

87142

Filing Fee: \$100.00



State of Rhode Island and Providence Plantations  
OFFICE OF THE SECRETARY OF STATE

FOREIGN LIMITED PARTNERSHIP  
APPLICATION FOR  
CERTIFICATE OF REGISTRATION  
OF

DEC 6 11 57 AM '95

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership including without abbreviation the words limited partnership is  
Star Gas Partners, Limited Partnership LP  
and, if different, the name which it proposes to register and transact business in the State of Rhode Island is  
Star Gas Partners, L.P. Limited PARTNERSHIP  
(If not applicable, so state)

SECOND: It is organized under the laws of Delaware  
and the date of its formation is October 16, 1995

THIRD: The general character of the business it proposes to transact in Rhode Island is:  
the domestic retail and wholesale distribution of propane for residential, commercial, industrial, agricultural and motor fuel uses and the domestic retail distribution of propane-related supplies and equipment, including home appliances, and water softeners.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is c/o The Prentice-Hall Corporation System, Inc.  
Suite 900, 170 Westminster Street, Providence, Rhode Island 02903  
and the name of the agent resident in Rhode Island at that address is  
The Prentice-Hall Corporation System, Inc.

FILED

DEC 06 1995

By ND # 55  
152453

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is 2187 Atlantic Street, Stamford, CT 06902

SEVENTH: The name and business address of each general partner (s):

General Partner (s)	Address (es)
Star Gas Corporation	2187 Atlantic Street Stamford, CT 06902

EIGHTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions 2187 Atlantic Street, Stamford, CT 06902

NINTH: A mailing address for the foreign limited partnership 2187 Atlantic Street, Stamford, CT 06902

TENTH: A statement of the aggregate capital contributions of the limited partner (s) is \$1,000.00

ELEVENTH: Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority, to transact business in this state and to determine and assess the fees payable as in this chapter prescribed.

Dated Nov. 28, 19 95.

Star Gas Partners, L.P.  
(Exact name of Limited Partnership making application)  
STAR GAS CORPORATION, the General Partner

By: William G. Powers, Jr.  
~~General Partner~~

William G. Powers, Jr., President

State of Connecticut

County of Fairfield

} Sc.

At \_\_\_\_\_ in said county on this 28th  
day of November, 19 95, personally appeared before me  
William G. Powers, Jr.

who, being by me first duly sworn, declared that he/she is a General Partner of the Star Gas  
Partners, L.P., that he/she signed the foregoing  
document as a General Partner of the limited partnership, and that the statements therein contained are true.

Maria McGrath  
Notary Public

Maria McGrath  
NOTARY PUBLIC  
My Commission Expires August 31, 2000

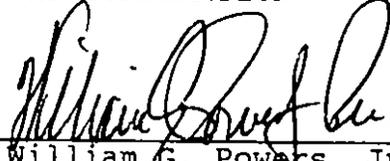
CONSENT TO USE OF SIMILAR NAME

Star Gas Corporation, a Delaware corporation, qualified in the State of Rhode Island, hereby consents to the use of the name Star Gas Partners, L.P. (the "Limited Partnership") by the Limited Partnership.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this consent to be signed by its President on the 27<sup>th</sup> day of November, 1995.

STAR GAS CORPORATION

By: \_\_\_\_\_

  
William G. Powers, Jr.  
President

Office of the Secretary of State

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 CERTIFICATE OF LIMITED PARTNERSHIP OF "STAR GAS PARTNERS L.P." FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 1995, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2544224 8100

AUTHENTICATION: 7712339

950265070

DATE: 11-15-95