Prentice Hall Legal & Financial Services

F950000008827

ATTN: [illegible] (904) 222-[illegible]5

[illegible] HAYS STR[illegible] SUI[illegible] 105
TALLAHASSEE, [illegible] 230[illegible]

CORPORATION(S) NAME

CHARTER NUMBER

Texaco Group Inc.

000001410110
~~02/20/95 01028 030~~
****122.50 ****122.50

	Amendment		Merger
	Annual Report		Name Reservation
	Change of Registered Agent		Name Registration
	Dissolution/Withdrawal		Non-Profit/Articles of Incorporation
	Domestication		Other:
	Fictitious Business Name		Profit/Articles of Incorporation
X	Foreign - Profit		Reinstatement
	Foreign - Non-Profit		Resignation of R.A., Off/Dir
	Limited Partnership		Trademark
	Limited Liability		UCC/Filing I
	Mtr. Veh.		UCC/Filing 3

2/20

95 FEB 20 AM 11:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED

X	Certified Copy		CUS
	Photocopy		Good Standing
	Corporate Print-Out		R.A., Off/Dir Search
	Fictitious/Owner Search		

(X) Walk In ( ) Call If Problem ( ) Will Wait (X) Pick up 2/20 11AM
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Dhl BY: Christy
BRANCH RECEIVING: 12 BY: Andrea
REF/JOB # 65-95-02415
CLIENT MATTER #
SAME DAY X 24 HR ____ ROUTINE ____
VERBAL REQUESTED: YES OR NO
DATE SENT: __/__/__ MAIL FAX____ FED EXP.
FILED: __/__/__
SENT TO: BRANCH ✓ CLIENT ____
SPECIAL INSTRUCTIONS:

CHECK #	
ST./CTY/ FEES	—
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. TEXACO GROUP INC.
(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. 76-0454935
(FEI number, if applicable)

4. 1/1/95
(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 SOUARE, SUITE L-100
DOVER, DE 19904
(Current mailing address)

8. Provides management and administrative services to the Texaco group of companies
(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: Jennifer A. Hinton Asst. V.P.
(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: P I Bijur
Director:
Address: 2000 Westchester Avenue
White Plains, NY 10650

Vice Chairman: ______________

Address: ______________

Director: C. R. Black
Address: 2000 Westchester Avenue
White Plains, NY 10650

Director: J. L. Dunlap
Address: 2000 Westchester Avenue
White Plains, NY 10650

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B. OFFICERS

President: C. P. Cazelot, Jr.
Address: 150 Alhambra Circle, Suite 700
Coral Gables, FL 33134

Vice President: C. B. Davidson
Address: 2000 Westchester Avenue
White Plains, NY 10650

Secretary: C. B. Davidson
Address: 2000 Westchester Avenue
White Plains, NY 10650

Treasurer: R. W. Ulrich
Address: 2000 Westchester Avenue
White Plains, NY 10650

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

13. ______________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.

14. R. E. Koch, Assistant Secretary
(Typed or printed name and capacity of person signing application)

TEXACO GROUP INC.: OFFICERS AND DIRECTORS

NAME	OFFICE/POSITION	ADDRESS
P. I. Bijur	Director	2000 Westchester Avenue, White Plains, NY 10650
C. R. Black	Director	2000 Westchester Avenue, White Plains, NY 10650
J. L. Dunlap	Director	2000 Westchester Avenue, White Plains, NY 10650
C. P. Cazalot, Jr.	President	150 Alhambra Circle, Suite 700, Coral Gables, FL 33134
J. D. Ambler	Vice President	2000 Westchester Avenue, White Plains, NY 10650
D. C. Crikelair	Vice President	2000 Westchester Avenue, White Plains, NY 10650
C. B. Davidson	Vice President & Secretary	2000 Westchester Avenue, White Plains, NY 10650
W. P. Doyle	Vice President	2000 Westchester Avenue, White Plains, NY 10650
P. J. Lynch	Vice President	150 Alhambra Circle, Suite 700, Coral Gables, FL 33134
T. M. Matthews	Vice President	1111 Bagby, Houston, TX 77002-2543
E. P. Smith	Vice President	2000 Westchester Avenue, White Plains, NY 10650
R. A. Solberg	Vice President	2000 Westchester Avenue, White Plains, NY 10650
G. E. Tilton	Vice President	2000 Westchester Avenue, White Plains, NY 10650
S. M. Turner	Vice President & General Counsel	2000 Westchester Avenue, White Plains, NY 10650
R. W. Ulrich	Treasurer	2000 Westchester Avenue, White Plains, NY 10650
R. C. Oelkers	Comptroller	2000 Westchester Avenue, White Plains, NY 10650
M. N. Ambler	General Tax Counsel	2000 Westchester Avenue, White Plains, NY 10650
J. K. Burnett	Asst. Secretary	4601 DTC Blvd., Denver, CO 80237-2549
T. F. Clarke	Asst. Secretary	10 Universal City Plaza, Universal City, CA 91608-1097
L. N. Elsen	Asst. Secretary	10 Universal City Plaza, Universal City, CA 91608-1097
S. C. Friend, Jr.	Asst. Secretary	400 Poydras Street, New Orleans, LA 70130-3245
T. O. Hemming	Asst. Secretary	10 Universal City Plaza, Universal City, CA 91608-1097
G. M. Holston	Asst. Secretary	2000 Westchester Avenue, White Plains, NY 10650
N. M. Kesner	Asst. Secretary	10 Universal City Plaza, Universal City, CA 91608-1097
R. E. Koch	Asst. Secretary	2000 Westchester Avenue, White Plains, NY 10650
S. M. Maroff	Asst. Secretary	4601 DTC Blvd., Denver, CO 80237-2549
W. L. Soula	Asst. Secretary	1111 Bagby, Houston, TX 77002-2543
B. C. Walton	Asst. Secretary	1111 Bagby, Houston, TX 77002-2543
H. D. Williams	Asst. Secretary	10 Universal City Plaza, Universal City, CA 91608-1097
H. R. Woodard	Asst. Secretary	4800 Fournace Place, Bellaire, TX 77401-2324
J. D. Keough	Senior Asst. Treasurer	2000 Westchester Avenue, White Plains, NY 10650
B. R. Ashley	Asst. Treasurer	1111 Bagby, Houston, TX 77002-2543
S. A. Carlson	Asst. Treasurer	2000 Westchester Avenue, White Plains, NY 10650
S. Faber	Asst. Treasurer	2000 Westchester Avenue, White Plains, NY 10650
P. M. Wissel	Asst. Treasurer	2000 Westchester Avenue, White Plains, NY 10650
J. F. Link	Associate Comptroller	1111 Bagby, Houston, TX 77002-2543
G. J. Batavick	Asst. Comptroller	2000 Westchester Avenue, White Plains, NY 10650
J. A. Gatens	Asst. Comptroller	2000 Westchester Avenue, White Plains, NY 10650
S. W. Short	Asst. Comptroller	150 Alhambra Circle, Suite 700, Coral Gables, FL 33134

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TEXACO GROUP 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 SIXTEENTH DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TEXACO GROUP INC." WAS INCORPORATED ON THE FIRST DAY OF JANUARY, A.D. 1995.

SECRETARY

95 FEB 20 AM 11:17

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7411461

DATE: 02-16-95