



Secretary of State

Business Services and Regulation

Suite 306, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334

5
CONTROL NUMBER : 8922752 FP
DATE EFFECTIVE (GA.): NOVEMBER 30, 1989
JURISDICTION : TEXAS
EXAMINER : DONNA HYDE
TELEPHONE : 404-656-0624

REQUESTED BY:

LIBERTY HILL ENTERPRISES, INC.
JEFF WAUGH
P.O. BOX 329
ALPHARETTA, GEORGIA 30239

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that

"WORLD FUEL SERVICES, INC."

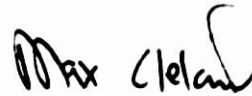
has been duly incorporated under the laws of the jurisdiction set forth above and has filed an application, meeting the requirements of O.C.G.A. §14-2-1503 (profit corporations) or O.C.G.A. §14-3-245 (nonprofit corporations) to transact business in this state.

WHEREFORE, by the authority vested in me as Corporations Commissioner of this state, and pursuant to O.C.G.A. §14-2-1505, this corporation is hereby granted this certificate of authority to transact business in the State of Georgia for those purposes set forth in its application, so long as the corporation retains its authority to do such business in its jurisdiction of incorporation, and so long as its authority to do business in this state has not been suspended, revoked, or surrendered as provided for in O.C.G.A. §14-2-101 et seq.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: NOVEMBER 30, 1989

FORM A2 (JULY 1989)



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWEL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222

89 069 270 0000



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that

Articles of Incorporation

of

WORLD FUEL SERVICES, INC.

were filed in this office and a certificate of

incorporation was issued on

NOVEMBER 1, 1989;

IT IS FURTHER CERTIFIED, that no certificate
of dissolution has been issued, and the corporation
is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be im-
pressed hereon the Seal of State at my office in
the City of Austin, this*

16th day of NOVEMBER, A. D. 19 89

Gary S Bayard Jr.
Secretary of State

ph

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

FORM NUMBER : NR
CERTIFICATE DATE : 11/14/89
DOCKET NUMBER : 89318391
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-2821

REQUESTED BY:

DONNA WALLACE/SHUTTS & BOWEN
100 CHOPIN PLZ, STE 1600
MIAMI FL 33131

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"WORLD FUEL SERVICES, INC."

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), OR SIXTY (60) DAYS FOR LIMITED PARTNERSHIPS (7D OR 7F), FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS.

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

89 069 218 0002

**LIBERTY
HILL
ENTERPRISES INC.**

DATE: 11-30-89

Secretary of State
Business Services and Regulation
Suite 306 West Tower
2 Martin Luther King Jr., Dr. S.E.
Atlanta, Georgia 30334

I, JEFF WOOD, a representative of Liberty Hill
Search Service, do hereby formally request EXPEDITED SERVICE on the
following:

*File cert. of authority
World Fuel Services Inc*


(Signature)

NOV 8 47 AM '89

SECRETARY OF STATE



BUSINESS SERVICES AND REGULATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

I. Filing Date:	11/30/89	Code:	FP	Decket No.:	87334042 044
Assigned Exam:	69	Amnt.:	\$ 170.00	By:	67
Control Number:	932752	Completed:	67		

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name:	World Fuel Services, Inc.		
Mailing Address:	15333 John F. Kennedy Blvd., Suite 529, Houston, Tx. 77032		
City:	State:	Zip Code:	
III. Fees Submitted By:	Liberty Hill Search Service		
Amount Enclosed: \$	Check No.:		
IV. Name of Registered Agent in Georgia:	The Prentice-Hall Corporation System, Inc.		
V. Signature Consent of Registered Agent:			
VI. Registered Office in Georgia:	c/o The Prentice-Hall Corporation System, Inc. 55 Park Place		
City:	County:	State:	Zip Code:
Atlanta	Fulton	Georgia	30335
VII. Date Incorporated:	November 1, 1989		State of Texas
Check One:	<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> OR	<input type="checkbox"/> Non-Profit
VIII. Corporate Duration:	Perpetual		Stated Capital: \$1,000.00
IX. Date Business Commenced (or Proposed) in Georgia:	Upon qualification		
X. Nature (Purpose) of Business in Georgia:	Marketing aviation fuel services and such other activity or business permitted under the laws of the United States and the States of Texas and Georgia.		
XI. Officer:	Richard L. Danielson, 15333 John F. Kennedy Bl., Houston, Texas 77032		
XII. Officer:	Howard Goldman, 700 So. Royal Poinciana Blvd., Miami Springs, Fl. 33166		
XIII. Officer:	Michael Phillips, 15333 John F. Kennedy Bl., Houston, Texas 77032		
XIV. Officer:			
XV. Applicant/Attorney:	Diana Miller, 1111 15th St. N.W., Atlanta, Ga. 30309		Telephone: (404)
Address:	1600 Capital Plaza, Suite 1600		
City:	State:	Zip Code:	
Miami	FL	33133	

NOTICE: Attach Certificate of Existence from home state, Secretary of State filing fee (Profit-\$150.00; Nonprofit-\$50.00) and mail to Secretary of State, 2 Martin Luther King Jr. Drive, Suite 315, West Tower, Atlanta, Georgia 30334. For information, call (404) 656-2817.

Authorized Signature: Howard Goldman, Secretary Date: November 16, 1989
Howard Goldman, Secretary

09 069 270 0004