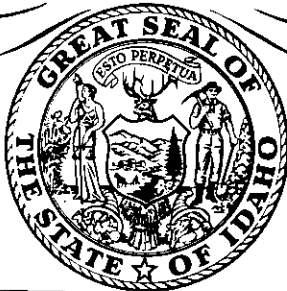


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

PETECO CHEMICAL CORPORATION

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **December**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Pocatello

in the County of

Bannock

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **December**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
PETECO CHEMICAL CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho,

AND WE DO HEREBY CERTIFY:

First: That the name of this corporation is -

PETECO CHEMICAL CORPORATION

Second: That the purposes for which this corporation is formed are as follows:

1. To operate and maintain a business for the manufacture and distribution of all items relative to the petroleum and automotive business; to manufacture and/or sell chemical cleaning compounds to the public in general and to supply to such other Peteco dealers and distributors as may now exist or may hereinafter be established; to encourage the same to be purchased by the general public by making available for public purchase Peteco membership certificates; to own real estate, execute contracts and issue promissory notes and all other business activities incidental thereto and essential in the operation of said business.

2. To acquire by bequest, device, gift, purchase or lease, either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to amount or value, except such limitations, if any, as may be imposed by law.

3. To do any and all acts in the line of its business which it may deem necessary, profitable or desirable for the due promotion thereof, to conduct and carry on any other similar business which may be capable of being profitable carried on in connection with this company's business, or to carry on any similar business that is adapted directly or indirectly, to add to the value of the company's property and the profits of its authorized business.

4. In general, to have and exercise all powers, rights and privileges necessary and incidental to carrying out properly the objectives and objects herein mentioned.

5. It is the intention that each of the powers specified in each of the paragraphs herein, except where otherwise specified, shall not be limited or restricted by reference to or inference from the terms of any other paragraph, or of any other article, but that the powers and the enumerations of specific powers shall not be construed to restrict, in any manner, the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

Third: That the principal office for the transaction of business of this corporation shall be located at 820 North 5th Avenue, Pocatello, Bannock County State of Idaho, Post office mailing address, Box 1663.

The amount subscribed by each of the three (3) incorporates is as follows:

1. LeRoy Peterson, President, 27,500 shares.
2. Richard L. Glover, Vice-President, 10,000 shares.
3. Donald Gardner, Secretary Treasurer, 10,000 shares.

Fourth: That the number of shares which may be issued by the corporation is Fifty Thousand (50,000) Shares and that the par value of each share is One Dollar (\$1.00), and the aggregate par value of all shares is Fifty Thousand Dollars (\$50,000.00)

Fifth: That all of the shares of this corporation shall be classified as Common Shares.

Sixth: That all of the incorporators are of full age and they are all citizens of the United States of America and of Pocatello, Idaho.

Seventh: That the number of directors which this corporation may have may be fixed by the by-laws of the corporation, that the names of those who are appointed to act until the election and qualification of their successors are as follows:

1. LeRoy Peterson, 578 Washington, Pocatello, Idaho
2. Donald Gardner, 260 S. 4th, Pocatello, Idaho
3. Richard L. Glover, 1670 N. Garfield, Pocatello, Idaho


Eighth: That the stock of this corporation may be transferred only by operation of law or sale of process after the same has been offered to the stockholders of this corporation; that said offer of sale to the stockholders shall remain open only for a reasonable length of time depending upon the

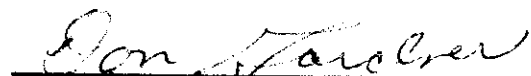
1 circumstances of each sale; that in the event said stock is transferred by
2 operation of law or by sale and process of law, the same amount of stock so
3 transferred will be offered to the other stockholders of this corporation for
4 their purchase. Said stock will be offered from the treasury stock of said
5 corporation. Price of said stock so offered shall be determined by the book
6 value of said corporation as set forth in the books of the company.


7 Ninth: No proxies may be voted by non-stockholders. All proxies to
8 be voted must be held by stockholders present at any meeting at which the prox-
9 ies are voted.

10 Tenth: The term of existence of this corporation shall be perpetual.

11 IN WITNESS WHEREOF, we have hereunto set our hands and seals this
12 10 day of November, 1962.

13 
14 Le Roy Peterson

15 
16 Donald Gardner

17 
18 Richard L. Glover

1 STATE OF IDAHO)
2 County of Bannock) :ss

3 On this 10 day of November, 1962, before me, the undersigned,
4 a Notary Public in and for said County and State, personally appeared


5 LeRoy Peterson

6 Donal Gardner

7 Richard L. Glover

8 known to me to be the persons whose names are subscribed to the within in-
9 strument, and acknowledged to me that they executed the same in the capacity
10 of individuals and for the purpose of incorporating said Articles of Incorporation of Peteco Chemical Corporation.
11

12 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
13 official seal the day and year in this certificate first above written.
14

15
16
17 
18 NOTARY PUBLIC FOR IDAHO
19 Residing: Pocatello, Idaho
20
21
22
23
24
25
26
27
28
29
30
31
32