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Division of Corporations

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Florida Department of State
Division of Corporations
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To:
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Fax Number : (850)922-4003

From:
Account Name : JORGE GAVIRIA
Account Number : I20000000245
Phone : (305) 666-8844
Fax Number : (305) 667-7004

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LIMITED LIABILITY COMPANY

SUNRISE GASOLINE, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
SUNRISE GASOLINE, L.L.C.**

The undersigned, for purpose of forming a limited liability company under the **Florida Limited Liability Company Act, F.S. Chapter 608**, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I- NAME

The name of the limited liability company shall be **SUNRISE GASOLINE, L.L.C.** The principal place of business of the Company in Florida shall be:

4449 N. State RD. NO. 7, Lauderhill, Florida 33319-5861

The mailing address shall be:

4449 N. State RD. NO. 7, Lauderhill, Florida 33319-5861

ARTICLE II- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III-PURPOSE AND POWERS

The general purpose for which the Company is organized is to engage in any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is:

O. Madeline Garcia
4449 N. State RD. NO. 7,
Lauderhill, Florida 33319-5861

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ARTICLE V- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

O. Madeline Garcia	\$100,000.00
Francisco J. Sandoval	\$100,000.00

ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all members.

ARTICLE VII- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE IX- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is **Francisco Javier Sandoval**, 4449 N. State RD. NO. 7, Lauderhill, Florida 33319-5861

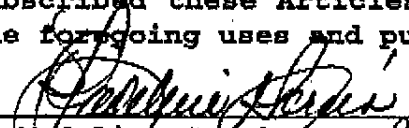
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ARTICLE X- MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purpose this November 13, 2000.




O. Madeline Garcia



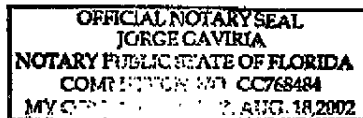
Francisco Javier Sandoval

Before me personally appeared, O. Madeline Garcia and Francisco Javier Sandoval to me well known to be the organizers of the above limited liability company, who produced their drivers license and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purpose mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this November 13, 2000.



Notary



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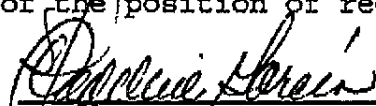
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507,
SUNRISE GASOLINE. L.L.C.
submits the following statement to designate a registered office
and registered agent in the state of Florida:

1. The name of the limited liability company is
SUNRISE GASOLINE. L.L.C..
2. The name and street address of the registered agent in
Florida is:

4449 N. State RD. NO. 7, Lauderhill, Florida 33319-5861

The undersigned, being the person named in the articles of organization of **SUNRISE GASOLINE. L.L.C.** as registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


O. Madeline Garcia
4449 N. State RD. NO. 7,
Lauderhill, Florida 33319-5861

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