

Filing Fee: \$150.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2009 JUN 15 AM 11:25

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

LUKOIL PAN AMERICAS, LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 02/22/2002

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

155 South Main Street, Suite 301 Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is C T Corporation System
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

160 GREENTREE DRIVE, SUITE 101, DOVER, DE 19904

9. The mailing address for the limited liability company is:

73 Broad Street, Suite D, Red Bank, NJ 07701

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FILED
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By JFB92059

10. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. *(If you have checked this box, go to item no. 11.)*

or

B. The limited liability company is to be managed by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

<u>Manager</u>	<u>Address</u>
Thomas J. Rodilosso	20 Sunny Ridge Drive, Fair Haven, NJ 07704
Thomas K. Brown	14 Vintage Farm Lane, Newtown, PA 18940

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 1, 2009

LUKOIL PAN AMERICAS, LLC

Print Exact Name of Limited Liability Company Making Application

By



Signature of authorized person

Thomas J. Rodilosso
Managing Director

Delaware

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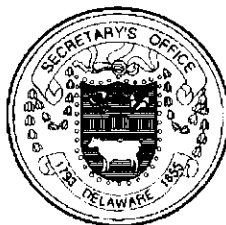
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LUKOIL PAN AMERICAS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF JUNE, A.D. 2009.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7347217

DATE: 06-08-09



LUKOIL North America LLC

CONSENT TO USE OF NAME

TO: SECRETARY OF THE STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

Pursuant to Title 7, Rhode Island General Laws, Chapter 1.2 or Chapter 16, whichever is applicable, the undersigned business entity hereby consents to the use of a similar name.

1. The name of the consenting business entity is: **LUKOIL North America LLC**, organized under the laws of the State of Delaware and registered with the State of Rhode Island.

2. The consenting business entity is a Limited Liability Company.

3. The proposed name of the business entity to which this consent is given: **LUKOIL Pan Americas LLC** and is a limited liability company organized under the laws of the State of Delaware.

The undersigned, being duly authorized to sign on behalf of the consenting business entity, hereby execute this report on the 12th day of June 2009.

LUKOIL North America LLC

By: 

Michael G. Lewis
Secretary

6/12/09 11:25 AM