

1201 HAYS STREET

FALLS CHURCH, VA 22034

800-342-8086

F95000003103

csc networks

PRESENCE OF
LEGAL & FINANCIAL SERVICES

95 JUN 23 AM 10:40

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000002

REFERENCE : 625305 869010

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : June 23, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 625305

CUSTOMER NO: 869010

CUSTOMER: Mr. Jean Paulsen
Prentice Hall Legal &
400 North Saint Paul
Suite 1025
Dallas, TX 75201

300001526013
-06/28/95--01075--007
****122.50 ****122.50

W95-12869

FOREIGN FILINGS

File 1st

NAME: FFP PARTNERS MANAGEMENT
COMPANY, INC.

X PROFIT CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

X QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

95 JUN 27 PM 12:41
FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

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. FFP Partners Management Company, 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 3. 75-2147354
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 30, 1986 5. Perpetual
(Date of incorporation) (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. 2801 Glenda Ave
Ft. Worth, TX 76117-4391
(Current mailing address)
8. To engage in any lawful act or activity for which a corporation may be organized.
(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.

By: Amy Hopson

(Registered agent's signature) Amy Hopson 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: _____

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

13. Steven B. Hawkins
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

Steven B. Hawkins
Vice President

14. _____
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 27 PM 12:41

FFP PARTNERS MANAGEMENT COMPANY, INC.
2801 GLENDA AVENUE
FORT WORTH, TEXAS 76117-4391
DIRECTORS

	NAME AND OFFICE ADDRESS
Chairman	John H. Harvison FFP Partners, L.P. 2801 Glenda Avenue Fort Worth, TX 76117-4391
Director	Robert J. Byrnes FFP Partners, L.P. 2801 Glenda Avenue Fort Worth, TX 76117-4391
Director	J.D. St.Clair FFP Partners, L.P. 2801 Glenda Avenue Fort Worth, TX 76117-4391
Director	Avry Davidovich FFP Partners, L.P. 2801 Glenda Avenue Fort Worth, TX 76117-4391
Director	Robert E. Garrison, II 5599 San Felipe, Suite 301 Houston, TX 77056
Director	John W. Hughes 309 W. 7th Street, Suite 702 Fort Worth, TX 76102
Director	Garland McDonald 10865 Ferry Lake Rd. Oil City, LA 71061
Director	John D. Harvison 2801 Glenda Avenue Fort Worth, TX 76117

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUN 27 PM 12:41

FFP PARTNERS MANAGEMENT COMPANY, INC.
2801 GLENDA AVENUE
FORT WORTH, TEXAS 76117-4391
OFFICERS

<i>OFFICES</i>	<i>NAME AND OFFICE ADDRESS</i>
Chairman and Chief Executive Officer	John H. Harvison FFP Partners, L.P. 2801 Glenda Avenue Fort Worth, TX 76117-4391
President and Chief Operating Officer	Robert J. Byrnes FFP Partners, L.P. 2801 Glenda Avenue Fort Worth, TX 76117
Vice President Finance and Administration, Secretary, Treasurer, and Chief Financial Officer	Steven B. Hawkins FFP Partners, L.P. 2801 Glenda Avenue Fort Worth, TX 76117
Vice President - Fuel Supply and Distribution	J.D. St. Clair FFP Partners, L.P. 2801 Glenda Avenue Fort Worth, TX 76117
Executive Vice President - Convenience Store Operations	Avry Davidovich FFP Partners, L.P. 2801 Glenda Avenue Fort Worth, TX 76117

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
65 JUN 27 PM 12:41

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FEP PARTNERS MANAGEMENT COMPANY, 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 TWENTY-SIXTH DAY OF JUNE, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 27 PM 12:41



Edward J. Freel

Edward J. Freel, Secretary of State

2113520 8300

950141422

AUTHENTICATION: 7552066

DATE: 06-26-95