



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 23652		2. Name of Corporation Drake Petroleum Company, Inc.			
3. Street Address Principal Business Office 221 Quinebaug Road			City No. Grosvenordale	State CT	Zip 06255
4. Business Phone No 860.935.5200		5. State of Incorporation MASSACHUSETTS			6. SIC Code 3558
7. Brief Description of the Character of Business Conducted in Rhode Island DISTRIBUTOR OF GASOLINE ON A WHOLESALE BASIS					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name David M. Preble			Vice President Name Herbert M. Kaplan		
Street Address 140 Case Street			Street Address 60 East End Avenue, Apt. 28A		
City Norwich	State CT	Zip 06360	City New York	State NY	Zip 10028
Secretary Name Jeffrey A. Walker			Treasurer Name Ernest J. Wilk		
Street Address 70C Baldpate Road			Street Address 11 Lakeside Drive		
City Boxford	State MA	Zip 01921	City Dudley	State MA	Zip 01570
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Herbert M. Kaplan			Director Name Jeffrey A. Walker		
Street Address 60 East End Avenue, Apt. 28A			Street Address 70C Baldpate Road		
City New York	State NY	Zip 10028	City Boxford	State MA	Zip 01921
Director Name Jordan Golding			Director Name		
Street Address 228 Allandale Road, Unit 2B			Street Address		
City Chestnut Hill	State MA	Zip 02467	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 COMM NO PAR VALUE			120	COMM	No

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date 2-14-05
Check No. 030315
By: MB
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Herbert M. Kaplan 1/3/05
Signature of Officer Date
Herbert M. Kaplan
Print or Type Name of Officer
Vice President
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23652		2. Name of Corporation Drake Petroleum Company, Inc.			
3. Street Address Principal Business Office 221 Quinebaug Road			City No. Grosvenordale	State CT	Zip 06255
4. Business Phone No. 806.935.5200		5. State of Incorporation Massachusetts			6. SIC Code 3558
7. Brief Description of the Character of Business Conducted in Rhode Island Distributor of gasoline on a wholesale basis.					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name David M. Preble			Vice President Name Herbert M. Kaplan		
Street Address 140 Case Street			Street Address 60 East End Avenue, Apt. 28A		
City Norwich	State CT	Zip 06360	City New York	State NY	Zip 10028
Secretary Name Jeffrey A. Walker			Treasurer Name Ernest J. Wilk		
Street Address 70C Baldpate Road			Street Address 11 Lakeside Drive		
City Boxford	State MA	Zip 01921	City Dudley	State MA	Zip 01570
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Herbert M. Kaplan			Director Name Jeffrey A. Walker		
Street Address 60 East End Avenue, Apt. 28A			Street Address 70C Baldpate Road		
City New York	State NY	Zip 10028	City Boxford	State MA	Zip 01921
Director Name Jordan Golding			Director Name		
Street Address 228 Allandale Road, Unit 2B			Street Address		
City Chestnut Hill	State MA	Zip 02467	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1000	COMM	NO	120	COMM	NO

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



2 3 6 5 2

File Date 2.18.04

Check No. 6409

By: dc

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Herbert M. Kaplan 1/12/04
Signature of Officer Date
Herbert M. Kaplan
Print or Type Name of Officer
Vice President
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23652		2. Name of Corporation Drake Petroleum Company, Inc.		
3. Street Address Principal Business Office 355 Allens Avenue		City Providence	State RI	Zip 02905
4. Business Phone No. 401.781.9900	5. State of Incorporation Massachusetts		6. SIC Code	
7. Brief Description of the Character of Business Conducted in Rhode Island Distributor of gasoline on a wholesale basis.				
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name James F. Ahern		Vice President Name Gary Plumer		
Street Address 15 Wachusett Drive, PO Box 18		Street Address 86 Burton Street		
City Sutton	State MA	Zip 01590	City Cranston	State RI
Secretary Name Jeffrey A. Walker		Treasurer Name Amato DiBiasio		
Street Address 70C Baldpate Road		Street Address 7 Catalpa Way		
City Boxford	State MA	Zip 01921	City Coventry	State RI
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Warren Alpert		Director Name Herbert M. Kaplan		
Street Address 465 Park Avenue, Apt. 17D		Street Address 60 East End Avenue, Apt. 28A		
City New York	State NY	Zip 10022	City New York	State NY
Director Name Francis K. La Forge		Director Name Edward M. Cosgrove		
Street Address 81-Sturbridge-Hills-road		Street Address 155-Spencer-Woods-Drive		
City Sturbridge	State MA	Zip 01566	City East Greenwich	State RI
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES			ISSUED SHARES	
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
1,000	COMM NO PAR VALUE		120	Common
				No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date 2/24/03
 Check No. 64445
 By: [Signature]
 FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/9/03
 Signature of Officer Date
 Amato DiBiasio
 Print or Type Name of Officer
 Treasurer
 Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23652** 2. Name of Corporation **Drake Petroleum Company, Inc.**
3. Street Address Principal Business Office **355 Allens Avenue** City **Providence** State **RI** Zip **02905**
4. Business Phone No. **401.781.9900** 5. State of Incorporation **MASSACHUSETTS** 6. SIC Code **3558**

7. Brief Description of the Character of Business Conducted in Rhode Island
Distributor of gasoline on a wholesale basis.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name James F. Ahern	Vice President Name Gary Plumer
Street Address 15 Wachusett Drive, PO Box 18	Street Address 86 Burton Street
City Sutton State MA Zip 01590	City Cranston State RI Zip 02902
Secretary Name Jeffrey A. Walker	Treasurer Name Amato DiBiasio
Street Address 70C Baldpate Road	Street Address 7 Catalpa Way
City Boxford State MA Zip 01921	City Coventry State RI Zip 02816

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Warren Alpert	Director Name Herbert M. Kaplan
Street Address 465 Park Avenue, Apt. 17D	Street Address 60 East End Avenue, Apt. 28A
City New York State NY Zip 10022	City New York State NY Zip 10028
Director Name Francis K. La Forge	Director Name Edward M. Cosgrove
Street Address 81 Sturbridge Hills Road	Street Address 389 Wauregan Road
City Sturbridge State MA Zip 01566	City Danielson State CT Zip 06239

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1,000 COMM NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) ISSUED SHARES
Number of Shares Class/Series Par Value
120

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 6 5 2 *

File Date: 2-22-02
Check No.: 59128
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/29/02
Signature of Officer Date
Amato DiBiasio
Print or Type Name of Officer
Treasurer
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23652** 2. Name of Corporation **Drake Petroleum Company, Inc.**
3. Street Address Principal Business Office **355 Allens Avenue** City **Providence** State **RI** Zip **02905**
4. Business Phone No. **401-781-9900** 5. State of Incorporation **MASSACHUSETTS** 6. SIC Code **3558**

7. Brief Description of the Character of Business Conducted in Rhode Island
Distributor of gasoline on a wholesale basis.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name James F. Ahern Street Address 15 Wachusett Drive, PO Box 18 City Sutton State MA Zip 01590	Vice President Name Gary Plumer Street Address 86 Burton Street City Cranston State RI Zip 02920
Secretary Name Jeffrey A. Walker Street Address 70C Baldpate Road City Boxford State MA Zip 01921	Treasurer Name Amato DiBiasio Street Address 7 Catalpa Way City Coventry State RI Zip 02816

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Warren Alpert Street Address 465 Park Avenue, Apt. #17D City New York State NY Zip 10022	Director Name Herbert M. Kaplan Street Address 60 East End Avenue, Apt. #28A City New York State NY Zip 10028
Director Name Francis K. La Forge Street Address 81 Sturbridge Hills Road City Sturbridge State MA Zip 01566	Director Name Edward M. Cosgrove Street Address 389 Wauregan Road City Danielson State CT Zip 06239

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
Number of Shares		
1,000	Common	No Par

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
Number of Shares		
120	Common	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 6 5 2 *

File Date: 2/16
Check No.: 54240
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] Date _____
Amato DiBiasio
Print or Type Name of Officer
Treasurer
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23652** 2. Name of Corporation **Drake Petroleum Company, Inc.**

3. Street Address Principal Business Office **355 Allens Avenue** City **Providence** State **RI** Zip **02905**

4. Business Phone No. **(401) 781-9900** 5. State of Incorporation **MASSACHUSETTS** 6. SIC Code **3558**

7. Brief Description of the Character of Business Conducted in Rhode Island
Distributor of gasoline on a wholesale basis.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name James F. Ahern	Vice President Name Gary Plumer
Street Address 15 Wachusett Drive, PO Box 18	Street Address 86 Burton Street
City State Zip Sutton MA 01590	City State Zip Cranston RI 02920
Secretary Name Jeffrey A. Walker	Treasurer Name Amato DiBiasio
Street Address 70C Baldpate Road	Street Address 7 Catalpa Way
City State Zip Boxford MA 01921	City State Zip Coventry RI 02816

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Warren Alpert	Director Name Herbert M. Kaplan
Street Address 465 Park Ave., #17D	Street Address 60 East End Ave., Apt. 28A
City State Zip New York NY 10022	City State Zip New York NY 10028
Director Name Francis K. La Forge	Director Name Edward M. Cosgrove
Street Address 152 Walker Pond Road	Street Address 389 Wauregan Road
City State Zip Sturbridge MA 01566	City State Zip Danielson CT 06239

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
1,000	Common	No Par

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
120	Common	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 6 5 2 *

File Date: **FEB 25 2000**

Check No.: **FEB 25 2000**

By: **Amato DiBiasio**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Amato DiBiasio 2/23/00

Signature of Officer Date

Amato DiBiasio

Print or Type Name of Officer

Treasurer

Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23652		2. Name of Corporation Drake Petroleum Company, Inc.			
3. Street Address Principal Business Office 355 Allens Avenue			City Providence	State RI	Zip 02905
4. Business Phone No. (401) 781-9900		5. State of Incorporation MASSACHUSETTS			6. SIC Code 0000
7. Brief Description of the Character of Business Conducted in Rhode Island Distributor of gasoline on a wholesale basis.					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name James F. Ahern			Vice President Name Gary Plumer		
Street Address 15 Wachusett Drive, PO Box 18			Street Address 86 Burton Street		
City Sutton	State MA	Zip 01590	City Cranston	State RI	Zip 02920
Secretary Name Jeffrey A. Walker			Treasurer Name Amato DiBiasio		
Street Address 70C Baldpate Road			Street Address 7 Catalpa Way		
City Boxford	State MA	Zip 01921	City Coventry	State RI	Zip 02816
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Warren Alpert			Director Name Jeffrey A. Walker		
Street Address 465 Park Avenue, #17D			Street Address 70C Baldpate Road		
City New York	State NY	Zip 10022	City Boxford	State MA	Zip 01921
Director Name Francis K. La Forge			Director Name Edward M. Cosgrove		
Street Address 152 Walker Pond Road			Street Address 389 Wauregan Road		
City Sturbridge	State MA	Zip 01566	City Danielson	State CT	Zip 06239
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	Common	No Par	120	Common	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: Mar 1 1999
Check No.: 37248
By: JD

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

 Amato DiBiasio 1/7/99
Signature of Officer Date
 Amato DiBiasio
Print or Type Name of Officer
 Treasurer
Title of Officer

DRAKE PETROLEUM COMPANY, INC.

TITLE	NAME	ADDRESS
Director	Warren Alpert	Ritz Tower Hotel, 465 Park Av., #17D, NY, NY 10022
Director	Jeffrey A. Walker	70C Baldpate Road, Boxford, MA 01921
Director	Francis K. LaForge	152 Walker Pond Road, Sturbridge, MA 01566
Director	Edward M. Cosgrove	389 Wauregan Road, Danielson, CT 06239
Director	James F. Ahern	15 Wachusett Dr., P.O. Box 18, Sutton, MA 01590
President	James F. Ahern	15 Wachusett Dr., P.O. Box 18, Sutton, MA 01590
Vice President	Francis K. LaForge	152 Walker Pond Road, Sturbridge, MA 01566
Vice President	Edward M. Cosgrove	389 Wauregan Road, Danielson, CT 06239
Vice President	Herbert M. Kaplan	60 East End Avenue, New York, NY 10028
Vice President	Gary Plumer	86 Burton Street, Cranston, RI 02920
Vice President	David M. Preble	344 Lathrop Road, Plainfield, CT 06374
Treasurer	Amato DiBiasio	7 Catalpa Way, Coventry, RI 02816
Assistant Treasurer	John T. Dziedzic	2 Gail Drive, Bristol, RI 02809
Clerk	Jeffrey A. Walker	70C Baldpate Road, Boxford, MA 01921
Assistant Clerk	Ann Marie Cappello	42 A Street, Cranston, RI 02920



