



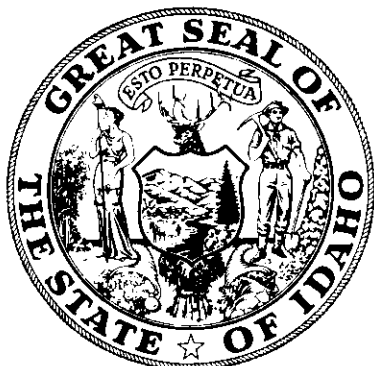
CERTIFICATE OF AUTHORITY
OF

RYDER ENERGY DISTRIBUTION CORPORATION

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

Dated **July 14**, 19**82**.



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:

JUL 19 8 38 AM '82
SECRETARY OF STATE

1. The name of the corporation is RYDER ENERGY DISTRIBUTION CORPORATION
2. *The name which it shall use in Idaho is same as above
3. It is incorporated under the laws of Florida
4. The date of its incorporation is June 16, 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 3600 N.W. 82nd Avenue, Miami, Florida 33166
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:
All activities permitted by a corporation for profit under the laws of Florida and the laws of Idaho, including, but not limited to exploration, acquisition, transportation and sale of fuel and energy products, and all activities related thereto.

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

Name	Office	Address
SEE EXHIBIT "A" ATTACHED		

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
7,500	common	\$1.00

(continued on reverse)

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

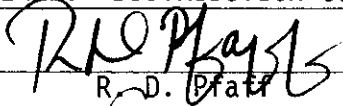
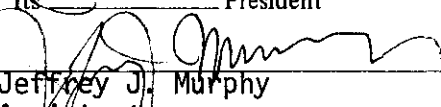
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	common	\$1.00

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 July 8th, 19 82

RYDER ENERGY DISTRIBUTION CORPORATION


By 
R. D. Pfaff
Its President
and 
Jeffrey J. Murphy
Its Assistant Secretary

STATE OF Florida)
COUNTY OF Dade) ss:

I, Beverly Bayne, a notary public, do hereby certify that on this 8th day of July, 19 82, personally appeared before me R. D. PFAFF, who being by me first duly sworn, declared that he is the President of RYDER ENERGY DISTRIBUTION CORPORATION

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

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 29 1986
BONDED THRU GENERAL INS. UNDERWRITERS


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"

RYDER ENERGY DISTRIBUTION CORPORATION

OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
M. Anthony Burns	Chairman of the Board	3600 N.W. 82nd Avenue Miami, Florida 33166
Russell D. Pfaff	President	same as above
James M. Fanelli	Vice President	same as above
James M. Herron	Vice President	same as above
Edwin A. Huston	Vice President	same as above
Terence L. Russell	Secretary	same as above
Jeffrey J. Murphy	Assistant Secretary	same as above
Frederick V. Perry	Assistant Secretary	same as above
Fred Ray Stuever	Assistant Secretary	same as above
Marshall B. Taylor	Treasurer	same as above
C. Phillip Alexander	Assistant Treasurer	same as above
Gerald J. Blouin	Assistant Treasurer	same as above
Ross C. Roadman	Assistant Treasurer	same as above
Harvey Smalheiser	Assistant Treasurer	same as above

DIRECTORS

Leslie O. Barnes	same as above
M. Anthony Burns	same as above
Edwin A. Huston	same as above
Russell D. Pfaff	same as above

State of Florida

JUL 14 8 38 AM '82
SECRETARY OF STATE



Department of State

I certify that the attached is a true and correct copy of Articles of Incorporation, as amended to date of RYDER ENERGY DISTRIBUTION CORPORATION, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
6th day of July, 1982.



George Firestone
Secretary of State

237513

ARTICLES OF INCORPORATION
FOR
RYDER ENERGY DISTRIBUTION, INC.

FILED

JUN 15 10 35 AM '81
DIVISION OF
CORPORATIONS
MIAMI, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:
RYDER ENERGY DISTRIBUTION, INC.

ARTICLE II

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes of this corporation are those of carrying on any lawful business permitted to a corporation for profit

under Chapter 607 of the Florida Statutes, and in connection therewith to have all powers given and granted unto corporations under Chapter 607 of the Florida Statutes, and any other rights and powers vested in corporations for profit under the Florida Statutes, or as may be granted under any amendments thereto at any time hereafter.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock, all of which shall be with a par value of \$1.00 per share.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal office of business and corporate address of said corporation shall be 3600 N.W. 22nd Avenue, Miami, Florida 33152, with the privilege of having branch offices at other places within or without the State of Florida, or within or without the United States of America.

ARTICLE VI

REGISTERED AGENT

The name and mailing address of the Registered Agent shall be: James M. Harron, 3600 N.W. 82nd Avenue, P. O. Box 520816, Miami, Florida 33166.

ARTICLE VII

DIRECTORS

The names and post office addresses of the members of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are chosen, are:

DIRECTORS

Lorlie O. Barnes

Russell D. Pfaff

Edwin A. Huston

M. Anthony Burns

MAILING ADDRESSES

3600 N.W. 82nd Avenue
Miami, Florida

3600 N.W. 82nd Avenue
Miami, Florida

3600 N.W. 82nd Avenue
Miami, Florida

3600 N.W. 82nd Avenue
Miami, Florida

FILED

ARTICLE VIII

JUN 15 10 07 AM '31

INCORPORATORS

DIVISION OF
CORPORATIONS
MIAMI, FLORIDA

The names and mailing addresses of each incorporator are as follows:

NAME

ADDRESS

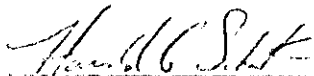
Harold G. Schenker

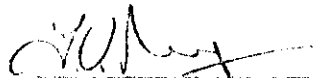
1500 N.W. 82nd Avenue
Miami, Florida

Frederick V. Perry

3600 N.W. 82nd Avenue
Miami, Florida

IN WITNESS WHEREOF, the undersigned have subscribed their names on this, the 15th day of June, 1931.


Harold G. Schenker


Frederick V. Perry

ATTESTANCE OF REGISTERED AGENT


J. M. Brown

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby certify that on this the 15th day of Jan, 1931,
personally came and appeared before me, the undersigned
authority, an officer duly authorized to administer oaths
and take acknowledgments, Frederick V. Perry and George W.
Herron, to me well known and well known by me to be the
persons described in and who generally acknowledged to me
that they executed the foregoing Articles of Incorporation
as their free and voluntary act and deed and for the uses
and purposes therein set forth and expressed.

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

H. Delith Chozien
Notary Public
State of Florida at Large

NOTARY PUBLIC GENERAL STATE OF FLORIDA
MY COMMISSION EXPIRES JAN. 7, 1935
RECORDED IN THE OFFICE OF THE NOTARY

FILED
JUN 30 8 23 AM '81
to the Division of Incorporation for
RYDER ENERGY DISTRIBUTION, INC.

DISS. OF
CORPORATIONS
MIAMI FLORIDA

Ryder Energy Distribution, Inc., a Florida corporation, whose registered office is located at 3600 N.W. 82nd Avenue, Miami, Florida, certifies pursuant to Section 607.187, Florida Statutes, that at a meeting of the stockholders of said Corporation called for the purpose of amending the Articles of Incorporation and held on June 16, 1981, it was resolved by unanimous vote of the stockholders that ARTICLE I of the Articles of Incorporation is amended to read as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

RYDER ENERGY DISTRIBUTION CORPORATION

Signed on June 16, 1981.

RYDER ENERGY DISTRIBUTION, INC.

Attest:

Terence L. Russell
Secretary

By: DLC Maff
President

STATE OF FLORIDA)
COUNTY OF DADE) SS:

Before me personally appeared Terence L. Russell and Russell D. Maff, to me known and known to me to be the individuals described in and who executed the foregoing instrument as Secretary and President of the above named RYDER ENERGY DISTRIBUTION, INC., a Florida corporation,

WITNESS my hand and official seal this 16th day
of June, 1981.

My Commission Expires:

WJS/8688b/2A