

M9900000/012



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 292795 4319289

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 285.00

ORDER DATE : June 30, 1999

ORDER TIME : 4:21 PM

ORDER NO. : 292795-005

500002921915--6

CUSTOMER NO: 4319289

CUSTOMER: Ms. Janet Moan
Texaco Inc.
2000 Westchester Avenue
Legal Dept. Room 3490i
White Plains, NY 10650

RECEIVED

99 JUL -2 AM 8:49

FOREIGN FILINGS

NAME: TEXACO AVIATION PRODUCTS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -2 AM 10:36

FILED

SL 7-22-99

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Texaco Aviation Products LLC

(Name of foreign limited liability company)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 76-0589129

(FEI number, if applicable)

4. December 9, 1998

(Date of Organization)

5. 30 years (2028)

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1111 Bagby St.

Houston, TX 77002

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Paul P. Daulerio, Jr.

MGR

Ronald C. Grundstein

MGR

2000 Westchester Ave.

1111 Bagby St.

White plains, NY 10650

Houston, TX 77002

ALLIANCE FOR

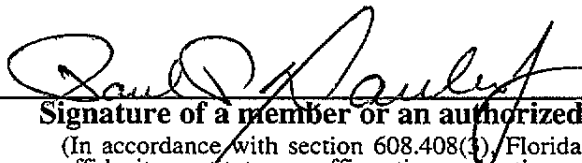
199 JUL -2 AM 10:36

FILED

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Texaco Aviation
Products LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 0 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 85,700,000 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 85,700,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Paul P. Daulerio, Jr., Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
99 JUL -2 AM 10:36
CLERK OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT TO THE AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS OF
FOREIGN LIMITED LIABILITY COMPANY

TEXACO AVIATION PRODUCTS LLC

QUALIFICATION IN FLORIDA

3) Description of Property - Property, Plant and Equipment constituting the Member's marketing business of aviation fuel and other supplies for aircraft.

FILED

99 JUL -2 AM 10:36

CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Texaco Aviation Products LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

FILED
99 JUL -2 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "TEXACO AVIATION PRODUCTS LLC" IS
DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND ~~HAS~~ A LEGAL EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, ~~AS OF THE THIRTIETH DAY OF~~ JUNE, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

1176220 2000

771267757

AUTHENTICATION:

2000/11/16

DATE:

2000/11/16