

P980000086122



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 987960 4340257

AUTHORIZATION :

COST LIMIT : ~~\$995~~

*Patricia Pujat*  
10.00

ORDER DATE : October 7, 1998

ORDER TIME : 12:03 PM

ORDER NO. : 987960-005

CUSTOMER NO: 4340257

200002658492--8

CUSTOMER: Kathleen Haggerty, Legal Asst.  
SMITH, HULSEY & BUSEY  
SMITH, HULSEY & BUSEY  
225 Water St. / Ste. 1800  
First Union National Bank Twr.  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: MID-STATE PETROLEUM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

(4)

DEPARTMENT OF STATE  
INTEGRITY  
TALLAHASSEE, FLORIDA

98 OCT -7 PM 2:44

RECEIVED

*Dmc*  
*10/8/98*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT -7 AM 8:31

FILED

ARTICLES OF INCORPORATION  
OF  
MID-STATE PETROLEUM, INC.

FILED

98 OCT -7 AM 8:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is Mid-State Petroleum, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 42 Sleepy Hollow Road, Doctors Inlet, Florida 32030.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE V-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are M. Richard Lewis, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

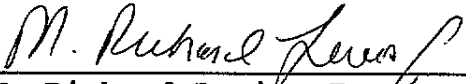
ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of October, 1998.

  
\_\_\_\_\_  
M. Richard Lewis, Jr.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

98 OCT 7 AM 8:31

Pursuant to the provisions of Section 607.0501, Florida Statutes, Mid-State Petroleum, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Mid-State Petroleum, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: M. Richard Lewis, Jr.  
M. Richard Lewis, Jr.  
Vice-President

Date: October 1, 1998