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ACCOUNT NO. : 072100000032

REFERENCE : 795507 102760

AUTHORIZATION :

COST LIMIT : \$ PREPAID

500001686105
-01/11/96--01013--011
****250.00 ****250.00

500001686105
-01/11/96--01013--012
****35.00 ****35.00

ORDER DATE : January 8, 1996

ORDER TIME : 1:05 PM

ORDER NO. : 795507

CUSTOMER NO: 10276A

CUSTOMER: Eduardo Anton, Esq
EDUARDO ANTON, ESQ

Suite 406
1305 Coral Way
Miami, FL 33145

DOMESTIC FILING

NAME: LUBRIOLI CORPORATION, L.C.

___XXX___ ARTICLES OF INCORPORATION
___CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___CERTIFIED COPY
___XXX___ PLAIN STAMPED COPY
___CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
96 JAN -9 AM 8:19
DIVISION OF CORPORATION

FILED
96 JAN -9 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SKB
1/9/96

ARTICLES OF ORGANIZATION
OF
LUBRIOIL CORPORATION, L.C.

FILED
96 JAN -9 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be LUBRIOIL CORPORATION, L.C., and its principal office shall be located at 1385 Coral Way, Suite 406, in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by a manager or managers and the name and address of such managers, who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are:

PETER M. VEGA

7228 N.W. 31st Street
Miami, Florida 33122

DENNIS FISHER

7228 N.W. 31st Street
Miami, Florida 33122

BETHSEUS EDWIN DU TOIT

7228 N.W. 31st Street
Miami, Florida 33122

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this limited liability company is Eduardo Anton, and the street address of the initial registered agent of the limited liability company is 1385 Coral Way, Suite 406, Miami, Florida 33145.

ARTICLE VI

DURATION

These Articles of Organization shall become effective as of the date of filing with the Secretary of State of Florida, (the "Effective Date"). The Company shall exist from the Effective Date, and, unless continued by the unanimous consent of all remaining Members, shall be dissolved and its business shall terminate upon the earlier of (i) the close of business on December 20, 2024, or (ii) the occurrence of any of the events specified in Section 608.441, Florida Statutes.

ARTICLE VII

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions and terms of admission required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VIII

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liabi-


lity company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IX

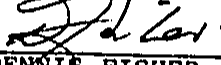
REGULATIONS

The members shall have the power, by unanimous vote, to adopt, alter, amend or repeal regulations of the limited liability company, containing provisions for the regulation and management of the affairs of the limited liability company.

The undersigned are the members of the limited liability company and execute these Articles of Organization, on the 27th day of December, 1995.



PETER M. VEGA



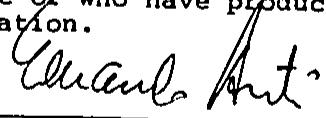
DENNIS FISHER



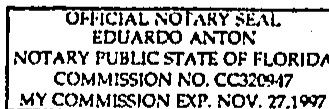
BETHSEUS EDWIN DU TOIT

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27th day of December, 1995, by PETER M. VEGA, DENNIS FISHER and BETHSEUS EDWIN DU TOIT, who personally appeared before me at the time of notarization, and who are personally known to me or who have produced _____ as identification.



NOTARY PUBLIC



STATEMENT DESIGNATING

REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

FILED
96 JAN -9 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section §608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is:

LUBRIOIL CORPORATION, L.C.

The name of the registered agent for LUBRIOIL CORPORATION, L.C., is EDUARDO ANTON, and the street address of the company's principal office where the agent is located is: 1385 Coral Way, Suite 406, Miami, Florida 33145.

This statement is to acknowledge that, as indicated above, LUBRIOIL CORPORATION, L.C. has appointed me, EDUARDO ANTON, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 27th day of December, 1995.

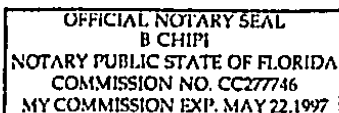
Eduardo Anton

EDUARDO ANTON
Registered Agent

The foregoing instrument was acknowledged before me this 27th day of December, 1995, by EDUARDO ANTON, registered agent on behalf of LUBRIOIL CORPORATION, L.C., a limited liability company. He is personally known to me.

B. Chipi

NOTARY PUBLIC



AFFIDAVIT OF MEMBERSHIP

AND

CONTRIBUTIONS

FILED

96 JAN -9 AM 9:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)


In compliance with Florida Statutes Section §608.407(2), the undersigned member of LUBRIOIL CORPORATION, L.C., deposes and says:

1. The limited liability company identified above has at least two (2) members.

2. The total amount of cash contributed by the members is \$32,500.00.

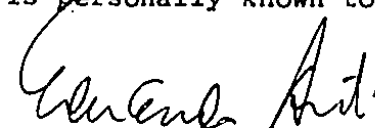
3. There is no property other than cash contributed by the members.

4. No additional amount of cash or property is anticipated to be contributed by members to the limited liability, such that the total amount of cash or property anticipated to be contributed by members is \$32,500.00. This total includes the amounts from paragraphs 2 and 3 above.



PETER M. VEGA
Member

The foregoing instrument was acknowledged before me this 27th day of December, 1995, by PETER M. VEGA, on behalf of LUBRIOIL CORPORATION, L.C., a limited liability company. He is personally known to me.



NOTARY PUBLIC

