

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
-----FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
-----WORLD FUEL SERVICES CORPORATION
(exact name of registrant as specified in its charter)FLORIDA
(State or other jurisdiction
of incorporation or organization)59-2459427
(I.R.S. Employer
Identification No.)
-----700 SOUTH ROYAL POINCIANA BOULEVARD
SUITE 800
MIAMI SPRINGS, FLORIDA 33166
(305) 884-2001
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)WORLD FUEL SERVICES CORPORATION EMPLOYEE AND DIRECTOR STOCK OPTIONS
(Full title of the plan)RALPH R. WEISER, CHAIRMAN
700 SOUTH ROYAL POINCIANA BOULEVARD
SUITE 800
MIAMI SPRINGS, FLORIDA 33166
(305) 884-2001
(Name, address, including zip code, and telephone number,
including area code, of agent for service)
-----WITH A COPY TO:
LUIS A. DE ARMAS, ESQ.
SHUTTS & BOWEN
1500 MIAMI CENTER
201 S. BISCAYNE BLVD.
MIAMI, FLORIDA 33131
(305) 358-6300
-----CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE (2)
Common Stock, par value \$.01 per share	116,250	\$14.125	\$1,642,031	\$567

(1) Estimated solely for the purpose of calculating the registration fee based upon the average of the high and low prices reported on the consolidated reporting system for the New York Stock Exchange on November 8, 1995, of \$14.125.

(2) Determined pursuant to Rule 457.

116,250 Shares

WORLD FUEL SERVICES CORPORATION

Common Stock

This Prospectus relates to 116,250 shares (the "Shares") of common stock, par value \$.01 per share (the "Common Stock"), of World Fuel Services Corporation, a Florida corporation (the "Company"), which may be offered from time to time by certain employees, officers, and directors of the Company (the "Selling Shareholders"), who are listed in the prospectus under the heading "Selling Shareholders". See "Selling Shareholders." None of the Shares covered by this Prospectus are being offered by the Company.

The Selling Shareholders may offer or sell Shares from time to time, in amounts, at prices and on terms and conditions to be determined at the time of sale. The shares may be offered from time to time in one or more transactions (including block transactions) on the New York Stock Exchange, through negotiated transactions, or in a combination of methods of sale, at market

prices prevailing at the time of sale, at prices related to such prevailing market prices, or at negotiated prices. See "Plan of Distribution."

The Company is paying all of the expenses of this offering other than brokerage commissions and associated sales expenses of the Selling Shareholders, but will not receive any of the proceeds from the sale of the Shares.

The Common Stock of the Company is traded on the New York Stock Exchange under the symbol INT. On November 8, 1995, the last reported sale price for the Company's Common Stock on the New York Stock Exchange was \$14.00.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is November 14, 1995.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS IN CONNECTION WITH THE OFFER MADE BY THIS PROSPECTUS, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES CREATE AN IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE HEREOF. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OR SOLICITATION BY ANYONE IN ANY STATE IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED OR IN WHICH ALL THE PERSONS MAKING SUCH OFFER OR SOLICITATION ARE NOT QUALIFIED TO DO SO OR TO ANYONE TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Such reports and other information can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, 450 Fifth Street, N.W., Washington D.C. 20549, and at its regional offices at Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60621 and 7 World Trade Center, Suite 1300, New York, New York 10048. Copies of such materials can be obtained in person from the Public Reference Section of the Commission at its principal office located at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. In addition, such reports and information concerning the Company may be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

The Company has filed with the Commission a Registration Statement on Form S-8 (referred to herein, together with all amendments and exhibits thereto, as the "Registration Statement") under the Act. This Prospectus does not contain all of the information set forth in the Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. The Registration Statement may be inspected and copied at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549. For further information regarding the Company and the Common Stock offered hereby, reference is hereby made to the Registration Statement.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Commission under Commission File Number 1-9533 are incorporated herein by this reference.

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1995.
- (2) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 1995.
- (3) The Company's definitive 1995 Proxy Statement distributed in connection with its Annual Meeting of Shareholders held on August 21, 1995.
- (4) The Company's Quarterly Report on Form 10-Q for the three and six month periods ended September 30, 1995.
- (5) The description of the Company's Common Stock, \$.01 par value, contained in the Company's Form 8-A filed on July 27, 1990, under Section 12(b) of the Securities Exchange Act of 1934.

Each document filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this Prospectus and prior to termination of the offering of securities offered hereby shall be deemed to be incorporated by reference into this Prospectus on the date of filing of such document.

Any statement contained herein or in any document incorporated herein by reference shall be considered modified or superseded to the extent that a statement in a subsequently dated document can fairly be read as being intended to modify or supersede an earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Registration Statement or this Prospectus.

The Company will provide, without charge to each person to whom a copy of the Prospectus is delivered, upon written or oral request, a copy of any or all of the documents which are incorporated herein by reference, other than exhibits to such documents, unless such exhibits are specifically incorporated by reference into the text of such documents. Requests should be directed to: Ms. Ileana Garcia, Secretary, World Fuel Services Corporation, 700 South Royal Poinciana Boulevard, Suite 800, Miami Springs, Florida 33166, or by telephone (305) 884-2001.

THE COMPANY

The Company is engaged in three principal businesses -- the marketing of aviation and marine fuel and the recycling of used oil.

In its aviation fueling business, the Company extends credit and provides single-supplier convenience, 24 hour service, and competitively-priced aviation fuel to cargo and passenger airlines, and to charter, corporate, and private aircraft. The Company can provide fuel to its customers at more than 1,100 airports located throughout the world.

In its marine fuel business, the company brokers and trades in marine fuel and lubricants, and provides credit, marine fueling and related services to its customers. These products and services are sold and provided to a diversified group of commercial ship owners and marine fuel users, including the U.S. Government. The Company can provide marine fuel and lubricants to its customers at ports throughout the world.

In its used oil recycling business, the Company collects used oil throughout the Southeast and Mid-Atlantic United States from outlets which include service stations, quick lube shops, auto dealers, and industrial, governmental, marine and utility generators. The Company recycles non-hazardous used oil into various fuel products and sells the recycled oil to industrial and commercial customers.

The Company was incorporated in Florida in July 1984. Its executive offices are located at 700 South Royal Poinciana Boulevard, Suite 800, Miami Springs, Florida 33166 and its telephone number at this address is (305) 884-2001. The Company presently conducts its aviation fueling business through three subsidiaries and a joint venture with offices in Miami, Florida; Houston, Texas; Phoenix, Arizona; and Crawley, Sussex County, England; and its marine fuel business through three subsidiaries with offices in New York, California, Virginia, England, Singapore, Korea, and Greece. The Company conducts its oil recycling business through four subsidiaries with offices in Florida, Louisiana, Maryland, and Delaware.

In December 1986, the Company entered the aviation fueling business with the acquisition of Advance Petroleum, Inc. In October 1989, the Company expanded its aviation fueling capabilities by acquiring Jco Energy Partners, Ltd. and shortly thereafter renamed these operations World Fuel Services, Inc. In April 1993, the Company completed and commenced operation of a used oil and water recycling plant in Wilmington, Delaware.

In January 1995, the Company entered the marine fuel business by acquiring substantially all of the assets of Trans-Tec Services, Inc. ("Trans-Tec"), a New York corporation, and certain assets and securities of affiliates of Trans-Tec. The Trans-Tec assets are used in the Company's marine and aviation fuel businesses.

USE OF PROCEEDS

The Company will receive no proceeds from the sale of the Shares by the Selling Shareholders.

SELLING SHAREHOLDERS

All of the Shares are being sold by the Selling Shareholders and the Selling Shareholders will receive all of the proceeds from the sale of the Shares. Each of the Selling Shareholders received his shares pursuant to a stock option granted to him by the Company.

The following table sets forth information regarding the beneficial ownership of the Company's Common Stock by the Selling Shareholders as of November 8, 1995, and as adjusted to reflect the sale of all the Common Stock offered by the Selling Shareholders hereunder. No Selling Shareholder beneficially owns 5% or more of the outstanding Common Stock of the Company. Each Selling Shareholder has sole voting and investment power with respect to the Shares owned by him.

NAME OF SELLING SHAREHOLDER -----	BENEFICIAL OWNERSHIP PRIOR TO OFFERING -----	NUMBER OF SHARES BEING OFFERED -----
Garry Allen (1) President of International Petroleum Corp.	22,800	7,500
Richard Lane (1) President of International Petroleum Corp. of LA	11,250	7,500
Frank J. Shibetti (1) Executive Vice President of International Petroleum Corp.	11,250	7,500
Robert S. Tocci (2) Executive Vice President	56,250	13,125
Phillip Bradley (3) Director & Chairman of World Fuel Services of FL	37,500	37,500
Carlos Abaunza (4) Chief Financial Officer & Treasurer	24,750	6,000
John Benbow (5) Director	7,650	3,750
Richard Danielson (6) Salesman for World Fuel Services, Inc.	11,250	5,625
Don Van Sickle (7) President of International Petroleum Corp. of Delaware & International Petroleum Corp of Maryland	9,650	3,750
Michael Clementi (7) Managing Director of World Fuel Services, Ltd. & Senior Vice President of World Fuel Services, Inc.	7,500	3,750
Mark Grieco (7) Executive Vice President of World Fuel Services, Inc.	7,500	3,750
Raymond Rossman (7) President of World Fuel Services, Inc.	7,500	3,750
Riad Alkhatib (7) Former President of Resource Recovery of America	11,250	3,750
Dwight Daigle (8) Vice President of International Petroleum Corp. of LA	5,250	2,625
Edward Hayman (8) Vice President of World Fuel Services, Inc.	5,250	2,625
Wifredo Figueras (9) Controller	3,750	1,875
Celestin A. Durand, III (10) Director	3,750	1,875

(1) Received an option to purchase 3,750 shares of Common Stock pursuant to an agreement with the Company dated August 28, 1986, which option has an exercise price of \$2.00 per share, and received an option to purchase 7,500 shares of Common Stock pursuant to an agreement with the Company dated January 15, 1993, which option has an exercise price of \$9.333 per share.

(2) Robert Tocci received an option to purchase 7,500 shares of Common Stock pursuant to an agreement with the Company dated April 18, 1988, which option has an exercise price of \$5.167 per share, and received an option to purchase 11,250 shares of Common Stock pursuant to an agreement with the Company dated January 15, 1993, which option has an exercise price of \$9.333 per share.

(3) Phillip Bradley received an option to purchase 37,500 shares of Common Stock pursuant to an agreement with the Company dated May 24, 1989, which option has an exercise price of \$6.667 per share.

(4) Carlos Abaunza received an option to purchase 2,250 shares of Common Stock pursuant to an agreement with the Company dated June 28, 1989, which option has an exercise price of \$8.083 per share, and received an option to purchase 7,500 shares of Common Stock pursuant to an agreement with the Company dated January 15, 1993, which option has an exercise price of \$9.333 per share.

(5) John Benbow received an option to purchase 3,750 shares of Common Stock pursuant to an agreement with the Company dated November 7, 1990, which option has an exercise price of \$7.583 per share.

(6) Richard Danielson received an option to purchase 11,250 shares of Common Stock pursuant to an agreement with the Company dated January 15, 1993, which option has an exercise price of \$9.333 per share.

(7) Received an option to purchase 7,500 shares of Common Stock pursuant to an agreement with the Company dated January 15, 1993, which option has an exercise price of \$9.333 per share.

(8) Received an option to purchase 5,250 shares of Common Stock pursuant to an agreement with the Company dated January 15, 1993, which option has an exercise price of \$9.333 per share.

(9) Wifredo Figueras received an option to purchase 3,750 shares of Common Stock pursuant to an agreement with the Company dated January 15, 1993, which option has an exercise price of \$9.333 per share.

