

APR. 13. 2009 5:40PM

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I200000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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TALLAHASSEE, FLORIDA

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Tracy #298

FLORIDA/FOREIGN LIMITED LIABILITY CO.

SMART FUELS FLORIDA LLC

Certificate of Status		0
Certified Copy		0
Page Count		04
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TALLAHASSEE, FLORIDA

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N. O. APR 15 2009

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Smart Fuels Florida LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:2404 North Highway 441Building #6Fruitland Park, FL 34731**Mailing Address:**2404 North Highway 441Building #6Fruitland Park, FL 34731**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name

1201 Hays StreetFlorida street address (P.O. Box NOT acceptable)TallahasseeFL 32301

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability 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 as provided for in Chapter 608, F.S.

Corporation Service CompanyBY: Asst. V.P.

Registered Agent's Signature (REQUIRED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

MGR _____

MGR _____

Name and Address:

Stephens W. Dunne

17 Worcester Street No. 9A

Boston, MA 02118

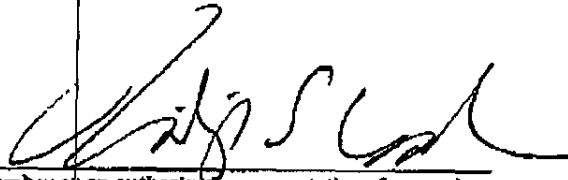
Salvatore J. Rinaldi

59 Neill Dr.

Watertown, CT 06795

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)
 (If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Philip S. Lapatin, Authorized Signor

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
 of Registered Agent
 \$ 30.00 Certified Copy (Optional)
 \$ 5.00 Certificate of Status (Optional)

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ARTICLES OF ORGANIZATION

SMART FUELS FLORIDA LLC

Continuation Sheet

Additional Provisions:

In the absence of any such designation to the contrary provided in the Limited Liability Company Agreement of the LLC, the management of the LLC is hereby designated to the managers of the LLC, who must act collectively and unanimously in order to make decisions and enter into contracts, agreements and obligations on behalf of the LLC.

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