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(Business Entity Name)

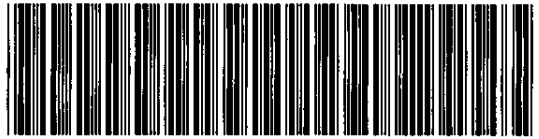
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Petro Properties & Finance
LLC

Signature _____

Requested by AW

5/18

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

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____ Certificate of Good Standing
____ Certificate of Status
____ Certificate of Fictitious Name
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____ Fictitious Owner Search
____ Vehicle Search
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____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ Courier

ARTICLES OF ORGANIZATION

OF

PetroProperties & Finance, L.L.C.

ARTICLE I
LIMITED LIABILITY COMPANY NAME

The name of this limited liability company shall be:

PetroProperties & Finance, L.L.C.

ARTICLE II
COMMENCEMENT AND DURATION

This limited liability company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2031, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The limited liability company is hereby organized for investment purposes in and outside the State of Florida but is shall be authorized to engage in any other activity or business permitted under the laws of the State of Florida.

ARTICLE IV
INITIAL BUSINESS ADDRESS AND INITIAL REGISTERED AGENT AND
REGISTERED OFFICE ADDRESS

The initial business and mailing address for the limited liability company shall be:

5915 Ponce de Leon Blvd.
Suite 60
Coral Gables, FL 33146

and the name and address of the initial registered agent for the limited liability company shall be:

HARRY K. BENDER
BENDER, BENDER & CHANDLER, P.A.
5915 Ponce de Leon Blvd.
Suite 60
Coral Gables, Florida 33146

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TALLAHASSEE, FLORIDA

ARTICLE V
CONTRIBUTIONS

The total cash initially contributed to the limited company shall be Ten Thousand Dollars (\$10,000.00). It is anticipated that the initial members of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

ARTICLE VI
INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY

The initial organizer of this limited liability company is:

Harry K. Bender
5915 Ponce de Leon Blvd.
Suite 60
Coral Gables, Florida 33146

ARTICLE VII
INITIAL MEMBERS OF THE LIMITED LIABILITY COMPANY

The initial members of this limited liability company, with fifty percent (50%) interest each are:

Mark G. Radosevich
5915 Ponce de Leon Blvd.
Suite 60
Coral Gables, FL 33146

Michael D. Baskin
5915 Ponce de Leon Blvd.
Suite 60
Coral Gables, FL 33146

Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

ARTICLE VIII
DEATH OR INCAPACITY OF A MEMBER OR MEMBERS

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

ARTICLE IX **MANAGEMENT**

This limited liability company shall initially be managed by one manager, although the number of managers of the company may be altered from time to time in accordance with the regulations of the company. The initial manager shall be Mark G. Radosevich, 5915 Ponce de Leon Blvd., Suite 60, Coral Gables, FL 33146.

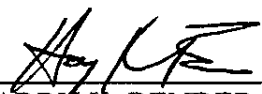
ARTICLE X **REGULATIONS OF LIMITED LIABILITY COMPANY**

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

ARTICLE XI
INDEMNIFICATION

The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Organizers have caused these Articles of Organization to be executed this 15 day of May, 2006.

BY: 
HARRY K. BENDER

STATE OF FLORIDA)
COUNTY OF DADE)

SWORN TO and SUBSCRIBED before me this ___ day of May, 2006, by HARRY K. BENDER, who is personally known to me and/or who has produced Florida Driver's License No. as identification and who did take an oath.

Notary Public, State of Florida

My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees 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 I am familiar with and accept the obligations of my position as registered agent.

DATED this 15 day of May, 2006.



HARRY K. BENDER