

495000014857

Collins, Brown & Caldwell

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756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

BRUCE D. BARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
GEORGE G. COLLINS, JR.*
MICHAEL J. GARAVAGLIA
JOHN E. MOORE, III**
BRADLEY W. ROSSWAY

407-231-4343
FAX: 407-234-8213

PLEASE REPLY TO:
POST OFFICE BOX 3486
VERO BEACH, FLORIDA 32964

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

January 30, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

000001412680
-02/22/95--01049--006
****122.50 ****122.50

Re: Tayoco, Inc.

Dear Sir:

Enclosed please find an original and one conformed copy of the Articles of Incorporation for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy, with your Certificate attached, to this office.

I am also enclosing our check in the amount of \$122.50 covering the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Form	35.00

Thank you for your consideration in this matter.

Sincerely,



George G. Collins, Jr.
For the Firm

GGC, Jr./ma
Enclosures

JB 2/22/95

FILED
1995 FEB 22 PM
TALLAHASSEE, FLA

ARTICLES OF INCORPORATION

OF

TAYOCO, INC.

FILED

1995 FEB 22 PM 3:00

STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is TAYOCO, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The amount of capital stock authorized for the corporation is a maximum of seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent and the initial registered office of this corporation are:

George G. Collins, Jr.
756 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VI - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

77 2nd Street
Somerville, New Jersey 08876

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors of this corporation shall be not less than one (1) nor more than five (5). The names and addresses

of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
George F. Taylor	77 2nd Street Somerville, New Jersey 08876

ARTICLE VIII - INCORPORATION

The names and addresses of the persons signing these Articles are:

George F. Taylor	77 2nd Street Somerville, New Jersey 08876
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ARTICLE IX

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

A. Any limitation or restraint upon the transferability, alienation, or assignment of stock;

B. Any limitation or restraint upon the encumbrance or pledge of stock;

C. Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;

D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and

E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers

conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 31st day of January, 1995.

[Signature]
Anna P. Bessanta

[Signature]
George F. Taylor

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 31st day of January, 1995, by GEORGE F. TAYLOR, who is personally known to me or who has produced a New Jersey Driver's License as identification and who did (did not) take an oath.

[Signature]
Anna P. Bessanta

Notary Public.

Notary Public, State of Florida
My Commission Expires March 4, 1995
Bonded thru Troy Fair - Insurance Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuant of Chapter 607.0501, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That TAYOCO, INC., desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at City of Vero Beach,
County of Indian River, State of Florida, has named George G.
Collins, Jr., located at 756 Beachland Boulevard, City of Vero,
County of Indian River, State of Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for
the above stated corporation, at place designated by this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.

By: 

George G. Collins, Jr.

FILED
1995 FEB 22 PM 3:00
TALLAHASSEE, FLORIDA

P95000014897

904-222-0393 FAX

FILED

95 OCT 17 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 710420 6031A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 87.50

ORDER DATE : October 17, 1995

ORDER TIME : 10:55 AM

ORDER NO. : 710420

CUSTOMER NO: 6031A

200001612952

CUSTOMER: George G. Collins, Jr., Esq
Collins Brown & Caldwell
P. O. Box 3686

Vero Beach, FL 32964

DOMESTIC AMENDMENT FILING

NAME: TAYOCO, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

N. HENDRICKS OCT 18 1995

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

RECEIVED
95 OCT 17 PM 8:03
ACTION

STATEMENT TO AMEND THE CERTIFICATE OF INCORPORATION

OF

95 OCT 17 AM 8:29

TAYOCO, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes §607.1001, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed February 22, 1995, #P95000014897.

FIRST: The following Article I is hereby amended to read as follows:

ARTICLE I - NAME

The name of the corporation is **TAYLOR PETROLEUM COMPANY, INC.**

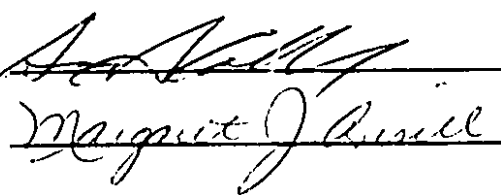
SECOND: The amendments were adopted by all the members of the Board of Directors on the 16TH day of OCTOBER, 1995.

THIRD: The amendments were adopted by all of the stockholders of the corporation on the 16TH day of OCTOBER, 1995.

TAYOCO, INC.

By: 

George F. Taylor
President


Margaret J. Davis

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid to administer oaths and take acknowledgments, personally appeared GEORGE F. TAYLOR known to me to be the President of TAYOCO, INC., the corporation in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in them by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation, that I relied upon the following forms of identification of the above-named persons: personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of October, 1995.

Margaret J. Averill
Notary Signature

