

State of Idaho

Department of State.

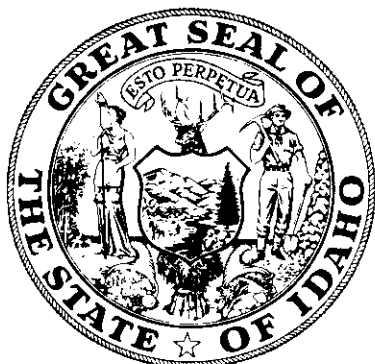
CERTIFICATE OF AUTHORITY OF

Martin Exploration Management Corporation

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of Martin Exploration Management 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 Martin Exploration Management Corporation to transact business in this State under the name Martin Exploration Management Corporation and attach hereto a duplicate original of the Application for such Certificate.

Dated September 12, 19 79



Pete T. Cenarrusa
SECRETARY OF STATE

Gnn Lisk
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

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 Martin Exploration Management Corporation
2. *The name which it shall use in Idaho is Martin Exploration Management Corporation
3. It is incorporated under the laws of the State of Delaware
4. The date of its incorporation is October 20, 1975 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 100 West Tenth Street, Wilmington, Delaware
6. The address of its proposed registered office in Idaho is 300 North 6th 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:
See Exhibit A Hereto

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Exhibit B Hereto</u>		

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
<u>1,000</u>	<u>Common</u>	<u>No par value</u>

(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
300	Common	No par value

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 July 16th, 19 79

MARTIN EXPLORATION MANAGEMENT CORPORATION

By Carl C. Greer

Its _____ President

and [Signature]

Its _____ Secretary

STATE OF ILLINOIS)

COUNTY OF COOK) ss:

I, Dawn M. Kerrick

, a notary public, do hereby certify that on this 16th day of July, 19 79, personally appeared before

me Carl C. Greer, who being by me first duly sworn, declared that he

is the President of Martin Exploration Management Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

My Commission Expires Dec. 2, 1981

Dawn M. Kerrick
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.

EXHIBIT A

The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this State are:

To conduct the general businesses of transporting, processing, refining, storing and selling gasoline, fuel oil and other petroleum products in the United States and elsewhere, which includes, but is not limited to the refining and processing of gasoline, fuel oil and other petroleum products and by-products; the transportation, shipment, storage, terminaling and handling of gasoline, fuel oil and other petroleum products and by-products; the sale, trade, barter, exchange, loan, import, export and use of gasoline, fuel oil and other petroleum products and by-products; and the acquisition, ownership, lease, construction, manufacture, operation, repair, sale, trade, loan and exchange of all equipment, supplies, appliances, pipes, pipelines, tanks, refineries, ships, barges, trucks, service stations, stores and other property necessary, convenient, auxiliary or incidental to the foregoing activities.

To purchase or otherwise acquire, own, hold, use, lease, subdivide, develop, improve, mortgage, pledge, sell, assign, transfer, convey or otherwise dispose of real property of every class and description and buildings, structures and improvements to real property of every class and description.

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers of any stocks so owned;

To aid either by loans or by guaranty of securities or in any other manner, any corporation, domestic or foreign, any shares of

stock, or any bonds, debentures, evidences of indebtedness or other securities which are held by this corporation or in which this corporation shall have any interest, and to do any acts designed to protect, preserve, improve, or enhance the value of any property at any time held or controlled by this corporation or in which it at that time may be interested;

To enter into, make, perform, and carry out contracts of any kind for any lawful purpose with any persons, firms, partnerships, associations or corporations;

The manufacture, purchase, lease as lessee, produce, acquire, import, invest in, own, operate, maintain, manage, furnish, provide, develop, alter, use, hold, mortgage, pledge, encumber, sell, lease as lessor, export, assign, transfer, distribute, dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description (not including the discounting of bills and notes and not including the buying and selling of bills of exchange); and

To establish, purchase, lease as lessee, produce, acquire, own, operate, maintain, manage, furnish, provide, develop, extend, alter, use, pledge, encumber, sell, lease as lessor, assign, transfer, dispose of, trade, deal in and deal with services of every kind, class and description in connection with the foregoing paragraphs (not including, however, services which may not legally be performed by a corporation in the State of Illinois).

EXHIBIT B

Carl C. Greer, President and Director
4501 West 127th Street
Alsip, Illinois 60658

Robert Buschek, Vice President and Director
4501 West 127th Street
Alsip, Illinois 60658

James A. Henshall, Jr., Secretary and Director
4501 West 127th Street
Alsip, Illinois 60658

William V. Roberts, Treasurer and Director
4501 West 127th Street
Alsip, Illinois 60658

Glenn A. Alexander, Assistant Treasurer
and Assistant Secretary
4501 West 127th Street
Alsip, Illinois 60658

John Hamilton, Director
4501 West 127th Street
Alsip, Illinois 60658

Ronald J. Peterson, Director
4501 West 127th Street
Alsip, Illinois

CERTIFICATE OF INCORPORATION
OF
MARTIN EXPLORATION MANAGEMENT CORPORATION

* * * * *

1. The name of the Corporation is Martin Exploration Management Corporation.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

4. The total number of shares of Common Stock which the Corporation shall have authority to issue in One Thousand (1,000); all of such shares shall be without par value.

5. The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Martin Oil Service, Inc.	4501 W. 127th Street, Alsip, Illinois 60658

The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Robert Buschek	4501 W. 127th Street, Alsip, Illinois 60658
Carl C. Greer	4501 W. 127th Street, Alsip, Illinois 60658
John Hamilton	4501 W. 127th Street, Alsip, Illinois 60658
Ronald J. Peterson	4501 W. 127th Street, Alsip, Illinois 60658
William V. Roberts	4501 W. 127th Street, Alsip, Illinois 60658

6. The Corporation shall have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

8. Election of directors need not be by written ballot unless the by-laws of the Corporation so provide.

9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is its act and deed and the facts herein stated are true, and accordingly have hereunto set its hand this 14th day of October, 1975.

MARTIN OIL SERVICE, INC.

CORPORATE SEAL

(SEAL)

By: Carl C. Greer
Carl C. Greer

As Its President

Attest: James A. Henshall, Jr.
James A. Henshall, Jr.

As Its Secretary

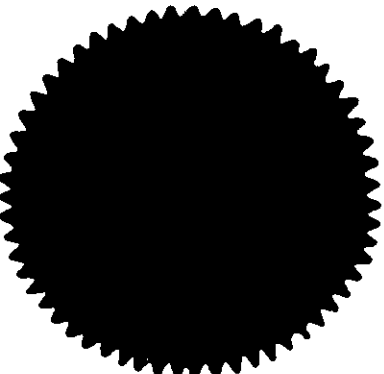


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "Martin Exploration Management Corporation",
as received and filed in this office the twentieth day of October, A.D. 1975, at
10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-first *day*
of June *in the year of our Lord*
one thousand nine hundred and seventy-nine.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State