

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870  
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302  
 TOLL FREE No. 1 800 342 8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 95 JUL 28 PM 1:47

W95-15162

7/27/95

REQUEST TAKEN CONFIRMED APPROVED

NAME \_\_\_\_\_  
 \_\_\_\_\_  
 CK No. \_\_\_\_\_  
 \_\_\_\_\_

0033 12:00

RE: TransAlpine Service,  
L.C.

|   | C.C. FEE. | DISBURSED |
|---|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express <sup>SM</sup>   |           |           |
| <input checked="" type="checkbox"/> Art. of Inc. Filing <u>L.C.</u> |           |           |
| <input type="checkbox"/> Corp. Record Search                        |           |           |
| <input type="checkbox"/> Ltd. Partnership Filing                    |           |           |
| <input checked="" type="checkbox"/> Foreign Corp. Filing            |           |           |
| <input checked="" type="checkbox"/> ( ) Cert. Copy(s)               |           |           |
| <input type="checkbox"/> Art. of Amend., Filing                     |           |           |
| <input type="checkbox"/> Dissolution/Withdrawal                     |           |           |
| <input type="checkbox"/> C U B.                                     |           |           |
| <input type="checkbox"/> Fictitious Name Filing                     |           |           |
| <input type="checkbox"/> Name Reservation                           |           |           |
| <input type="checkbox"/> Annual Report/Reinstatement                |           |           |
| <input type="checkbox"/> Reg. Agent Service                         |           |           |
| <input type="checkbox"/> Document Filing                            |           |           |
| <input type="checkbox"/> Corporate K11                              |           |           |
| <input type="checkbox"/> Vehicle Search                             |           |           |
| <input type="checkbox"/> Driving Record                             |           |           |
| <input type="checkbox"/> Document Retrieval                         |           |           |
| <input type="checkbox"/> UCC 1 or 3 Filing                          |           |           |
| <input type="checkbox"/> UCC 11 Search                              |           |           |
| <input type="checkbox"/> UCC 11 Retrieval                           |           |           |
| <input type="checkbox"/> File No.'s, Copies                         |           |           |
| <input type="checkbox"/> Courier Service                            |           |           |
| <input type="checkbox"/> Shipping/Handling                          |           |           |
| <input type="checkbox"/> Phone ( )                                  |           |           |
| <input type="checkbox"/> Top Priority                               |           |           |
| <input type="checkbox"/> Express Mail Prep.                         |           |           |
| <input type="checkbox"/> FAX ( ) pgs.                               |           |           |
| <b>SUBTOTALS</b>  |           |           |

200001552912  
 -08/03/95--01060--005  
 \*\*\*\*337.50 \*\*\*\*337.50

|                                |    |
|--------------------------------|----|
| FEE.....                       | \$ |
| DISBURSED.....                 | \$ |
| SURCHARGE.....                 | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL.....                  | \$ |
| PREPAID.....                   | \$ |
| BALANCE DUE.....               | \$ |
|                                | \$ |

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

July 27, 1995

Sandra B. Mortham  
Secretary of State

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: TRANSALPINE SERVICE, L.C.  
Ref. Number: W95000015162

We have received your document for TRANSALPINE SERVICE, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 795A00035782

*Corrected*  
95 JUL 28 10 11-20

ARTICLES OF ORGANIZATION  
OF

TransAlpine Service, L.C.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 28 PM 1:47

ARTICLE I  
LIMITED LIABILITY COMPANY NAME

The name of this limited liability company shall be:

TransAlpine Service, L.C.

ARTICLE II  
COMMENCEMENT AND DURATION

This limited liability company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2024, unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

The limited liability company is hereby organized for the purposes of owning and operating gasoline service stations, car washes and convenience stores both in and outside the State of Florida but it shall also be authorized to engage in any other activity or business permitted under the laws of the State of Florida.

