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600001728386
February 29, 1996 -02/29/96--01079--003
****122.50 ****122.50

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: GGR OIL OF TULSA, INC.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation and Registered Agent forms for the above-referenced corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed is our firm check in the amount of \$122.50 covering the following filing fees:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	\$ 35.00
TOTAL	\$122.50

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 29 1996
7:37

Please give me a call me if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

NR Same

Very truly yours,

QUARLES & BRADY

Susan D. Bober
Legal Assistant

3/5/96
JB

Enclosures

ARTICLES OF INCORPORATION
OF
GGR OIL OF TULSA, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is GGR Oil of Tulsa, Inc.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office of the corporation is 3200 Shawnee Avenue, Suite 1, West Palm Beach, Florida 33409.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

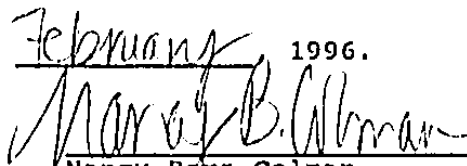
ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33402, and the name of its initial registered agent at such address is Florida-Lawdock, Inc.

ARTICLE VIII
Incorporator

The name and address of the incorporator is Nancy Berz Colman, Esq., 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33402.

Executed this 27th day of February, 1996.

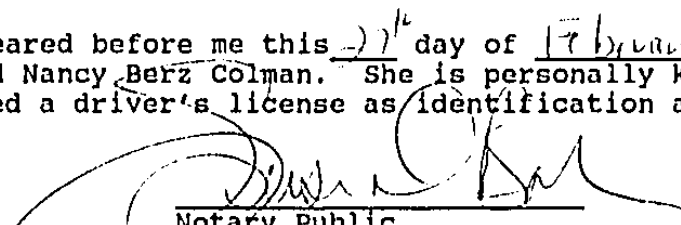


Nancy Berz Colman,
Incorporator

STATE OF FLORIDA)
) SS
PALM BEACH COUNTY)

Personally appeared before me this 27th day of February, 1996 the above-named Nancy Berz Colman. She is personally known to me or has produced a driver's license as identification and did take an oath.

(NOTARY SEAL)



Notary Public
My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE FOR SERVICE OF PROCESS.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

1. That GGR Oil of Tulsa, Inc., desiring to organize under
the laws of the State of Florida, has named Florida-Lawdock, Inc.
located at 222 Lakeview Avenue, Fourth Floor, West Palm Beach,
Florida 33402, as its agent to accept service of process within
Florida.

Nancy B. Colman
Nancy Bert Colman, Incorporator
Dated: 2.5.96, 1996

2. That, having been named to accept service of process
for the above-stated corporation, at the place designated in this
Certificate. The undersigned hereby agrees to act in this
capacity and agrees to comply with the provisions of Chapter
48.091, F.S., relative to keeping open said office.

FLORIDA-LAWDOCK, INC.,
Registered Agent

By: Charles W. Littell
Charles W. Littell
Its: Vice President

Dated: 2-28-96, 1996.

55 FEB 29 AM 7:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA