

L960000000/26

LAW OFFICES
STANFORD R. SOLOMON, P. A.

BARNETT PLAZA - SUITE 1810
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602-5148

MELODY E. ALTMAN
DEBBY L. BENEDICT
JOHN E. BOOTH

TELEPHONE (813) 225-1810
TELECOPIER (813) 225-1080

TARA L. BOEWERT
DAVID C. LANIGAN
STANFORD R. SOLOMON

January 18, 1996

VIA AIRBORNE EXPRESS
AIR BILL NO. 4508735475

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RECEIVED
DIVISION OF CORPORATIONS
96 JAN 30 PM 9:38

Re: Articles of Organization for Allstate Petroleum, L.C.

300001704883
-02/02/96--01024--012
****285.00 ****285.00

Dear Sir/Madam:

Enclosed for filing is an original and one copy of the properly executed Articles of Organization for the Limited Liability Company of Allstate Petroleum, L.C. Also enclosed is our firm's check in the amount of \$285.00, made payable to the Florida Secretary of State, for the filing fees. The fee is comprised of \$250.00 for the filing fee and \$35.00 for the Certificate of Designation of Registered Agent fee.

Please return the "Filed" copy of the Articles of Organization to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please call.

Sincerely yours,

STANFORD R. SOLOMON, P.A.

By: Sheila B. Hieber
Sheila B. Hieber
Legal Assistant

RECEIVED
96 JAN 19 AM 9:49
DIVISION OF CORPORATIONS

308
~~789~~ 612-671
W96-1766

SBH/s
Enclosures

15755122001181730.

96/1/30/96



FLORIDA DEPARTMENT OF STATE

Sandi B. Morthum
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 30 AM 9:38

January 24, 1996

STANFORD R. SOLOMON, P.A.
ATTN: SHEILA B. HIEBER
101 EAST KENNEDY BLVD. #1818
TAMPA, FL 33602-5148

SUBJECT: ALLSTATE PETROLEUM, L.C.
Ref. Number: W96000001766

We have received your document for ALLSTATE PETROLEUM, L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00003022

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 30 AM 9:38

OF

ALLSTATE PETROLEUM, L.C.

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, codified in Chapter 608, Florida Statutes, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles").

ARTICLE I

Name

The name of this Company shall be: ALLSTATE PETROLEUM, L.C.

ARTICLE II

Commencement Date and Duration

This Company shall commence the date of filing these Articles of Organization in accordance with the provisions of Section 608.409(1) of the Act, and shall continue for a period of thirty (30) years from the commencement date or until dissolved by its members or managers in accordance with Section 608.441 of the Act, or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (a) Expiration of the term specified above;
- (b) Withdrawal, retirement, death, bankruptcy, dissolution, or expulsion of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company, unless the business of this Company is continued by the unanimous written consent of all the remaining members;
- (c) When there are fewer than two members of this Company;
- (d) Unanimous written agreement of all of the members; and
- (e) When required by a court of competent jurisdiction.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

ARTICLE IV

Place of Business

The principal place of business of this Company shall be Post Office Box 1186, Tampa, Florida 33601, and such other place or places as may be designated by the members from time to time.

ARTICLE V

Registered Agent and Office

The initial registered agent for this Company shall be Frederick J. Bergmann. The address of the registered agent for service of process shall be c/o Frederick J. Bergmann, 3304 West Harborview Avenue, Tampa, Florida 33611.

ARTICLE VI

Admission of Members

The initial members of this Company are listed below. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations.

Frederick J. Bergmann (1%)
FJB Holding, Ltd. (99%)

ARTICLE VII

Continuation of Business

The members may, by unanimous written agreement, continue the business of this Company upon the withdrawal, retirement, death, bankruptcy, dissolution, or expulsion of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VIII
Management of Business

The management of this Company shall be vested entirely in its managers. The name and address of its sole manager who shall serve until the first annual meeting of the members or until his successor is duly elected and qualified are as follows:

Name

FJB Holdings, Ltd.

Address

Post Office Box 1186
Tampa, Florida 33601

ARTICLE IX
Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE X
Property

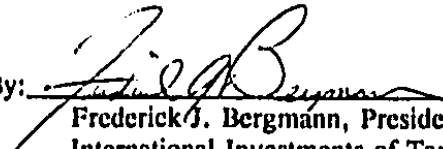
(a) **Ownership.** All property originally paid or brought into, contributed to, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title.** The title to all property of this Company shall be held in the name of this Company.

(c) **Conveyances.** The manager is hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managers if there is more than one. The signature

and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

ALLSTATE PETROLEUM, L.C.
a Florida limited liability company

By: 
Frederick J. Bergmann, President of
International Investments of Tampa, Inc.,
General Partner of FJB Holdings, Ltd.,
Manager of Allstate Petroleum, L.C.

No third party need inquire any further than these Articles for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XI **Amendments**

These Articles, except with respect to vested rights of the members, may be amended at any time either by (a) vote by a majority in interest of its members, or (b) vote of a majority of its manager. Such amendments shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XII **Regulations**

The manager is hereby authorized and directed to prepare and adopt Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Regulations may conflict with the provisions of these Articles, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Regulations shall be set forth in the Regulations, except that the initial form shall be approved by the managers.

ARTICLE XIII
Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by its manager, and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

IN WITNESS WHEREOF, the undersigned has executed these Articles on Jan 15, 1996.

ALLSTATE PETROLEUM, L.C.
a Florida limited liability company

By: Frederick J. Bergmann

Frederick J. Bergmann, President of
International Investments of Tampa, Inc.,
General Partner of FJB Holdings, Ltd.,
Manager of Allstate Petroleum, L.C.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Frederick J. Bergmann, to me known to be the person described in and who executed the foregoing Articles of Organization as Manager of and on behalf of Allstate Petroleum, L.C., and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida, on January 15, 1996.

Kathleen Marie McAlister
Notary Public
State of Florida at Large

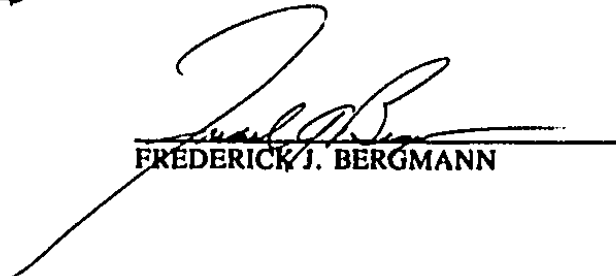
My Commission Expires:



CERTIFICATE OF DESIGNATION
AND ACCEPTANCE AS REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: Jan 18, 1999



FREDERICK J. BERGMANN

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of ALLSTATE PETROLEUM, L.C., deposes and says:

- (a) ALLSTATE PETROLEUM, L.C. has at least two members.
- (b) The total amount of cash contributed by the members is \$100.00.
- (c) If any, the agreed value of property other than cash contributed by members is \$10,000.00.
- (d) The total amount of cash or property anticipated to be contributed by members is \$10,000.00. This total includes amounts from (b) and (c) above.

ALLSTATE PETROLEUM, L.C.
a Florida limited liability company

By: 

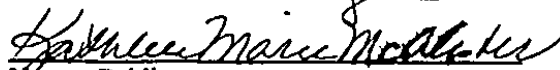
Frederick J. Bergmann, President of
International Investments of Tampa, Inc.,
General Partner of FJB Holdings, Ltd.,
Manager of AllState Petroleum, L.C.

FILED
SECRETARY OF STATE
JAN 30 1996
11 9:30

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Frederick J. Bergmann, as President of International Investments of Tampa, Inc., as General Partner of FJB Holdings, Ltd, Manager of Allstate Petroleum, L.C., to me known to be the person described in and who executed the foregoing Articles of Organization as Manager of and on behalf of ALLSTATE PETROLEUM, L.C., and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida, on January 15, 1996.



Notary Public
State of Florida at Large

My Commission Expires:



L960000000/36

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY
DIVISION OF CORPORATION

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: FORECLOSURE INVESTMENT GROUP, L.C.
(Proposed limited liability company name - must include suffix)

500001704015
-02/01/96--01068--001
****547.50 ****285.00

Enclosed is an original and one (1) copy of the articles of organization and a check for :

☒ \$285.00

Filing Fee
& Registered
Agent designation

☐ \$293.75

Filing Fee,
Registered Agent
Designation &
Certificate

☐ \$337.50

Filing Fee,
Registered Agent
Designation &
Certified Copy

☐ \$346.25

Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM: DENNIS SPICER
Name (Printed or typed)

9140 GOLFSIDE DR. #8-9
Address

JACKSONVILLE, FL 32256
City, State & Zip

904 / 828-0800
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB -1 PM 12:15

FILED

NOTE: Please provide the original and one copy of the articles.

will wait

Done 2-1-96

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY

FILED

96 FEB -1 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

FORECLOSURE INVESTMENT GROUP, L.C.

ARTICLE II - Address:

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

9140 GOLFSIDE DR. #8-9, JACKSONVILLE, FL
32256

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

40 YEARS

ARTICLE IV - Management:

(check and complete the appropriate statement)

- ☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

DENNIS SPICER
9140 GOLFSIDE DR. #8-9
JACKSONVILLE, FL 32256

- ☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

FORECLOSURE INVESTMENT GROUP, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 10.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ NONE .
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ NONE .
- 5) the total amount of 2, 3, and 4 is \$ 10.00 .

Suzanne Racetti Bushee

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

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

FILED

96 FEB -1 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Foreclosure Investment

Group, L.C.

2. The name and address of the registered agent and office is:

SUZANNE PACETTI BUSBEE
(NAME)

9140 GOLFSDR DR. #8-9
(P.O. BOX NOT ACCEPTABLE)

JACKSONVILLE, FL 32256
(CITY/STATE/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.

Suzanne Pacetti Busbee 2/1/96
(SIGNATURE) (DATE)