(10) Celestin Durand, III received an option to purchase 3,750 shares of Common Stock pursuant to an agreement with the Company dated December 15, 1993, which option has an exercise price of \$10.083 per share.

PLAN OF DISTRIBUTION

The Selling Shareholders may sell any Shares offered hereby from time to time in one or more transactions (including block transactions in which a Selling Shareholder is the seller) on the New York Stock Exchange or in the over-the-counter market. The Selling Shareholders may also sell Shares in special offerings, exchange distributions or secondary distributions in accordance with the rules of the New York Stock Exchange, in negotiated transactions, including through the writing of options on shares of the Common Stock (whether such options are listed on an options exchange or otherwise), or otherwise. The Selling Shareholders may effect such transactions by selling Shares to or through underwriters, dealers, brokers or agents. Such underwriters, dealers, brokers or agents may sell such Shares to purchasers in one or more transactions (including block transactions) on the New York Stock Exchange or otherwise. Any sales may be made at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. Without limiting the foregoing, brokers may act as dealers by purchasing any and all Shares either as agents for others or as principals for their own accounts and reselling such shares pursuant to this Prospectus. Such brokers will receive compensation from the Selling Shareholders in the form of commissions or discounts and may receive compensation from purchasers of the Shares for whom they may act as agent or to whom they may sell as principal in the form of commissions or discounts. The Selling Shareholders and any underwriters, dealers, brokers or agents that participate in the sale of such Shares may be deemed to be underwriters, and any profit on the sale of such Shares by the Selling Shareholders and any discounts, commissions or concessions received by any such underwriter, dealer, broker or agent may be deemed to be underwriting discounts or commissions under the Securities Act.

There can be no assurance that the Selling Shareholders will sell any or all of the Shares offered hereunder.

Sales of Shares at less than the market prices thereof may depress the market price of the Company's Common Stock. Moreover, it is possible that a significant number of Shares could be sold at the same time, which may also depress the market price of the Company's Common Stock.

The Company will not receive any of the proceeds from this offering.

LEGAL MATTERS

Certain matters with respect to the validity of the Shares being offered hereby will be passed upon for the Company by its counsel, Shutts & Bowen, a partnership including professional associations, 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

EXPERTS

The financial statements and schedule incorporated by reference in this prospectus, to the extent and for the periods indicated in their reports, have been audited by Arthur Andersen LLP, independent certified public accountants, and are included herein in reliance upon the authority of said firm as experts in giving said reports.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3: INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Commission under Commission File No. 1-9533 are incorporated herein by this reference:

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1995.
- (2) The Company's Quarterly Reports of Form 10-Q for the three and six month periods ended June 30, 1995, and September 30, 1995.
- (3) The description of the Company's common stock, \$.01 par value, contained in the Company's Form 8-A filed on July 27, 1990, under Section 12(b) of the Securities Exchange Act of 1934.

Each document filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4: DESCRIPTION OF SECURITIES

Not applicable.

Item 5: INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

Item 6: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 607.0850(1) of the Florida General Corporation Act provides that a Florida corporation may indemnify any person who was or is a party to any suit or proceeding (other than an action by or in the right of the corporation), by reason of the fact that he was or is a

director, officer, employee or agent of the corporation or was or is serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no cause to believe his conduct was unlawful.

Section 607.0850(2) provides that a Florida corporation may indemnify any person who was or is a party to any suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses and certain amounts paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted under similar standards, except that no indemnification may be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable, unless, and only to the extent that, the court in which such action or suit was brought shall determine that despite the adjudication of liability, such person is fairly and reasonably entitled to be indemnified for such expenses that the court shall deem proper.

Section 607.0850 further provides that to the extent a director, officer, employee or agent of a corporation has been successful in the defense of any action, suit or proceeding referred to above or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith; that indemnification provided for by Section 607.0850 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and that the corporation may purchase and maintain insurance on behalf of a director or officer of the corporation against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such whether or not the corporation would have the power to indemnify him against such liabilities under such Section 607.0850.

The Company's Articles of Incorporation provide that the Company shall indemnify its officers and directors, and former officers and directors, to the full extent permitted by the laws of the State of Florida.

