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ACCOUNT NO. : 072100000032

REFERENCE : 146935 4319289

AUTHORIZATION : *Patricia Pigot*

COST LIMIT : \$ 70.00

FILED
01 MAY 14 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 10, 2001

ORDER TIME : 9:48 AM

ORDER NO. : 146935-025

CUSTOMER NO: 4319289

300004214523--2

CUSTOMER: Ms. Janet Moan
Texaco Inc.
2000 Westchester Avenue
Legal Dept. Room 3490i
White Plains, NY 10650

FOREIGN FILINGS

NAME: TEXACO GENERAL AVIATION INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
01 MAY 14 AM 10:39
DIVISION OF CORPORATION

7K 5/17

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

**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. TEXACO GENERAL AVIATION 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 natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 000760678138

(FEI number, if applicable)

4. April 09, 2001

(Date of incorporation)

5. Perpetual

(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.)

1111 Bagby Street

7. Houston, Texas 77002

(Principal office address)

(Current mailing address)

A holding company for Texaco's domestic general aviation business. To engage in any act or activity for which corporations may be organized.

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

By: _____

(Registered agent's signature)

Carol K. Dolor, Assistant Vice President

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.

01 MAY 14 PM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

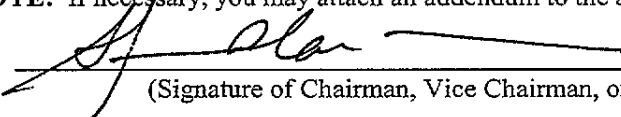
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. S. A. Carlson Vice President
(Typed or printed name and capacity of person signing application)

FILED
01 MAY 14 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT A

TEXACO GENERAL AVIATION INC.

FILED
01 MAY 14 PM 1:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

W. M. Wicker	Director	2000 Westchester Ave., White Plains, NY 10650
P. P. Daulerio	Director	2000 Westchester Ave., White Plains, NY 10650
S. A. Carlson	Director	2000 Westchester Ave., White Plains, NY 10650

Officers:

P. P. Daulerio	Chairman of the Board	2000 Westchester Ave., White Plains, NY 10650
R. C. Grundstein	President	1111 Bagby St., Houston, TX 77002
S. A. Carlson	Vice President	2000 Westchester Ave., White Plains, NY 10650
R. C. Condit	Vice President	1111 Bagby St., Houston, TX 77002
F. Dellapenta	Vice President	1111 Bagby St., Houston, TX 77002
M. H. Rudy	Secretary	2000 Westchester Ave., White Plains, NY 10650
Ira D. Hall	Treasurer	2000 Westchester Ave., White Plains, NY 10650
G. J. Batavick	Comptroller	2000 Westchester Ave., White Plains, NY 10650
L. A. Robertson	General Counsel	2000 Westchester Ave., White Plains, NY 10650
M. N. Ambler	General Tax Counsel	2000 Westchester Ave., White Plains, NY 10650
G. C. Morby	Assistant Secretary (Limited Powers)	1111 Bagby St., Houston, TX 77002
A. J. Nammour	Assistant Secretary (Limited Powers)	1111 Bagby St., Houston, TX 77002
P. A. Hoyle	Assistant Secretary	1111 Bagby St., Houston, TX 77002
C. P. Checki	Assistant Secretary	2000 Westchester Ave., White Plains, NY 10650
M. L. Van Duyne	Assistant Secretary	2000 Westchester Ave., White Plains, NY 10650
T. G. Byrd	Assistant Treasurer	1111 Bagby St., Houston, TX 77002
S. Faber	Assistant Treasurer	2000 Westchester Ave., White Plains, NY 10650
P. H. Rafferty	Assistant Treasurer	2000 Westchester Ave., White Plains, NY 10650
R. C. Ripley	Assistant Treasurer	2000 Westchester Ave., White Plains, NY 10650

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TEXACO GENERAL AVIATION 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 ELEVENTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TEXACO GENERAL AVIATION INC." WAS INCORPORATED ON THE NINTH APRIL, A.D. 2001.

FILED
MAY 14 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3378889 8300

AUTHENTICATION: 1128905

010227592

DATE: 05-11-01