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FLORIDA/FOREIGN LIMITED LIABILITY CO.

FLORIDA PERFORMANCE DIESEL, LLC

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## ARTICLES OF ORGANIZATION

## FOR

## FLORIDA PERFORMANCE DIESEL, LLC

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

## ARTICLE I. NAME OF LLC

The name of the limited liability company is Florida Performance Diesel, LLC.

The address of the principal office of this limited liability company shall be 7211 Coral Way, Miami, FL 33155 and the mailing address of the limited liability company shall be the same.

## ARTICLE II. NATURE OF BUSINESS

This limited liability company may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including, but not limited to, the following:

- (a) To own and operate a business;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- (c) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- (d) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the state of Florida.

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## ARTICLE III. REGISTERED AGENT

The name and street address of the registered agent of the limited liability company shall be Richard Arias, Jr., 7211 Coral Way, Miami, Florida 33155. The registered agent is an individual resident of the State of Florida.

## ARTICLE IV. ORGANIZATION

The limited liability company shall initially have two members who shall equally share the managing responsibility. The name and address of the member(s) are:

Richard Arias, Jr., 7211 Coral Way, Miami, Florida 33155

## ARTICLE V. TERM

This limited liability company is to exist perpetually.

## ARTICLE VI. FORM OF MANAGEMENT

The management of Florida Performance Diesel, LLC. shall be vested pursuant to the Operating Agreement. The member(s) may determine grant exclusive rights to control and manage Florida Performance Diesel, LLC without restriction by these Articles of Organization.

## ARTICLE VII. INDEMNIFICATION

(a) The company shall indemnify every member and manager, and the member or manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the member and manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

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(c) This indemnification is not exclusive of other rights to which the member or manager(s) may be entitled.

(d) The member and manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A member or manager shall be liable to the company for the following actions:

(1) Any breach of his or her duty of loyalty to the company, or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

(4) An action for which the manager is liable at law and for which indemnification is not allowed.

The undersigned authorized representative organizer has executed these Articles of Organization on June 19, 2006.

  
Richard Arias, Jr., MEMBER

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF ORGANIZATION

Richard Arias, Jr., an individual residing in this state, having a business office located at 7211 Coral Way, Miami, FL 33155 identical with the registered office of the limited liability company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization of:

Florida Performance Diesel, LLC

Richard Arias, Jr. is familiar with and accepts the obligations of the position of Registered Agent under Section 608.416, Florida Statutes.

Date: June 19, 2006

BY: Richard Arias  
Richard Arias, Jr.

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