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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Citgo International Marketing, Inc.

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SECRETARY OF CORPORATIONS
TALLAHASSEE, FL

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

SECRETARY OF STATE
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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. CITGO INTERNATIONAL MARKETING, 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. 73-1540230 (FEI number, if applicable)

- 4. April 17, 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. 6100 S. Yale Ave., Tulsa, Oklahoma 74136

(Current mailing address)

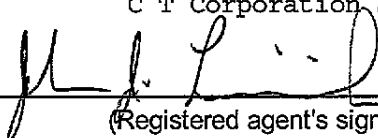
The purpose of the corporation is to engage in any lawful act or activity

8. for which corporations may be organized under the Delaware General Corporation Law.
(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)
John J. Linnihan, Asst. Vice President
(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: 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: _____

Treasurer: _____
Address: _____

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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. Peer L. Anderson. Vice President

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

CITGO INTERNATIONAL MARKETING, INC.

(Delaware 4-17-98)

Federal I.D. No. 73-1540230

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DIRECTORS

<u>NAME & SOCIAL SECURITY NUMBER</u>	<u>BUSINESS ADDRESS</u>
Peer L. Anderson	6100 South Yale Tulsa, OK 74136
W.A. Devore	6100 South Yale Tulsa, OK 74136
Ezra C. Hunt	6100 South Yale Tulsa, OK 74136

OFFICERS

<u>NAME & SOCIAL SECURITY NUMBER</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
W.A. Devore	Chief Executive Officer	6100 South Yale Tulsa, OK 74136
Angel I. Arcinegas	President	6100 South Yale Tulsa, OK 74136
Peer L. Anderson	Vice President and Secretary	6100 South Yale Tulsa, OK 74136
Steve Lattion, Jr.	Vice President	6100 South Yale Tulsa, OK 74136
Richard S. Pereles	Vice President	6100 South Yale Tulsa, OK 74136
Ezra C. Hunt	Vice President and Treasurer	6100 South Yale Tulsa, OK 74136
Richard M. Bright	Controller	6100 South Yale Tulsa, OK 74136
Stephen J. Bednar	Assistant Secretary	6100 South Yale Tulsa, OK 74136

OFFICERS

<u>NAME & SOCIAL SECURITY NUMBER</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Dean M. Hasseman	Assistant Secretary	6100 South Yale Tulsa, OK 74136
Stuart A. Rains	Assistant Secretary	6100 South Yale Tulsa, OK 74136
D. Jeanne Sturges	Assistant Secretary	6100 South Yale Tulsa, OK 74136

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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 "CITGO INTERNATIONAL MARKETING, 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 TWENTIETH DAY OF SEPTEMBER, 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

Edward J. Freel, Secretary of State

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AUTHENTICATION:

09-20-99

DATE: