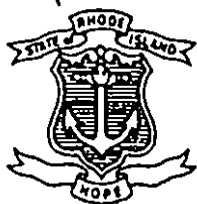


Filing Fee \$150.00

ID Number: 99130



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ORIGINAL 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:

1. The name of the corporation is C.P.I. OIL, INC.

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

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

the distributing of home heating fuel and diesel fuel and any other lawful
purpose.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 600 (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.):

common (NO 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 Chapter 7-1.1 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.):

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

See attached Exhibit "A"

FILED

RECEIVED
SECRETARY OF STATE
JAN 25 1998

FEB 11 1998
CC# 03
By 148463

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

The shareholders will control the internal affairs of the corporation

7. The address of the initial registered office of the corporation is 630 Putnam Pike
(Street)

Greenville, RI 02828 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

THOMAS E. HEFNER

8. The number of directors constituting the initial board of directors of the corporation is n/a 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

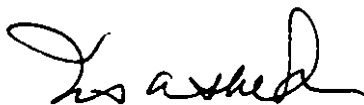
Title	Name	Address
Pres.	William J. Hamill, III	PO BOX U, Chepachet, RI 02814
V. Pres.	Avis M. Hamill	PO BOX U, Chepachet, RI 02814
Secretary	William J. Hamill, III	PO BOX U, Chepachet, RI 02814
Treasurer	Avis M. Hamill	PO BOX U, Chepachet, RI 02814

9. The name and address of each incorporator is:

Name	Address
Thomas E. Hefner, Esquire	630 Putnam Pike, Greenville, RI 02828

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

Dated February 10, 1998



Thomas E. Hefner, Esquire

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Smithfield, on this 10 day of February, 1998, personally appeared
before me Thomas E. Hefner

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

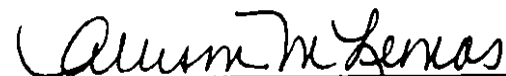

Notary Public
My Commission Expires: 2-18-98

EXHIBIT "A"

No stockholder shall sell or transfer by sale or exchange, gift or otherwise, any of the capital stock of this corporation unless he shall first offer it to the other stockholders of the corporation at its book value on the next preceding annual statement of this company and in determining said book value, no value shall be placed on the good will of the corporation. Upon death or where a stockholder desires to transfer or sell any of the capital stock of this company, the stockholder, his trustee, executor, administrator, or other said person or persons representing said stockholder's interest in said shares, shall send a written notice addressed to each stockholder of the corporation, of his intention to dispose of his stock in the corporation or of such right to purchase the shares hereinafter mentioned, such notice shall be sent by registered mail, return receipt requested. The stockholder shall have thirty (30) days within which to buy all or any portion of the stock offered for sale or transfer or of said deceased shareholder, whichever the case may be, and shall signify their desire to purchase the same by an acceptance in writing sent to the offering stockholder by registered mail, return receipt requested. If at the end of thirty (30) days none of the stockholders to whom the stock is offered have signified their intention to purchase said stock or all or any part thereof, then the offerer shall be at liberty to make such sale or transfer of his stock as he may deem advisable.