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CAPITAL CONNECTION, INC.

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Petro-Quad III, LLC

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
Petro-Quad III, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, at Chapter 608, Florida statutes, hereby makes, acknowledges, and files, the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Petro-Quad III, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 2356 W. Hillsborough Avenue, Tampa, Florida 33603.

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.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and the Florida street address of the Registered Agent are:

Nickolas C. Ekonomides
Nickolas C. Ekonomides, P.A.
791 Bayway Boulevard
Clearwater, Florida 33767

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Registered Agent's Signature

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. 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 all the other members of the company

other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

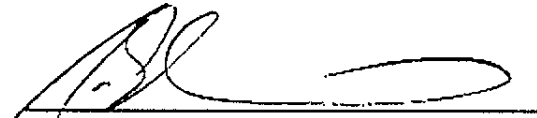
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ARTICLE VI -- MANAGEMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The company shall be managed by the members in accordance with the 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.

IN WITNESS WHEREOF, the undersigned authorized member has executed these articles of organization at Clearwater, Florida, on this 28th day of March, 2003.



Nickolas C. Ekonomides, As Authorized
Representative of Hassan Charara,
Authorized Member

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.