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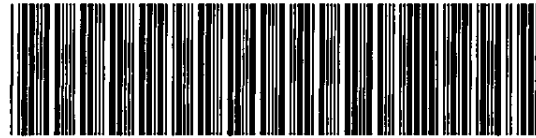
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**ARTICLES OF ORGANIZATION**  
**OF**  
**PALMDALE OIL OF PALM BEACH, LLC**

We, the undersigned natural persons competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

**ARTICLE 1.**

**Name of Limited Liability Company**

The name of this limited liability company shall be PALMDALE OIL OF PALM BEACH, LLC.

**ARTICLE 2.**

**Period of Duration**

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

**ARTICLE 3.**

**Purpose**

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

**ARTICLE 4.**

**Place of Business and Registered Agent**

The street address and mailing address of the initial business office of the Company is 911 N. Second Street, Fort Pierce, Florida 34950, and the name and address of the initial registered agent of the Company is JERALD S. BEER, ESQ. at 515 North Flagler Drive, Suite 1800, West Palm Beach, FL 33401. The Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

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**ARTICLE 5.**

**Investment in Company**

The total amount of cash to be contributed to the Company upon its formation is One Hundred Dollars (\$100.00) which is to be contributed in equal shares by the members of the Company. No property other than cash shall be contributed initially.

**ARTICLE 6.**

**Additional Contributions**

Additional contributions of up to \$-0- in additional capital shall be made as determined by the Manager, with all of such contributions to be made in equal shares by the members within ten (10) days after notice from the Manager. Thereafter, additional contributions, if any, will be made as and when agreed to by a vote of at least seventy-five percent (75%) "in interest of the members" of the Company (as that phrase is defined in this Company's Regulations).

**ARTICLE 7.**

**Additional Members**

Additional members may be admitted to the Company upon such terms and conditions shall be established by a majority in interest of the then-existing members.

**ARTICLE 8.**

**Continuation of Business**

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

**ARTICLE 9.**

**Management**

Management of the Company is reserved to PALMDALE OIL COMPANY, INC. with Lachlan Cheatham as President, who shall serve as the Manager of this Company until such time as

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another manager is designated in accordance with the Regulations. PALMDALE OIL COMPANY, INC. address is, 911 N. Second Street, Fort Pierce, Florida 34950.

#### ARTICLE 10.

##### **Indemnification of Members and Manager**

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

#### ARTICLE 11.

##### **Substitution of Members**

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.

#### ARTICLE 12.

##### **Counterparts**

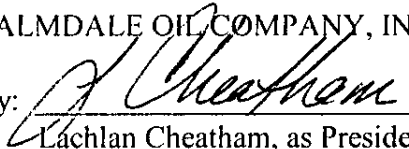
These Articles may be executed in any number of counterparts, each of which when executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

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In witness of the foregoing, I have hereunto set my hand and seal this 18 day of September, 2006.

PALMDALE OIL COMPANY, INC.

By:

  
Lachlan Cheatham, as President

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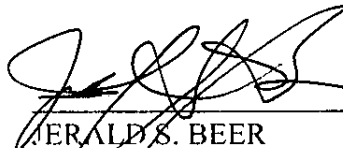
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 608, Florida Statutes, the following is submitted, in compliance with said Act:

That PALMDALE OIL COMPANY, INC., desiring to organize as a limited liability company under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, has named JERALD S. BEER, ESQ., located at 515 North Flagler Drive, Suite 1800, City of West Palm Beach, County of Palm Beach, State of Florida 33401, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
JERALD S. BEER

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