

State of Idaho

Department of State.

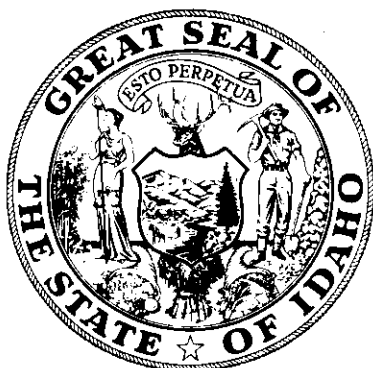
CERTIFICATE OF AUTHORITY OF

WESTPAC PETROLEUM CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WESTPAC PETROLEUM CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to WESTPAC PETROLEUM CORPORATION to transact business in this State under the name WESTPAC PETROLEUM CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated October 5, 19 81.



Pete T. Cenarrusa
SECRETARY OF STATE

Russell Gursaa
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is WESTPAC PETROLEUM CORPORATION
2. *The name which it shall use in Idaho is WESTPAC PETROLEUM CORPORATION
3. It is incorporated under the laws of TEXAS
4. The date of its incorporation is June 22, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2727 Allen Parkway, Suite 1680, Houston, Texas 77019
6. The street address of its proposed registered office in Idaho is 300 North Sixth Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Selling and trading gasoline, natural gas liquids, LPGs, diesel, and other petroleum products
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
ROBERT M. ARATA	President & Director	106 "K" Street, Suite 330
	Office Director	Sacramento, California 95814
THOMAS WARD GARNER	& Vice President	1300 Main Street, Suite 1637
	Office Secretary	Houston, Texas 77002
JOHN M. KELLY, JR	& Vice President	2727 Allen Parkway, Suite 1680
	Assistant Secre-	Houston, Texas 77019
HARTLEY T. HANSEN	tary & Treasurer	455 Capitol Mall, Suite 420
		Sacramento, California 95814

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
200,000	Common	Ten cents per share

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Common	Ten cents per share

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Sept. 20, 1981

WESTPAC PETROLEUM CORPORATION

By Robert M. Arata

Its President

and Hartley T. Hansen

Its Assistant

Secretary

STATE OF CALIF.

COUNTY OF SACRAMENTO

I, ALFRED J. MOE

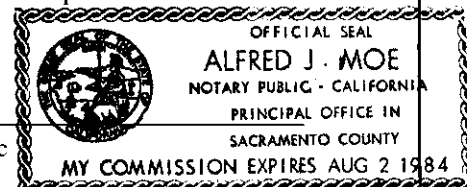
, a notary public, do hereby certify that on

this 20 day of sept, 1981, personally appeared before

me Hartley T. Hansen and Robert M. Arata, who being by me first duly sworn, declared that they
and each of them
is the Asst. Sec. / President of Westpac Petroleum Corporation

that they signed the foregoing document as Asst. Sec. / President of the corporation and that the statements therein contained are true.

Alfred J. Moe
Notary Public



*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



JUL 5 6 44 AM '81
RECEIVED

The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

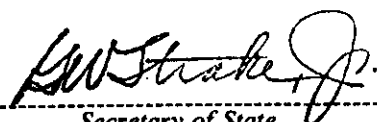
WESTPAC PETROLEUM CORPORATION

Articles of Incorporation

June 22, 1981

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

27th day of July, A. D. 19 81


Secretary of State

dew

ARTICLES OF INCORPORATION

JUN 22 1981

OF

WestPac Petroleum Corporation

CLERK OF
Corporation Division

ARTICLE ONE

The name of the corporation is WestPac Petroleum Corporation.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Two Hundred Thousand (200,000) of the par value of Ten Cents (\$0.10) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS or more.

ARTICLE SIX

No holder of shares of any class of the corporation shall have any pre-emptive right to subscribe for or acquire additional shares of the corporation, of the same or any other class, whether such shares be hereby or hereafter authorized; and no holder of shares of any class in the corporation shall have any right to acquire any shares which may be held in the treasury of the corporation. The Board of Directors may, by unanimous vote, issue from time to time authorized but unissued shares, and sell such treasury shares, for such consideration, not less than the par value thereof, at such time and to such person or persons as it

may from time to time determine. Cumulative voting of shares of stock for the election of directors is hereby prohibited.

ARTICLE SEVEN

The power to alter or repeal the corporation's by-laws and to adopt new by-laws is hereby reserved to the shareholders.

ARTICLE EIGHT

The holders of One Hundred Percent (100%) of the shares entitled to vote representing in person or by proxy, shall be necessary in order to constitute a quorum at any meeting of shareholders. The vote of the holders of 100% of the shares entitled to vote shall be necessary for any action required or permitted by law to be taken at a meeting of the shareholders.

ARTICLE NINE

The street address of the corporation's initial registered office is 2727 Allen Parkway, Suite 1680, Houston, Texas 77019. The name of its initial registered agent is J. Ron Young.

ARTICLE TEN

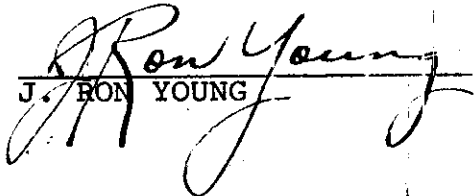
The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Thomas Garner	1300 Main Street, Suite 1637 Houston, Texas 77002
Robert M. Arata	58 Havenwood Circle Sacramento, California 95831

The name and address of the Incorporator is:

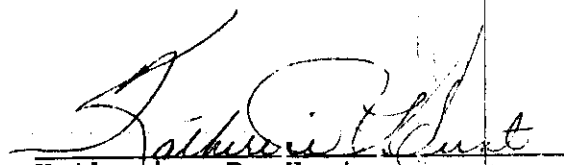
<u>Name</u>	<u>Address</u>
J. Ron Young	2727 Allen Parkway, Suite 1680 Houston, Texas 77019

IN WITNESS WHEREOF, I have hereunto set my hand this
18th day of June, 1981.


J. RON YOUNG

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned a Notary Public, do hereby certify
that on this 18th day of June, 1981, personally
appeared before me J. RON YOUNG, who, being by me first duly
sworn, severally declares that he is the person who signed
the foregoing document as Incorporator and that the statements
contained therein are true.


Katherine P. Hunt
Notary Public in and for
HARRIS COUNTY, T E X A S

My Commission Expires: 07/21/84