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LIMITED LIABILITY COMPANY

TALBOT PETROLEUM, LLC

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

TALBOTT PETROLEUM, LLC

The undersigned, for the 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 - NAME

The name of the limited liability Company shall be TALBOTT PETROLEUM, LLC, ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 140 North Federal Highway, Boca Raton, Florida 33432.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 140 North Federal Highway, Boca Raton, Florida 33432 and the name of the initial registered agent of this Company at that address is Gregory K. Talbott.

ARTICLE V - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The name and address of the initial manager of the Company is Gregory K. Talbott, 140 North Federal Highway, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned organizer, as the duly authorized

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representative of the members, has made and subscribed these Articles of Organization of Boca Raton, Florida, on JUNE 17, 2004. ID: 38

[Signature]
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
GREGORY K. TALBOTT

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Organization were acknowledged before me this 17th day of JUNE, 2004 by Gregory K. Talbott. He is personally known to me, or produced as identification.

[Signature]
NOTARY PUBLIC, State of Florida

[SEAL]

Printed Name of Notary Public - State of Florida
My Commission Expires Dec 5, 2004
Commission # 00786060

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Under the provisions of F.S. 608.414 or 608.507, **TALBOTT PETROLEUM, LLC** submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is **TALBOTT PETROLEUM, LLC**.
2. The name and street address of the registered agent in Florida are:

Gregory K. Talbott
140 North Federal Highway
Boca Raton, Florida 33432

The undersigned, being the person named in the Articles of Organization of **TALBOTT PETROLEUM, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: June 14, 2004.



Gregory K. Talbott

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