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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

SDK Operations, Inc.

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TALLAHASSEE, FLORIDA

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JEFFREY D. BUTTERFIELD

AL JAN 27 1999

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. SOK Operations, 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. 95-4720129

(FEI number, if applicable)

4. December 8, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 31, 1999

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 16069 Shoemaker Avenue, Cerritos, California 90703

(Current mailing address)

8. own and operate retail stores

(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)

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

(Registered agent's signature) (Officer)

D.F. HICKEY

ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: Richard F. Curtis

Address: 16069 Shoemaker Avenue
Cerritos, California 90703

Vice Chairman: _____

Address: _____

Director: Anne E. McLaughlin

Address: 16069 Shoemaker Avenue
Cerritos, California 90703

Director: Thomas L. Jackson

Address: 16069 Shoemaker Avenue
Cerritos, California 90703

B. OFFICERS

President: Richard F. Curtis

Address: 16069 Shoemaker Avenue
Cerritos, California 90703

Executive

Vice President: Anne E. McLaughlin

Address: 16069 Shoemaker Avenue
Cerritos, California 90703

Secretary: Anne E. McLaughlin

Address: 16069 Shoemaker Avenue
Cerritos, California 90703

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Treasurer: Anne E. McLaughlin

Address: 16069 Shoemaker Avenue

Corritos, California 90703

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

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

14. Anne E. McLaughlin, Secretary
(Typed or printed name and capacity of person signing application)

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SOK Operations, Inc.

Additional Officer:

Assistant Secretary,

Patti M. Sutko
16069 Shoemaker Avenue
Cerritos, CA 90703

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOK OPERATIONS, 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 JANUARY, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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TALLAHASSEE, FLORIDA