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PETROL USA, LLC
205 South Hoover Boulevard, Suite 101
Tampa, Florida 33609

June 6, 2001

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

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***155.00 ***155.00

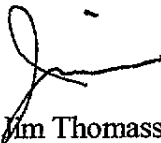
Re: New Articles of Organization of Petrol USA, LLC

Dear Sirs:

Please find enclosed the Articles of Organization of Petrol USA, LLC. We have enclosed a check in the amount of \$155.00, \$100.00 for the filing fee, \$25.00 for the registered agent fee and \$30.00 for a certified copy of record.

If you have any questions, please contact the undersigned at (813) 636-8111, ext. 112.

Sincerely,



Jim Thomasson
Administrative Assistant

/jt
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

PETROL USA, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I NAME

The name of the limited liability company shall be:

Petrol USA, LLC

ARTICLE II PERIOD OF DURATION

The period of duration of the limited liability company shall be perpetual.

ARTICLE III PURPOSES

The limited liability company's business shall consist solely of the following:

(i) to acquire, own, operate, supply fuel to, and manage the gasoline service station and related facilities located at the following addresses:

825 South Florida Avenue, Lakeland, Florida*
101 6th Street, Winter Haven, Florida
1331 1st Avenue, Birmingham, Alabama
U.S. Highway 98, Lucedale, Mississippi
1000 Franklin Avenue, Gretna, Louisiana
3725 Trickum Road, Marietta, Georgia
405 East Brandon Boulevard, Brandon, Florida
7142 East Fowler Avenue, Temple Terrace, Florida*
2160 Carson Road, Birmingham, Alabama
407 S.W. 138 & Taylor Highway, Riverdale, Georgia
6802 Middle Valley Road, Hixon, Tennessee
6309 15th Street East, Sarasota, Florida

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1103 U.S. Highway 78, Grayson, Georgia
803 West Grand Avenue, Rainbow City, Alabama
1238 Schellinger Road, Semmes, Alabama;

* Fuel Supplier Only

and,

(ii) to engage in such other lawful activities permitted to a limited liability company under the laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

**ARTICLE IV
GENERAL POWERS**

The limited liability company shall have the power to undertake any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, including, but not limited to, the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or an interest in real or personal property, any legal or equitable property, wherever situated.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees, or incur liabilities; borrow money at such rate of interest as the limited liability company may determine; issue its notes, bonds, or other obligations; or secure any of its obligations by mortgage or pledge of all of any part of its property, assets, franchises or income.

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(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a member or manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

(k) Cease its activities and surrender its Articles of Organization.

(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business which the members or the managers find to be in aid of governmental policy.

(n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.

(o) Be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(p) Sue or be sued, or complain or defend, in its name.

(q) Have and exercise all other powers necessary or convenient to effect its purposes.

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ARTICLE V
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the limited liability company is 205 South Hoover Boulevard, Suite 101, Tampa, Florida 33609.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 205 South Hoover Boulevard, Suite 101, Tampa, Florida 33609, and the name of its initial registered agent is John J. Ceccarelli. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VII
MANAGEMENT

All powers of the limited liability company shall be exercised by or under the authority of the members, and, except as otherwise provided in the regulations and operating agreement of the limited liability company, if any, the business and affairs of the limited liability company shall be managed by or under the direction of the members (the "members"). The members may elect one or more managers and grant them such authority as specifically provided by statute or by the regulations and operating agreement. The name and current address of the member is as follows:

Leviticus, Inc.
205 South Hoover Boulevard, Suite 101
Tampa, Florida 33609

ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued by the unanimous consent or agreement of the remaining members.

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**ARTICLE IX
RESTRICTIONS ON MEMBERSHIP**

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing member. Contributions required of a new member shall be determined by the member as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous consent of the members, or in accordance with the regulations and/or an agreement, if any, among the members and the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the member.

**ARTICLE X
REGULATIONS**

The member of the limited liability company may adopt an operating agreement and regulations of the limited liability company pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations may be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

**ARTICLE XI
ACKNOWLEDGMENT**

The member of the limited liability company, through the undersigned authorized representative, does hereby certify that the foregoing constitutes the proposed Articles of Organization of Petrol USA, LLC. These Articles of Organization may be amended from time to time by consent of the member holding a majority-in-interest of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

**ARTICLE XII
SEPARATE OPERATIONS**

The limited liability company:

- (a) will not fail to correct any known misunderstanding regarding the separate identity of the limited liability company;

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- (b) will maintain its accounts, books and records separate from any other person or entity;
- (c) will not commingle its funds or assets with those of any other entity;
- (d) will hold its assets and conduct its business in its own name and, particularly, will use its best efforts to avoid the appearance of conducting business on behalf of any of its Affiliates, or that the assets of the limited liability company are available to pay the creditors of any of its Affiliates;
- (e) will maintain its financial statements, accounting records and other entity documents separate from any other person or entity;
- (f) will pay its own liabilities out of its own funds and assets;
- (g) will observe all corporate formalities;
- (h) will maintain an arm's length relationship with its Affiliates;
- (i) will not acquire obligations or securities of any of its members;
- (j) will allocate fairly and reasonably shared expenses, including, without limitation, shared office space, and will use separate stationary, invoices and checks;
- (k) will hold itself out and identify itself as a separate and distinct entity in its own name and not as a division or part of any other person or entity;
- (l) will not make loans to any person or entity;
- (m) will not identify any of its members or any Affiliates as a division or part of it;
- (n) will not enter into or be a party to, any transaction with any of its members or its Affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arms-length transaction with an unrelated third party;
- (o) will pay the salaries of its own employees from its own funds;
- (p) will not assume, guarantee or pay the debts or obligations of any other person; and
- (q) will be shown on any financial statements for which it is part of a consolidated group as a separate member of such group.

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IN WITNESS THEREOF, the undersigned have executed these Articles of Organization
this 6th day of June, 2001.



John J. Ceccarelli,
Authorized Representative of the Members

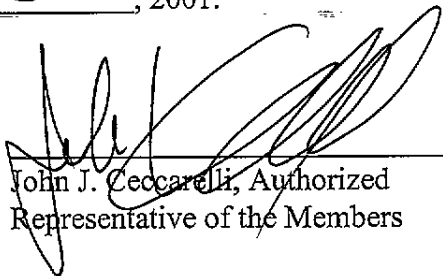
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of, Petrol USA, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 6 day of June, 2001.



John J. Ceccarelli, Authorized
Representative of the Members

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AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, this day personally appeared John J. Ceccarelli ("Affiant") who, after first being duly sworn, deposes and says the following:

1. Affiant is the duly authorized representative for Petrol USA, LLC.
2. Petrol USA, LLC has one member.
3. The amount of cash contributed by the member and the amount anticipated to be contributed by the member is as set forth below:

INITIAL CAPITAL CONTRIBUTION

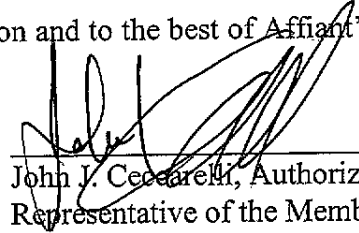
The total amount of cash initially contributed to the limited liability company is as follows:

<u>Member</u>	<u>Contribution</u>
Leviticus, Inc.	\$500.00

ADDITIONAL CONTRIBUTIONS

No additional contributions to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the member as provided in the regulations adopted by the member.

4. Affiant has examined this certification and to the best of Affiant's knowledge and belief it is true, correct and complete.



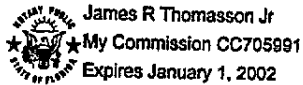
John J. Ceccarelli, Authorized
Representative of the Members

"Affiant"

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The foregoing instrument was acknowledged before me this 6th day of June, 2001, by John J. Ceccarelli who is personally known to me and did take an oath.

[NOTARIAL SEAL]



James R Thomasson Jr
NOTARY PUBLIC
James R. Thomasson, Jr.

Commission No. CC705991

My Commission Expires: 01/01/02

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