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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Email Address: _____

Foreign Limited Liability Company
HESS RETAIL STORES LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$125.00 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HESS RETAIL STORES LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Bethsaida Adam
Name of Person

Hess Corporation
Firm/Company

1185 Avenue of the Americas
Address

New York, NY 10036
City/State and Zip Code

badam@hess.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FL 32314

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For further information concerning this matter, please call:

Bethsaida Adam at (212) 997-8500
Name of Person Area Code Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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 STORES 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, Vice President and Assistant Secretary
Typed or printed name of signee

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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Attachment A**OFFICERS OF HESS RETAIL STORES LLC**

| NAME | ADDRESS | OFFICE HELD |
|---------------------|---|---|
| Steven Kemp | c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095 | Vice President and Secretary |
| Andrew Bernstein | c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095 | Vice President and Assistant Secretary |
| Nicholas P. Brontas | c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036 | Vice 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 |
| Kristy Cunningham | c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095 | Vice President |
| Patrick McAndrew | c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095 | Vice President |
| Stuart Steigerwald | c/o Hess Corporation 1 Hess Plaza Woodbridge, NJ 07095 | Treasurer |

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 TALLAHASSEE, FLORIDA

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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 STORES 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

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.

C T Corporation System

By:

Connie Beyer

(Signature)

Connie Beyer

Registered Agent

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

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HESS RETAIL STORES 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 SECOND DAY OF MAY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5463688 8300

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1341429

DATE: 05-02-14