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(Requestor's Name)

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(City/State/Zip/Phone #)

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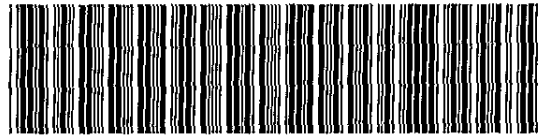
(Business Entity Name)

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RECEIVED
03 DEC 16 AM 10:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 16 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 359526 4354503
AUTHORIZATION : *Patricia Pigot*
COST LIMIT : \$ 70.00

ORDER DATE : December 15, 2003
ORDER TIME : 10:24 AM
ORDER NO. : 359526-015
CUSTOMER NO: 4354503
CUSTOMER: Connie Notter, Legal Assistant
Piper Rudnick LLP
1251 Avenue Of The Americas
29th Floor
New York, NY 10020-1104

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UNION CORPORATION
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: MASEFIELD AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

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. Masefield America, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 65-0875890
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/21/03 5. perpetual
(Date of incorporation) (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.))
7. 3050 Post Oak Boulevard, Suite 630, Houston, Texas 77083
(Principal office address)
- same as above
(Current mailing address)
8. Trading in petroleum products
(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

Mary J. Werner
(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ~~See attached officers/directors list~~ none

Address: _____

Vice Chairman: none

Address: _____

Director: Kenhardt Scheepers

Address: 3050 Post Oak Boulevard, Suite 630

Houston, Texas 77083

Director: _____

Address: _____

B. OFFICERS

President: Kenhardt Scheepers

Address: same as above

Vice President: none

Address: _____

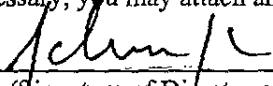
Secretary: Kenhardt Scheepers

Address: same as above

Treasurer: Kenhardt Scheepers

Address: same as above

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Kenhardt Scheepers, President
(Typed or printed name and capacity of person signing application)

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Delaware

PAGE 1

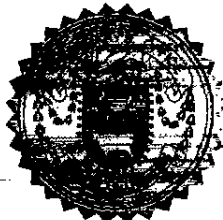
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MASEFIELD AMERICA, 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 FIFTEENTH DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MASEFIELD AMERICA, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2003.

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

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3730893 8300

AUTHENTICATION: 2812190

030804831

DATE: 12-15-03