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Division of Corporations

EMMANUEL SHEPPARD & CONDON

FAX TO 850 433 1512

P. 1

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Florida Department of State
Division of Corporations
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From:

Account Name : EMMANUEL SHEPPARD & CONDON
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LIMITED LIABILITY COMPANY

BLUE DOLPHIN, L.L.C.

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DIVISION OF CORPORATION

STATE OF FLORIDA
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
BLUE DOLPHIN, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Blue Dolphin, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 8826 Grow Drive, Pensacola, FL 32514, and the street address shall be 8826 Grow Drive, Pensacola, FL 32514.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these Articles of Organization or in the operating agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Gary D. Sweetin, at 8826 Grow Drive, Pensacola, FL 32514.

ARTICLE V - MANAGEMENT

The company shall be managed by a manager determined in accordance with operating agreement adopted by the members for the management of the business and affairs of the company. The operating agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except in accordance with the terms and conditions of the operating agreement. A member may transfer his or her interest in the company as set forth in the operating agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless the transfer of said interest is in accordance with the operating agreement.

IN WITNESS WHEREOF, the undersigned organizer and member has made and subscribed these Articles of Organization at Pensacola, Florida, on this 31 day of October, 2002.



Gary D. Sweetin

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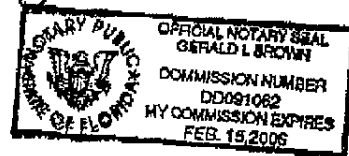
Gerald L. Brown, Esq.
Emmanuel, Sheppard & Condon
30 S. Spring Street
Pensacola, FL 32501
(850)433-6581
Fla. Bar No. 0009323

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STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 31 day of October, 2002, by Gary D. Sweetin,
who () is personally known to me or who () has produced _____ as
identification and who did not take an oath.


Notary Public



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, Gary D. Sweetin, being the person named in the Articles of Organization of Blue Dolphin, L.L.C., as the registered agent of this limited liability 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 or her duties, and is familiar with and accept the obligations of the position of registered agent.



Gary D. Sweetin

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