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MOTIVA ENTERPRISES, LLC

PO Box 2463
Houston, TX 77210-2463

March 24, 2004

RE: Attachment to Florida Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida

To Whom It May Concern:

By this original certification, please add the following as a Manager Member on behalf of Motiva Enterprises, LLC with authorization to transact business on behalf of Motiva Enterprises, LLC in the State of Florida.

David B. Moss
General Manager, Retail - Southwest Region
Motiva Enterprises, LLC
13258 FM 1960W
Houston, TX 77065

As supporting documentation, we attach the following:

- a copy of the Limited Power of Attorney issued by Motiva Enterprises on January 28, 2004 appointing Mr. Moss Limited Power of Attorney
- Certificate of Assistant Secretary Motiva Enterprises, LLC for Timothy J. Howard
- Certificate of Incumbency for John L. Kiappes
- Florida Division of Corporations Motiva Enterprises LLC information

Please send the letter of acknowledgement that is issued free of charge upon registration to our agent: Progressive Development Group, Inc.
Attn: Mr. Richard Hernandez
5205 South Lois Avenue
Tampa, FL 33611-3446
(813) 805-0512

John L. Kiappes
John L. Kiappes
Vice President Services

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Motiva Enterprises LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 09/17/98

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? n/a
5. New name of the limited liability company: n/a
6. If the amendment changes the period of duration, indicate new period of duration: n/a
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: n/a
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: n/a
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

John L. Kiappes

Signature of a member or the authorized representative of a member

John L. Kiappes, VP Services, Motiva Enterprises, LLC

Typed or printed name of signee

Filing Fee: $25.00

04 MAY 26 AM 10:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF INCUMBENCY

MOTIVA ENTERPRISES LLC

THE UNDERSIGNED hereby certifies that he is an Assistant Secretary of Motiva Enterprises LLC, a limited liability company formed under the laws of the State of Delaware ("Company").

THE UNDERSIGNED further certifies that the following individuals have been duly elected to the office set opposite the respective names, and that each continues to serve in such office.

John F. Boles	Chief Executive Officer
Ronald Langan	Chief Financial Officer
William B. Welte	General Counsel And Secretary
John L. Kiappes	Vice President Services

IN WITNESS WHEREOF, this certificate has been executed on this the 29th day of January 2004.

Timothy J. Howard, Assistant Secretary
Motiva Enterprises LLC

CERTIFICATE OF ASSISTANT SECRETARY
MOTIVA ENTERPRISES LLC

THE UNDERSIGNED hereby certifies that he is an Assistant Secretary of Motiva Enterprises LLC ("Company") and further certifies that the Vice President Services has been duly delegated the following authorities, which have not been altered or rescinded and which remain in effect:

(1) in the Company's name and on its behalf,

(i) to execute, deliver, accept, assign, amend, extend, terminate or release any instruments or documents including, but not limited to:

(a) conveyances of properties (real or personal);
(b) agreements of any nature, including transportation agreements, throughput agreements and confidentiality agreements
(c) security interests (to the extent such interests do not violate any of the outstanding indentures or other agreements of the Company or, as applicable, those of the Company's owners or their respective worldwide affiliates); and
(d) performance guarantees and similar obligations of the Company;
(e) permit applications, including alcohol, lottery, and other general business permit and/or license applications, any necessary amendments, modifications or transfers; and

(ii) to appear before government agencies and perform such other actions on behalf of the Company as may be necessary or desirable in obtaining and holding permits and/or licenses

(iii) to execute and deliver (a) certificates; (b) returns; and (c) reports of any nature;

(2) to appoint employees or agents of the Company with respect to the business of the Company in your area of responsibility and prescribe in writing the authorities and duties of employees or agents of the Company with respect to said business, which you may deem advisable or appropriate.

IN WITNESS WHEREOF, the undersigned has executed this certificate on this the 29th day of January 2004.

T. J. Howard, Assistant Secretary

MOTIVA ENTERPRISES LLC
COMPANY
SEAL
1998
DELAWARE

LIMITED POWER OF ATTORNEY
MOTIVA ENTERPRISES LLC

MOTIVA ENTERPRISES LLC, a Delaware limited liability company ("Company"), hereby nominates, appoints and authorizes the General Manager, Retail – Southwest Region of Motiva Enterprises LLC, currently **D. B. Moss**, and his successors in said position, as its true and lawful Attorney-in-Fact (Attorney), to execute, deliver, accept, assign, amend, extend, ratify, verify, terminate, release or surrender, in the name of the Company and on its behalf, all instruments, documents, writings, papers, applications, forms and filings necessary or advisable for an authorization of commencement for construction for the properties known and designated as 3401 Manatee Avenue West; Bradenton, Florida and 198 Northwest 20th Street; Boca Raton, Florida ("Properties") and to take all necessary action to acquire the authorization of commencement permits for the Properties.

This Limited Power of Attorney is effective January 27, 2004 and shall continue in full force and effect until April 30, 2004 or specifically revoked in writing.

IN WITNESS WHEREOF, the Company has caused this Limited Power of Attorney to be signed by its Vice President Services and sealed with its company seal and attested by its Assistant Secretary.

ATTEST:

T. J. Howard
T. J. Howard
Assistant Secretary

MOTIVA ENTERPRISES LLC
COMPANY
SEAL
1998
DELAWARE

MOTIVA ENTERPRISES LLC

John L. Kiappes
J. L. Kiappes
Vice President Services

STATE OF TEXAS §
§
COUNTY OF HARRIS §

On January 28, 2004 before me, the undersigned Notary Public, personally appeared J. L. Kiappes personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL

VERONICA FOWLER
MY COMMISSION EXPIRES
March 23, 2006

Veronica Fowler
Notary Public in and for the State of Texas