Item 7: EXEMPTION FROM REGISTRATION CLAIMED

The Shares being sold by the Selling Shareholders are restricted securities acquired by such shareholders in a private placement without being registered under the Securities Act of 1933. Because the Shares were offered only to certain of the Company's executive officers and directors, the sale of such shares is exempt from the registration requirements set forth in the Securities Act pursuant to Section 4(2) of the Securities Act.

Item 8: EXHIBITS

- (4) The description of the Company's common stock, \$.01 par value, as contained in the Company's Form 8-A filed July 27, 1990, is hereby incorporated by reference
- (5) Opinion of Shutts & Bowen LLP
- (23)(a) Consent of Arthur Andersen LLP
- (23)(b) Consent of Shutts & Bowen LLP
- (24)(a) Power of Attorney of Ralph R. Weiser
- (24)(b) Power of Attorney of Jerrold Blair
- (24)(c) Power of Attorney of Robert S. Tocci
- (24)(d) Power of Attorney of Celestin A. Durand III
- (24)(e) Power of Attorney of Ralph R. Feuerring
- (24)(f) Power of Attorney of John R. Benbow
- (24)(g) Power of Attorney of Phillip S. Bradley
- (24)(h) Power of Attorney of Myles Klein
- (24)(i) Power of Attorney of Michael J. Kasbar

Item 9. UNDERTAKINGS

- (a) The undersigned registrant hereby undertakes:
 - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

PROVIDED, HOWEVER, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami Springs, State of Florida, on the 13th day of November 1995.

WORLD FUEL SERVICES CORPORATION

By: /s/ JERROLD BLAIR

 Jerrold Blair, President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ RALPH WEISER ----- Ralph R. Weiser	Chairman of the Board of Directors	November 13, 1995
/s/ JERROLD BLAIR ----- Jerrold Blair	President (Chief Executive Officer) and Director	November 13, 1995
/s/ ROBERT TOCCI ----- Robert S. Tocci	Executive Vice President	November 13, 1995
/s/ CELESTIN DURAND* ----- Celestin A. Durand III	Director	November 13, 1995
/s/ RALPH FEUERRING* ----- Ralph R. Feuerring	Director	November 13, 1995
/s/ JOHN BENBOW* ----- John R. Benbow	Director	November 13, 1995
/s/ PHILLIP BRADLEY* ----- Phillip S. Bradley	Director	November 13, 1995
/s/ MYLES KLEIN* ----- Myles Klein	Director	November 13, 1995
/s/ MICHAEL KASBAR* ----- Michael J. Kasbar	Director	November 13, 1995
*By: /s/ JERROLD BLAIR ----- Jerrold Blair Attorney-in-Fact		November 13, 1995

SHUTTS & BOWEN LLP

November 13, 1995

World Fuel Services Corporation
700 S. Royal Poinciana Boulevard
Suite 800
Miami Springs, FL 33166

Gentlemen:

We have acted as counsel for World Fuel Services Corporation (the "Company") with respect to the preparation and filing with the Securities and Exchange Commission of a Form S-8 Registration Statement (the "Registration Statement") in connection with the registration of 116,250 shares of the Company's common stock, par value \$.01 per share (the "Common Stock"). Unless otherwise provided herein, the capitalized terms used in this opinion shall have the meanings set forth in the Registration Statement.

In connection with our opinion, we have examined the following documents:

1. The Registration Statement, including all exhibits thereto, as filed with the Securities and Exchange Commission.
2. The minute books of the Company.

In rendering this opinion, we have undertaken no independent review of the operations of the Company. Instead, we have relied solely upon the documents described above. In examining such documents, we have assumed the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents.

World Fuel Services Corporation
November 13, 1995
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We have also examined such questions of United States and Florida law as we have deemed appropriate. We express no opinion herein as to the laws of any other jurisdiction.

Based upon the foregoing, we are of the opinion that all of the shares of Common Stock registered pursuant to the Registration Statement are duly issued, fully paid, and non-assessable.

