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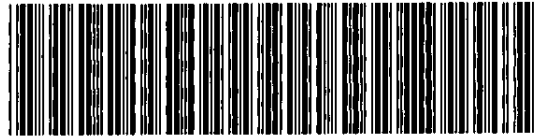
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DATE: 08-03-2011

NAME: BUNKERS INTERNATIONAL HOLDINGS, LLC

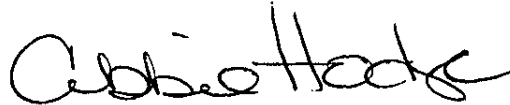
TYPE OF FILING: AMENDED/RESTATED ARTICLES OF ORGANIZATION

COST: 30.00

RETURN: GOOD STANDING CERTIFICATE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF**

BUNKERS INTERNATIONAL HOLDINGS, LLC

The undersigned, the sole Member of Bunkers International Holdings, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Amended and Restated Articles of Organization, which amend and restate and supersede the Articles of Organization of Bunkers International Holdings, LLC:

1. The name of the limited liability company is Bunkers International Holdings, LLC.

2. The original Articles of Organization of Bunkers International Holdings, LLC were filed with the Florida Secretary of State on April 13, 2011.

3. The Amended and Restated Articles of Organization of Bunkers International Holdings, LLC were duly executed and are being filed in accordance with Florida Statutes Section 608.411.

4. The Amended and Restated Articles of Organization of Bunkers International Holdings, LLC are as follows:

ARTICLE I - Name:

The name of the limited liability company is Bunkers International Holdings, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 110 Timberlachen Circle, Suite 1004, Lake Mary, Florida 32746.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

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ARTICLE IV - Management:

The Company is to be managed by two Managers. The Managers are John T. Canal and Maria Canal.

ARTICLE V - Purpose

The purposes of the Company are the worldwide trading of bunkers and lubricants, brokerage activity for bunker trading, the physical supply of bunkers in Piraeus, and to engage in any lawful activities related or incidental to the foregoing

ARTICLE VI - Share Capital

The share capital of the Company of \$10,000.00 United States Dollars has been paid in full.

ARTICLE VII - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VIII - Registered Agent and Office:

The registered agent for the Company shall be John T. Canal, and the street address of the Company's initial registered office is 110 Timberlachen Circle, Suite 1004, Lake Mary, Florida 32746.

ARTICLE IX - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE X - Indemnification:

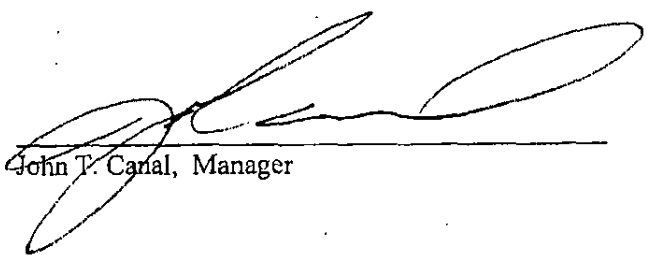
Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law,

as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE XI – Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Amended and Restated Articles of Organization as of this 3rd day of August, 2011.



John T. Canal, Manager