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SIMON, SIGALOS & SPYREDES

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
THE SANCTUARY CENTRE
4800 NORTH FEDERAL HIGHWAY
SUITE 100-D
BOCA RATON, FLORIDA 33431

MICHAEL W. SIMON
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TELEPHONE (561) 447-0017
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March 1, 1999

VIA FEDERAL EXPRESS

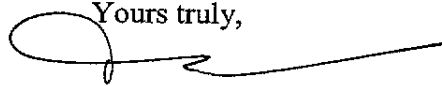
Secretary of State
State of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

Re: 1 Stop, L.L.C.

To Whom It May Concern:

Enclosed please find the Articles of Organization and Registered Agent certificate relating to 1 Stop, L.L.C. along with the filing fees therefore. Please file the aforesaid Limited Liability Corporation and provide us with the Registered filing in the also enclosed FedEx return envelope. If you have any questions or comments please do not hesitate to call me directly. thank you for your attention in this matter and remain,

Yours truly,



Anastasios Tom Spyredes

ATS:ibs

Enclosures

Name	3/11/99
Availability	3/16/99 Dec
Document Examiner	DCC
Writer	DCC
Checker	DCC
Verifier	DCC
Acting Adjudicator	DCC
W. P. Verifier	DCC

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TALLAHASSEE, FLORIDA

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March 12, 1999

VIA FEDERAL EXPRESS - OVERNIGHT DELIVERY

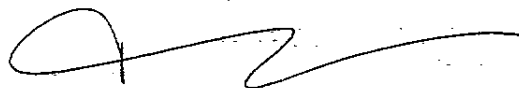
Diane Cushing
409 E. Gaines Street
Tallahassee FL 32399

Dear Ms. Cushing:

Enclosed please find the Articles of Organization for MAGNA OIL, L.L.C. Per my discussions with your office, I confirm that on March 1, 1999, we forwarded Articles of Organization along with Registered Agent Certificate and the necessary filing fees for 1 Stop, L.L.C. That package was received March 2, 1999. We were subsequently advised on March 10, 1999 that 1 Stop, L.L.C. had been registered to an administratively dissolved corporation and that the name would not be available until October of 1999. I have been advised that the filing fee for 1 Stop L.L.C. has been retained by your office and will be applied to the filing of MAGNA OIL, L.L.C. Accordingly, I have been instructed to forward the enclosed replacement Articles of Organization and Registered Agent Certificate without a filing fee. Once the Articles of Organization and Registered Agent Certificate have been filed, kindly return confirmation of that filing in the also enclosed overnight, self-addressed, postage pre-paid Federal Express return envelope.

If you have any questions or comments in regard to any of the above or the enclosed, please do not hesitate to call me. I thank you for your attention to this matter and remain,

Yours truly,



Anastasios Tom Spyredes

ATS:ade

Encs.

cc: G. Bavelis

**ARTICLES OF ORGANIZATION FOR MAGNA OIL, L.L.C. A FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

MAGNA OIL, L.L.C.

ARTICLE II - Address:

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

3191 SOUTH MILITARY TRAIL
LAKE WORTH, FLORIDA 33463

ARTICLE III - Duration:

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

PERPETUAL

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

 X The Limited Liability Company is to be managed by a manager and the name and address of such manager, who is to serve as manager until the annual meeting of Members or until his successor is elected and qualified, is:

George Bavelis
Magna National Financial, L.L.C.
52 E. 15th Avenue
Columbus, Ohio
43201
1-614-291-3000

 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:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional Members may be admitted only upon the approval of not less than a majority of the Percentage Interests held by the Members in the Company upon the written

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application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VI - Members Rights to Continue Business:

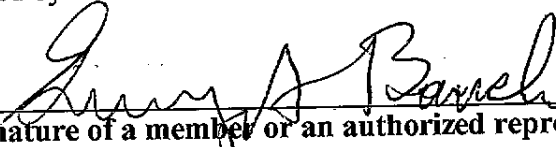
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining Members of the Company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, but such continuation shall occur only upon the consent of not less than a majority of the Percentage Interests held by the Members in the Company as set forth in the Operating Agreement of the Company.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of **MAGNOLIA OIL L.L.C.** certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$ 1,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0 ;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$ 0 .


Signature of a member or an 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.)

GEORGE BAVELIS
Typed or printed name of signatory

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **MAGNA OIL, L.L.C.**
2. The name and the Florida street address of the registered agent are:

Simon, Sigalos & Spyredes, P.A.
C/o Anastasios Tom Spyredes
4800 North Federal Highway
Suite 100-D
Boca Raton, Florida 33431

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TALLAHASSEE, FLORIDA

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.



Signature