

Division of Corporations

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Florida Department of State

Division of Corporations

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.****COLEPSA II, LLC**

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## ARTICLES OF ORGANIZATION

OF

### COLEPSA II, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

#### ARTICLE I -- NAME

The name of the limited liability company shall be **COLEPSA II, LLC, a limited liability company** (the "Company").

#### ARTICLE II -- ADDRESS

(a) The principal address of the Company shall be 8370 West Flagler Street, Suite 234, Miami, FL 33144.

(b) The mailing address of the Company shall be 8370 West Flagler Street, Suite 234, Miami, FL 33144.

#### ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

#### ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is AGI Registered Agents, Inc., 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

#### ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement on file at the principal office of the Company (the "Operating Agreement").

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**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the consent of the members as set forth in the Operating Agreement.

**ARTICLE VII -- PURPOSE**

The general purposes for which the Company is organized are:

(1) To transact any lawful business for which companies may be organized under the Florida Limited Liability Company Act; and

(2) The Company shall have as its principal purpose all activities related to the commercialization, importation, and exportation of petroleum products, including, but not limited to, crude petroleum, its derivatives and comparables, which are directly related to the exploring, exploiting and/or refining of petroleum products and chemicals, be they in their raw material form or some derivative.

The Company shall also have the purpose of the importing and exporting of machinery, equipment, tools, and accessories necessary and required for the exploitation and engineering of reserves which would allow for the discovery of hydrocarbons, both conventional and unconventional, and the importing and exporting of nuclear magnetic resonance equipment, equipment and tools that would permit the establishment of estimated hydrocarbon volumes, equipment of high technological precision for the maintenance and exploitation of petroleum wells, distribution, commercialization, transportation via, and whatever other activities permitted under applicable law, including any applicable Federal, State, and foreign laws, including specifically, the laws of Venezuela. The Company shall also diligently comply with all applicable laws that regulate such materials, including, specifically, the laws of Venezuela. Said activities of commercialization shall focus primarily in the sector of crude petroleum and natural gas.

The Company, in the future, may establish, purchase, rent, give and/or receive in bailment, operate, and administer service stations in which they shall realize activities such as the reception, display, and general sales to consumers of combustibles derived from hydrocarbons, complying at all times with all the requirements of all applicable laws, including, specifically, the laws of Venezuela, the State of Florida, and foreign laws. In order to comply with its social objective, the Company may purchase, sell, rent, and permute all classes of movable or immovable goods, and import machinery, equipment, tools, and parts necessary for the construction and installation of the infrastructure required and in general to complete and execute all types of acts or civil, merchant, administrative, or any other agreement which is required under applicable law. Further, the Company may import, export, purchase or sell equipment, materials, tools, and chemical products used or necessary for the petroleum or natural gas industry. The Company may purchase, rent or lease all types of equipment necessary of the commercialization of the petroleum or natural gas industry, and for the exploration, perforation, and exploitation of hydrocarbon wells in order to explore investments in the petroleum and natural gas industry, and at all times

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complying with the requirements of all applicable laws, including specifically, the laws of Venezuela which regulate such matters, and the Company may associate with such natural persons and domestic and/or foreign companies for such purposes.

The Company may form associations, joint ventures, consortiums or any other type of contract or arrangement permitted by applicable law, act as an associate or shareholder of operational alliances, strategic alliances, or any other similar contractual arrangement permitted under applicable law, including specifically, Venezuelan law and applied through PDVSA and/or its affiliates, including, the processes of invitations to offer, direct or indirect contraction, price lists, work orders, and purchase orders.

Additionally, within the market, the Company may also act as agent, director, representative, or subcontractor of other natural persons and domestic and/or foreign companies, both domestically and abroad, and participate in the receipt and distribution of capital, mergers and/or transformations of said natural persons and domestic and/or foreign companies, acquire, own, or possess ownership shares, and partnership with the beneficial ownership of other companies. In general, the Company may realize all types of activities of commercialization, agreements, and operations permitted under applicable law whether domestic or foreign law, related to its objective and that benefit the Company.

**ARTICLE VIII -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement. A member may only transfer his or her interest in the Company as set forth in the Regulations and Operating Agreement of the Company.

**ARTICLE IX -- MANAGEMENT**

The Company shall be managed by a **manager or managers** in accordance with the Articles of Organization, the Operating Agreement, the Regulations adopted by the members for the management of the business and the ordinary and customary affairs of the Company. The Regulations and the Operating Agreement, if any, shall determine the manner in which such the Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these Articles of Organization. The names and addresses of the initial **Managers** of the Company are:

Dilmer Palacios	8370 West Flagler Street, Suite 234 Miami, FL 33144
Mario Rojas	8370 West Flagler Street, Suite 234 Miami, FL 33144
Andres Fegan	11031 NW 48 <sup>th</sup> Terrace Doral, FL 33178

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**ARTICLE X – TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of the majority of the members or managers, or on the occurrence of any other event that terminates the continued membership of the majority of the members in the Company, unless the business of the company is continued by the consent of all the remaining members.

**ARTICLE XI – INDEMNIFICATION**

The Company shall indemnify each Member, Manager and Organizer of the Company against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a Member, Manager and/or Organizer of the Company to the full extent permitted by the laws of the State of Florida.

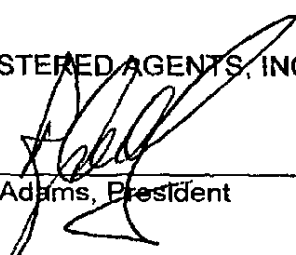
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 26th day of June, 2007.

  
by Robert R. Adams, Esq. as Authorized Representative

**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGI REGISTERED AGENTS, INC.

  
Robert R. Adams, President

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