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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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AL

**LIMITED LIABILITY COMPANY**

texas star oil & gas, e&p, llc

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ARTICLES OF ORGANIZATION OF

TEXAS STAR OIL & GAS, E&P, LLC  
LIMITED LIABILITY COMPANY

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The undersigned, desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be the TEXAS STAR OIL & GAS, E&P, LLC and the mailing address and the street address of the principal office of the limited liability company shall be 999 Brickell Avenue, Suite 700, Miami, Florida 33131

SECOND: TEXAS STAR OIL & GAS, E&P, LLC shall have a perpetual duration from the date of the filing of these Articles of Organization.

THIRD: Copies of the operating agreement and bylaws of the TEXAS STAR OIL & GAS, E&P, LLC may be obtained from the Managing Member via a written request mailed to 999 Brickell Avenue, Suite 700, Miami, Florida 33131, which is the place in the State of Florida where the principal office of the company is located.

FOURTH: The purposes for which TEXAS STAR OIL & GAS, E&P, LLC is formed are:

- (A) to purchase, sell, distribute, broker, invest in, import and export, and otherwise deal with a variety of products and services within and outside the State of Florida as agent for the parent companies, subject to such laws and regulations governing licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and penetrate new markets; and

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TEXAS STAR OIL & GAS, E&P, LLC

(B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FIFTH: The maximum number of ownership units which, TEXAS STAR OIL & GAS, E&P LLC is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

SIXTH: This limited liability company shall be manager-managed and will have one (1) manager, LUIS CARDENAS.

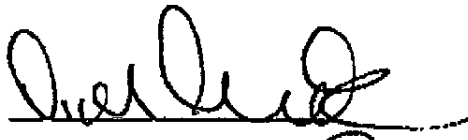
SEVENTH: This limited liability company is going to be constituted for:

PRESIDENT: Luis Cardenas  
VICEPRESIDENT: Humberto Toro  
CHIEF OPERATING OFFICER: John Sherwood  
TECHNICAL OPERATING OFFICER: Leroy Hoskins

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EIGHTEEN: The name and mailing address of the company's registered agent is LUIS CARDENAS whose mailing address is 16755 NW 13 ST. PMBK PINES, FL 33028-1903.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 29<sup>th</sup> of November, 2000.

  
LUIS CARDENAS  
MANAGER

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## Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability Company is TEXAS STAR OIL & GAS, E&P, LLC
2. The name of the registered agent is Luis Cardenas.
3. The address of the registered agent/registered office is 16755 NW 13 ST. PMBK PINES, FL 33028-1903.

### Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.

  
By: LUIS CARDENAS POA

Date: November 30, 2000

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