Very truly yours,

SHUTTS & BOWEN LLP

/s/ Shutts & Bowen LLP

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated May 19, 1995 included in the Form 10-K of World Fuel Services Corporation (formerly known as International Recovery Corp.) for the year ended March 31, 1995 and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

/s/ Arthur Andersen LLP

Miami, Florida,
November 10, 1995.

SHUTTS & BOWEN LLP

November 13, 1995

World Fuel Services Corporation
700 South Royal Poinciana Boulevard
Suite 800
Miami Springs, FL 33166

Re: FORM S-8 REGISTRATION STATEMENT

Ladies and Gentlemen:

In connection with the Form S-8 Registration Statement to be filed by World Fuel Services Corporation with the Securities and Exchange Commission, Shutts & Bowen hereby consents to the inclusion of our opinion letter as an Exhibit to the Registration Statement and to the use of our name, and statements with respect to us, in the Registration Statement.

Very truly yours,

/s/ Shutts & Bowen LLP

KNOW ALL MEN BY THESE PRESENTS that the undersigned, Ralph R. Weiser, Chairman of the Board of Directors of World Fuel Services Corporation, a Florida corporation, has made, constituted and appointed, and by these presents does make, constitute and appoint, Jerrold Blair his true and lawful attorney for him and in his name, place, and stead to sign the Form S-8 Registration Statement and all amendments thereto for World Fuel Services Corporation, giving and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as he might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each said attorney or his substitute shall lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, I have hereunto set my hand the 6th day of November, 1995.

Sealed and delivered in the presence of:

/s/ SONIA ASENCIO

/s/ JANET RUSAKOV

/s/ RALPH R. WEISER

Ralph R. Weiser

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT KNOWN, that on the 6th day of November 1995, before me, Sonia Asencio, a notary in and for the State of Florida, duly commissioned and sworn, personally came and appeared Ralph R. Weiser to me personally known (or has produced _____ as identification), and known to me to be the same person described in and who executed the within Power of Attorney, and he acknowledged the within Power of Attorney to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

/s/ SONIA ASENCIO

Notary Public
SONIA ASENCIO

Name of Notary (Typed, Printed
or Stamped)

My Commission Expires:

KNOW ALL MEN BY THESE PRESENTS that the undersigned, Jerrold Blair, President and Director of World Fuel Services Corporation, a Florida corporation, has made, constituted and appointed, and by these presents does make, constitute and appoint, Ralph R. Weiser his true and lawful attorney for him and in his name, place, and stead to sign the Form S-8 Registration Statement and all amendments thereto for World Fuel Services Corporation, giving and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as he might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each said attorney or his substitute shall lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, I have hereunto set my hand the 6th of November, 1995.

Sealed and delivered in the presence of:

/s/ JANET RUSAKOV

/s/ SONIA ASENCIO

/s/ JERROLD BLAIR

Jerrold Blair

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT KNOWN, that on the 6th of November, 1995, before me, Sonia Asencio, notary in and for the State of Florida, duly commissioned and sworn, personally came and appeared Jerrold Blair to me personally known (or has produced _____ as identification), and known to me to be the same person described in and who executed the within Power of Attorney, and he acknowledged the within Power of Attorney to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

/s/ SONIA ASENCIO

Notary Public
SONIA ASENCIO

Name of Notary (Typed, Printed
or Stamped)

My Commission Expires:

KNOW ALL MEN BY THESE PRESENTS that the undersigned, Robert S. Tocci, Executive Vice President of World Fuel Services Corporation, a Florida corporation, has made, constituted and appointed, and by these presents does make, constitute and appoint, Ralph R. Weiser and Jerrold Blair, and each of them severally, his true and lawful attorney for him and in his name, place, and stead to sign the Form S-8 Registration Statement and all amendments thereto for World Fuel Services Corporation, giving and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as he might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each said attorney or his substitute shall lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, I have hereunto set my hand the 6th day of November, 1995.