ARTICLE IV  
INITIAL BUSINESS ADDRESS AND INITIAL REGISTERED AGENT AND  
REGISTERED OFFICE ADDRESS

The initial business address for the limited liability company shall be:

2374 N.W. 31 Street  
Boca Raton, Florida 33431

and the name and address of the initial registered agent for the limited liability company shall be:

James R. Chandler, III  
BENDER, BENDER, CHANDLER & ADAIR, P.A.  
5915 Ponce de Leon Boulevard, Suite 60  
Coral Gables, Florida 33146

ARTICLE V  
CONTRIBUTIONS

The total cash initially contributed to the limited liability company shall be Five Thousand Dollars (\$5,000.00). It is anticipated that the initial members of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

ARTICLE VI  
INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY

The initial organizers of this limited liability company are:

Walter Vetter  
2374 N.W. 31 Street  
Boca Raton, Florida 33431

Gabrielle Vetter, as Trustee  
3078 S. Abington Street  
Apartment C-1  
Arlington, Virginia 22206

ARTICLE VII  
INITIAL MEMBERS OF THE LIMITED LIABILITY COMPANY

The initial members of this limited liability company are:

Walter Vetter  
2374 N.W. 31 Street  
Boca Raton, Florida 33431

Gabrielle Vetter, as Trustee  
3078 S. Abington Street  
Apartment C-1  
Arlington, Virginia 22206

Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

#### ARTICLE VIII DEATH OR INCAPACITY OF A MEMBER OR MEMBERS

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

#### ARTICLE IX MANAGEMENT

This limited liability company shall initially be managed by one manager, although the number of managers of the company may be altered from time to time, in accordance with the regulations of the company. The initial manager shall be Walter Vetter, 2374 N.W. 31 Street, Boca Raton, Florida 33431, who shall serve in such capacity until the first annual meeting of members or until a successor is duly elected and qualified.

ARTICLE X  
REGULATIONS OF LIMITED LIABILITY COMPANY

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

ARTICLE XI  
INDEMNIFICATION

The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersign Organizers have caused these Articles or Organization to be executed this 25 day of July, 1995.

TransAlpine Service, L.C.

By: \_\_\_\_\_  
Walter Vetter

By: \_\_\_\_\_  
Gabrielle Vetter, as Trustee

STATE OF VIRGINIA     )  
COUNTY OF             )

SWORN TO and SUBSCRIBED before me this 25 day of July, 1995, by GABRIELLA VETTER, who is personally known to me and/or who has produced a driver license as identification and who did take an oath.

\_\_\_\_\_  
Notary Public, State of Virginia

My Commission Expires: Sept. 30, 1997

LUZ SADAK  
NOTARY PUBLIC, D.C.  
My Commission Expires September 30, 1997

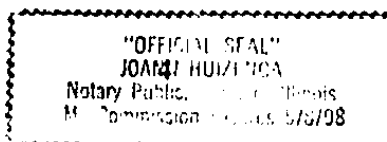
STATE OF ILLINOIS     )  
COUNTY OF             )

SWORN TO and SUBSCRIBED before me this 26<sup>th</sup> day of July, 1995, by WALTER VETTER, who is personally known to me and/or who has produced drivers license as identification and who did take an oath.

\_\_\_\_\_  
Notary Public, State of Illinois

My Commission Expires:

5/8/98



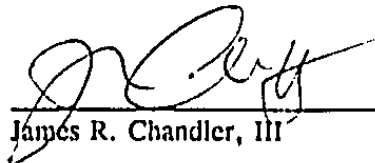
**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
AND REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUL 28 PM 1:47

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees 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 20<sup>th</sup> day of July, 1995.

  
James R. Chandler, III

AFFIDAVIT SUBMITTED IN COMPLIANCE WITH  
§608.407(2), FLORIDA STATUTES

STATE OF ILLINOIS )  
COUNTY OF \_\_\_\_\_ )

BEFORE ME the undersigned authority personally appeared WALTER VETTER, who has a legal address of 2374 N.W. 31 Street, Boca Raton, Florida 33431, known to me to be the person who subscribed his name below, who after having been first duly sworn by me on oath deposes and says:

1. I am one of the two (2) initial organizers and members of TransAlpine Service, L.C., a Florida limited liability company.

