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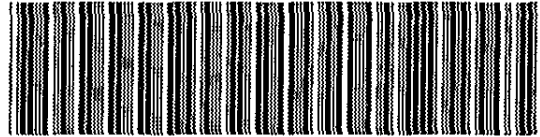
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**USAG PETRO, LLC.
USAG PETRO SOUTH, LLC.**

7248 West Palmetto Park Road

Suite 101 South

Boca Raton, FL 33433

Tel: (561) 392-9450

Fax: (561) 392-9371

November 1, 2002

Florida Department of State
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment to Articles of Organization

Dear Sirs:

Enclosed herewith please find one (1) original and one (1) duplicate of Articles of Amendment to Articles of Organization for the following Limited Liability Companies:

1. USAG PETRO, LLC
2. USAG PETRO SOUTH, LLC

Additionally, enclosed herewith please find our check in the amount of \$110.00 representing payment for the filing fees and a Certified copy for both companies. Please be so kind as to process the amendments at your earliest possible convenience and return the documents using the enclosed Airborne Express envelope.

Please call my office if you have any questions or require any additional information, (561) 392-9450 ext. 219.

Thank you,


Alex Grief
Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

USAG PETRO, LLC
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 10/01/2001

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

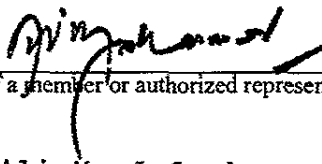
USAG PETRO, LLC MANAGING MEMBERS ARE AS FOLLOWS:

ALI M. JAFERI
7284 W. PALMETTO PARK ROAD
SUITE 101 SOUTH
BOCA RATON, FL 33433

ALEX N. GRIEF
7284 W. PALMETTO PARK ROAD
SUITE 101 SOUTH
BOCA RATON, FL 33433

DANIEL W. MCRAVY
728 NORTH FEDERAL HIGHWAY
STUART, FL 34994

Dated effective 10/01/2001



Signature of a member or authorized representative of a member

Ali M. Jaferi

Typed or printed name of signee

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA