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DEAN MEAD ORLANDO

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Division of Corporations

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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
Account Number : 076077001702
Phone : (407) 841-1200
Fax Number : (407) 423-1831

FLORIDA/FOREIGN LIMITED LIABILITY CO.

FFI Brazil Holding, LLC

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| Certificate of Status | 0 |
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**ARTICLES OF ORGANIZATION
OF
FFI BRAZIL HOLDING, LLC**

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is FFI Brazil Holding, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The street address, and the mailing address, of the principal office of the Company is 650 Douglas Avenue, Suite 1040, Altamonte Springs, Florida 32741.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 650 Douglas Avenue, Suite 1040, Altamonte Springs, Florida 32741. The name of the registered agent of the Company at that address is Ogale E. Ray.

ARTICLE IV - MANAGEMENT

The Company is to be a member-managed company. The name and address of the initial sole member of the Company is Fuel Freedom International, L.L.C., 650 Douglas Avenue, Suite 1040, Altamonte Springs, Florida 32741.

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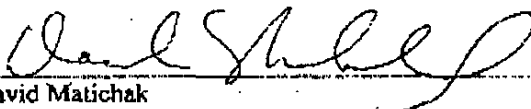
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ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be the date of filing of these Articles of Organization with the Florida Department of State.

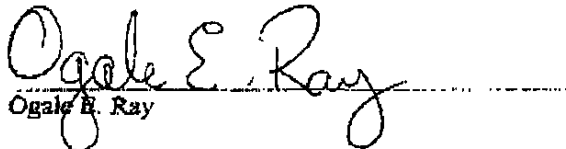
The undersigned authorized member-representative has made and subscribed these Articles of Organization this 23 day of August, 2007.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


David Matichak

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.


Ogale E. Ray

Date: August 23, 2007

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