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MICHAEL MALISZEWSKI, P.A.

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STUART, FLORIDA 34994
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May 5, 2003

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Corporate Filing for Propane Discounters, L.C.

Dear Madam/Sir:

Enclosed, please find the original of the Articles of Incorporation and Registered Agent Acceptance forms for **Propane Discounters, L.C.**, a new Florida for profit corporation.

Also find my check number 1952, for the State's corporate filing fee in the amount of \$ 125.00. Please return the filing acceptance statement to my office in the enclosed self-addressed stamped envelope. *not enclosed*

Feel free to call me if there are any questions. Thank you in advance for your assistance with this matter.

Cordially,



Michael Maliszewski, Esq.

/dk
Enclosures

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**ARTICLES OF
ORGANIZATION OF
PROPANE DISCOUNTERS, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME, MAILING AND STREET ADDRESS OF BUSINESS**

The name of the limited liability company shall be **Propane Discounters, L.C.**, and its mailing address shall be located at **739 S.E. Dixie Highway, Jensen Beach, Florida, 34957**, in the County of Martin, and its street address shall be **739 S.E. Dixie Highway, Jensen Beach, Florida, 34957**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV
MANAGEMENT

This limited liability company shall be managed by TWO (2) member/managers. The names and addresses of the persons who shall serve until their successor is elected and qualified are as follows:

Jayce Smith, 739 ^{N.E.} ~~S.E.~~ Dixie Highway, Jensen Beach, Florida, 34957;
J.D. Geisler, 739 ~~S.E.~~ ^{N.E.} Dixie Highway, Jensen Beach, Florida, 34957.

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent of all current members only. Contributions required of new members shall be determined as of the time of admission to the limited liability company and must be paid in full prior to admission.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
PROFITS AND LOSSES

Profit and Loss Sharing. The members shall be entitled to the net profits or losses arising from the operation of the limited liability company's business that remains after the payment of the expenses of conducting the business of the limited liability company in the percentages listed below, unless changed by unanimous vote of the members at the annual meeting with proper notice to all members, to wit:

Jayce Smith, 50% and J.D. Geisler, 50%.

The distributive share of the profits or losses shall be determined and paid to the members each year on the anniversary date of prior annual meeting.

ARTICLE VII
DURATION

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This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **739 ^{N.E.} ~~S.E.~~ Dixie Highway, Jensen Beach, Florida, 34957**, and the name of the company's initial registered agent at that address is **J.D. Geisler**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **Propane Discounters, L.C.**

EXECUTED by the undersigned at Stuart, Florida on May 5th, 2003.



J.D. Geisler, Incorporator.

STATE OF Florida)
COUNTY OF Martin)

On this day personally appeared before me, the undersigned authority, **J.D. Geisler**, who is personally known to me or who [] produced _____ as identification, and who did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 5th day of May, 2003.

(Seal)



Michael Maliszewski
My Commission DD148608
Expires September 08, 2006



Notary Public, State of _____
My Commission Expires: _____


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**ACCEPTANCE OF REGISTERED AGENT
FOR
PROPANE DISCOUNTERS, L.C.**

I, **J.D. Geisler**, pursuant to the provisions of Section 608.415 and 608.507, Florida Statutes, having been named to accept service of process, for **Propane Discounters, L.C.**, a Florida limited liability corporation at the place designated in the foregoing Articles of Organization, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 5th day of May, 2003.

REGISTERED AGENT:



J.D. Geisler
739 S.E. Dixie Highway
Jensen Beach, Florida, 34957

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