



**THE UNITED STATES
CORPORATION
COMPANY**

L97000001449

ACCOUNT NO. : 072100000032

REFERENCE : 652414 4355221

AUTHORIZATION :

COST LIMIT : \$ ~~337.50~~ 337.50

Patricia Pujols

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DIVISION OF CORPORATIONS

ORDER DATE : December 30, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 652414-005

CUSTOMER NO: 4355221

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CUSTOMER: Ms. Susan A. Calistri
COLLINS BROWN CALDWELL BARKETT
ROSSWAY GARAVAGLIA & MOORE
756 Beach Boulevard

Vero Beach, FL 32963

DOMESTIC FILING

NAME: FUELMAN OF CENTRAL FLORIDA,
L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

L97-1449

Name Availability	<i>OR 1230</i>
Document Examiner	<i>OR</i>
Updater	<i>OR</i>
Updater Verifier	<i>OR</i>
Acknowledgment	<i>OR</i>
W. P. Verifier	<i>OR</i>

ARTICLES OF ORGANIZATION
OF
FUELMAN OF CENTRAL FLORIDA, L.C.
A Florida Limited Liability Company

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The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be FUELMAN OF CENTRAL FLORIDA, L.C., and its principal place of business shall be in the City of Vero Beach, County of Indian River, State of Florida, but it 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 business 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 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 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

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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 incidental 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.

7. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability 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 limited liability 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

LIMITED LIABILITY COMPANY POWERS

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

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regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV

DURATION

This limited liability company shall have perpetual existence.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal office ^{and mailing address} of this limited liability company shall be at 4731 North A1A, Vero Beach, Florida 32963, County of Indian River, State of Florida.

ARTICLE VI

MANAGEMENT

The management of this limited liability company shall be reserved to the members. The names and addresses of all such members who shall be qualified to manage this limited liability company are as follows:

- | | | |
|----|----------------------|--------------------------------------|
| 1. | Tom Matesic | 2. District Petroleum Products, Inc. |
| | 4731 North A1A | 1832 Milan Road |
| | Vero Beach, FL 32963 | Sandsbury, OH 44870 |

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT ADDRESS OF ORGANIZER

The address of the initial registered office of the limited liability company and of the Organizer is 756 Beachland Boulevard, City of Vero Beach, County of Indian River, State of Florida, and the name of its initial registered agent at such address is Susan A. Calistri.

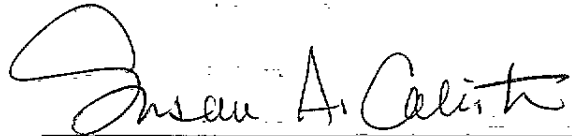
ARTICLE VIII

RESTRICTIONS ON MEMBERSHIP

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

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 upon unanimous consent of such remaining members.

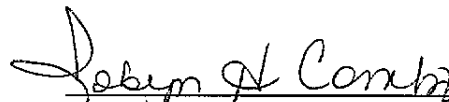
Executed by the undersigned at Vero Beach, Florida on December 29, 1997.



Susan A. Calistri

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 29th day of December, 1997, by Susan A. Calistri, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



Notary Public

Name: ROBYN H. COMBS

My Commission expires: _____

Collins, Brown, Caldwell, Barkett,
Rossway, Garavaglia & Moore, Chartered
Post Office Box 643686
Vero Beach, Florida 32964



Robyn H. Combs
MY COMMISSION # CC581078 EXPIRES
October 12, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

Susan A. Calistri, an individual residing in this state, and having been designated as the Registered Agent in the above and foregoing Articles of Organization

FUELMAN OF CENTRAL FLORIDA, L.C.

is familiar with and accepts the obligations of the position of Registered Agent under Section 608.415, Florida Statutes.

By: Susan A. Calistri
Susan A. Calistri

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**AFFIDAVIT
OF ORGANIZATION
FUELMAN OF CENTRAL FLORIDA, L.C.
a Florida Limited Liability Company**

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COMES NOW the undersigned, the organizer, of **FUELMAN OF CENTRAL FLORIDA, L.C.**, a Florida Limited Liability Company, who first being duly sworn, files this Affidavit as to the organization of the Company, and states as follows:

1. The Company has at least two (2) Members:

A. Tom Matesic
4731 North A1A
Vero Beach, FL 32963

B. District Petroleum Products, Inc.
1832 Milan Road
Sandsbury, OH 44870

Additional Members will be admitted in the future.

2. The actual cash contributions to the Company as of its date of organization is equal to ZERO (-0-).

3. The agreed value of property other than cash contributed by the Members to the Company is ZERO (-0-).

4. The total amount of cash and other property anticipated to be contributed to the Company is ZERO (-0-).

IN WITNESS WHEREOF, I set my hand and seal this 29 day of December, 1997.

Susan A. Calistri
Susan A. Calistri

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 29th day of December, 1997, by Susan A. Calistri, [who is personally known to me] or who has produced N/A as identification and who did (did not) take an oath.



Robyn H. Combs
MY COMMISSION # CC581078 EXPIRES
October 12, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Robyn H. Combs
Notary Public

Name: Robyn H. Combs
My Commission expires: _____