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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

(Business Entity Name)

(Document Number)

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# IVAN, COLE & BONNETTE

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December 28, 2009

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Sunshine Petro, LLLP; Document Number A04000001115**

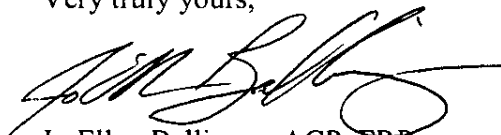
Dear Sir or Madam:

I enclose for filing a Certificate of Conversion and Articles of Organization to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with §608.439, Florida Statutes. Also enclosed is our firm's check in the amount of \$210.00, representing the \$150.00 filing fee for the enclosed documents and the fee for two (2) certified copies of the Certificate of Conversion.

Please return the certified copies and any correspondence concerning this matter to the undersigned at the address shown above.

Thank you.

Very truly yours,



Jo Ellen Ballinger, ACP, FRP  
Advanced Certified Paralegal  
Florida Registered Paralegal

Enclosures

cc: Michael J. Ivan, Jr., Esq.

**CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

**FILED**  
09 DEC 29 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert a Florida limited liability limited partnership into a Florida limited liability company in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **SUNSHINE PETRO, LLLP.**

2. The "Other Business Entity" is a limited liability limited partnership first formed under the laws of the State of Florida on July 8, 2004, under Document Number A04000001115, and election to be a limited liability limited partnership filed July 9, 2004.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: **SUNSHINE PETRO II, LLC.**

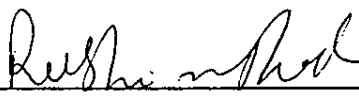
4. The effective date of the conversion shall be: **January 1, 2010.**

**IN WITNESS WHEREOF**, this Certificate of Conversion is executed on December 22, 2009, by a member of the converted limited liability company and by all the general partners of the converting limited liability limited partnership.

  
\_\_\_\_\_  
**MAHESH R. SHAH**, Member of Sunshine Petro II, LLC

**SUNSHINE PETRO, LLLP**, a Florida limited liability limited partnership

By:   
\_\_\_\_\_  
Mahesh R. Shah, General Partner

By:   
\_\_\_\_\_  
Rashmi M. Shah, General Partner

**ARTICLES OF ORGANIZATION  
OF  
SUNSHINE PETRO II, LLC**

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization:

**Article I  
Name**

The name of this limited liability company shall be SUNSHINE PETRO II, LLC.

**Article II  
Principal Office and Mailing Address**

The principal office and mailing address of this limited liability company shall be 402 High Point Drive, Suite 101, Cocoa, Florida 32926.

**Article III  
Initial Registered Agent and Address**

The name and street address of the initial registered agent of this limited liability company are:

Summit Shah  
402 High Point Drive, Suite 101  
Cocoa, FL 32926

**Article IV  
Effective Date; Duration**

The existence of this limited liability company shall commence on **January 1, 2010**. This limited liability company shall terminate on the date set forth in its Operating Agreement.

**Article V  
Purposes**

This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Michael J. Ivan, Jr., Esquire  
IVAN, COLE & BONNETTE, P.A.  
One Independent Drive, Suite 3131  
Jacksonville, Florida 32202  
Telephone: (904)358-3006  
Fla. Bar No.: 0016144

**Article VI**  
**Admission of Additional Members**

The members may admit one or more additional members to the limited liability company. Admission of any such additional member shall require the unanimous written consent of all members then having an interest in the limited liability company.

**Article VII**  
**Management**

This limited liability company shall be managed by one or more managers and is, therefore, a manager-managed company. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement. The names and street addresses of the initial managers of this limited liability company are:

Mahesh R. Shah  
402 High Point Drive, Suite 101  
Cocoa, FL 32926

Rashmi M. Shah  
402 High Point Drive, Suite 101  
Cocoa, FL 32926

Summit Shah  
402 High Point Drive, Suite 101  
Cocoa, FL 32926

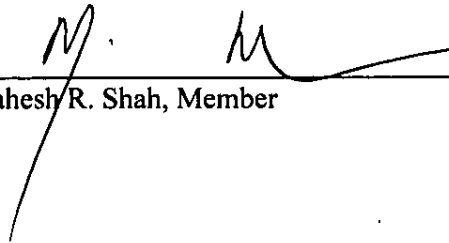
**Article VIII**  
**Operating Agreement**

The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

**Article IX**  
**Amendment**

The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of  
Organization the 22 day of Dec, 2009.

  
\_\_\_\_\_  
Mahesh R. Shah, Member


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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THIS 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: SUNSHINE PETRO II, LLC.
2. The name and the Florida street address of the registered agent are:

Summit Shah  
402 High Point Drive, Suite 101  
Cocoa, FL 32926

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, Florida Statutes.

  
Summit Shah

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**FILED**  
09 DEC 29 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA