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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Southern Group LLC

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****285.00 ****285.00

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name	4/15/99
Availability	dec
Document Examiner	DCC
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① name not available

W990000007842

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Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

FILED

99 APR -5 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6 pages



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 1, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET, SUITE 1
TALLAHASSEE, FL 32302

SUBJECT: SOUTHERN GROUP, L.L.C.
Ref. Number: W99000007842

We have received your document for SOUTHERN GROUP, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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 (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 199A00016598

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
Pipeline Operating Group, L.L.C.

The undersigned organizer, who is the authorized representative of the members of SOUTHERN GROUP, L.L.C. (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Pipeline Operating Group, L.L.C.

ARTICLE II - DURATION

The period of duration of the Company shall be until December 31, 2026, unless terminated earlier pursuant to the Company's Regulations.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Company is 42 Sleep Hollow Road, P.O. Box 8, Doctors Inlet, Florida 32030.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Dennis L. Blackburn, Suite 200, Southpoint Building, 6620 Southpoint Drive, South, Jacksonville, Florida 32216.

ARTICLE V - INITIAL MEMBERS

The initial members of the Company shall be Eagle Oil Corporation and George H. Ashby, Jr., Trustee of the George H. Ashby, Jr. Living Trust dated July 25, 1995.

ARTICLE VI - ADDITIONAL MEMBERS

The members shall be entitled to admit additional members upon the consent of the Company's Managing Member. Following the consent of the Managing Member, any prospective member shall become a member upon payment of his, her or its contribution to the capital of the Company and upon such prospective member's agreement to comply with the Articles of Organization and Regulations of the Company.

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ARTICLE VII - DISSOLUTION OF COMPANY

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member shall terminate the membership of that member in the Company. Upon the occurrence of any such event or any other that terminates the continued membership of a member in the Company, the Company shall be dissolved unless all of the remaining members consent to continue the existence of the Company.

ARTICLE VIII - MANAGING MEMBER

The management of the Company shall be vested in a Managing Member as set forth in the Company's Regulations. The name and address of the initial Managing Member, who shall serve as the Managing Member of the Company until its successor is elected and qualified, is Eagle Oil Corporation, 42 Sleep Hollow Road, P.O. Box 8, Doctors Inlet, Florida 32030.

ARTICLE IX - RETURN OF CAPITAL

No member shall have the right to the return of its contribution to capital except as provided in the Company's Regulations.

ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended by majority vote of the Members of the Company as provided in Chapter 608, Florida Statutes.

ARTICLE XI - REGULATIONS

Regulations of this Company shall be approved and adopted by majority vote of the voting members of the Company and may be amended by a majority vote of the voting members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles of Organization as of the 31st day of March, 1999.



Dennis L. Blackburn
Organizer

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


STATE OF FLORIDA
COUNTY OF DUVAL

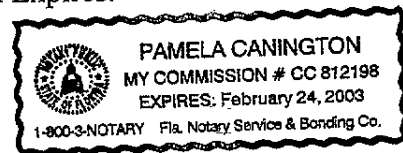
Before me, the undersigned authority, on this day personally appeared DENNIS L. BLACKBURN, the authorized representative of the members of Pipeline Operating Group, L.L.C. (the "Company"), who, being by me first duly sworn, deposes and says:

1. That the Company has at least two members.
2. That the amount of cash contributed by the members is \$2.00.
3. That the total amount of cash or property that is anticipated to be contributed by members is \$100,000. This total includes amounts from Item 2 above.
4. That there have been no contributions to the Company made by the members other than cash contributions.
5. That this affidavit is made in accordance with Section 608.407(2), Florida Statutes (1998).


DENNIS L. BLACKBURN
Authorized Representative

Sworn to and subscribed before me this 31st day of March, 1999, by Dennis L. Blackburn, who is personally known to me and who did take an oath.

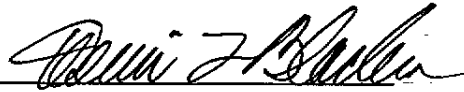

NOTARY PUBLIC, State of Florida
Commission No. _____
My Commission Expires: _____



**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for Pipeline Operating Group, L.L.C. at the place designated in the Articles of Organization, Dennis L. Blackburn hereby accepts the appointment as registered agent and agrees to act in this capacity. Dennis L. Blackburn further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Dennis L. Blackburn is familiar with and accepts the obligations of his position as registered agent.



Dennis L. Blackburn

Date: March 31, 1999