

A 98000002601

HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

HYDE PARK PROFESSIONAL CENTER
315 SOUTH HYDE PARK AVENUE
TAMPA, FLORIDA 33606

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

November 9, 1998

(813) 251-8659
FAX (813) 254-6153

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100002688891--6
-11/17/98-01017-003
***2326.25 ***2326.25
\$1785.00

Re: Certificate of Limited Partnership for BOEL LIMITED/
Articles of Organization For Florida Limited Liability Company for B & E
INVESTMENTS, LLC

Dear Sir or Madam:

Enclosed are an original and one copy of the Certificate of Limited Partnership of BOEL LIMITED, a Florida Limited Partnership. Please file the original Certificate, date stamp the copy, and return the copy to our office. Enclosed is a check in the amount of \$2,326.25 to cover the cost of the following expenses:

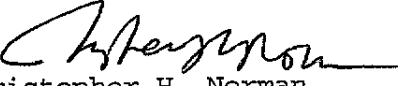
| | |
|------------------------|--------------|
| Filing Fee | \$1,750.00 |
| 1999 Annual Report Fee | 541.25 |
| Registered Agent Fee | <u>35.00</u> |
| Total | \$2,326.25 |

CM

Enclosed also are an original and one copy of the Articles of Organization for B & E INVESTMENTS, LLC. Please file the original Articles, date stamp the copy, and return the copy to our office. Enclosed is a check in the amount of \$285.00 to cover the cost of the following expenses:

| | |
|----------------------|--------------|
| Filing fee | \$250.00 |
| Registered Agent Fee | <u>35.00</u> |
| | \$285.00 |

Very truly yours,


Christopher H. Norman

FILED
98 NOV 17 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHN:jfb
Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BOEL LIMITED
a Florida Limited Partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following pursuant to Florida Statute §620.108(1):

(a) The name of the Partnership is BOEL LIMITED ("the Partnership"), a Florida limited partnership.

The address of the office of the Partnership is:

c/o Tate Oil Co., Inc.
P.O. Box 38
Crestview, Florida 32536

b) The name and address of the agent for service of process for the Partnership is:

James P. Hines, Esquire
Hines & Associates, P.A.
315 S. Hyde Park Avenue
Tampa, Florida 33606

(c) The name and business address of the general partner of the Partnership is:

B & E Investments, LLC
c/o Tate Oil Co., Inc.
P.O. Box 38
Crestview, Florida 32536

(d) The mailing address for the Partnership is:

c/o Tate Oil Co., Inc.
P.O. Box 38
Crestview, Florida 32536

(e) The latest date upon which the Partnership shall dissolve is: December 31, 2040.

(f) The Partnership is authorized to issue 50,000 partnership

FILED
98 NOV 17 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L 98-2775

units, and 100 units will be issued initially.

(g) The General Partner is a Florida limited liability company.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


B & E INVESTMENTS, LLC, as
General Partner

By:

Robert E. Tate, as its
Managing Member

Date:

11-16-98

FILED

98 NOV 17 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of BOEL LIMITED ("the Partnership"), a Florida limited partnership, hereby certifies as follows pursuant to Florida Statute §620.108(1):

As of the date set forth hereinbelow, the amount of capital contributions of the limited partners of the Partnership is as follows:

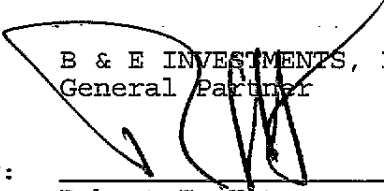
\$7,061.25

As of the aforesaid date, the total amount anticipated to be contributed by the limited partners of the Partnership is as follows:

\$5,000,000.00

Under the penalties of perjury, I, Robert E. Tate, as the Managing Member of B & E Investments, LLC, a Florida limited liability company, the general partner of the Partnership, hereby declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

IN WITNESS WHEREOF, this Affidavit of Capital Contributions has been executed by the undersigned general partner on the dates set forth hereinbelow.


By: 
Robert E. Tate, as its
Managing Member

Date: 11.16.98

FILED
98 NOV 17 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having being named as registered agent for BOEL LIMITED ("the Partnership"), a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Statute §620.192.



James P. Hines, Esquire
Registered Agent

FILED
98 NOV 17 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA