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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BANNOCK PETROLEUM, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 23, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson
Corporation Clerk

ARTICLES OF INCORPORATION

OF

BANNOCK PETROLEUM, INC.

RECEIVED
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, all of whom are citizens of the United States of America and over the age of 21 years, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

The name of the corporation shall be "BANNOCK PETROLEUM, INC."

II.

Said corporation shall have a perpetual existence unless dissolved pursuant to the statutes of the State of Idaho.

III.

Said corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act, including, but not limited to, the wholesaling, retailing, and brokerage of all types of petroleum products.

IV.

The total number of authorized shares of the capital stock of this corporation is 5,000 shares of common stock, all of which shall be without par value, nonassessable, and of the same class. Such stock may be issued from time to time without action by the stockholders for such consideration as may be fixed from time to

time by the Board of Directors, and such shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

V.

The address of said corporation's initial registered office is 1908 North Main, Pocatello, Idaho 83204, and its initial registered agent at such address is Earl W. Pixton.

VI.

The initial Board of Directors shall consist of the following persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors be elected and qualified:

Robert W. Perry

P. O. Box 176
Blackfoot, Idaho 83221

Shirley Perry

P. O. Box 176
Blackfoot, Idaho 83221

VII.

The name and address of each incorporator are as follows:

Robert W. Perry

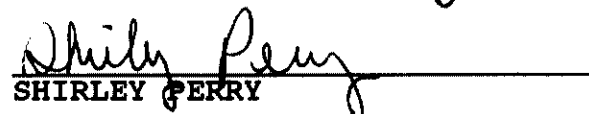
P. O. Box 176
Blackfoot, Idaho 83221

Shirley Perry

P. O. Box 176
Blackfoot, Idaho 83221

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 18 day of October, 1991.

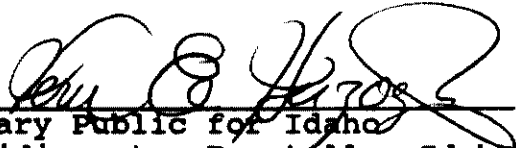

ROBERT W. PERRY


SHIRLEY PERRY

STATE OF IDAHO)
 SS
County of Bannock)

On this 18th day of October, 1991, before me, the undersigned Notary Public in and for said State, personally appeared Robert W. Perry and Shirley Perry, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



Notary Public for Idaho
Residing at: Pocatello, Idaho
Commission Expires: perpetual