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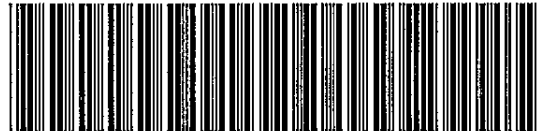
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OFFICE OF THE STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032
REFERENCE : 831087 4301811
AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 78.75

ORDER DATE : January 2, 2003

ORDER TIME : 11:35 AM

ORDER NO. : 831087-005

CUSTOMER NO: 4301811

CUSTOMER: Mr. James J. Kim
Phillips Nizer LLP
666 Fifth Avenue

New York, NY 10103-0084

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FOREIGN FILINGS

NAME: STELLAR PROPANE SERVICE CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

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. Stellar Propane Service Corp.

(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. New York

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

3. 06-1441602

(FEI number, if applicable)

4. November 28, 1995

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or

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. 2187 Atlantic Street, Stamford, CT 06902

(Principal office address)

2187 Atlantic Street, Stamford, CT 06902

(Current mailing address)

8. To engage in any lawful act of activity for which corporations may be formed, including, but not limited to, the service and installation of propane heating equipment and the sale of propane related appliances.

(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

(City)

, 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.

Georgia Byron
(Registered agent's signature)

Georgia Byron
Asst. V.P.

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 list of officers and directors.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. OFFICERS

President: See attached list of officers and directors.

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.

Richard F. Ambury, Vice President

(Typed or printed name and capacity of person signing application)

Stellar Propane Service Corp.

Directors

Irik P. Sevin
Audrey L. Sevin

Officers

Chairman of the Board	Irik P. Sevin
President	Joseph P. Cavanaugh
Vice President- Safety and Compliance	Edwin Miller
Vice President	Richard F. Ambury
Vice President	Bill Corbin
Chief Financial Officer/Treasurer	Ami Trauber
Secretary	Audrey L. Sevin
Assistant Secretary	Alan Shapiro

SECRETARY U.S. DISTRICT COURT
TALLAHASSEE, FLORIDA

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All addresses are 2187 Atlantic Street, Stamford CT 06902, except Alan Shapiro's address is c/o Phillips Nizer LLP, 666 Fifth Avenue, New York, NY 10103.

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of STELLAR PROPANE SERVICE CORP. was filed on 11/28/1995, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of November
two thousand and two.*

A handwritten signature in dark ink, appearing to read "Roy A. D.", is written over a horizontal line.

Secretary of State

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