Sealed and delivered in the presence of:

/s/ JANET RUSAKOV

/s/ SONIA ASENCIO

/s/ ROBERT TOCCI

Robert S. Tocci

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT KNOWN, that on the 6th of November, 1995, before me, Sonia Asencio, a notary in and for the State of Florida, duly commissioned and sworn, personally came and appeared Robert S. Tocci, to me PERSONALLY KNOWN (or has produced _____ as identification), and known to me to be the same person described in and who executed the within Power of Attorney, and he acknowledged the within Power of Attorney to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

/s/ SONIA ASENCIO

Notary Public
SONIA ASENCIO

Name of Notary (Typed, Printed
or Stamped)

My Commission Expires:

KNOW ALL MEN BY THESE PRESENTS that the undersigned, Celestin A. Durand, III, a Director of World Fuel Services Corporation, a Florida corporation, has made, constituted and appointed, and by these presents does make, constitute and appoint, Ralph R. Weiser and Jerrold Blair, and each of them severally, his true and lawful attorney for him and in his name, place, and stead to sign the Form S-8 Registration Statement and all amendments thereto for World Fuel Services Corporation, giving and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as he might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each said attorney or his substitute shall lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, I have hereunto set my hand the 6th day of November, 1995.

Sealed and delivered in the presence of:

/s/ SONIA ASENCIO

/s/ JANET RUSAKOV

/s/ CELESTIN DURAND

Celestin A. Durand, III

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT KNOWN, that on the 6th of November, 1995, before me, Sonia Asencio, a notary in and for the State of Florida, duly commissioned and sworn, personally came and appeared Celestin A. Durand, III, to me PERSONALLY KNOWN (or has produced _____ as identification), and known to me to be the same person described in and who executed the within Power of Attorney, and he acknowledged the within Power of Attorney to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

/s/ SONIA ASENCIO

Notary Public
SONIA ASENCIO

Name of Notary (Typed, Printed
or Stamped)

My Commission Expires:

KNOW ALL MEN BY THESE PRESENTS that the undersigned, Ralph R. Feuerring, a Director of World Fuel Services Corporation, a Florida corporation, has made, constituted and appointed, and by these presents does make, constitute and appoint, Ralph R. Weiser and Jerrold Blair, and each of them severally, his true and lawful attorney for him and in his name, place, and stead to sign the Form S-8 Registration Statement and all amendments thereto for World Fuel Services Corporation, giving and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as he might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each said attorney or his substitute shall lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, I have hereunto set my hand the 6th day of November, 1995.

Sealed and delivered in the presence of:

/s/ JANET RUSAKOV

/s/ SONIA ASENCIO

/s/ RALPH FEUERRING

Ralph R. Feuerring

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT KNOWN, that on the 6th of November, 1995, before me, Sonia Asencio, a notary in and for the State of Florida, duly commissioned and sworn, personally came and appeared Ralph R. Feuerring to me PERSONALLY KNOWN (or has produced _____ as identification), and known to me to be the same person described in and who executed the within Power of Attorney, and he acknowledged the within Power of Attorney to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

/s/ SONIA ASENCIO

Notary Public
SONIA ASENCIO

Name of Notary (Typed, Printed
or Stamped)

My Commission Expires:

KNOW ALL MEN BY THESE PRESENTS that the undersigned, John R. Benbow, a Director of World Fuel Services Corporation, a Florida corporation, has made, constituted and appointed, and by these presents does make, constitute and appoint, Ralph R. Weiser and Jerrold Blair, and each of them severally, his true and lawful attorney for him and in his name, place, and stead to sign the Form S-8 Registration Statement and all amendments thereto for World Fuel Services Corporation, giving and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as he might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each said attorney or his substitute shall lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, I have hereunto set my hand the 6th day of November, 1995.

