

F95000001922

1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-22-9171  
904-22-0391

800-342-8086

**CSC networks**  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

95 APR 18 PM 3:45  
DIVISION OF REGISTRATION

ACCOUNT NO. : 072100000032  
REFERENCE : 581421 86901X  
AUTHORIZATION *Patricia Pizato*  
COST LIMIT : \$ 70.00

ORDER DATE : April 18, 1995

ORDER TIME : 2:36 PM

ORDER NO. : 581421

800001459768

CUSTOMER NO: 86901X

W95-8352

CUSTOMER: Ms. Debbie Vincent  
Prentice Hall Legal &  
600 Travis  
Suite 1800  
Houston, TX 77002

FOREIGN FILINGS

NAME: SHELL OIL PRODUCTS COMPANY

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

FILED  
95 APR 20 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**

Sandra B. Mortham  
Secretary of State

April 19, 1995

**CSC NETWORKS**

**SUBJECT: SHELL OIL PRODUCTS COMPANY**  
Ref. Number: W95000008352

We have received your document for SHELL OIL PRODUCTS COMPANY and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays  
Corporate Specialist

Letter Number: 595A00018280

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

**1. SHELL OIL PRODUCTS COMPANY**

(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. 76-0457921**

(FEI number, if applicable)

**4. JANUARY 19, 1995**

(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. P. O. BOX 2463**

**HOUSTON, TX 77252**

(Current mailing address)

**8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED  
UNDER THE GENERAL CORPORATION LAW OF DELAWARE.**

(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, 32309

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**TALLAHASSEE, FLORIDA**

**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.*

By: Debra L. Vincent  
The Prentice-Hall Corporation System, Inc.  
(Registered agent's signature)

Debra L. Vincent  
Assistant Secretary

**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: SEE ATTACHED

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: SEE ATTACHED

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. T. J. Howard  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. T. J. HOWARD, ASSISTANT SECRETARY  
(Typed or printed name and capacity of person signing application)

04/11/1995

Directors and Officers  
Shell Oil Products Company

DIRECTORS:

Philip J. Carroll  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Director/Chairman

900 Louisiana, Houston, TX 77002

M. H. Grasley  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Director

Same

S. A. Lackey  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Director

Same

B. W. Levan  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Director

Same

J. M. Morgan  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Director

Same

S. C. Stryker  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Director

Same

Philip G. Turberville  
Primary : Shell Oil Company  
Address : PO Box 2463  
Houston TX 77252

Director

Same

OFFICERS:

J. M. Morgan  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

President and Chief Executive Officer

Same

R. J. Banducci  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Vice President - Manufacturing

Same

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R. C. Harrell  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Vice President - Commercial Products

Same

R. C. McMahan  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Vice President - Transportation

Same

S. Morasca  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Vice President - Marketing

Same

C. L. Persyn  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Vice President - Supply/Trading

Same

R. N. Shulman  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Vice President - Health, Safety &  
Environmental

Same

J. N. Kotanchik, Jr.  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Controller/Treasurer

Same

P. M. Dreckman  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

General Tax Counsel

Same

D. E. Kinnan  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

General Counsel

Same

J. B. Edrington  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Corporate Secretary

Same

T. J. Howard  
Primary : Shell Oil Company  
Address : P. O. Box 2463  
Houston, TX 77252

Assistant Corporate Secretary

Same

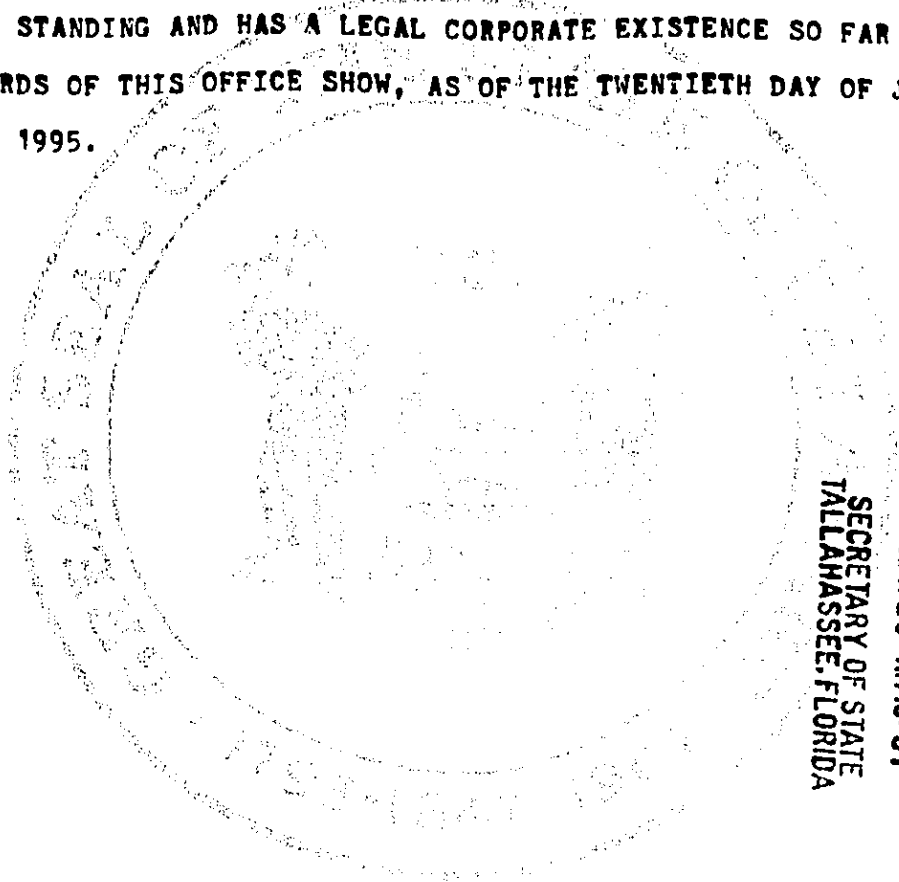
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TALLAHASSEE, FLORIDA

State of Delaware  
**Office of the Secretary of State**

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHELL OIL PRODUCTS COMPANY" 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 TWENTIETH DAY OF JANUARY, A.D. 1995.



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95 APR 20 AM 10:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

2471825 8300

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AUTHENTICATION:

7380016

DATE:

01-20-95