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ID Number: 519273



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2010 DEC 21 PM 2:42
SECRETARY OF STATE
CORPORATIONS DIVISION

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Superior Plus Energy Services Inc.
2. It is incorporated under the laws of New York
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
Griffith Energy

- 4. The date of its incorporation is September 26, 1949 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 760 Brooks Avenue, Rochester, New York 14619

- 6. The address of its proposed registered office in Rhode Island is 155 South Main Street, Suite 301 (Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is CT Corporation System (City/Town) (Zip Code) (Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Energy Services

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Rows include Wayne Bingham, Greg McCamus, Peter A. Welly, Jeff Fulp, and Keith Wrisley with their respective addresses.

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	See Attached	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1000	Common		No Par Value

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 137,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 500,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is .36 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,123,255,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 16,604,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1.5 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing January 1, 2011

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

Date: 12/16/10

William C. Pfeiffer  
Signature of Authorized Officer of the Corporation

William C. Pfeiffer; Vice President  
Type or Print Name of Authorized Officer

ATTACHMENT TO NUMBER 8(b).

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
William C. Pfeiffer	VP/Ass't Treasurer	760 Brooks Avenue; Rochester; NY
Inder Minhas	VP	6860 Century Avenue; Suite 2001; Mississauga; Ontario; Canada
Wayne Bingham	VP	1400-840 7th Avenue S.W.; Calgary; Alberta; Canada
Keith Wisley	VP	224 Valley Creek Blvd.; Exton; PA

**State of New York**  
**Department of State** } ss:

I hereby certify, that the Certificate of Incorporation of SUPERIOR PLUS ENERGY SERVICES INC. was filed on 09/26/1949, under the name of W.W. GRIFFITH OIL CO., INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment W.W. GRIFFITH OIL CO., INC., changing its name to GRIFFITH OIL CO., INC., was filed 07/08/1993.

A Certificate of Amendment GRIFFITH OIL CO., INC., changing its name to GRIFFITH ENERGY, INC., was filed 10/24/2003.

A Certificate of Amendment GRIFFITH ENERGY, INC., changing its name to SUPERIOR PLUS ENERGY SERVICES INC., was filed 12/08/2010.



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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 16th day of December  
two thousand and ten.*

Daniel Shapiro  
First Deputy Secretary of State