

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. # 91211

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is LINCOLN OIL COMPANY, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) perpetual

THIRD: The purpose or purposes for which the corporation is organized are:

To establish and maintain an oil business with authority to own and operate oil tank cars of all kinds for the shipping and transportation of crude or refined petroleum; to market, buy, sell and deal in and with petroleum and to do any and all things necessary to own and operate said business; and to engage in any other lawful activity.

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CORPORATIONS DIVISION
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FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares 1000 common no par value
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

- (b) *If more than one class:* Total number of shares
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

No stockholders, including their heirs; executors or assignors shall sell any of his common stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a statement of the names and address of transferee or transferees to whom the stockholder intends to sell and transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation and shall be sent by registered mail to the corporation at its principal place of business or shall be delivered personally to the President, Treasurer, or Secretary of the Corporation. The Corporation shall have thirty days after the date of delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said thirty days, whichever shall first occur, no transfer of such stock shall be made by the stockholder permitting the offer, but if the corporation shall reject said offer or if no action shall be taken prior to the expiration of said thirty days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in the said statement at any time within three months after the expiration of said thirty days, but not otherwise or thereafter without again complying with the provisions of this paragraph. Transfer by way of pledge, attachment or other encumbrances are intended to be included in the foregoing provisions shall be void. The corporation by resolution of its shareholders, however, may waive the foregoing provisions respect to any particular transfer.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

The Corporation shall have no Board of Directors. The Bylaws of the Corporation shall be signed by each shareholder who shall thereon be bound thereby, as a contract between him or her, the Corporation; and all other shareholders, subject to modification in accordance with the terms thereon. Incorporation shall require the unanimous vote of all shareholders. All shares issued subsequent to the initial issuance of the corporation shall require the unanimous vote of all the shareholders.

SEVENTH: The address of the initial registered office of the corporation is
1140 Reservoir Ave., Cranston, RI 02920 (add Zip Code)
and the name of its initial registered agent at such address is:
Anthony W. Cofone, Esquire


Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
Thomas A. Vessella, President	195 J.P. Murphy Highway, West Warwick, RI 0288
Thomas A. Vessella, Vice President	same
Thomas A. Vessella, Secretary	same
Thomas A. Vessella, Treasurer	same

NINTH: The name and address of each incorporator is:

Name	Address
Thomas A. Vessella.	195 J.P. Murphy Highway, West Warwick, RI 02893

TENTH: Date when corporate existence to begin (not more than 30 days after filing filing of these articles of incorporation):

upon filing

