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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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

Email Address:

FOREIGN PROFIT/NONPROFIT CORPORATION
HESS RETAIL SERVICES, INC.

Table with 2 columns: Item and Value. Rows include Certificate of Status (0), Certified Copy (0), Page Count (05), and Estimated Charge (\$70.00).

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TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

STATE DEPT. OF STATE
TALLAHASSEE, 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. **HESS RETAIL SERVICES, 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. New Hampshire 3. 45-3662042
(State or country under the law of which it is incorporated) (FEI number, if applicable)

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

6. _____
(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)

(Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

9. 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.

C T Corporation System
By: Connie Bryon
(Registered agent's signature)

10. 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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TALLAHASSEE, FLORIDA

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attachment A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment A

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.

12. _____
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.

13. Timothy B. Goodell, Director
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAAttachment A**DIRECTORS AND OFFICERS OF HESS RETAIL SERVICES, INC.**

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE HELD</u>
Timothy B. Goodell	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036	Director;
Christopher J. Baldwin	c/o Hess Corporation One Hess Plaza Woodbridge, NJ 07095	Director; Vice President
Lawrence H. Ornstein	c/o Hess Corporation One Hess Plaza Woodbridge, NJ 07095	Director
Eric S. Fishman	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036	Treasurer
Nicholas P. Brontas	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036	Secretary
Andrew Bernstein	c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095	Assistant Secretary
Gail B. Thostesen	c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095	Assistant Secretary
Tiffany A. Ryan	c/o Hess Corporation 1501 McKinney Street Houston, TX 77010	Assistant Secretary
Robert Franzino	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036	Assistant Treasurer
Christopher J. Molinaro	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036	Assistant Treasurer

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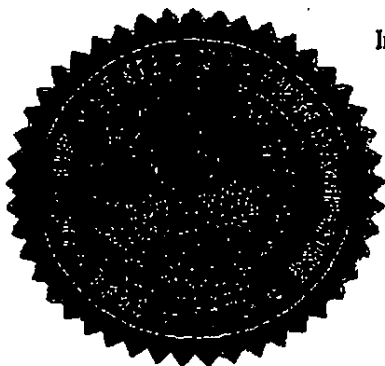
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State of New Hampshire
Department of State

SECRETARY OF STATE
TALLAMOUNT ROAD

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 and annual reports required by the Secretary of State's office have been received and that articles of dissolution have not been filed.



In TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 25th day of September, A.D. 2014

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

William M. Gardner
Secretary of State