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LAW OFFICES OF  
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JAMES E. KERR  
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February 1, 2001

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-02/05/01--01083--012  
\*\*\*\*160.00 \*\*\*\*160.00

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

RE: PETRO REALTY FLORIDA, L.L.C.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Organization for the above-named proposed Florida limited liability company. Also enclosed is our check in the amount of \$160.00 representing payment of the following:

1. Filing Fee;
2. Registered Agent Designation;
3. Certified Copy;
4. Certificate.

Please file the enclosed Articles of Organization and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,



John D. Spear

JDS/eca

Enclosures

01 FEB -5 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION

OF

PETRO REALTY FLORIDA, L.L.C.

The undersigned, for the 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 Petro Realty Florida, L.L.C.

ARTICLE II. ADDRESS

The mailing address of the principal office of the Company shall be:

26880 Wedgewood Drive, #306  
Bonita Springs, FL 34134

The street address of the principal office of the company shall be:

26880 Wedgewood Drive, #306  
Bonita Springs, FL 34134

ARTICLE III. 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 be perpetual unless the company is earlier dissolved as provided in these articles of organization.

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01 FEB -5 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE 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:

Ralph H. McNaughton  
26880 Wedgewood Drive, #306  
Bonita Springs, FL 34134

**ARTICLE V. CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property as agreed to.

**ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS**

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

**ARTICLE VII. ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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 the 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.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE VIII. TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on 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, provided there are at least two remaining members.

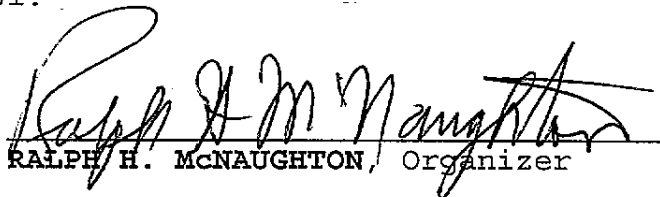
ARTICLE IX. MANAGEMENT

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:

Ralph H. McNaughton  
26880 Wedgewood Drive, #306  
Bonita Springs, FL 34134

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TALLAHASSEE FLORIDA

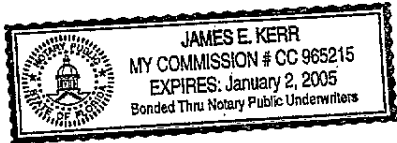
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Bonita Springs, Florida, on January 31, 2001.

  
RALPH H. McNAUGHTON, Organizer

STATE OF FLORIDA

COUNTY OF LEE

Sworn to and subscribed before me this 31st day of January,  
2001, by Ralph H. McNaughton, who is personally known to me or  
has produced a driver's license as identification.



James E. Kerr  
Signature of Notary Public

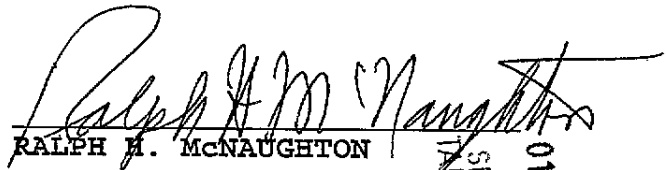
James E. Kerr  
Printed Name of Notary Public

Commission Expires:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of PETRO REALTY FLORIDA, L.L.C., as the 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.

  
RALPH M. McNAUGHTON  
Registered Agent

01 FEB -5 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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