Prentice Hall Legal & Financial Services

F95000006676

ATTN: ____________ (904) 222-7495

RECEIVED

1201 HAYS STREET, SUITE ...
TALLAHASSEE, FL 32...

CORPORATION(S) NAME ... DIVISION OF CORPORATIONS ... CHARTER NUMBER

NRI ACQUISITION CORP.

100001402847
-02/10/95--01028--005
****122.50 ****122.50

95 FEB -9 PM 12:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

___ Amendment
___ Annual Report
___ Change of Registered Agent
___ Dissolution/Withdrawal
___ Domestication
___ Fictitious Business Name
X Foreign - Profit
___ Foreign - Non-Profit
___ Limited Partnership
___ Limited Liability
___ Mtr. Veh. ________

___ Merger
___ Name Reservation
___ Name Registration
___ Non-Profit/Articles of Incorporation
___ Other ________
___ Profit/Articles of Incorporation
___ Reinstatement
___ Resignation of R.A., Off/Dir
___ Trademark
___ UCC/Filing I ____
___ UCC/Filing 3 ____

PLEASE FILE FIRST

X Certified Copy ________
___ Photocopy ________
___ Corporate Print-Out
___ Fictitious/Owner Search

___ CUS
___ Good Standing
___ R.A., Off/Dir Search

(X) Walk in ( ) Call if Problem ( ) Will Wait ( ) Pick up 2/9 11AM
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

100001402847
-02/10/95--01028--005
****122.50 ****70.00

BRANCH ORDERING: NYC BY: Meryl. W
BRANCH RECEIVING: FL BY: Andrea
REF/JOB # 517-95-03753
CLIENT MATTER # ________
SAME DAY X 24 HR ____ ROUTINE ____
VERBAL REQUESTED: YES OR NO
DATE SENT: 2/7/95 MAIL FAX____ FED EXP.
FILED: __/__/__
SENT TO: BRANCH X CLIENT ____
SPECIAL INSTRUCTIONS: ________

CHECK #	29451
ST./CTY/ FEES	122.50
CORR. FEE/ SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	

White - SECRETARY OF STATE Blue - CLIENT SPECIALIST COPY Green - FILE Canary - ACCOUNTING

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. NRI ACQUISITION 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. DELAWARE
(State or country under the law of which it is incorporated)

3. ______
(FEI number, if applicable)

4. 1-7-95
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.)

7. 32 loockerman Square, Suite L-100
Dover, Delaware 19904
(Current mailing address)

8. maintaining and servicing petroleum distribution and related equipment and selling related new and used parts and equipment
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, 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.

The Prentice-Hall Corporation System, Inc.

By: Nancy A. Hanna, Asst. Secy
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: __________

Address: __________

Vice Chairman: __________

Address: __________

Director: George Skakel III

Address: c/o ABP Acquisition Corp.
72 Cummings Road, Stamford, CT 06902

Director: James H. Davis

Address: 7 Woods End Road, Split Rock Resort
Lake Harmony, PA 18624

B. OFFICERS

President: George Skakel III

Address: (see above)

Vice President: James H. Davis

Address: (see above)

Secretary: James H. Davis

Address: (see above)

Treasurer: George Skakel III

Address: (see above)

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. George Skakel III, President
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "[illegible] ACQUISITION CORP." 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 EIGHTH DAY OF FEBRUARY, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -9 PM 12:47

Edward J. Freel, Secretary of State

[illegible]

[illegible]

AUTHENTICATION [illegible]

DATE 02-09-95