

F980000003696

Document Number Only

CF Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

000002574840--1
-06/29/98--01064--020
*****70.00 *****70.00

000002574840--1
-06/29/98--01064--021
*****8.75 *****8.75

U.S. Fleet Services (South), Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of R.
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC-1 Financing Statement	<input type="checkbox"/> UCC-3 Filing
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input checked="" type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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TALLAHASSEE
SECRETARY OF CORPORATION
6/29

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. U.S. Fleet Services (South), 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. Applied For
(FBI Number, if applicable)
4. June 11, 1998
(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 817.156, F.S.))
7. 132 Welsh Road, Suite 120, Horsham, Pennsylvania 19044
(Current mailing address)
8. Petroleum distribution
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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TALLAHASSEE FLORIDA

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Mary Alice Rogers
(Registered agent's signature) (Officer)

MARY ALICE ROGERS
Special Assistant Secretary

(Type Name and Title of Officer)

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 list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Michael A. Brown

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

14. Michael A. Brown, Executive Vice President

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

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U.S. FLEET SERVICES (SOUTH), INC.

ATTACHMENT TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

12. The names and addresses of its directors and officers are:

Barry E. Gosin	Director/President	132 Welsh Road Suite 120 Horsham, PA 19044
Michael A. Brown	Director/Executive Vice President and Secretary	132 Welsh Road Suite 120 Horsham, PA 19044
Lesley A. Bachman	Treasurer and Assistant Secretary	132 Welsh Road Suite 120 Horsham, PA 19044
David Donnini	Director	Golder, Thoma, Cressey, Rauner Fund V, L.P. 6100 Sears Tower Chicago, IL 60606-6402
Timothy McAdam	Director	Golder, Thoma, Cressey, Rauner Fund V, L.P. 6100 Sears Tower Chicago, IL 60606-6402

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. FLEET SERVICES (SOUTH), 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-SECOND DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9152015

DATE:

06-22-98

2907385 8300

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