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LIMITED LIABILITY COMPANY

the south florida traders association llc

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**ARTICLES OF ORGANIZATION OF
THE SOUTH FLORIDA TRADERS
ASSOCIATION LLC, a Florida Limited Liability Company**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization:

ARTICLE I. - COMPANY NAME

The name of the Limited Liability Company is South Florida Traders Association LLC, and shall be referred to herein as the Association.

ARTICLE II. - ASSOCIATION EXISTENCE

The existence of the Association shall begin upon the filing of these articles with the Florida Department of State.

ARTICLE III. - PURPOSE AND POWERS

The purposes for which the Association is organized are:

1. To bring unity among all Ismaili owners of convenience stores, dollar stores and gas stations in the South Florida area;
2. To derive strength from this association, to create collective bargaining power beneficial to the members;
3. To educate the members through various means, including meetings, seminars and publications to add value to their business enterprises;
4. To provide support to other groups of Ismaili business owners to enable them to form their own alliances.

ARTICLE IV. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Association is 16050 Collins Ave., Sunny Isles Beach, FL 33160, and the name of its initial registered agent at such address is Ismail Asrani. The mailing address and street address of the principal office of the Association is 16050 Collins Ave., Sunny Isles Beach, FL 33160.

ARTICLE VI. - MEMBERS

The number of members constituting the initial membership of the Association is one. The name and address of the person who is to serve as the member is as follows:

Ismail Asrani
16050 Collins Ave.
Sunny Isles Beach, FL 33160

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Jonas and Silberman, P.A.
300-71st St., Ste. 405, Miami Beach, FL 33141 (305) 866-7621 Fax (305) 866-7063

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All members shall be owners of businesses in which the majority ownership is vested in Ismailis. Prospective members shall submit a prescribed application form for membership to the Association, for consideration by the Board of Directors. The Association shall adopt bylaws which shall include, among other matters, the methods by which membership is obtained and additional requirements for membership.

An existing member shall lose its membership status upon the happening of any of the following events:

1. If such member is found guilty of a felony.
2. At any time that it is determined that the business associated with such member is not owned in the majority by Ismailis.
3. Failure to pay annual dues.
4. Any other event specified in the bylaws as causing such termination of membership.

ARTICLE VII - MEMBER EXECUTING ARTICLES

The name and address of the member executing these articles is:

Ismail Asrani
16050 Collins Ave.
Sunny Isles Beach, FL 33160

ARTICLE VIII - EXECUTIVE BODY

A Board of Directors, consisting of up to eleven members, shall administer the affairs of the Association. The method of electing the Board, and the qualifications, shall be set forth in the bylaws. Members of the board shall not be compensated for the services for the Association, but rather shall be volunteers. Such board members can be reimbursed for their actual expenses incurred in representing the Association, upon application to the board or as otherwise provided in the bylaws.

ARTICLE IX - INCOME AND EXPENSES OF THE ASSOCIATION

It is anticipated that there will be two primary sources of income of the Association. First, the Association expects to negotiate with manufacturers and suppliers for rebates for purchases of goods and services by the members, which rebates shall be passed through, in whole or in part, to such purchasing members. Second, all members shall be required to pay an annual membership fee. The income of the Association shall be used, as far as is practicable, as follows:

1. Up to 30% shall be reserved for future use by the Association, as the board of directors shall decide from time to time.
2. For the set up and operation of the Association.

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3. Up to 20% to be contributed to charities selected by the board from time to time.
4. Out of surplus, an earmarked fund for identified programs of the Association.
5. For financial assistance to Ismaili individuals, groups, institutions, associations and unions as decided by the Board.
6. Distribution of any surplus in any given year to the members based upon a formula adopted by the board.

ARTICLE X - AMENDMENTS

These Articles may be amended only upon receipt of a petition for an amendment, signed by no less than 30% of the existing members, in which the requested amendment is set forth. The petition shall be considered by the board at a board meeting held within 30 days of receipt of the petition. The board's decision, and the petition, shall be delivered to all of the members and a meeting of the members shall be held within 60 days of the board meeting to consider the amendment. The amendment will only be effective upon the affirmative vote, at such meeting, of 2/3 of all existing members.

IN WITNESS WHEREOF the undersigned member has executed these Articles of Organization at Miami Beach, Miami-Dade County, Florida on this 7 day of February, 2002.


ISMAIL ASRANI

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW ISMAIL ASRANI, and hereby acknowledges his appointment as the registered agent of South Florida Traders Association LLC, a Florida Limited Liability Company, and states that he is familiar with, and accepts, the obligations of that position.


ISMAIL ASRANI

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