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To:

Division of Corporations

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from:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694

Fax Number : (305)633-9696

LIMITED LIABILITY COMPANY

G & S GROUP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF ORGANIZATION FOR

G & S GROUP, LLC.

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

ARTICLE I

The name of the limited liability company is G & S GROUP, LLC (the "Company").

ARTICLE II PURPOSE

The purpose of the Company shall be to conduct any business allowed under Florida Law including all powers and activities in which a Limited Liability Company is permitted to engage in, including, but not limited to, the purchase, administration and transacting as a gas station, convenience more, and car wash operator and related activities.

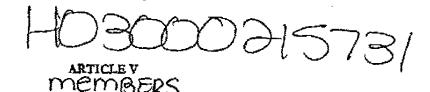
ARTICLE III PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is: 4343-130 South Avenue, Wellington, FL 33414.

ARTICLE IV MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a managermanaged company.

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The initial board of directors shall consist of four (4) members. This number may be increased or decreased from time to time in accordance with the Company's bylaws but shall never be less than one. The name and address of the persons who will serve on the initial board of director are:

Name	Address
Franklin Hoet Lineres	4343 130 South Avenue, Wellington, Fl 33414
Franklin Daniel Hoet Machado	4343 130 South Avenue, Wellington, Fl 33414
Claudia Machado Do Hoet	4345 130 South Avenue, Wellington, Fl 33414
: Limbourg	4343 130 South Avenue, Wellington, Fl 33414
	mints.

ARTICLE VI REGISTERED AGENT. REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name and the succe address of the Company's registered agent in Florida are:

Leonardo F. Brito
Name
1001 Brickell Bay Drive, Suite 2112
Street Address
Miami, FL 33131
City, State Zip

Having been named at registered agent and to accept service of process for the above stated limited liability company at the place detegnated in this carificate, 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 any duties, and I am familian with and accept the obligations of my position as registered agent provide for in Viscilla Statutes Confere 685.

IN WITNESS WHEREOF, the undersigned authorized representative, in accordance with Florida Statutes Section 608.408(3), affirms under the penalties of penjury that the facts stated herein are true and, further, makes and subscribes these Articles of Organization in

-Registered Agent's Signature

Miami, Florida, this 17th day of June 2003

Leonardo r. Binto

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