

Restructure Partners, LLC

L99 0000003674

October 26, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: Amendment Section

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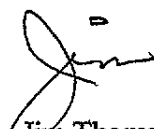
**Re: Articles of Amendment to Articles of Organization of
Restructure Partners, LLC**

Dear Sirs:

Please find enclosed the Articles of Amendment to Articles of Organization of Restructure Partners, LLC. The articles of organization have been revised throughout and are being submitted as a complete new document. We have enclosed a check in the amount of \$55.00, \$25.00 for the filing fee and \$30.00 for a certified copy.

If you have any questions, please contact the undersigned.

Sincerely,


Jim Thomasson
Paralegal

/jt
enclosures

L99-3674

Name	OR 11-9
Availability	
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
RESTRUCTURE PARTNERS, LLC

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's business shall consist solely of the following:

(i) to acquire, own, operate and manage the gasoline service station and related facilities located at the following addresses:

240 North First Street, Nashville, Tennessee
825 South Florida Avenue, Lakeland, Florida
101 6th Street, Winter Haven, Florida
1331 1st Avenue, Birmingham, Alabama
4855 1st Avenue South, St. Petersburg, Florida
2327 Seminole Boulevard, Largo, Florida
1499 East Beach, Pass Christian, Mississippi
U.S. Highway 98, Lucedale, Mississippi
6800 Fourth Street North, St. Petersburg, Florida

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1701 Scott Boulevard, Decatur, Georgia
4710 U.S. Highway 98 North, Lakeland, Florida
2353 Cheshire Bridge Road, Atlanta, Georgia
3767 Nolensville Road, Nashville, Tennessee
1000 Franklin Avenue, Gretna, Louisiana
6020 Wilkinson Boulevard, Charlotte, North Carolina
3898 Pontchartrain Drive, Slidell, Louisiana
8180 Highway 23, Belle Chasse, Louisiana
308 East Primrose, Orlando, Florida
300 East Princeton, Orlando, Florida
4260 54th Avenue North, St. Petersburg, Florida
2124 East Busch Boulevard, Tampa, Florida
23977 Highway 19 North, Clearwater, Florida
5732 Silverleaf Avenue, Baton Rouge, Louisiana
2815 St. Stephens Road, Mobile, Alabama
831 Whitney Avenue, Terrytown, Louisiana
2991 66th Street North, St. Petersburg, Florida
10736 Old Hammond Highway, Baton Rouge, Louisiana
123 Terry Parkway, Gretna, Louisiana
1995 West Bay Drive, Largo, Florida
405 East Brandon Boulevard, Brandon, Florida
5405 9th Street North, St. Petersburg, Florida
700 Western Boulevard, Tarboro, North Carolina
7142 East Fowler Avenue, Temple Terrace, Florida
340 South State Road #199, Birmingham, Alabama
2160 Carson Road, Birmingham, Alabama
3162 Warrior Road, Hueytown, Alabama
3725 Trickum Road, Marietta, Georgia
3125 Lawrenceville Road, Lawrenceville, Georgia
655 North Anderson Road, Rock Hill, South Carolina
407 S.W. 138 & Taylor Highway, Riverdale, Georgia
326 South Mock Road, Albany, Georgia
360 Capital Circle S.W., Tallahassee, Florida
6802 Middle Valley Road, Hixon, Tennessee
6835 Atlanta Highway, Montgomery, Alabama
100 South Cody Road, Mobile, Alabama
6309 15th Street East, Sarasota, Florida
930 Highway 92, Seffner, Florida
1103 U.S. Highway 78, Grayson, Georgia
803 West Grand Avenue, Rainbow City, Alabama

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**AMENDED AND RESTATED
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RESTRUCTURE PARTNERS, LLC
PAGE 3**

14422 Lebanon Road, Old Hickory, Tennessee
2720 Florida Street, Mandeville, Louisiana
70325 Highway 21, Covington, Louisiana
4095 Highway 59, Mandeville, Louisiana;

and,

(ii) to engage in such other lawful activities permitted to a limited liability company under the laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

**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.

(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.

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ARTICLES OF ORGANIZATION OF
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(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.

(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.

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**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.

**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.

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CLERK OF CIRCUIT COURT
IN AND FOR THE 17TH JUDICIAL CIRCUIT
IN FLORIDA
TALLAHASSEE

**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.

**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.

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ARTICLE XII
INDEPENDENT MANAGER

(a) Until such time as all obligations owing by the limited liability company to Franchise Mortgage Acceptance Company, or its successors or assigns, ("Lender") are paid in full, the Managers of the limited liability company shall include an Independent Manager (as hereinafter defined). For the purposes hereof, "Independent Manager" means a duly appointed manager of the limited liability company who is approved by Lender or, at Lender's option, designated by Lender, and who shall not have been, at the time of such appointment or at any time in the preceding five (5) years, (a) a direct or indirect legal or beneficial owner in the limited liability company or any of its Affiliates, (b) a creditor, supplier, employee, officer, director, manager or contractor of the limited liability company or any of its Affiliates, (c) a person who Controls (as hereinafter defined) the limited liability company or any of its Affiliates, or (d) a member of the immediate family of a person defined in (a), (b) or (c) of this subsection. For purposes hereof, "Control" means possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through ownership, membership, by contract or otherwise. For purposes hereof, "Affiliates" means any person directly or indirectly controlling, controlled by or under common control with the such person.