1998



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23652		2. Name of Corporation Drake Petroleum Company, Inc.			
3. Street Address Principal Business Office 355 Allens Avenue		City Providence	State RI		
4. Business Phone No. (401) 781-9900		5. State of Incorporation MASSACHUSETTS	6. SIC Code 3558		
7. Brief Description of the Character of Business Conducted in Rhode Island Distributor of gasoline on a wholesale basis.					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>					
President Name James F. Ahern		Vice President Name Gary Plumer			
Street Address 15 Wachusett Dr., PO Box 18		Street Address 86 Burton Street			
City Sutton	State MA	City Cranston	State RI		
Zip 01590		Zip 02920			
Secretary Name Jeffrey A. Walker		Treasurer Name Amato DiBiasio			
Street Address 26 Lilly Pond Road		Street Address 7 Catalpa Way			
City West Boxford	State MA	City Coventry	State RI		
Zip 01885		Zip 02816			
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>					
Director Name Warren Alpert		Director Name Jeffrey A. Walker			
Street Address Ritz Tower Hotel, 465 Park Ave., #170		Street Address 26 Lilly Pond Road			
City New York	State NY	City West Boxford	State MA		
Zip 10022		Zip 01885			
Director Name Francis K. La Forge		Director Name Edward M. Cosgrove			
Street Address 152 Walker Pond Road		Street Address 389 Wauregan Road			
City Sturbridge	State MA	City Danielson	State CT		
Zip 01566		Zip 06239			
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	Common	No Par	120	Common	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 6 5 2 *

File Date: 2/24
 Check No.: 33849
 By: KAP

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/24/98
 Signature of Officer Date
Amato DiBiasio
 Print or Type Name of Officer
Treasurer
 Title of Officer

DRAKE PETROLEUM COMPANY, INC.

TITLE	NAME	ADDRESS
Director	Warren Alpert	Ritz Tower Hotel, 465 Park Av., #17D, NY, NY 10022
Director	Jeffrey A. Walker	26 Lilly Pond Road, West Boxford, MA 01885
Director	Francis K. LaForge	152 Walker Pond Road, Sturbridge, MA 01566
Director	Edward M. Cosgrove	389 Wauregan Road, Danielson, CT 06239
Director	James F. Ahern	15 Wachusett Dr., P.O. Box 18, Sutton, MA 01590
President	James F. Ahern	15 Wachusett Dr., P.O. Box 18, Sutton, MA 01590
Vice President	Francis K. LaForge	152 Walker Pond Road, Sturbridge, MA 01566
Vice President	Edward M. Cosgrove	389 Wauregan Road, Danielson, CT 06239
Vice President	Herbert M. Kaplan	60 East End Avenue, New York, NY 10028
Vice President	Gary Plumer	86 Burton Street, Cranston, RI 02920
Vice President	David M. Preble	344 Lathrop Road, Plainfield, CT 06374
Treasurer	Amato DiBiasio	7 Catalpa Way, Coventry, RI 02816
Assistant Treasurer	John T. Dziedzic	2 Gail Drive, Bristol, RI 02809
Clerk	Jeffrey A. Walker	26 Lilly Pond Road, West Boxford, MA 01885
Assistant Clerk	Ann Marie Cappello	42 A Street, Cranston, RI 02920



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23652** 2. Name of Corporation **Drake Petroleum Company, Inc.**
3. Street Address Principal Business Office **355 Allens Avenue** City **Providence** State **RI** Zip **02908**
4. Business Phone No. **(401) 781-9900** 5. State of Incorporation **MASSACHUSETTS** 6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island
Distributor of gasoline on a wholesale basis.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name James F. Ahern Street Address 15 Wachusett Drive City State Zip Sutton MA 01590	Vice President Name Gary Plumer Street Address 86 Burton Street City State Zip Cranston RI 02920
Secretary Name Benjamin Alpert Street Address 19 Westgate Road City State Zip Newton MA 02159	Treasurer Name Amato DiBiasio Street Address 7 Catalpa Way City State Zip Coventry RI 02816

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Warren Alpert Street Address 465 Park Avenue, Apt. 17D City State Zip New York, NY 10022	Director Name Benjamin Alpert Street Address 19 Westgate Road City State Zip Newton, MA 02159
Director Name Francis K. LaForge Street Address 152 Walker Pond Road City State Zip Sturbridge MA 01566	Director Name Edward M. Cosgrove Street Address 389 Wauregan Road City State Zip Danielson CT 06239

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	Common	No Par	120	Common	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2-25-97
Check No.: 29518
By: ICP / JRT
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 1/14/97
Amato DiBiasio
Print or Type Name of Officer
Treasurer
Title of Officer

**PROFIT CORPORATION
ANNUAL REPORT**

1996



State of Rhode Island and Providence Plantations
James R. Langevin, *Secretary of State*
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 23652		2. NAME OF CORPORATION Drake Petroleum Company, Inc.	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 355 Allens Avenue		CITY Providence	STATE RI
		ZIP CODE 02905	
4. BUSINESS PHONE NO. (401) 781-9900		5. STATE OF INCORPORATION MASSACHUSETTS	
6. SIC CODE			
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Distributor of gasoline on a wholesale basis.			

8. NAMES AND ADDRESSES OF THE OFFICERS			
PRESIDENT NAME James F. Ahern		VICE PRESIDENT NAME Gary Plumer	
STREET ADDRESS 15 Wachusett Drive		STREET ADDRESS 86 Burton Street	
CITY Sutton	STATE MA	ZIP CODE 01590	
			CITY Cranston
			STATE RI
			ZIP CODE 02920
SECRETARY NAME Benjamin Alpert		TREASURER NAME Amato DiBiasio	
STREET ADDRESS 19 Westgate Road		STREET ADDRESS 218 Wellspring Drive	
CITY Newton	STATE MA	ZIP CODE 02159	
			CITY Warwick
			STATE RI
			ZIP CODE 02886

9. NAMES AND ADDRESSES OF THE DIRECTORS			
DIRECTOR NAME Warren Alpert		DIRECTOR NAME Benjamin Alpert	
STREET ADDRESS 465 Park Avenue, Apt. 17D		STREET ADDRESS 19 Westgate Road	
CITY New York	STATE NY	ZIP CODE 10022	
			CITY Newton
			STATE MA
			ZIP CODE 02159
DIRECTOR NAME Francis K. LaForge		DIRECTOR NAME Edward M. Cosgrove	
STREET ADDRESS 152 Walker Pond Road		STREET ADDRESS 389 Wauregan Road	
CITY Sturbridge	STATE MA	ZIP CODE 01566	
			CITY Danielson
			STATE CT
			ZIP CODE 06239

10. SHARES AUTHORIZED AND ISSUED					
AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
1,000	Common	No Par	120	Common	No Par

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: 2/26/96

Check No: 026131

By: *[Signature]*
For Secretary of State Use Only

[Signature]
Signature of Officer

Amato DiBiasio

Print or Type Name of Officer

Treasurer

Title of Officer

12/18/95

Date

State of Rhode Island and Providence Plantations



Office of The Secretary of State
 100 North Main Street
 Providence, Rhode Island 02903-1335
 401-277-3040

ANNUAL REPORT

Please Type or Print
 File Annually - Jan. 1 - March 1
 Filing Fee \$50.00
 Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

0033652

1995

Corporate ID: _____ Annual Report for the year: _____

Drake Petroleum Company, Inc.

Name of Corporation: _____

Business entity organized under the laws of the State of: MA

Business Entity is (check one):

For foreign entity, address and telephone number of principal office:

Business Corporation (See RIGL Chapter 7-1.1)

c/o Warren Equities, Inc., Law Dept.

Professional Service Corporation (See RIGL Chapter 7-5.1)

470 Totten Pond Road

Waltham, MA 02154

Phone: (617) 890-9000

Brief statement of the character of business conducted in Rhode Island:

A distributor of Gasoline on a wholesale basis.

Address and telephone of the principal office of business entity in Rhode

Island (Provide street address - Not P.O. Box):

355 Allens Avenue

Providence, RI 02905

Phone: (401) 781-9900

THE NAMES OF THE OFFICERS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
PRESIDENT <u>James F. Ahern</u>	<u>15 Wachusett Drive</u>	<u>Sutton, MA</u>	<u>01590</u>
VICE PRESIDENT			
SECRETARY <u>Francis K. LaForge</u>	<u>152 Walker Pond Road</u>	<u>Sturbridge, MA</u>	<u>01566</u>
TREASURER <u>Benjamin Alpert</u>	<u>19 Westgate Road</u>	<u>Newton, MA</u>	<u>02159</u>
<u>Amato DiBiasio</u>	<u>218 Wellspring Drive</u>	<u>Warwick, RI</u>	<u>02886</u>

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>Warren Alpert</u>	<u>465 Park Ave., #17D</u>	<u>New York, NY</u>	<u>10022</u>
<u>Benjamin Alpert</u>	<u>19 Westgate Road</u>	<u>Newton, MA</u>	<u>02159</u>
<u>Edward M. Cosgrove</u>	<u>389 Wauregan Road</u>	<u>Danielson, CT</u>	<u>06239</u>

NUMBER OF SHARES AUTHORIZED (Rider may be attached)			NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)		
Number of Shares	Class / Series		Number of Shares	Class / Series	
1,000	Common/N.A.	No Par	120	Common/N.A.	No Par

Date February 22, 1995

By: _____

Amato DiBiasio

Treasurer

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

ALFRED J. LETIZIA
 355 ALLENS AVE.
 PROVIDENCE RI 02905

FILED

FEB 24 1995

By CC 022983

Filing Fee \$50.00
 Payable to:
 Secretary of State

PLEASE TYPE or PRINT
 State of Rhode Island and Providence Plantations
 Office of The Secretary of State
 100 North Main Street
 Providence, Rhode Island 02903-1335
 401-277 3040

File Annually
 I.L.C. Sept 1 - Nov 1
 CORP. Jan 1 - March 1

Corporate ID: 0025652 Annual Report for the year: 1994

Name of Business Entity: Drake Petroleum Company, Inc.

Business entity organized under the laws of the State of: MA

Federal Taxpayer Identification Number [REDACTED]

For foreign entity, address and telephone number of principal office

c/o Warren Equities, Inc. Law Dept.

50 Congress St., Room 936

Boston, MA 02109

Phone: (617) 723-5100

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

355 Allens Avenue

Providence, RI 02905

Phone: (401) 781-9900

Business Entity is (check one)

- Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)
 Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

Christopher Bacon

Director of Taxes

Drake Petroleum Company, Inc.

355 Allens Avenue, Providence, RI 02905

Brief statement of the character of business conducted in Rhode Island:

A distributor of gasoline on a wholesale

basis.

Date of Organization 4/17/58

Date of Qualification to do business in Rhode Island (if foreign entity):

9/16/76

THE NAMES OF THE OFFICERS ARE:

OFFICE	NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<input type="checkbox"/> CHIEF EXECUTIVE OFFICER OR <input checked="" type="checkbox"/> PRESIDENT (Check One)	Francis K. LaForge	152 Walker Pond Rd.	Sturbridge, MA	01566
<input type="checkbox"/> CHIEF OPERATING OFFICER OR <input checked="" type="checkbox"/> VICE PRESIDENT (Check One)	Edward M. Cosgrove	389 Wauregan Rd.	Danielson, CT	06239
<input type="checkbox"/> CUSTODIAN OF RECORDS OR <input checked="" type="checkbox"/> SECRETARY (Check One)	Benjamin Alpert	19 Westgate Rd.	Newton, MA	02159
<input type="checkbox"/> CHIEF FINANCIAL OFFICER OR <input checked="" type="checkbox"/> TREASURER (Check One)	Amato DiBiasio	218 Wellspring Dr.	Warwick, RI	02886

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Warren Alpert	465 Park Ave., #17D	New York, NY	10022
Benjamin Alpert	19 Westgate Rd.	Newton, MA	02159
Edward M. Cosgrove	389 Wauregan Rd.	Danielson, CT	06239

NUMBER OF SHARES AUTHORIZED (If Applicable)		NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)	
NUMBER	1,000	NUMBER	120
CLASS	Common	CLASS	Common
SERIES	N/A	SERIES	N/A
PAR VALUE OR WITHOUT PAR	No Par	PAR VALUE OR WITHOUT PAR	No Par

Date January 21, 1994

By [Signature]

Amato DiBiasio
 PRINT OR TYPE NAME OF OFFICER SIGNING

Treasurer

TITLE OF OFFICER SIGNING

FILED

REC'D

By Am 1994

Form 3 1/94

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form I.L.C. 3 must be filed.

ALFRED J. LETIZIA
 355 ALLENS AVE.
 PROVIDENCE RI 02905

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

164647B

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0029652 Annual Report for the year 1993

FIRST: The name of the corporation is Drake Petroleum Company, Inc.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: Character of business, briefly stated, is a distributor of gasoline on a wholesale basis.

FOURTH: If foreign corporation, address of its principal office c/o Benjamin Alpert, Alpert & Eastman
50 Congress Street, Boston, MA 02109

FIFTH: Business address in Rhode Island 355 Allens Avenue, Providence, RI 02905

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Warren Alpert	Director	465 Park Ave., #17D, New York, NY 10022
Benjamin Alpert	Director	19 Westgate Rd., Newton, MA 02159
Edward M. Cosgrove	Director	389 Wauregan Rd., Danielson, CT 06239
Francis K. LaForge	President	152 Walker Pond Rd., Sturbridge, MA 01566
James F. Ahern	Vice President	15 Wachusett Drive, Sutton, MA 01590
Benjamin Alpert	Secretary	19 Westgate Rd., Newton, MA 02159
Amato DiBiasio	Treasurer	218 Wellspring Drive, Warwick, RI 02886

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	N/A	No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
120	Common	N/A	No Par

FALL
FEB 24 1993
SECRETARY OF STATE

Dated January 21, 19 93

DRAKE PETROLEUM COMPANY, INC.

(Name of Corporation)

By [Signature]

Amato DiBiasio

Title Treasurer

(Report must be signed by an officer)

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0023652 Annual Report for the year 1992

FIRST: The name of the corporation is Drake Petroleum Company, Inc.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: Character of business, briefly stated, is a distributor of gasoline on a wholesale basis.

FOURTH: If foreign corporation, address of its principal office c/o Benjamin Alpert, Alpert & Eastman,
50 Congress Street, Boston, MA 02109

FIFTH: Business address in Rhode Island 355 Allens Avenue, Providence, RI 02905

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Warren Alpert	Director	465 Park Ave., #17D, New York, NY 10022
Benjamin Alpert	Director	19 Westgate Rd., Newton, MA 02159
Edward M. Cosgrove	Director	389 Wauregan Road, Danielson, CT 06239
Francis K. LaForge	President	152 Walker Pond Rd., Sturbridge, MA 01566
James F. Ahern	Vice President	15 Wachusett Drive, Sutton, MA 01590
Benjamin Alpert	Secretary	19 Westgate Rd., Newton, MA 02159
Amato DiBiasio	Treasurer	218 Wellspring Drive, Warwick, RI 02886

SEVENTH: Number of Shares authorized:

No of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	N/A	No Par

Rec'd & Filed FEB 25 1992
SD 9187

EIGHTH: Number of Shares issued:

No of Shares	Class	Series	Par Value or statement that shares are without par value
120	Common	N/A	No Par

Dated January 24, 19 92

DRAKE PETROLEUM COMPANY, INC.
(Name of Corporation)

By
Title Treasurer

(Report must be signed by an officer)


State of Rhode Island and Providence Plantations
 CORPORATIONS DIVISION
 100 NORTH MAIN STREET
 PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0023652 Annual Report for the year 1991

FIRST: The name of the corporation is Drake Petroleum Company, Inc.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: Character of business, briefly stated, is Distributor of gasoline on a wholesale basis.

FOURTH: If foreign corporation, address of its principal office c/o Benjamin Alpert, Alpert & Eastman, 50 Congress Street, Boston, MA 02109

FIFTH: Business address in Rhode Island 355 Allens Avenue, Providence, RI 02905

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Warren Alpert	Director	465 Park Ave., #17D, New York, NY 10022
Benjamin Alpert	Director	19 Westgate Road, Newton, MA 02159
Edward M. Cosgrove	Director	389 Wauregan Road, Danielson, CT 06239
Alfred J. Letizia	President	24 Karin Ann Dr., Smithfield, RI 02917
Edward M. Cosgrove	Vice President	389 Wauregan Road, Danielson, CT 06239
Benjamin Alpert	Secretary	19 Westgate Road, Newton, MA 02159
Richard J. Sawicki	Treasurer	15 Chicory Lane, Cranston, RI 02921

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	N/A	No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
120	Common	N/A	No Par

JAN 16 1991
 SECY OF STA
 SENS/A

Dated January 3, 19 91

Drake Petroleum Company, Inc.
(Name of Corporation)

By 
Richard J. Sawicki
Title Treasurer

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

AT

Corporate ID.....0023652..... Annual Report for the year.....1990.....

FIRST: The name of the corporation is.....Drake Petroleum Company, Inc.....

SECOND: It is incorporated under the laws of.....Massachusetts.....

THIRD: Character of business, briefly stated, is.....Distributor of gasoline on a wholesale basis.....

FOURTH: If foreign corporation, address of its principal office.....c/o Benjamin Alpert, Alpert &
Eastman, 50 Congress Street, Boston, MA 02109.....

FIFTH: Business address in Rhode Island.....355 Allens Avenue, Providence, RI 02905.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Warren Alpert	Director	465 Park Avenue, New York, NY 10022
Benjamin Alpert	Director	19 Westgate Road, Newton, MA 02109
Edward M. Cosgrove	Director	389 Wauregan Road, Danielson, CT 06239
Alfred J. Letizia	President	24 Karen Ann Drive, Smithfield, RI 02917
Edward M. Cosgrove	Vice President	389 Wauregan Road, Danielson, CT 06239
Benjamin Alpert	Secretary	19 Westgate Road, Newton, MA 02109
Richard J. Sawicki	Treasurer	15 Chicory Lane, Cranston, RI 02920

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	N/A	No Par

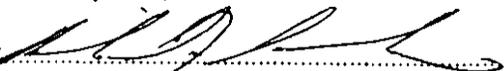
EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
120	Common	N/A	No Par

PAID
MAR 12 1990
SECY. OF STATE

Dated.....1/19..... 19 90.....

Drake Petroleum Company, Inc.
(Name of Corporation)

By..........

Richard J. Sawicki
Title.....Treasurer.....

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0028652 Annual Report for the year 1989

FIRST: The name of the corporation is Drake Petroleum Company, Inc.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: Character of business, briefly stated, is Distributor of gasoline on a wholesale basis.

FOURTH: If foreign corporation, address of its principal office c/o Benjamin Alpert, 50 Congress Street, Boston, MA 02109

FIFTH: Business address in Rhode Island 355 Allens Avenue, Providence, RI 02905

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Warren Alpert	Director	465 Park Ave., New York, NY 10022
Benjamin Alpert	Director	19 Westgate Road, Newton, MA 02159
Edward M. Cosgrove	Director	389 Wauregan Road, Danielson, CT 06239
Alfred J. Letizia	President	24 Karen Ann Drive, Smithfield, RI 02917
Edward M. Cosgrove	Vice President	389 Wauregan Road, Danielson, CT 06239
Benjamin Alpert	Secretary	19 Westgate Road, Newton, MA 02159
Richard J. Sawicki	Treasurer	15 Chicory Lane, Cranston, RI 02920

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	N/A	No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
120	Common	N/A	No Par

SECY OF STATE
PAID
17 1989

Dated 1/31 19 89

Drake Petroleum Company, Inc.
(Name of Corporation)

By
Richard J. Sawicki
Title Treasurer

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 22692 Annual Report for the year 1988

FIRST: The name of the corporation is Drake Petroleum Company, Inc.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: Character of business, briefly stated, is Distributor of refined petroleum products.

FOURTH: If foreign corporation, address of its principal office 355 Allens Avenue
Providence, RI 02905

FIFTH: Business address in Rhode Island Same as Above

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Warren Alpert	Director	465 Park Avenue, New York, NY 10022
Benjamin Alpert	Director	19 Westgate Road, Newton, MA 02159
Francis K. LaForge	Director	152 Walker Pond Road, Sturbridge, MA 01566
Alfred J. Letizia	President	24 Karen Ann Drive, Smithfield, RI 02917
Edward M. Cosgrove	Vice President	RR #1, Box 148, Danielson, CT 06239
Benjamin Alpert	Secretary	19 Westgate Road, Newton, MA 02159
Richard Sawicki	Treasurer	15 Chicory Lane, Cranston, RI 02920

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No Par

PAID

MAR 14 1988

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
120	Common		No Par

SECY OF STATE

al

Dated February 3, 19 88

DRAKE PETROLEUM COMPANY, INC.
(Name of Corporation)

By Perry Caparco
Perry Caparco
Title Assistant Treasurer

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....23652..... Annual Report for the year1987.....

FIRST: The name of the corporation is.....Drake Petroleum Company, Inc.....

SECOND: It is incorporated under the laws of.....Massachusetts.....

THIRD: Character of business, briefly stated, is purchase gasoline and motor oil from suppliers..
Distribute gasoline on a wholesale basis to gasoline service stations and commercial
accounts. Own equipment on location at gasoline service stations.

FOURTH: If foreign corporation, address of its principal office.....355 Allens Ave., Prov., RI.....

FIFTH: Business address in Rhode Island.....355 Allens Ave., Providence, Rhode Island 02907.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Warren Alpert	Director	465 Park Ave., New York, NY
Benjamin Alpert	Director	19 Westgate Rd., Newton, MA
Edward M. Cosgrove	Director	Wauregan Rd., Danielson, CT
Alfred J. Letizia	President	24 Karen-Ann Dr., Smithfield, RI
Edward M. Cosgrove	Vice President	Wauregan Rd., Danielson, CT
Benjamin Alpert	Secretary	19 Westgate Rd., Newton, MA
Richard J. Sawicki	Treasurer	15 Chicory Lane, Cranston, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	COMMON		Without Par Value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
120	COMMON		Without Par Value

PAID

FEB 26 1987

SECY. OF STATE

MAY 14 1987

Dated.....February 23..... 19 87.....

DRAKE PETROLEUM COMPANY, INC.
(Name of Corporation)

By.....*Alfred J. Letizia*.....

Title.....President.....

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23652 Annual Report for the year 1986

FIRST: The name of the corporation is Drake Petroleum Company, Inc.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: Character of business, briefly stated, is purchase gasoline and motor oil from suppliers, Distribute gasoline on a wholesale basis to gasoline service stations and commercial accounts. Own equipment on location at gasoline service stations.

FOURTH: If foreign corporation, address of its principal office 355 Allens Ave., Prov., RI

FIFTH: Business address in Rhode Island 355 Allens Ave., Providence, Rhode Island 02907

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Warren Alpert	Director	465 Park Ave., New York, NY
Benjamin Alpert	Director	19 Westgate Rd., Newton, MA
Edward M. Cosgrove	Director	Wauregan Rd., Danielson, CT
Alfred J. Letizia	President	24 Karen-Ann Dr., Smithfield, RI
Edward M. Cosgrove	Vice President	Wauregan Rd., Danielson, CT
Benjamin Alpert	Secretary	19 Westgate Rd., Newton, MA
Richard J. Sawicki	Treasurer	15 Chicory Lane, Cranston, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	COMMON		Without Par Value

PAID

APR 3 1986

SECY. OF STATE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
120	COMMON		Without Par Value

Dated February 18, 19 86

DRAKE PETROLEUM COMPANY, INC.

(Name of Corporation)

APR 19 ENT'D *ML*

By Alfred J. Letizia

Title President

(Report must be signed by an officer)

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

✓
23652

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

Annual Report for the year 1985

FIRST: The name of the corporation is Petroleum
DRAKE OIL LTD., INC. Co. Inc.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: Character of business, briefly stated, is to purchase and distribute petroleum products, primarily those of Phillips Petroleum Co..

FOURTH: If foreign corporation, address of its principal office
355 Allens Avenue, Providence, Rhode Island 02907

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address)

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Warren Alpert	Director	465 Park Ave., New York, N. Y.
Benjamin Alpert	Director	19 Westgate Rd., Newton, MA
Edward M. Cosgrove	Director	Wauregan Rd., Danielson, Ct.
Francis K. LaForge	President	152 Walker Pond Rd., Sturbridge, Ct.
Edward M. Cosgrove	Vice President	Wauregan Rd., Danielson, Ct.
Benjamin Alpert	Secretary	19 Westgate Rd., Newton, MA
Mark Quinlan	Treasurer	26 A Valley View Lane, Worcester, MA

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	COMMON		Without Par Value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	COMMON		Without Par Value

Dated: February 20, 1985 19
DRAKE OIL LTD., INC.
(Name of Corporation)

RECEIVED MAR

1985 By Edward M. Cosgrove
Title Vice President

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

23652 ✓

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

Annual Report for the year 1985

FIRST: The name of the corporation is Drake Petroleum Company, Inc.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: Character of business, briefly stated, is purchase gasoline and motor oil from suppliers. Distribute gasoline on a wholesale basis to gasoline service stations and commercial accounts. Own equipment on location at gasoline service stations.

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island

355 Allens Avenue, Providence, Rhode Island

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Warren Alpert	Director	465 Park Ave., New York, N. Y.
Benjamin Alpert	Director	19 Westgate Rd., Newyon, MA
Edward M. Cosgrove	Director	Wauregan Rd., Danielson, Ct.
Alfred J. Letizia	President	24 Karen-Ann Dr., Smithfield, R. I.
Edward M. Cosgrove	Vice President	Wauregan Rd., Danielson, Ct.
Benjamin Alpert	Secretary	19 Westgate Rd., Newton, MA
Richard J. Sawicki	Treasurer	15 Chicory Lane, Cranston, R. I.

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	COMMON		Without Par Value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
120	COMMON		Without Par Value

Dated: March 7 19 85

DRAKE PETROLEUM CO., INC.

(Name of Corporation)

By *Alfred J. Letizia*

Title President

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

15.00
15.00
CHG
155A001

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

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

Annual Report for the year 1984

FIRST: The name of the corporation is DRAKE PETROLEUM CO., INC.

SECOND: It is incorporated under the laws of MASSACHUSETTS

THIRD: Character of business, briefly stated, is purchase gasoline and motor oil from suppliers. Distribute gasoline on a wholesale basis to gasoline service stations and commercial accounts. Own equipment on location at gasoline service stations.

FOURTH: If foreign corporation, address of its principal office
355 Allens Ave., Providence, R. I. 02907

FIFTH: Business address in Rhode Island

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Warren Alpert	Director	465 Park Ave., New York, N. Y.
Benjamin Alpert	Director	19 Westgate Rd., Newton, MA
Edward M. Cosgrove	Director	Wauregan Rd., Danielson, Ct.
Alfred J. Letizia	President	24 Karen-Ann Dr., Smithfield, R. I.
Edward M. Cosgrove	Vice President	Wauregan Rd., Danielson, Ct.
Benjamin Alpert	Secretary	19 Westgate Rd., Newton, MA
Richard J. Sawicki	Treasurer	15 Chicory Lane, Cranston, R. I.

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	COMMON		Without Par Value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
120	COMMON		Without Par Value

Dated: March 2, 19 84

DRAKE PETROLEUM CO., INC.
(Name of Corporation)

By *Alfred J. Letizia*

Title President

(Report must be signed by an officer)

APR 5 1984
DCS

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

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

Annual Report for the year 1983

FIRST: The name of the corporation is Drake Petroleum Company, Inc

SECOND: It is incorporated under the laws of Massachusetts

THIRD: Character of business, briefly stated, is Sales to other wholesale
Distributors

FOURTH: If foreign corporation, address of its principal office 2 Southbridge
Street, Auburn, Massachusetts

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) Warren Oil Company, 355 Allen Avenue, Providence, Rhode Island 02907

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Warren Alpert	Director	10 East 53rd St., New York, N.Y.
Edward M. Cosgrove	Director	Wauregan Road, Danielson, CT
Benjamin Alpert	Director	19 Westgate Rd., Newton, Ma
Francis K. LaForge	Director President	152 Walker Pond Rd., Sturbridge, Ma
Bertram W. Bogue, Jr.	Vice President	7 Conger Road, Worcester, Ma
Benjamin Alpert	Secretary	Same As Above
Mark E. Quinlan	Treasurer	26A Valley View Lane, Worcester, Ma

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		No Par Value

FEB 21 1983

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
110	Common	2 17 83	No Par Value

Dated: February 11, 1983

Drake Petroleum Company, Inc.

(Name of Corporation)

By Mark E. Quinlan

Title Treasurer

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

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

Annual Report for the year 1982

FIRST: The name of the corporation is *Drake Petroleum Company, Inc.*

SECOND: It is incorporated under the laws of *Massachusetts*

THIRD: Character of business, briefly stated, is *Sales to other wholesale Distributors*

FOURTH: If foreign corporation, address of its principal office *2 Southbridge Street, Auburn, Massachusetts*

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) *Warren Oil Company, 355 Allen Avenue, Providence, Rhode Island 02907.*

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
<i>Warren Alpert</i>	<i>Director</i>	<i>10 East 53rd St., New York, N.Y.</i>
<i>Edward M. Cosgrove</i>	<i>Director</i>	<i>Wauregan Road, Danielson, Ct.</i>
<i>Benjamin Alpert</i>	<i>Director</i>	<i>19 Westgate Rd., Newton, Ma.</i>
<i>Francis K. LaForge</i>	<i>Director</i>	<i>152 Walker Pond Rd., Sturbridge, Ma.</i>
<i>Francis K. LaForge</i>	<i>President</i>	<i>152 Walker Pond Rd., Sturbridge, Ma.</i>
<i>Bertram W. Bogue, Jr.</i>	<i>Vice President</i>	<i>7 Conger Road., Worcester, Ma.</i>
<i>Benjamin Alpert</i>	<i>Secretary</i>	<i>Same As Above</i>
<i>Mark E. Quinlan</i>	<i>Treasurer</i>	<i>26A Valley View Lane, Worcester, Ma.</i>

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<i>1000</i>	<i>Common</i>		<i>No Par Value</i>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<i>110</i>	<i>Common</i>		<i>No Par Value</i>

Dated: *April 30th* 19 *82*

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82
Drake Petroleum Company, Inc.
(Name of Corporation)

By *Mark E. Quinlan*
Title *Treasurer*

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

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

DRAKE PETROLEUM COMPANY, INC.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is DRAKE PETROLEUM COMPANY, INC.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: The address of its registered office in Rhode Island is WARREN OIL COMPANY 355 ALLEN AVENUE, PROVIDENCE, RHODE ISLAND 02907
and the name of its registered agent in Rhode Island at such address is Alfred J. Letizia

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is 2 SOUTHBRIDGE STREET AUBURN, MASSACHUSETTS

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Sales to other wholesale distributors.

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Warren Alpert	Director	10 East 53rd St., New York, N.Y.
Edward M. Cosgrove	Director	Waregan Road, Danielson, Conn.
Francis K. LaForge	Director	Walker Pond Rd., Sturbridge, Mass.
Benjamin Alpert	Director	19 Westgate St., Newton, Mass.
	Director	
	Director	
Francis K. LaForge	President	same as above
Bertram W. Bogue, Jr.	Vice President	7 Conger Road, Worcester, Mass.
Benjamin Alpert	Secretary	same as above
Sheila V. Donoghue	Treasurer	21 Purchase St., Worcester, Mass.

SEVENTH: 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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000 authorized	Common		No-Par Value

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JB

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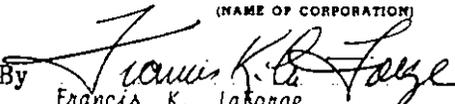
EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

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

Dated January 25, 1981

DRAKE PETROLEUM COMPANY, INC.

(NAME OF CORPORATION)

By 
Francis K. LaRonge
Its President

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

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

Drake Petroleum Company, Inc.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Drake Petroleum Company, Inc.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: The address of its registered office in Rhode Island is Warren Oil Company
355 Allens Avenue, Providence, R. I. - 02907

and the name of its registered agent in Rhode Island at such address is
Alfred J. Letizia

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is 2 Southbridge Street,
Auburn, Ma. - 01501.

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Sales to other wholesale distributors.

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Warren Alpert	Director	16 East 53rd Street, New York, N. Y.
Edward M. Cosgrove	Director	Wauregan Road, Danielson, Conn.
Francis K. La Forge	Director	152 Walker Pond Rd., Sturbridge, Ma.
Benjamin Alpert	Director	19 Westgate Road, Newton, Ma.
Francis K. La Forge	President	152 Walker Pond Rd., Sturbridge, Ma.
Edward M. Cosgrove	Vice President	Wauregan Road, Danielson, Conn.
Joseph Browne	Vice President	RRI Box 181, No. Franklin, Conn.
Bertram W. Bogue	Vice President	7 Conger Rd., Worcester, Ma.
Benjamin Alpert	CLERK Secretary	19 Westgate Rd., Newton, Ma.
Sheila V. Donoghue	Treasurer	21 Purchase St., Worcester, Ma.
Mark E. Quinlan	Assistant Treasurer	26-A Valley View Lane, Worcester, Ma.

SEVENTH: 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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1000	Authorized Common	3 80	No Par Value

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MAR 3 1980

Handwritten initials: *LB*

EIGHTH: The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
110	Outstanding Common		No Par Value

Dated January 31, 1980 Drake Petroleum Company, Inc.
(NAME OF CORPORATION)

By *Francis K. R. Foye*
Its President

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

Drake Petroleum Company, Inc.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Drake Petroleum Company, Inc.

SECOND: It is incorporated under the laws of Massachusetts

THIRD: The address of its registered office in Rhode Island is Warren Oil Company
335 Allens Avenue, Providence, Rhode Island 02907

and the name of its registered agent in Rhode Island at such address is

W. H. Barry

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is 2 Southbridge Street,
Auburn, MA 01501

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Sales to other wholesale Distributors.

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Warren Alpert	Director	375 Park Ave., N.Y., N.Y.
Edward M. Cosgrove	Director	Wauregan Road, Danielson, Conn.
Francis K. LaForge	Director	152 Walker Pond Rd., Sturbridge, MA
Benjamin Alpert	Director	19 Westgate Road, Newton, MA
	Director	
	Director	
Francis K. La Forge	President	152 Walker Pond Rd., Sturbridge, MA
Edward M. Cosgrove	Vice-Pres.	Wauregan Rd., Danielson, Conn.
Joseph Browne	Vice President	RR1 Box 181 No. Franklin, Conn.
Benjamin Alpert	CLERK	
	Secretary	19 Westgate Road., Newton, MA
Sheila V. Donoghue	Treasurer	21 Purchase St., Worcester, MA

SEVENTH: 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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1000	Authorized Common	2	No Par Value

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

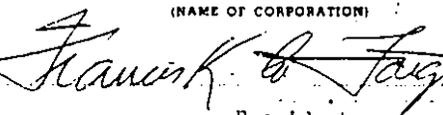
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
110	Outstanding Common		No Par Value

Dated January 31, 1979

Drake Petroleum Company, Inc.

(NAME OF CORPORATION)

By



Its President

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

DRAKE PETROLEUM COMPANY, INC.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is DRAKE PETROLEUM COMPANY, INC.

SECOND: It is incorporated under the laws of MASSACHUSETTS

THIRD: The address of its registered office in Rhode Island is WARREN OIL COMPANY, 355 ALLENS AVENUE, PROVIDENCE, RHODE ISLAND - 02907

and the name of its registered agent in Rhode Island at such address is William H. Barry

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is 2 SOUTHBRIDGE STREET, AUBURN, MASSACHUSETTS - 01501

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is SALES TO OTHER WHOLESALE DISTRIBUTORS

SIXTH: The names and respective addresses of its directors and officers are:

Table with 3 columns: Name, Office, Address. Lists Warren Alpert, Edward Cosgrove, Donald R. Atkins, Benjamin Alpert, Donald R. Atkins, Benjamin Alpert, Sheila V. Donoghue with their respective titles and addresses.

SEVENTH: 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:

Table with 4 columns: Number of Shares, Class, Series, Par Value per Share or Statement that Shares are without Par Value. Shows 1000 - AUTHORIZED COMMON shares, Series 78, NO PAR VALUE.

Vertical stamp: 2920A14...15008L

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

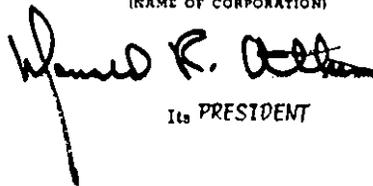
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
110 OUTSTANDING	COMMON	-	NO PAR VALUE

Dated MARCH 31, 1978

DRAKE PETROLEUM COMPANY, INC.

(NAME OF CORPORATION)

By



Its PRESIDENT

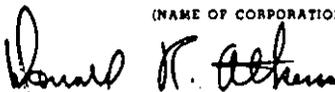
EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
110 OUTSTANDING	COMMON	-	NO PAR VALUE

Dated APRIL 22, 19 77

DRAKE PETROLEUM COMPANY, INC.
(NAME OF CORPORATION)

By



Its PRESIDENT