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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAY 19 PM 3:07

Date: May 15, 2003

To: Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

Re: PetroRem Services, L.L.C.

Enclosed is an original and 1 copy of articles of organization for the above-referenced LLC along with a check for \$155.00 as follows:

\$125 for filing fee
\$ 30 for a certified copy

Please send acknowledgment of receipt and/or date-stamped copy to:

Kenneth P. Richard
PetroRem Services, L.L.C.
1410 Mackerel Avenue
Merritt Island, FL 32952

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ARTICLES OF ORGANIZATION FOR A LIMITED LIABILITY COMPANY

The undersigned being authorized to execute and file these articles hereby certifies that:

ARTICLE I - Name

The name of the Limited Liability Company is PetroRem Services, L.L.C.

ARTICLE II - Purpose

The purpose for which this Limited Liability Company is organized is to engage in any and all lawful acts for which an L.L.C. may be formed.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Registered Agent and Address

The name and address of the initial registered agent is Kenneth P. Richard, 1410 Mackerel Avenue, Merritt Island, Florida 32952.

ARTICLE V - Management

The Limited Liability Company is to be managed by a member and the name and address of the initial manager who is to serve as manager pursuant to the Regulations of the Limited Liability Company until his successors are elected is Kenneth P. Richard, 1410 Mackerel Avenue, Merritt Island, Florida 32952.

The initial manager and all subsequent managers shall serve, be removed, and elected pursuant to the Regulations of the Limited Liability Company.

ARTICLE VI - Principal Place of Business

The initial principal place of business of the Limited Liability Company is 1410 Mackerel Avenue, Merritt Island, Florida 32952.

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ARTICLE VII - Effective Date

The effective date of these articles is upon filing.

ARTICLE VIII - Non-Liability

The members and managers shall not be liable for any debts, obligations or liabilities of the Limited Liability Company.

ARTICLE IX - Admission of Additional Members

Additional Members will be admitted only upon the consent of the Members owning a majority of the Membership Units upon such terms as provided in the Regulations.

ARTICLE X - Members' Rights to Continue Business

The remaining Members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned member(s) executed these Articles of Organization this 15th day of May, 2003.



Member: Kenneth P. Richard
1410 Mackerel Avenue
Merritt Island, FL 32952



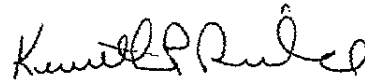
Member: Kelly K. Richard
1410 Mackerel Avenue
Merritt Island, FL 32952

(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.)

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Acceptance of Registered Agent

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608 of the Florida Statutes.



Registered Agent: Kenneth P. Richard
1410 Mackerel Avenue
Merritt Island, FL 32952

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