Sealed and delivered in the presence of:

/s/ JANET RUSAKOV

/s/ SONIA ASENCIO

/s/ JOHN BENBOW

John R. Benbow

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT KNOWN, that on the 6th of November, 1995, before me, Sonia Asencio, a notary in and for the State of Florida, duly commissioned and sworn, personally came and appeared John R. Benbow to me PERSONALLY KNOWN (or has produced _____ as identification), and known to me to be the same person described in and who executed the within Power of Attorney, and he acknowledged the within Power of Attorney to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

/s/ SONIA ASENCIO

Notary Public
SONIA ASENCIO

Name of Notary (Typed, Printed
or Stamped)

My Commission Expires:

KNOW ALL MEN BY THESE PRESENTS that the undersigned, Phillip S. Bradley, a Director of World Fuel Services Corporation, a Florida corporation, has made, constituted and appointed, and by these presents does make, constitute and appoint, Ralph R. Weiser and Jerrold Blair, and each of them severally, his true and lawful attorney for him and in his name, place, and stead to sign the Form S-8 Registration Statement and all amendments thereto for World Fuel Services Corporation, giving and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as he might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each said attorney or his substitute shall lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, I have hereunto set my hand the 7th day of November, 1995.

Sealed and delivered in the presence of:

/s/ VICKY KERNS

/s/ SONIA ASENCIO

/s/ PHILLIP BRADLEY

Phillip S. Bradley

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT KNOWN, that on the 7th of November, 1995, before me, Wanda Tellechea, a notary in and for the State of Florida, duly commissioned and sworn, personally came and appeared Phillip S. Bradley to me PERSONALLY KNOWN (or has produced _____ as identification), and known to me to be the same person described in and who executed the within Power of Attorney, and he acknowledged the within Power of Attorney to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

/s/ WANDA TELLECHEA

Notary Public
WANDA TELLECHEA

Name of Notary (Typed, Printed
or Stamped)

My Commission Expires:

KNOW ALL MEN BY THESE PRESENTS that the undersigned, Myles Klein, a Director of World Fuel Services Corporation, a Florida corporation, has made, constituted and appointed, and by these presents does make, constitute and appoint, Ralph R. Weiser and Jerrold Blair, and each of them severally, his true and lawful attorney for him and in his name, place, and stead to sign the Form S-8 Registration Statement and all amendments thereto for World Fuel Services Corporation, giving and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as he might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each said attorney or his substitute shall lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, I have hereunto set my hand the 6th day of November, 1995.

Sealed and delivered in the presence of:

/s/ SONIA ASENCIO

/s/ JANET RUSAKOV

/s/ MYLES KLEIN

Myles Klein

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT KNOWN, that on the 6th of November, 1995, before me, Sonia Asencio, a notary in and for the State of Florida, duly commissioned and sworn, personally came and appeared Myles Klein, to me PERSONALLY KNOWN (or has produced _____ as identification), and known to me to be the same person described in and who executed the within Power of Attorney, and he acknowledged the within Power of Attorney to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

/s/ SONIA ASENCIO

Notary Public

SONIA ASENCIO

Name of Notary (Typed, Printed
or Stamped)

My Commission Expires:

KNOW ALL MEN BY THESE PRESENTS that the undersigned, Michael J. Kasbar, a Director of World Fuel Services Corporation, a Florida corporation, has made, constituted and appointed, and by these presents does make, constitute and appoint, Ralph R. Weiser and Jerrold Blair, and each of them severally, his true and lawful attorney for him and in his name, place, and stead to sign the Form S-8 Registration Statement and all amendments thereto for World Fuel Services Corporation, giving and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as he might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each said attorney or his substitute shall lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, I have hereunto set my hand the 8th day of November, 1995.

Sealed and delivered in the presence of:

/s/ SONIA ASENCIO

ILLEGIBLE /s/ MICHAEL J. KASBAR

Michael J. Kasbar

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT KNOWN, that on the 8th of November, 1995, before me, Sonia Asencio, a notary in and for the State of Florida, duly commissioned and sworn, personally came and appeared Michael J. Kasbar, to me PERSONALLY KNOWN (or has produced _____ as identification), and known to me to be the same person described in and who executed the within Power of Attorney, and he acknowledged the within Power of Attorney to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

/s/ SONIA ASENCIO

Notary Public

SONIA ASENCIO

Name of Notary (Typed, Printed
or Stamped)

My Commission Expires: