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FLORIDA/FOREIGN LIMITED LIABILITY CO.

latam fuel services, l.l.c

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**ARTICLES OF ORGANIZATION
OF
LATAM FUEL SERVICES, L.L.C.**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company act, hereby establishes the following:

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ARTICLE I - NAME

The name of the limited liability company is:
LATAM FUEL SERVICES, L.L.C.

ARTICLE II - DURATION

The duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.

ARTICLE III - PURPOSE

The limited liability company is organized to engage in any business in which a limited liability company may engage under Florida laws.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of the limited liability company shall be in Dade County, 4629 NW 96 Place, Doral, Florida 33178.

ARTICLE V - REGISTERED AGENT AND STREET ADDRESS

The Registered Agent and the street address of the initial Registered Office of the limited liability company in the State of Florida, whose Consent to Appointment as Registered Agent is hereto attached, shall be:

Jose Miguel Mendez.
4629 NW 96 Place
Doral, Florida 33178

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ARTICLE VI – CONTINUITY

The remaining Members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's venture and subject to the limitations of Florida law.

ARTICLE VII – MEMBERS/MANAGEMENT

The business of the limited liability company shall be reserved to and conducted under the exclusive management of its manager(s) according to the provisions of the operating agreement entered into between the Members of the limited liability company. Therefore, this limited liability company is a manager-managed company. The name(s) and address(es) of the initial managers are:

Jose Miguel Mendez
4629 NW 96 Place
Doral, FL 33178

Teresa Soto
11773 SW 137 Avenue
Miami, Florida 33186

ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

Additional members shall be admitted only pursuant to the terms of the operating agreement entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

ARTICLE IX - CAPITALIZATION

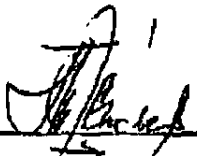
The Members will outline their capital contributions under a separate agreement.

ARTICLE X - ADDITIONAL LIABILITY OF MEMBERS

Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of the operating agreement entered into between the Members of this limited liability company, or supplemental agreement regarding the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with 608.408(3), Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury the facts stated herein are true.

Dated this 5th day of December 2007.



Jose Miguel Mendez, Manager

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED
OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
LATAM FUEL SERVICES, L.L.C.
2. The name and street address of the registered agent are:

Jose Miguel Mendez
4629 NW 96 Place
Doral, FL 33178

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the
above states limited liability company at the place designated in the 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.

Dated this 5th day of December, 2007



Jose Miguel Mendez - Registered Agent

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