

Document Number Only

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C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

300002637323--0

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Sprague Energy Corp

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Wg/11

Profit

NonProfit

Limited Liability Company

Foreign

Amendment

Dissolution/Withdrawal

Merger

Mark

Limited Partnership

Reinstatement

Limited Liability Partnership

Certified Copy

Annual Report

Reservation

Photo Copies

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Fictitious Name

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98 SEP 11 AM 11:58  
DIVISION OF CORPORATION

### APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Sprague Energy Corp.  
(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. 02-0415440  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 9, 1987 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. 195 Hanover Street  
Portsmouth, New Hampshire 03801  
(Current mailing address)

8. Wholesale of natural gas, coal and 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: C T CORPORATION SYSTEM  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

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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 *Connie Bryan*  
(Registered agent's signature) **CONNIE BRYAN**  
**SPECIAL 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: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: Paul E. Graf

Address: c/o Axel Johnson Inc., 300 Atlantic Street, Stamford, CT 06901

Vice Chairman:

Address:

Director: Joseph F. Smorada

Address: c/o Axel Johnson Inc., 300 Atlantic Street, Stamford, CT 06901

Director: James M. Kantelis

Address: 195 Hanover Street, Portsmouth, NH 03801

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

President: James M. Kantelis

Address: 195 Hanover Street, Portsmouth, NH 03801

Vice President, CFO & Ass't Secretary: Charles T. Hoepper

Address: 195 Hanover Street, Portsmouth, NH 03801

Secretary: Signe S. Gates

Address: c/o Axel Johnson Inc., 300 Atlantic Street, Stamford, CT 06901

Ass't Treasurer: Ronald A. Brickett

Address: 195 Hanover Street, Portsmouth, NH 03801

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

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

14. Helen V. Stamatiadis, Assistant Secretary

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

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**SPRAGUE ENERGY CORP.**

**SCHEDULE A**

**OFFICERS:**

James M. Kantelis, President, 195 Hanover Street, Suite One, Portsmouth, NH 03801

Charles T. Hoepper, Vice President, CFO & Assistant Secretary, 195 Hanover Street, Suite One, Portsmouth, NH 03801

Thomas M. Hunton, Sr. Vice President – Marketing, 195 Hanover Street, Suite One, Portsmouth, NH 03801

Thomas F. Flaherty, V.P. - Coal Marketing, 195 Hanover Street, Suite One, Portsmouth, NH 03801

Thomas F. Withka, Sr., Vice President – Natural Gas Marketing, 195 Hanover Street, Suite One, Portsmouth, NH 03801

Robert K. Blanchard, Vice President - Terminal Operations & Marketing, 195 Hanover Street, Suite One, Portsmouth, NH 03801

Ronald A. Brickett, Controller and Assistant Treasurer, 195 Hanover Street, Suite One, Portsmouth, NH 03801

Signe S. Gates, Secretary, c/o Axel Johnson Inc., 300 Atlantic Street, Stamford, CT 06901

Helen V. Stamatiadis, Assistant Secretary, c/o Axel Johnson Inc., 300 Atlantic St., Stamford, CT 06901

**DIRECTORS:**

James M. Kantelis, 195 Hanover Street, Suite One, Portsmouth, NH 03801

Joseph F. Smorada, c/o Axel Johnson Inc., 300 Atlantic Street, Stamford, CT 06901

Paul E. Graf, c/o Axel Johnson Inc., 300 Atlantic Street, Stamford, CT 06901.

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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 "SPRAGUE ENERGY CORP." 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 TENTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9295324

DATE:

09-10-98