



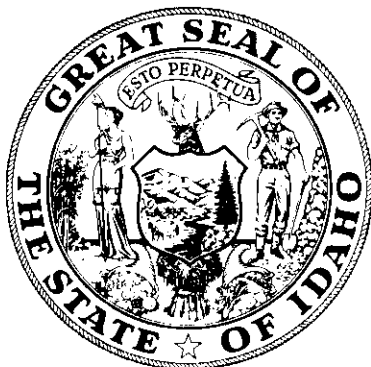
CERTIFICATE OF AUTHORITY
OF

USA PETROTEX CORPORATION

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

Dated November 4, 1982



SECRETARY OF STATE

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 USA PETROTEX CORPORATION
2. *The name which it shall use in Idaho is USA PETROTEX CORPORATION
3. It is incorporated under the laws of California
4. The date of its incorporation is February 4, 1980 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 1633 26th Street, Santa Monica, CA 90404
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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Purchase and reselling of petroleum products.

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

Name	Office	Address
SEE ATTACHED RIDER		

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
500,000	Common	\$1.00

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
250,000	Common	\$1.00

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 October 12, 19 82

USA PETROTEX CORPORATION

By

John J. Moller

Its _____ President

and

Max K. Jamison

Its _____ Secretary

STATE OF CALIFORNIA)

COUNTY OF LOS ANGELES) ss:

I, Betty D. Eppihimer, a notary public, do hereby certify that on this 15th day of October, 19 82, personally appeared before me John J. Moller, who being by me first duly sworn, declared that he is the President of USA PETROTEX CORPORATION

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

Betty D. Eppihimer
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.



LIST OF OFFICERS AND DIRECTORS
OF
USA PETROTEX CORPORATION

OFFICERS

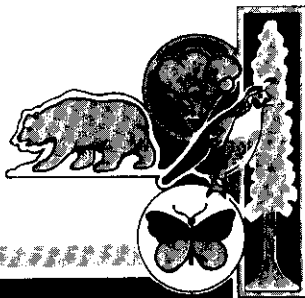
President
Vice President and Secretary
Vice President and Assistant Secretary
Vice President
Chief Financial Officer and Treasurer
Assistant Secretary

John J. Moller
Max K. Jamison
Thomas H. Morrow
Wasył Kurinij
Gary Nunnelly
John Zebrowski

DIRECTORS (3 authorized)

John J. Moller
Peter Moller

ADDRESS: 1633 26th Street
Santa Monica, CA 90404



State of California

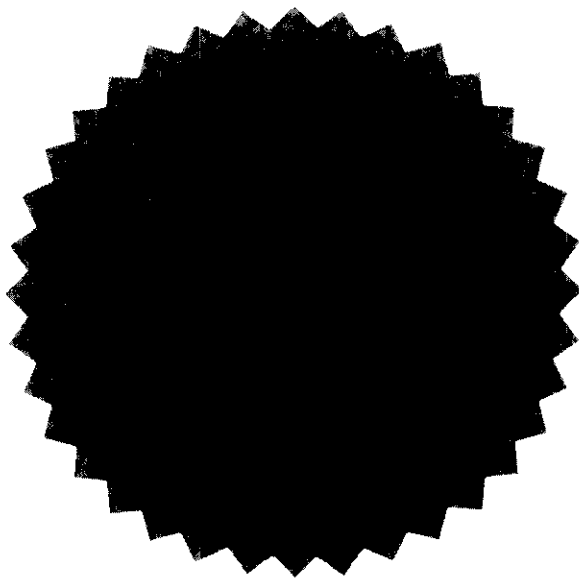
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

OCT 8 1982



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
USA PETROTEX CORPORATION

951270

FILED

In the Office of the Secretary of State
of the State of California

FEB 4 1980

RECEIVED FROM FILE, Secretary of State

Bill Heller

The undersigned Incorporators hereby execute, acknowledge and file the following ARTICLES OF INCORPORATION for the purpose of forming a corporation under the General Corporation Law of the State of California:

One: The name of the Corporation shall be:

USA PETROTEX CORPORATION

Two: 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 California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Three: The name in this state of the Corporation's initial agent for service of process in accordance with subdivision (b) of Section 1502 of the General Corporation Law is:

C T Corporation System

Four: The Corporation is authorized to issue only one class of shares, which shall be designated "Common Shares", and the total number of shares which the Corporation is authorized to issue is Five Hundred Thousand (500,000). The aggregate par value of said shares is \$500,000.00, and the par value of each share is \$1.00.

Five: The names and addresses of each person appointed to act as initial directors are as follows:

Poul E. Moller) 1633 26th Street
John J. Moller) Santa Monica, California 90404
Peter Moller)

IN WITNESS WHEREOF, the undersigned Incorporators have executed the foregoing Articles of Incorporation on January 31, 1980.

Poul E. Moller
Poul E. Moller

John J. Moller
John J. Moller

Peter Moller
Peter Moller

The undersigned declare that they are the persons who executed the foregoing Articles of Incorporation, and that such instrument is the act and deed of the undersigned.

Poul E. Moller
Poul E. Moller

John J. Moller
John J. Moller

Peter Moller
Peter Moller