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November 20, 1997

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Qualification/Tax Lien Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

000002361910--9

-12/03/97--01041--006
***131.25 ***131.25

W97-27232

Re: Worsley Operating Corporation
Our File No. WCI-82

600002384456--0

-12/23/97--01073--002
***1165.00 ***1165.00

Dear Madam/Sir:

On behalf of our captioned client, enclosed is a completed Application By Foreign Corporation For Authorization To Transact Business In Florida and a recent Certificate of Existence from the state of incorporation, together with our firm check in the amount of \$131.20 in payment of the following charges:

1.	Registration Fee for application	\$70.00
2.	Certified copy of Authorization To Transact Business	52.50
3.	Certificate of Status	<u>8.75</u>
		\$131.25

Please file the Application By Foreign Corporation For Authorization To Transact Business In Florida and return to me a certified copy of the Authorization To Transact Business as filed and a Certificate of Status. Thank you for your help in this matter. If you have any questions, please call me directly.

Yours truly,



J. Stephen Gardner

Enclosures

cc: Lou Ann Estes

138648.01

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 29 PM 12:40

mt
12/29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1997

BUSH ROSS GARDNER WARREN & RUDY, P.A.
220 SOUTH FRANKLIN STREET
TAMPA, FL 33602

SUBJECT: WORSLEY OPERATING CORPORATION
Ref. Number: W97000027232

We have received your document for WORSLEY OPERATING CORPORATION and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1165.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 297A00057534

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DIVISION OF CORPORATIONS
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**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. Worsley Operating Corporation
(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. North Carolina
(State or country under the law of which it is incorporated)
3. 56-1901608
(FEI number, if applicable)
4. 6-21-94
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1-1-96 (First time income tax filed was 6-27-96)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 10 S. Cardinal Drive, Wilmington, NC 28406

(Current mailing address)

8. operation of convenience stores & sale of petroleum products
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: J. Stephen Gardner
BUSH, ROSS, GARDNER, WARREN & RUDY, P.A.

Office Address: 220 S. Franklin Street

Tampa, Florida, Florida, 33802
(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.

J. Stephen Gardner
(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.

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DIVISION OF CORPORATIONS

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Director:

Chairman: W. Cecil Worsley, III

Address: 10 S. Cardinal Drive
Wilmington, N.C. 28406

Vice Chairman: _____

Address: _____

Director: Marian R. Worsley

Address: 10 S. Cardinal Drive
Wilmington, N.C. 28406

Director: Nancy W. Cotten

Address: 10 S. Cardinal Drive
Wilmington, N.C. 28406

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: W. Cecil Worsley, III

Address: 10 S. Cardinal Drive
Wilmington, N.C. 28406

Exec Vice President: William A. Ambrose

Address: 10 S. Cardinal Drive
Wilmington, N.C. 28406

Secretary: James N. Wootton

Address: 10 S. Cardinal Drive
Wilmington, N.C. 28406

Treasurer: W. Cecil Worsley, III

Address: 10 S. Cardinal Drive
Wilmington, N.C. 28406

Chairman: W. Cecil Worsley, Jr. 10 S. Cardinal Drive., Wilmington, N.C. 28406

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

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

14. William A. Ambrose, Executive Vice President
(Typed or printed name and capacity of person signing application)

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

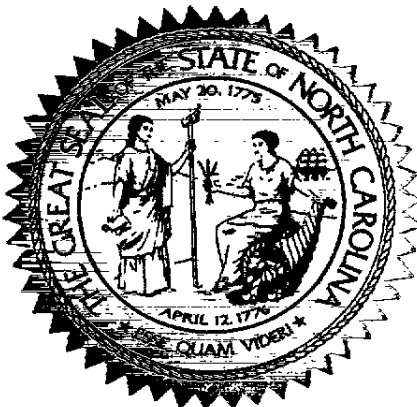
WORSLEY OPERATING CORPORATION

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 21st day of June, 1994, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 4th day of November, 1997.

Elaine F. Marshall

Secretary of State