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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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Foreign Limited Liability Company
HESS RETAIL OPERATIONS LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. HESS RETAIL OPERATIONS LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Upon registration
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)


5. One Hess Plaza
Woodbridge, NJ 07095
(Street Address of Principal Office)

6. One Hess Plaza
Woodbridge, NJ 07095
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

See Attachment A

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)



Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Andrew Bernstein, Secretary

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Attachment A

OFFICERS OF HESS RETAIL OPERATIONS LLC

NAME	ADDRESS	OFFICE HELD
Christopher J. Baldwin	c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095	President
David Klavsons	c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095	Vice President
David Goodes	c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095	Vice President
Stuart Stelgerwald	c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095	Treasurer
Andrew Bernstein	c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095	Secretary

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

Hess Retail Operations LLC

If unavailable, the alternate to be used in the state of Florida is:

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

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

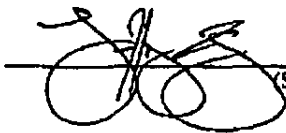
Plantation FL 33324

City/State/Zip

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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 as provided for in Chapter 605, Florida Statutes.

Jeffrey Kagan
Assistant Secretary



(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "HESS MART, INC." TO A DELAWARE LIMITED LIABILITY COMPANY OF "HESS RETAIL OPERATIONS LLC", WAS FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JANUARY, A.D. 2014, AT 5:19 O'CLOCK P.M.

2006122 8317

140148808

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1119848

DATE: 02-07-14