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Division of Corporations

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Florida Department of State

2005 DEC 13 P 12:41

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.

Account Number : 076624003440

Phone : (305) 444-6226

Fax Number : (305) 442-4829

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

EAST STAR PETROLEUM, LLC

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

OF

EAST STAR PETROLEUM, LLC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: EAST STAR PETROLEUM, LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to 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.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 9700 Sw 40th Street, Miami, Florida 33165. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That EAST STAR PETROLEUM, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That EAST STAR PETROLEUM, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named ARAZOZA & FERNANDEZ FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, 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.

REGISTERED AGENT:

Arazoza & Fernandez-Fraga, P.A.

By:

Adelaida Fernandez-Fraga

Managing Director

Date: December 13th, 2005

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accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

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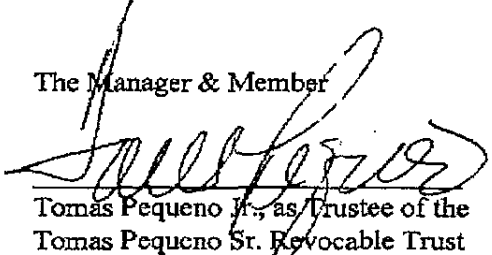
ARTICLE VI
MANAGEMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. The Initial Manager shall be TOMAS PEQUENO JR., AS TRUSTEE OF THE TOMAS PEQUENO SR. REVOCABLE TRUST of 9700 SW 40 Street, Miami, FL 33165

WITNESS the hand and seal of the managing member in Miami-Dade County, State of Florida, this 13th day of December, 2005.

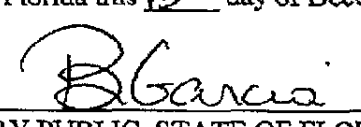
The Manager & Member


Tomas Pequeno Jr., as Trustee of the
Tomas Pequeno Sr. Revocable Trust

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, Tomas Pequeno Jr., as Trustee of the Tomas Pequeno Sr. Revocable Trust, who produced _____ as identification, or is personally known to me, to be the managing member of the foregoing Articles of EAST STAR PETROLEUM, LLC, who being by me first duly sworn, acknowledge that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 13th day of December, 2005.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

