

66499

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Morgan Stanley Capital Group Inc.

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 Morgan Stanley Capital Group Inc.

SECOND: The name which it elects to use in Rhode Island is Morgan Stanley Capital Group Inc.

(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 Delaware

FOURTH: The date of its incorporation is February 22, 1984 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 1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

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

To buy or sell petroleum products exclusively from and to tax-exempt wholesalers in Rhode Island.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
SEE ATTACHED SCHEDULE	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

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>
100	Common		\$1.00

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>
100	Common		\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 10,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 10,000,000.00

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 \$ 500,000.00

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 November 11, 1991

Morgan Stanley Capital Group Inc.
[Exact Corporate Name of Corporation Making Application]

By [Signature]
Its Vice President
and Patricia A. Kurtz
Its Ass't Secretary

STATE OF New York }
COUNTY OF New York } Sc.

At New York in said County on the 11th day
of November, 1991, before me personally appeared
Patricia A. Kurtz, who being by me first duly sworn, declared that
she is the Assistant Secretary of Morgan Stanley Capital Group Inc.,
that she signed the foregoing document as such Assistant Secretary of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

SUSAN M. KRAUSE
Notary Public, State of New York
No. 31-4839496
Qualified in New York County
Commission Expires June 30, 1993

Rec'd & Filed NOV 20 1991

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NOV 25 10 55 AM '91

RECEIVED
NOV 25 1991
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

SCHEDULE

<u>Name</u>	<u>Office</u>	<u>Location</u>
Lewis W. Bernard	Chairman of the Board and Director	(1)
Robert B. Feduniak	President and Director	(1)
Timothy A. Hultquist	Vice President and Director	(3)
Robert G. Scott IV	Director	(1)
David G. Booth	Vice President	(2)
Zoe Cruz	Vice President	(2)
Deborah A. DeCotis	Vice President	(2)
Patrick de Saint-Aignan	Vice President	(2)
Paul G. Kimball	Vice President	(2)
Neal A. Shear	Vice President	(1)
David C. Sumners	Vice President	(4)
Benjamin Wolkowitz	Vice President	(2)
Debra M. Aaron	Vice President	(1)
Karl P. Essig	Vice President	(2)
Cedric G. Foster	Vice President	(5)
Paul E. Hellmers	Vice President	(2)
David Lowes	Vice President	(4)
Alexander Neamtu	Vice President	(4)
Wayne D. Peterson	Vice President	(1)
John A. Shapiro	Vice President	(1)
Keith L. Grzeczka	Vice President	(1)
Bruce R. Sandberg	Vice President	(1)
Ned R. Sachs	Vice President and Secretary	(4)
Joseph F. Delaney III	Assistant Vice President	(1)
Allen W. Zern	Treasurer	(1)
Ralph L. Pellecchio	Assistant Secretary	(1)
Patricia A. Kurtz	Assistant Secretary	(1)
Elizabeth B. Hess	Assistant Secretary	(1)

* * *

Locations:

- (1) 1251 Avenue of the Americas
New York, NY 10020
- (2) 1221 Avenue of the Americas
New York, NY 10020
- (3) Kingley House
1A Wimpole Street
London W1M 7AA ENGLAND
- (4) Colegrave House
70 Berners Street
London W1P 3AE ENGLAND
- (5) 1 Pierrepont Plaza
Brooklyn, NY 11201

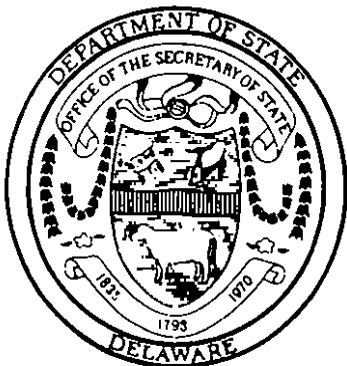
State of Delaware



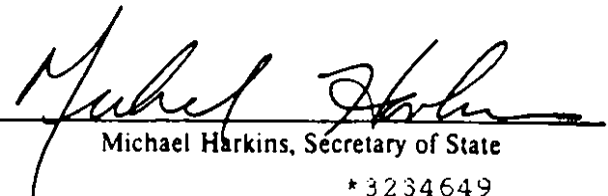
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MORGAN STANLEY CAPITAL GROUP INC." FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1984, AT 10 O'CLOCK A.M.

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Michael Harkins, Secretary of State

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AUTHENTICATION:

DATE:

11/14/1991