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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-06/09/99--01026--023
*****70.00 *****70.00

CORPORATION(S) NAME

Tosco Operating Company, 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"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input 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		

Name 06/09/99

Availability

Document

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Acknowledgement

W.P. Verifier

AL JUN - 9 1999

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN - 9 AM 11:25

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

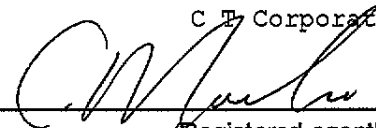
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Tosco Operating Company, 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. 68-0343230
(FEI number, if applicable)
4. July 22, 1994
(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 817.155, F.S.))
7. Attn: Legal Department, 1500 N. Priest Drive, Tempe, Arizona 85821

(Current mailing address)
8. Distribution and marketing of petroleum products and operation of convenience 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)
C. Morales
Special Asst. Secretary

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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: 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. Paul W. Over
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul W. Over Vice President
(Typed or printed name and capacity of person signing application)

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TOSCO OPERATING COMPANY, INC.

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Robert J. Lavinia	Director	1500 N. Priest Drive Tempe, AZ 85281
Jefferson F. Allen	Director	72 Cummings Point Road Stamford, CT 06902
Wilkes McClave III	Director	72 Cummings Point Road Stamford, CT 06902

OFFICERS

Robert J. Lavinia	President & Chief Executive Officer	1500 N. Priest Drive Tempe, AZ 85281
Paul W. Oves	Vice President	1500 N. Priest Drive Tempe, AZ 85281
R. Clint Mercer	Vice President	1500 N. Priest Drive Tempe, AZ 85281
Wilkes McClave III	Vice President and Secretary	72 Cummings Point Road Stamford, CT 06902
David A. Waldschmidt	Vice President & Assistant Secretary	1500 N. Priest Drive Tempe, AZ 85281
Craig R. Deasy	Treasurer	72 Cummings Point Road Stamford, CT 06902
Timothy J. Hammer	Assistant Treasurer	1500 N. Priest Drive Tempe, AZ 85281
Michael D. Gayda	Assistant Secretary	1400 Park Avenue Linden, NJ 07036
Arthur L. Gross	Assistant Secretary	1500 N. Priest Drive Tempe, AZ 85281
Rayford S. Thomas	Assistant Secretary	1500 N. Priest Drive Tempe, AZ 85281
Joel A. Sterrett	Assistant Secretary	1500 N. Priest Drive Tempe, AZ 85281
W. Thomas Skok	Assistant Secretary	1500 N. Priest Drive Tempe, AZ 85281
Scott Wiley	Assistant Secretary	1500 N. Priest Drive Tempe, AZ 85281
Michael F. Ward	Assistant Secretary	2000 Crow Canyon Place #400 San Ramon, CA 94583

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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 "TOSCO OPERATING COMPANY, 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 THIRD DAY OF JUNE, A.D. 1999.

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.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9782195

991221504

DATE: 06-03-99