2. The limited liability company has at least two (2) initial members, as is set forth in the Articles of Organization, those being the undersigned and his daughter, Gabrielle Vetter, as Trustee.

3. The total cash initially contributed to the limited liability company shall be Five Thousand Dollars (\$5,000.00).

4. This affidavit is submitted to the Florida Department of State for the filing of the Articles of Organization of such entity.

No additional cash or property is anticipated to be contributed by the members.  
FURTHER AFFIANT SAYETH NAUGHT.

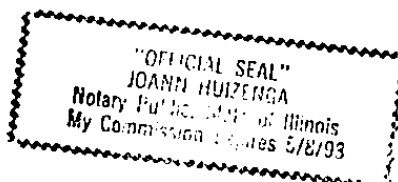
\_\_\_\_\_  
WALTER VETTER

SWORN TO and SUBSCRIBED to before me, WALTER VETTER who is personally known and/or produced drivers license as identification, this 26 day of July, 1995.

Joan Huizenga  
NOTARY PUBLIC, STATE OF ILLINOIS

My Commission Expires:

5/8/98





FILE NOW: Fee after May 1, will be \$263.75

APPROVED  
AND  
FILED

06 MAY - 2 PM 1996

|  |   |   |
|--|---|---|
| LIMITED LIABILITY COMPANY<br>ANNUAL REPORT<br>1996 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Morham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|---|

FILING FEE \$230.75 Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company **DOCUMENT #L95000000578**

TRANSALPINE SERVICE, L.C.  
2374 N.W. 31 STREET  
BOCA RATON FL 33431

1a. Principal Place of Business Address  
2374 N.W. 31 STREET  
BOCA RATON FL 33431

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

|                                |  |
|--------------------------------|--|
| 2. Principal Place of Business | 2a. Mailing Address                          |
| Suite, Apt. #, etc.            | 10613 SANTA LAGUNA DR<br>Suite, Apt. #, etc. |
| City & State                   | City & State<br>BOCA RATON, FL               |
| Zip                            | Zip<br>33428                                 |
| Country                        | County<br>PALM BEACH                         |

|                                |   |
|--------------------------------|---|
| 3. Date Organized or Qualified | 3a. Filing of Formation   |
| 07/28/1995                     | FL  |
| 4. FEI Number                  | <input type="checkbox"/> Applied For<br><input type="checkbox"/> Not Applicable |
| 65-0601586                     |   |
| 5. Date of Last Report         | 6. Certificate of Status Desired  |
|                                | <input type="checkbox"/> Additional Fee Required                                |

7. Name and Address of Current Registered Agent  
CHANDLER, JAMES R III  
BENDER, BENDER, CHANDLER & ADAIR, P.  
5915 PONCE DE LEON BLVD., SUITE 60  
CORAL GABLES FL 33146

8. Name and Address of New Registered Agent

|  |
|--|
| Name   |
| Street Address (P.O. Box Number is Not Acceptable) |
| Suite, Apt. #, etc.                                |
| City   |

400001612804  
-05/08/96--01015--029  
\*\*\*\*230.75  
FL

9. Pursuant to the provisions of Sections 608.116 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE

DATE

| 10. Title | Managing Members/Managers | Business Street Address                      | City, State and Zip Code |
|-----------|---------------------------|--|--------------------------|
| MGR       | VETTER, WALTER            | 10613 SANTA LAGUNA DR<br>2374 N.W. 31 STREET | BOCA RATON FL            |
| MEM       | VETTER, GABRIELLE TRU     | 3078 S. ABINGTON STREET, A                   | ARLINGTON VA             |
| MEM       | VETTER, WALTER            | 10613 SANTA LAGUNA DR<br>2374 N.W. 31 STREET | BOCA RATON FL            |

5/13/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report; as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address

SIGNATURE: 

4/29/96 402/852220