

1201 BAYS STREET
MIAMI, FL. 33133-2000
90-25-0171
90-25-0191
800-344-8046
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PRIEST HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 042615 4320025

AUTHORIZATION :

Patricia Pyjith

COST LIMIT : \$ 337.50

ORDER DATE : August 5, 1996

ORDER TIME : 10:59 AM

ORDER NO. : 042615

100001912671

CUSTOMER NO: 4320025

CUSTOMER: Mark D. Rich, Esq.
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

DOMESTIC FILING

NAME: VENETIA OIL COMPANY, L.C.

EFFECTIVE DATE:

XXX ARTICLES
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -5 PM 3:17

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96 AUG -5 PM 12:07
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
VENETIA OIL COMPANY, L.L.C.

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ARTICLE I
NAME

The name of the limited liability company shall be VENETIA OIL COMPANY, L.C. (the "Company"), and its principal place of business shall be in the City of Miami, County of Dade, State of Florida. The Company shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth 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 the 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 thereof, 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 herein or 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, either alone or in association with others, whether incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting such business. Each member shall be entitled to a distributive share of the profits in accordance with its membership interest in the Company which membership interest will be determined pursuant to the regulations adopted by the members.

(b) Losses. All losses that occur in the operation of the Company's business shall be paid out of the capital of the Company and the profits of the business.

ARTICLE IV
LIMITED LIABILITY COMPANY MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of, one or more managers. The names and addresses of the managers who are to serve until the first annual meeting of members or until successors are elected and qualify are as follows:

ROBERTO RINCON
1990 N.W. 82nd Ave.
Miami, FL 33126

CARLOS LUIS PACANINS
1990 N.W. 82nd Ave.
Miami, FL 33126

ARTICLE V
DURATION

The Company shall exist for a period of twenty-five (25) years, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members. Upon 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 only if unanimously agreed by such remaining members.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal office of the Company shall be located at 1990 N.W. 82nd Avenue, Miami, Florida 33126.

ARTICLE VII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The name and address of the initial registered Agent/Office of the Company is Atrium Registered Agents, Inc., 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by the consent of all of the existing members. Contributions required of

new members shall be determined as of the time of their admission to the Company.

The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of VENETIA OIL COMPANY, L.C.

Executed on August 1, 1996.



ROBERTO RINCON, Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

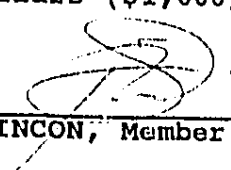
The undersigned member or authorized representative of a member of **VENETIA OIL COMPANY, L.C.**, after being duly sworn, deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is Fifty Thousand Dollars (\$50,000).

3. The agreed value of property, if any, other than cash contributed by members is N/A. A description of the property (if any) is attached and made a part hereof.

4. The total amount of cash or property anticipated to be contributed by the members is One Million Dollars (\$1,000,000). This includes amounts from 2 and 3 above.

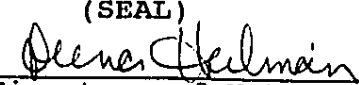


ROBERTO RINCON, Member

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd day of August, 1996, by ROBERTO RINCON, who is personally known to me or who has produced FLORIDA DRIVER LICENSE as identification.

(SEAL)



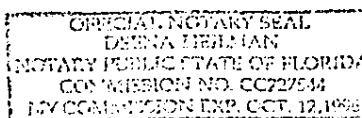
Signature of Notary Public

DEENA HEILMAN

Printed Name of Notary Public

NOTARY PUBLIC

Title



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is

VENETIA OIL COMPANY, L.C.

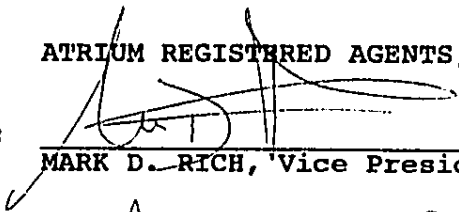
2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

BY:


MARK D. RICH, Vice President

Date:

Aug 2, 1996