

Document Number One
L99000000950

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-02/19/99--01002--024
*****285.00 *****285.00

CORPORATION(S) NAME

Manila Bay Traders, L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 FEB 18 PM 5:00

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name L99-950
Availability 02-2-19
Document _____
Examiner [Signature]
Updater [Signature]
Verifier [Signature]
Acknowledgement [Signature]
W.P. Verifier [Signature]

02/18/99

DIVISION OF CORPORATION
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**ARTICLES OF ORGANIZATION
OF
MANILA BAY TRADERS, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

**ARTICLE I
NAME**

The name of the limited liability company, hereinafter referred to in these Articles as "Company," Manila Bay Traders, L.C.

**ARTICLE II
ADDRESS**

The Company's mailing address and street address of its principal place of business in Florida is 1167 College Blvd., Pensacola, Florida 32504, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III
DURATION/CONTINUATION**

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

**ARTICLE IV
PURPOSE**

The general purpose for which the Company is organized is to operate a convenience store including but not limited to the following: To provide various merchandise for sale at retail prices, to the general public.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and

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insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**ARTICLE V
MANAGEMENT**

The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The names and addresses of the members are as follows:

<i>MGRM</i> John Phillip Murray	4743 Baywind Drive, Pensacola, FL 32514
<i>MGRM</i> Rosa Intal Murray	4743 Baywind Drive, Pensacola, FL 32514

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**ARTICLE VI
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

**ARTICLE VII
POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

**ARTICLE VIII
REGULATIONS**

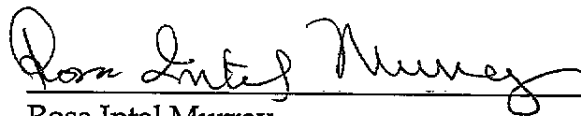
The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

**ARTICLE IX
AMENDMENT TO ARTICLES**

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being the original members of the Company, hereby acknowledge that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


John Phillip Murray


Rosa Intal Murray

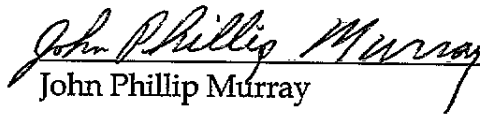
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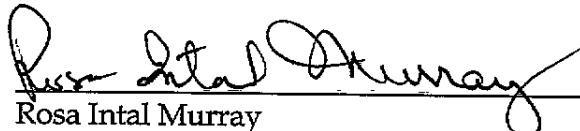
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
MANILA BAY TRADERS, L.C.**

The undersigned member or authorized representative of a member of Manila Bay Traders, L.C., deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$ 190,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$190,000.00. This total includes amounts from Paragraphs 2 and 3 above.

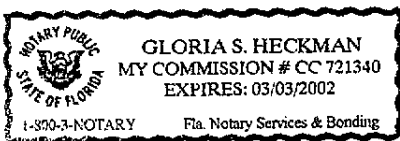
In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

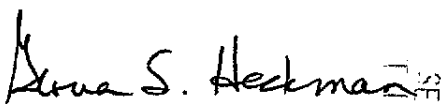

John Phillip Murray


Rosa Intal Murray

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by John Phillip Murray and Rosa Intal Murray, who () are personally known to me or (✓) produced a Military Identification as identification on this 17th day of February, 1999.




NOTARY PUBLIC
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NOTARY STAMP:

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the limited liability company is Manila Bay Traders, L.C.
2. The name and address of the registered agent and registered office is:

John Phillip Murray
1167 College Blvd.
Pensacola, FL 32504

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated February 17, 1999.



Registered Agent

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