

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

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

73299

Corp ID # ~~14-14-70268~~

DUPLICATE ORIGINAL OF
APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Warex Terminals Corporation

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Warex Terminals Corporation

SECOND: The name which it elects to use in Rhode Island is Warex Terminals Corporation

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

THIRD: It is incorporated under the laws of New York

FOURTH: The date of its incorporation is October 2, 1963 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1 South Water Street, Newburgh, New York

SIXTH: The address of its proposed registered office in Rhode Island is One Warren Way, Providence, RI and the name of its proposed registered agent in Rhode Island at that address is Warren Equities, Inc.

By: 

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To purchase gasoline, motor oil and fuel oil from suppliers.
Distribute gasoline and fuel oil on a retail and wholesale basis.

Rec'd & Filed JUN 2 1993

AM # 8
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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Warren Alpert	Director	465 Park Avenue, New York, New York
Benjamin Alpert	Director	19 Westgate Road, Newton, Massachusetts
Edward M. Cosgrove	Director	389 Wauregan Road, Danielson, Connecticut
August Schlessler	President	41 Top of the Ridge, Manamontock, New York
Edward Cuccurullo	Vice President	26 Bruynswick Road, New Paltz, New York
Benjamin Alpert	Secretary	19 Westgate Road, Newton, Massachusetts
John T. Dziedzic	Treasurer	2 Gail Drive, Bristol, Rhode Island
Joanne Conley	Asst. Sec.	32 Robert Road, Cornwall, NY

NINTH: 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:

<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>
200	Common		No Par Value

TENTH: 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>
10	Common		No Par Value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 28,000,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,000.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 56,000,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,000,000.00

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 25, 1993

Warex Terminals Corporation
[Exact Corporate Name of Corporation Making Application]

By August Schlessel, *August Schlessel*
Its President
and *Wesley Coley*
Its Asst. Secretary

STATE OF }
COUNTY OF } Sc.

At NEWBURGH NEW YORK in said County on the 25 day
of MAY 19 93, before me personally appeared AUGUST
SCHLESSEL, who being by me first duly sworn, declared that
he is the PRESIDENT of WAREX TERMINALS CORPORATION
that he signed the foregoing document as such PRESIDENT of the
corporation, and that the statements therein contained are true.

Clifton G. Quick
Notary Public

(NOTARIAL SEAL)

CLIFTON G. QUICK
Notary Public, State of New York
County of Ulster
Reg. No. 4933758
Commission Expires June 20, 1994

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF AUTHORITY
OF

I, _____ Secretary of State of the
State of Rhode Island hereby certify that duplicate originals of an Application of
_____ for a Certificate of Authority to transact business in this State, duly signed and verified
pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have
been received in this office and are found to conform to law, and that the foregoing is a
duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State
of Rhode Island this _____ day of
19 _____

Secretary of State

RECEIVED
JUN 21 1955

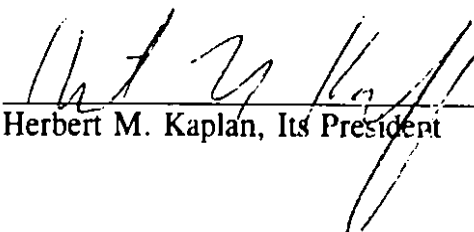
JUN 21 1955

CONSENT TO THE USE OF A SIMILAR CORPORATE NAME

I, Herbert M. Kaplan, President of Warex Petroleum Corporation, on behalf of said Corporation, hereby consent to the use of the name Warex Terminals Corporation, by said Corporation, a name deemed deceptively similar by the Rhode Island Secretary of State, in the State of Rhode Island.

Warex Petroleum Corporation

By:



Herbert M. Kaplan, Its President

CERTIFICATE OF INCORPORATION

OF

ORANGE OIL COMPANY, INC.

Under Section 402 of the Business Corporation Law

The undersigned, being a natural person of at least 21 years of age and acting as the incorporator of the corporation hereby being formed under the Business Corporation Law, certifies that:

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

SECOND: The corporation is formed for the following purpose or purposes:

to acquire, hold, manage, operate, lease

State of New York }
Department of State } ss:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUN 28 1993



Secretary of State