

Filing Fee: \$50.00

ID Number: 87142



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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CORPORATIONS DIVISION
JUL 13 12 20 PM '99

FOREIGN LIMITED PARTNERSHIP
CERTIFICATE OF AMENDMENT TO APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-13-52 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby submits the following Certificate of Amendment to the Application for Registration:

1. The name of the limited partnership is:

Star Gas Partners, L.P. ("the Partnership")

2. A Certificate of Registration was issued to the limited partnership by the Office of the Secretary of State of the State of Rhode Island on October 1995, authorizing it to transact business in Rhode Island under the name of Star Gas Partners, L.P.

3. The Application for Registration is amended as follows:

(Insert amendment)

the general partner of the Partnership is Star Gas LLC

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SECRETARY OF STATE
CORPORATIONS DIVISION
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FILED
JUL 13 1999
BY [Signature]
227418

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "STAR GAS PARTNERS, L.P.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2544224 8100

AUTHENTICATION: 9799636

991235998

DATE: 06-11-99

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
STAR GAS PARTNERS, L.P.

Star Gas Partners, L.P., a limited partnership organized under the Delaware Revised Uniform Partnership Act (the "Act"), for purposes of amending and restating its Certificate of Limited Partnership filed with the office of the Secretary of State of Delaware on October 16, 1995 under the name Star Gas Partners L.P., hereby certifies that effective upon filing its Certificate of Limited Partnership is amended and restated to read in its entirety as follows:

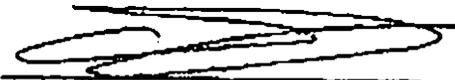
1. The name of the limited partnership is Star Gas Partners, L.P.
2. The address of the registered office of the limited partnership in Delaware is 1013 Centre Road, Wilmington, Delaware 19805. The limited partnership's registered agent at that address is Corporation Service Company.
3. The name and address of the general partner is as follows:

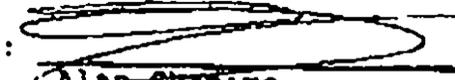
<u>Name</u>	<u>ADDRESS</u>
Star Gas LLC	2187 Atlantic Street Stamford, CT 06902

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership, which restates and integrates and also further amends the Certificate of Limited Partnership as heretofore amended or supplemented, has been duly executed as of the 16th day of April, 1999 and is being filed in accordance with Section 17-210 of the Act by the general partner thereunto duly authorized and by the general partner designated herein as the new general partner.

Star Gas Corporation
the former general partner

Star Gas LLC
the new general partner

By: 
Alan Shapiro
Assistant Secretary

By: 
Alan Shapiro
Assistant Secretary