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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
MUZZY OIL NORTH, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is MUZZY OIL NORTH, INC.

SECOND: The period of this corporation's duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the business of petroleum sales.

FOURTH: Provisions denying preemptive rights are: Pursuant to the By-Laws.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of par value of \$1.00.

SIXTH: Provisions for the regulation of the internal affairs of the corporation: Pursuant to the By-Laws.

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
07/06/1998 09:00
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SEVENTH: The address of the initial registered office of the corporation is 109 Harrison, P. O. Box 997, Coeur d'Alene, Idaho 83814 and the name of the registered agent at such address is ROBERT E. MUZZY, JR.

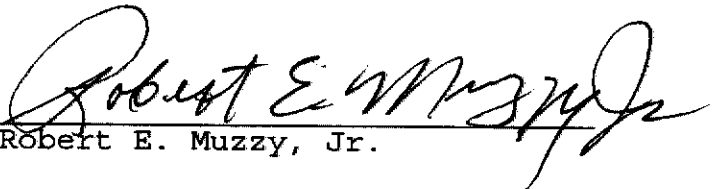
EIGHTH: The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Muzzy, Jr.	P. O. Box 997 Coeur d'Alene, Idaho 83816
William J. Koll	P. O. Box 997 Coeur d'Alene, Idaho 83816
Elizabeth A. Primozich	P. O. Box 997 Coeur d'Alene, Idaho 83816

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Muzzy, Jr.	P. O. Box 997 Coeur d'Alene, Idaho 83816

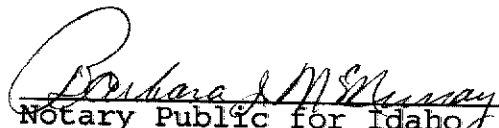
DATED this 2nd day of July, 1998.


Robert E. Muzzy, Jr.

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 2nd day of July, 1998, before me, the undersigned Notary Public, personally appeared ROBERT E. MUZZY, JR., known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at Coeur d'Alene
My Commission expires: 8-27-98