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ACCOUNT NO. : 072100000032

REFERENCE : 028040 4347019

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : July 22, 1996 8-12-96

ORDER TIME : 10:02 AM

ORDER NO. : 028040

CUSTOMER NO: 4347019

CUSTOMER: Mr. Loren Miller
Petro America, Inc.
1581 West Wardlow Road

Long Beach, CA 90810

FOREIGN FILINGS

NAME: PETRO AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

96 AUG 12 AM 9:41
TALLAHASSEE, FLORIDA
ED

08/12/96 10:04:00
00712796-01040-020
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Name Was
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letter

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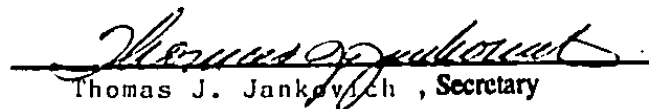
RECEIVED
95 AUG 12 PM 12:12
DIVISION OF CORPORATIONS

Thomas J. Jankovich, Secretary of Petro America, Inc., a corporation duly organized under the laws of the State of California, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 30 th day of July, 1996.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name Petro America of California, Inc.

for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in State of Florida."


Thomas J. Jankovich, Secretary

FILED
96 AUG 12 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

FILED
56 APR 2 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Petra America 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. California 3. 95-3850060
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/10/83 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. P. O. Box 610
Long Beach CA 90801-0610
(Current mailing address)

8. Any lawful act or activity for which a corporation may be organized under the General Corporate Law of California other than the banking business, the trust company business, or the practice of a profession, prior to its incorporation by the California Corporate Code.
(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
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: [Signature]
(Registered agent's signature)
A. P. Polizzi, Assistant Vice President

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: Harold A. Noring

Address: P.O. Box 610, Long Beach, CA 90801-0610

Director: Thomas TenKovich

Address: 35 Saddle Back, Rolling Hills Estates, CA 90274
P.O. Box 610, Long Beach, CA 90801-0610

B. OFFICERS

President: Harold A. Noring

Address: 3614 Windspur, Huntington Bch., CA 92649
P.O. Box 610, Long Beach, CA 90801-0610

Vice President: Thomas TenKovich

Address: _____

Secretary: Thomas TenKovich

Address: _____

Treasurer: Harold A. Noring

Address: _____

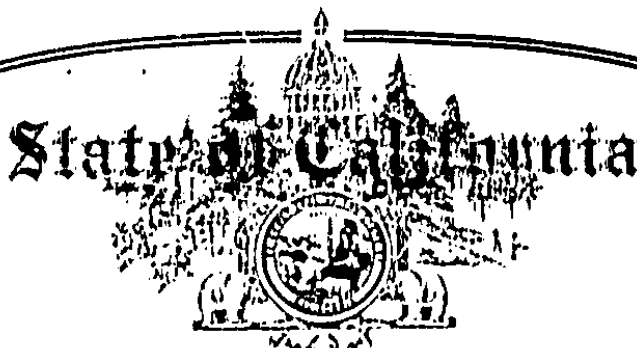
P.O. Box 610, Long Beach, CA 90801-0610

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

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

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

FILED
96 AUG 12 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 12 AM 9:41

FILED

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 9th day of June, 19 83,

PETRO AMERICA, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

July 23, 1996



Bill Jones

Secretary of State