(b) With the consent of the initial member of the limited liability company, which consent the initial member believes to be in the best interest of the initial member and the limited liability company, no Independent Manager shall, with regard to any action to be taken under or in connection with this Article, owe a fiduciary duty or other obligation to the initial member nor to any subsequent or successor member (except as may specifically be required by the statutory law of any applicable jurisdiction), and every member, including each subsequent or successor member, shall consent to the foregoing by virtue of such member's purchase of interests of the limited liability company, no further act or deed of any member being required to evidence such consent. Instead, such Independent Manager's fiduciary duty and other obligations with regard to such action under or in connection with this Article shall be owed to the limited liability company (including its creditors). In addition, no Independent Manager may be removed unless his or her successor has been elected.

(c) Notwithstanding any other provision of these Articles and any provisions of law that otherwise so empowers the limited liability company, the limited liability company shall not, without the unanimous consent of the managers, including the Independent Manager, do any of the following:

(i) dissolve or liquidate, in whole or in part;

(ii) (a) file a bankruptcy, insolvency or reorganization petition or otherwise institute insolvency proceedings or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally; (b) seek or consent to the appointment of a receiver,

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RESTRUCTURE PARTNERS, LLC
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liquidator, assignee, trustee, sequestrator, custodian or any similar official for itself or all or any portion of its properties; (c) make any assignment for the benefit of its creditors; (d) admit in writing its inability to pay its debts generally as they become due, (e) take any action that might cause itself to become insolvent or (f) take corporate action in furtherance of any such action; or

In addition to the foregoing, so long as any obligation to Lender remains outstanding and not discharged in full, the limited liability company shall not without the written consent of Lender, take any action set forth in items (i) and (ii).

**ARTICLE XIII
SEPARATE OPERATIONS**

The limited liability company:

- (a) will not fail to correct any known misunderstanding regarding the separate identity of the limited liability company;
- (b) will maintain its accounts, books and records separate from any other person or entity;
- (c) will not commingle its funds or assets with those of any other entity;
- (d) will hold its assets and conduct its business in its own name and, particularly, will use its best efforts to avoid the appearance of conducting business on behalf of any of its Affiliates, or that the assets of the limited liability company are available to pay the creditors of any of its Affiliates;
- (e) will maintain its financial statements, accounting records and other entity documents separate from any other person or entity;
- (f) will pay its own liabilities out of its own funds and assets;
- (g) will observe all corporate formalities;
- (h) will maintain an arm's length relationship with its Affiliates;
- (i) will not acquire obligations or securities of any of its members;
- (j) will allocate fairly and reasonably shared expenses, including, without limitation, shared office space, and will use separate stationary, invoices and checks;

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(k) will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity;

(l) will not make loans to any person or entity;

(m) will not identify any of its members or any Affiliates as a division or part of it;

(n) will not enter into or be a party to, any transaction with any of its members or its Affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arms-length transaction with an unrelated third party;

(o) will pay the salaries of its own employees from its own funds;

(p) will not assume, guarantee or pay the debts or obligations of any other person; and

(q) will be shown on any financial statements for which it is part of a consolidated group as a separate member of such group.

IN WITNESS THEREOF, the undersigned have executed these Amended and Restated Articles of Organization this 26th day of October, 1999.



John J. Ceccarelli,
Authorized Representative of the Members

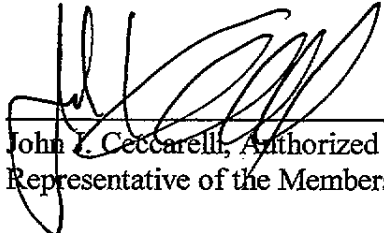
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CLERK OF SUPERIOR COURT
JULIA A. BROWN

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
RESTRUCTURE PARTNERS, LLC
PAGE 10**

ACCEPTANCE BY REGISTERED AGENT

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 26th day of October, 1999.



John J. Ceccarelli, Authorized
Representative of the Members

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OCT 27 1999
CLERK OF COURT
JACKSONVILLE, FLA

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

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>
John J. Ceccarelli	\$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"

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CLERK OF DISTRICT COURT
JULIA A. BROWN

The foregoing instrument was acknowledged before me this 26th day of October, 1999,
by John J. Ceccarelli who is personally known to me 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. CC705991

My Commission Expires: 01/01/02

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NOTARY PUBLIC
STATE OF FLORIDA