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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCR000000035
Phone : (850) 222-1092
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DIVISION OF CORPORATIONS

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FOREIGN PROFIT/NONPROFIT CORPORATION
Hess Retail Services Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: HESS RETAIL SERVICES, INC.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" 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:

JACQUELINE ASAFU-ADJAYE
Name of Person
HESS RETAIL SERVICES, INC.
Firm/Company
1155 AVENUE OF THE AMERICAS, 40TH FLOOR
Address
NEW YORK, NY 10036
City/State and Zip code
JASAFU-ADJAYE@HESS.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JACQUELINE ASAFU-ADJAYE at (212) 997-8500
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing 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

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. HESS RETAIL SERVICES, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ine.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. NEW HAMPSHIRE 3. 45-3662042
(State or country under the law of which it is incorporated) (FID number, if applicable)

4. OCTOBER 19, 2011 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. BUSINESS HAS NOT COMMENCED IN FLORIDA
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1185 AVENUE OF THE AMERICAS, NEW YORK, NY 10036
(Principal office address)

SAME AS ABOVE
(Current mailing address)

8. MARKETING AND SELLING OF GIFT CARDS
(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 NOT acceptable)

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.
CT Corporation System

By: Connie Bryan
(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 ATTACHMENT A FOR LIST OF DIRECTORS

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT B FOR LIST OF OFFICERS

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. *Nicholas P. Brontas*
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. NICHOLAS P. BROUNTAS, SECRETARY
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
FALL ANNUAL MEETING

2013 NOV 14 PM 4: 24

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ATTACHMENT A

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

List of Directors

George C. Barry
Timothy B. Goode
Lawrence H. Orustein
F. Borden Walker

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ATTACHMENT B

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

List of Officers

NAME	TITLE	ADDRESS
F. BORDEN WALKER	PRESIDENT	C/O HESS CORPORATION 1 HESS PLAZA WOODBIDGE, NJ 07095
CHRISTOPHER BALDWIN	VICE PRESIDENT	C/O HESS CORPORATION 1 HESS PLAZA WOODBIDGE, NJ 07095
RICHARD J. LAWLOR	VICE PRESIDENT	C/O HESS CORPORATION 1 HESS PLAZA WOODBIDGE, NJ 07095
NICHOLAS P. BROUNTAS	SECRETARY	C/O HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036
ROBERT M. BIGLIN	TREASURER	C/O HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036
ANDREW BERNSTEIN	ASSISTANT SECRETARY	C/O HESS CORPORATION 1 HESS PLAZA WOODBIDGE, NJ 07095
ERIN K. MACHER	ASSISTANT TREASURER	C/O HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036

State of New Hampshire
Department of State

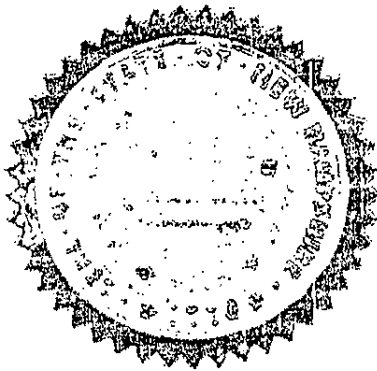
CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that HESS RETAIL SERVICES, INC. is a New Hampshire corporation duly incorporated under the laws of the State of New Hampshire on October 19, 2011. I further certify that all fees required by the Secretary of State's office have been paid and that articles of dissolution have not been filed.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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In TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 31st day of October, A.D. 2011

A handwritten signature in cursive script, appearing to read "Wm Gardner".

William M. Gardner
Secretary of State