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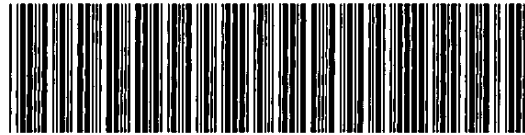
(Business Entity Name)

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TALLAHASSEE, FLORIDA

LO6-123054
JR

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FLORIDA FUELS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

BRADLEY M. BOLE, ESQ.

(Name of Person)

RAHDERT, STEELE, BOLE & REYNOLDS

(Firm/Company)

535 Central Avenue

(Address)

St. Petersburg Fl. 33701

(City/State and Zip Code)

For further information concerning this matter, please call:

BRADLEY M. BOLE, ESQ. at (727) 823-4191

(Name of Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|---|---|

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
FLORIDA FUELS, LLC

The undersigned certifies that Member has associated for the purpose of becoming a limited liability company, under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I - NAME

The name of the Company shall be FLORIDA FUELS, LLC., hereinafter referred to as "Company."

ARTICLE II - PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business to be transacted, and which the company is authorized to transact, shall be as follows:

1. The Company is a single member LLC formed for the purpose of operating a gas station and
2. For the purpose of engaging in any lawful activity or business for which limited liability companies may be organized under the laws of the State of Florida.
3. The Company may exercise all powers, rights, and privileges conferred on limited liability companies pursuant to the laws of the State of Florida.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of a business of a similar nature to that which this Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, and to perform and carry out, assign, cancel, or rescind any of such contracts.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE III - TERM OF EXISTENCE

The Company shall have perpetual existence and shall exist until dissolved in a manner provided by law.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS OF COMPANY

The principal office of the Company shall be 535 Central Ave. St., Petersburg, Florida 33701.

ARTICLE V - REGISTERED OFFICE AND AGENT

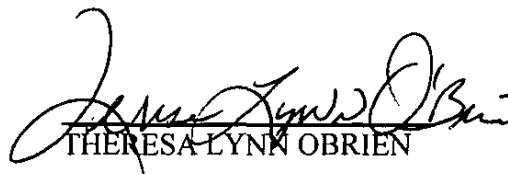
1. The street address of the initial registered office of the Company shall be 535 Central Avenue, St. Petersburg, Florida 33701.
2. The name of the initial Registered Agent of the Company located at said address shall be BRADLEY M. BOLE, ESQUIRE.

ARTICLE VI - MANAGEMENT

1. The business and affairs of the Company shall be managed by its Manager.
2. The initial Manager of the Company is identified as follows:

<u>Name</u>	<u>Address</u>
THERESA LYNN OBRIEN	535 Central Avenue St. Petersburg Florida

IN WITNESS WHEREOF, for purposes of forming a limited liability company under the laws of the State of Florida, the undersigned executed these Articles of Organization on this 20th day of December, 2006.

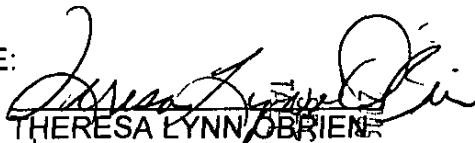

THERESA LYNN OBRIEN

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 608.407(d) of the Florida Statutes, the following limited liability company, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the Registered Office / Registered Agent in the State of Florida and evidencing the Registered Agent's acceptance of that position.

1. The name of the Company is: FLORIDA FUELS, LLC
2. The name and address of the Registered Agent and office is: BRADELY M. BOLE
535 Central Avenue N
St. Petersburg Florida 33701

SIGNATURE:

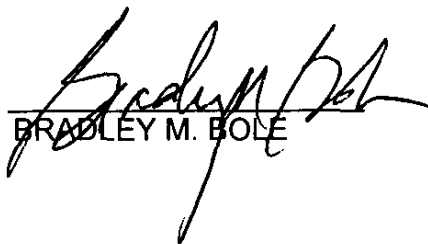

THERESA LYNN O'BRIEN

DATE: *December 20*, 2006.

FILED
DEC 28 AM 10:04
TALLAHASSEE, FLORIDA
CLERK OF THE COURT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE 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.

SIGNATURE:


BRADLEY M. BOLE

DATE: *December 20*, 2006