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Division Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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LIMITED LIABILITY COMPANY

GEOPOLIS LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 9, 2001

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SUBJECT: GEOPOLIS L.L.C.
REF: W01000015617

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

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Letter Number: 101A00040377

OK to resubmit

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

EFFECTIVE DATE
7/6/01

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited liability company is:

Geopolis L.L.C.

Article II. Address

The Company's street and mailing address is:

American Incorporators Ltd.
1220 N. Market Street, Suite 606
Wilmington, DE 19801

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

Florida Filing & Search Services, Inc.
1333 Duval Street
Tallahassee, FL 32302

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

American Incorporators
1220 North Market Street, Suite 606
Wilmington, DE 19801
800-421-2661

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Article V. Management

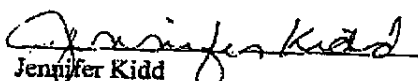
This will be a member-managed company. The name of the sole member is:

Star Group Finance and Holdings, Inc.
Suite 302
East Building No. 34/20
Cuba Avenue & 34th St.
Panama City 5, Panama

Article VI. Company Existence

The Company's existence shall begin effective as of June 6, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on June 6, 2001.


Jennifer Kidd
Authorized Representative

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

Geopolis LLC

REGISTERED AGENT/OFFICE

Paul Hodge

Florida Filing & Search Services, Inc.

1333 North Duval Street

Tallahassee, FL 32302

I agree to act as registered agent to accept service of process for the limited liability company named above at the place designated in this Certificate. I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Paul D. Hodge, President

Paul Hodge

Date: June 6, 2001

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