

Division of Corporations

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

6

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To:
 Division of Corporations
 Fax Number : (850) 205-0383

EFFECTIVE DATE
9-10-01

01 SEP 12

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

From:
 Account Name : FLORIDA FILING & SEARCH SERVICES
 Account Number : I20000000189
 Phone : (850) 668-4318
 Fax Number : (850) 668-3398

AL

LIMITED LIABILITY COMPANY
INCOMMERCE, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited liability company is:

InCommerce 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

EFFECTIVE DATE

9-10-01

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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TALLAHASSEE, FLORIDA

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Article V. Management

This will be a member-managed company. The name of the 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 September 10, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on September 10, 2001.


Jennifer Kidd
Authorized Representative

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

InCommerce L.L.C.

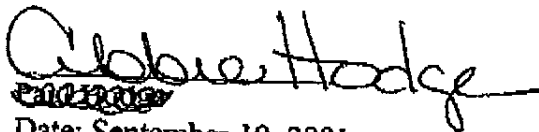
REGISTERED AGENT/OFFICE

~~20010722~~

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.

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~~20010722~~

Date: September 10, 2001

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