

**L99 00003674**  
**RESTRUCTURE PARTNERS, LLC**  
205 South Hoover Boulevard, Suite 101  
Tampa, Florida 33609  
Telephone (813) 636-8111, Facsimile (813) 636-8110

June 16, 1999

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

000002907950--6  
-06/17/99-01083-012  
\*\*\*341.25 \*\*\*341.25


**Re: Corporate Registration, Restructure Partners, LLC**

Dear Sirs:

Please find enclosed Articles of Organization of Restructure Partners, LLC for filing. Enclosed is our check, #1847, in the amount of \$341.25 to cover filing fees (\$280.00), to provide a certified copy (\$52.50) and to provide a Certificate of Status (\$8.75).

If you have any questions, please contact the undersigned at (813) 636-8111. Thank you very much for your prompt attention to this matter.

Sincerely,

  
Jim Thomasson  
Paralegal

/jt

enclosures

**L99-3674**

Name	OR 6-23
Availability	OR
Examiner	OR
Editor	OR
Printer	OR
Verifier	OR
Acknowledgement	OR
W. P. Vetter	OR

**ARTICLES OF ORGANIZATION**  
**OF**  
**RESTRUCTURE PARTNERS, LLC**

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The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the limited liability company shall be:

RESTRUCTURE PARTNERS, LLC

**ARTICLE II**  
**PERIOD OF DURATION**

The period of duration of the limited liability company shall be perpetual.

**ARTICLE III**  
**PURPOSES**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE IV**  
**GENERAL POWERS**

The limited liability company shall have the power to undertake any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, including, but not limited to, the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or an interest in real or personal property of any legal or equitable property, wherever situated.

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(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees, or incur liabilities; borrow money at such rate of interest as the limited liability company may determine; issue its notes, bonds, or other obligations; or secure any of its obligations by mortgage or pledge of all of any part of its property, assets, franchises or income.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a member or manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

(k) Cease its activities and surrender its Articles of Organization.

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(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business which the members or the managers find to be in aid of governmental policy.

(n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.

(o) Be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(p) Sue or be sued, or complain or defend, in its name.

(q) Have and exercise all other powers necessary or convenient to effect its purposes.

**ARTICLE V  
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the limited liability company is 205 South Hoover Boulevard, Suite 101, Tampa, Florida 33609.

**ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 205 South Hoover Boulevard, Suite 101, Tampa, Florida 33609, and the name of its initial registered agent is Jack J. Ceccarelli. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

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#### ARTICLE VII MANAGEMENT

All powers of the limited liability company shall be exercised by or under the authority of the members, and, except as otherwise provided in the regulations and operating agreement of the limited liability company, if any, the business and affairs of the limited liability company shall be managed by or under the direction of the members (the "members"). The members may elect one or more managers and grant them such authority as specifically provided by statute or by the regulations and operating agreement. The name and current address of the member is as follows:

Restructure Petroleum Marketing Services, Inc.  
205 South Hoover Boulevard, Suite 101  
Tampa, Florida 33609

#### ARTICLE VIII MEMBERS RIGHTS TO CONTINUE 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 limited liability company, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued by the unanimous consent or agreement of the remaining members.

#### ARTICLE IX RESTRICTIONS ON MEMBERSHIP

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing member. Contributions required of a new member shall be determined by the member as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous consent of the members, or in accordance with the regulations and/or an agreement, if any, among the members and the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the member.

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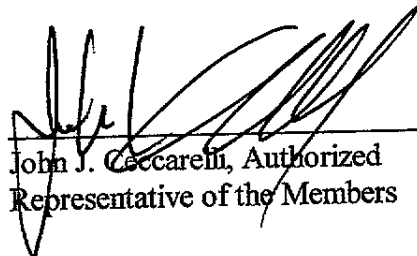
**ARTICLE X  
REGULATIONS**

The member of the limited liability company may adopt an operating agreement and regulations of the limited liability company pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations may be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

**ARTICLE XI  
ACKNOWLEDGMENT**

The member of the limited liability company, through the undersigned authorized representative, does hereby certify that the foregoing constitutes the proposed Articles of Organization of Restructure Partners, LLC. These Articles of Organization may be amended from time to time by consent of the member holding a majority-in-interest of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned have executed these Articles of Organization this 16th day of June, 1999.

  
John J. Ceccarelli, Authorized  
Representative of the Members

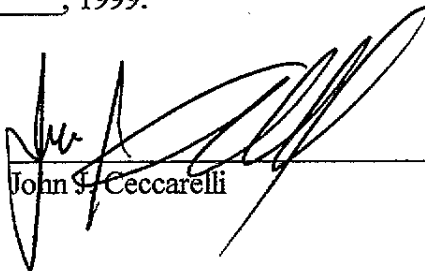
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**ACCEPTANCE BY REGISTERED AGENT**

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Having been appointed the registered agent of Restructure Partners, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 16<sup>th</sup> day of June, 1999.

  
\_\_\_\_\_  
John S. Ceccarelli

**AFFIDAVIT**

**STATE OF FLORIDA                     )  
COUNTY OF HILLSBOROUGH    )**

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**BEFORE ME**, the undersigned authority, this day personally appeared John J. Ceccarelli ("Affiant") who, after first being duly sworn, deposes and says the following:

1. Affiant is the duly authorized representative for Restructure Partners, LLC.
2. Restructure Partners, LLC has one member.
3. The amount of cash contributed by the member and the amount anticipated to be contributed by the member is as set forth below:

**INITIAL CAPITAL CONTRIBUTION**

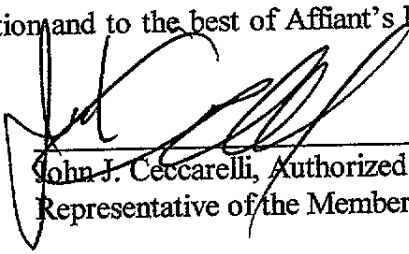
The total amount of cash initially contributed to the limited liability company is as follows:

<u>Member</u>	<u>Contribution</u>
Solomon Petroleum Limited	\$500.00

**ADDITIONAL CONTRIBUTIONS**

No additional contributions to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the member as provided in the regulations adopted by the member.

4. Affiant has examined this certification and to the best of Affiant's knowledge and belief it is true, correct and complete.


  
\_\_\_\_\_  
John J. Ceccarelli, Authorized  
Representative of the Members

"Affiant"



The foregoing instrument was acknowledged before me this 16 day of JUNE, 1999,  
by John J. Ceccarelli who is personally known to me ~~or produced~~ and did take an oath.

[NOTARIAL SEAL]

 James R Thomasson Jr  
★ My Commission CC705991  
Expires January 1, 2002

James R. Thomasson Jr.  
NOTARY PUBLIC  
James R. Thomasson, Jr.

Commission No. CC 705991

My Commission Expires: 01/01/02

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