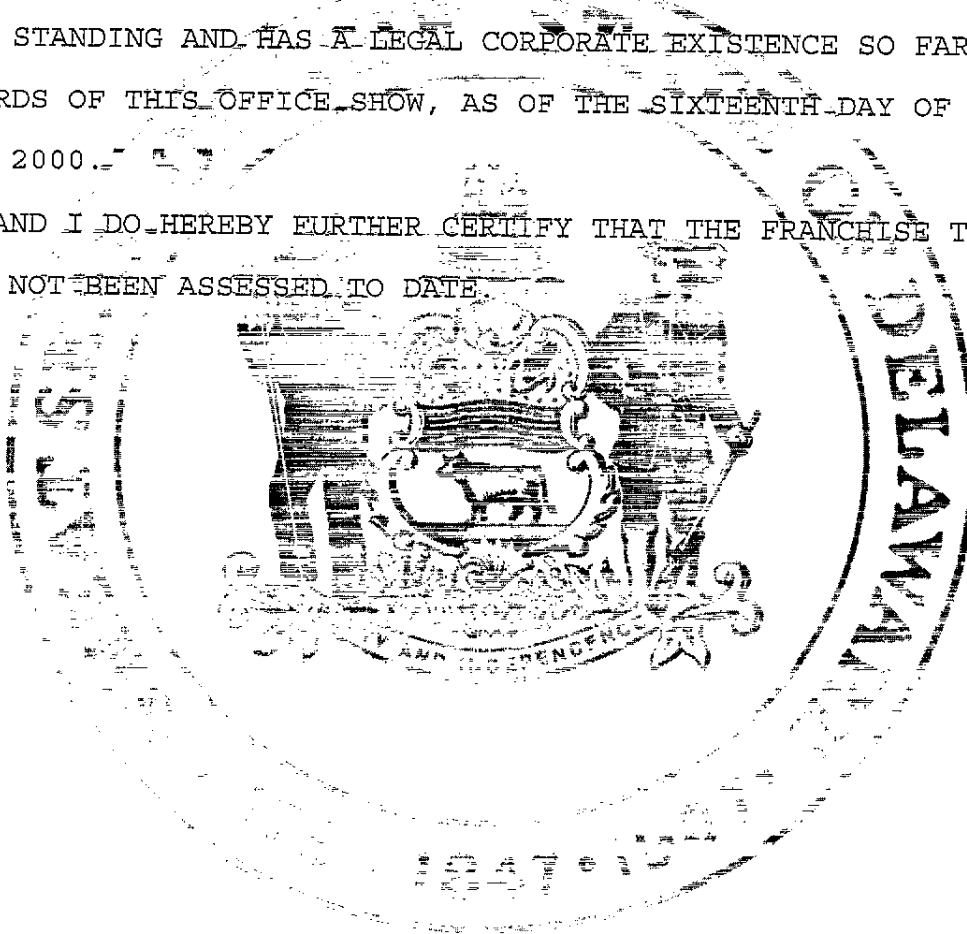
Officers	Address
James A. Wynne, III President and Chief Executive Officer	2701 Reese Road Davie, Florida 33314
Jeffrey Bennett Vice President	11150 Santa Monica Blvd., Suite 1200 Los Angeles, California 90025
Mark McGoldrick Secretary and Treasurer	One Bank Boston Plaza, Suite 1600 Providence, Rhode Island 02903
Mark Kimura Assistant Secretary and Assistant Treasurer	11150 Santa Monica Blvd., Suite 1200 Los Angeles, California 90025

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PETROPAC, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



00 AUG 18 AM 8:40
DIVISION OF CORPORATIONS
SECRETARY OF STATE



Edward J. Freel

Edward J. Freel, Secretary of State

3273583 8300

001415987

AUTHENTICATION:

0623518

DATE:

08-16-00