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8/19  
March 1, 2002

MJH

Secretary of State  
State of Florida  
Division of Corporations  
The Capitol  
Tallahassee, FL 32301

FL LLC \$155.00  
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00855-02827-00076-02963

Re: Hughes Petro L.L.C.

Dear Sir or Madam:

W62-6465

Enclosed for filing please find on behalf of the above corporation the original and one copy of the executed Articles of Organization, together with a check in the amount of \$133.75, for the following:

Charter Tax	-0-
Filing Fees	\$100.00
Certified Copy	\$ 8.75
Registered Agent	
Designation	\$25.00

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-03/04/02--01067--004

\*\*\*\*133.75 \*\*\*\*133.75

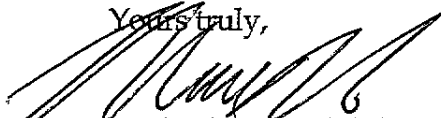
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-03/21/02--01016--013

\*\*\*\*21.25 \*\*\*\*21.25

Please return the certified copy of the Articles of Organization to my office as soon as possible.

Yours truly,

  
Michael D. Randolph

MDR:dh

enclosures

FILED  
02 MAR 19 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 7, 2002

MICHAEL D. RANDOLPH  
SIMPSON, HENDERSON, CARTA & RANDOLPH  
POST OFFICE BOX 1906  
FORT MYERS, FL 33902

SUBJECT: HUGHES PETRO L.L.C.  
Ref. Number: W02000006465

We have received your document for HUGHES PETRO L.L.C. and your check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$21.25.

Please return 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 102A00013828

ARTICLES OF ORGANIZATIONHUGHES PETRO, L.L.C.

THE UNDERSIGNED HEREBY FORMS A LIMITED LIABILITY COMPANY UNDER THE Florida Limited Liability Company Act, Florida Statutes, Chapter 608, and adopts as the Articles of Organization of such limited liability company the following:

ARTICLE I: NAME

The name of this limited liability company is:

HUGHES PETRO, L.L.C.

ARTICLE II: PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning or all lawful businesses for which a limited liability company may be organized according to laws of the State of Florida, including all powers and purposes now and hereafter permitted by law a limited liability company.

ARTICLE III: ADDRESS

The mailing address and street address of the principal office of this limited liability company shall be 2150 Andrea Lane, Fort Myers, Florida 33912.

ARTICLE IV: REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of the company in this state is ROBERT HUGHES, SR., 2150 Andrea Lane, Fort Myers, Fort Myers, Florida 33912.

ARTICLE V: MANAGEMENT OF THE COMPANY

The Company shall be a manager-managed company. The number of managers shall be fixed by, or in the manner provided in the Operating Agreement of the Company.

ARTICLE VI: DISSOLUTION

The company shall exist from the date of filing of these Articles with the Department of State and shall be dissolved upon the occurrence of any one or more of the following events: a) December 31, 2052 b) the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company; c) the occurrence of any event of dissolution described in the Operating Agreement; d) the occurrence of any other event of dissolution described in the Florida Limited Liability Company Act, as the same may be modified from time to time, or any corresponding provision of succeeding law (the "Act"); provided, however, that the Company shall not be dissolved and shall not be required to be wound up if the remaining members consent and elect to continue the business of the Company in accordance with the Operating Agreement of the Company or the Act, as the case may be.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE VII: OPERATING AGREEMENT

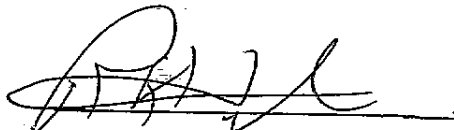
The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Fort Myers, Lee County, Florida this 27 day of February, 2002.

  
ROBERT HUGHES, SR.ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following person being the person named in the Articles of Organization of HUGHES PETRO, L.L.C., as Registered Agent of the Company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of Registered Agent.

Dated this 27 day of Feb., 2002.

  
ROBERT HUGHES, SR.  
Registered Agent