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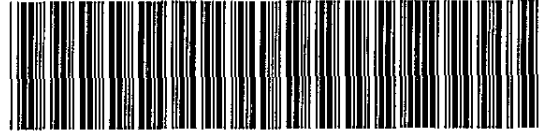
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

HUEY, GUILDAY, TUCKER, SCHWARTZ & WILLIAMS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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GOVERNMENT PRACTICE GROUP OFFICE:

215 SOUTH MONROE STREET

SUITE 110

TALLAHASSEE, FLORIDA 32301

May 28, 2003
VIA HAND DELIVERY

Secretary of State
Division of Corporations
East Gaines Street
Tallahassee, Florida

Re: SOM International, Inc.

Dear Sir or Madam:

I have enclosed the Articles of Organization for Quick Fill, LLC and a check for \$125.
Please give me a call when the acknowledgment is ready and I will have a runner pick it up.

Thank you.

Sincerely,

HUEY, GUILDAY, TUCKER,
SCHWARTZ & WILLIAMS, P.A.



Chris Gibson, Secretary to
Geoffrey B. Schwartz

GBS/cg
Enclosures

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
QUICK FILL, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

1. Name. The name of the Limited Liability Company is QUICK FILL, LLC, a Florida limited liability company (the "Company").
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The address of the Company's place of business in the State of Florida is 2930D Harrison Avenue, Panama City, Florida 32405. The Company's mailing address is 2930D Harrison Avenue, Panama City, Florida 32405.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Sandeep Gupta. The street address of the initial registered agent of the Company is 2930D Harrison Avenue, Panama City, Florida 32405.
6. Contributions to the Company. The total amount of cash initially contributed to the company by the members is \$100.00. No additional contributions have been agreed upon.
7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

9. Management of the Company. The management of the Company is to be with a manager. The Company shall be managed in accordance with the regulations and operating agreement adopted by all of the initial members. The name and address of the initial manager is:

Sandeep Gupta
2930D Harrison Avenue
Panama City, Florida 32405

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TALLAHASSEE, FLORIDA

10. Initial Member. The initial member of the Company is:

Sandeep Gupta
2930D Harrison Avenue
Panama City, Florida 32405

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

12. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members unless such member shall have first complied with the Right of First Refusal provisions of the regulations adopted by the members. If the Company or the non-transferring members do not elect to purchase the interest, the transferee of the interest of the transferring member shall have the right to become a member and to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

13. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

14. Contracting Debts. The consent of all members shall be required to borrow any money or encumber the Company's property.

The undersigned executed these Articles of Organization effective as of the 27th day of May 2003.



Member: SANDEEP GUPTA

STATE OF FLORIDA :
COUNTY OF LEON :

I HEREBY CERTIFY that on this 27th day of May 2002, before me personally appeared Sandeep Gupta, who is personally known to me and who executed the foregoing before me for the purposes therein expressed.

Chris Gibson
NOTARY PUBLIC

My Commission Expires:



Chris Gibson
MY COMMISSION # DD134855 EXPIRES
October 20, 2003
BONDED THRU TROY FAIN INC. OF FLA. INC.

ACCEPTANCE AS REGISTERED AGENT OF CORPORATION

HAVING BEEN named Registered Agent and designated to accept service of process for the within named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Sandeep Gupta
SANDEEP GUPTA

Dated: May 27 2003

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NOTARY OF STATE
TALLAHASSEE, FLORIDA