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## Florida Department of State

Division of Corporations

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## To:

Division of Corporations  
Fax Number : (850) 922-4003

## From:

Account Name : SMITH HULSEY & BUSEY  
Account Number : 075030000653  
Phone : (904) 359-7000  
Fax Number : (904) 359-7712

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## LIMITED LIABILITY COMPANY

Island Lubes, L.C.

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**ARTICLES OF ORGANIZATION  
OF  
ISLAND LUBES, L.C.**

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

**ARTICLE 1 - NAME**

The name of the Company is Island Lubes, L.C.

**ARTICLE 2 - DURATION**

This Company shall exist perpetually, unless terminated earlier pursuant to the Company's Regulations.

**ARTICLE 3 - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Company is 9551-1 Baymeadows Road, Jacksonville, Florida 32256.

Prepared by:

Charles H. Keller, Esq.  
Florida Bar No. 0138487  
Smith Hulsey & Busey  
Post Office Box 53315  
Jacksonville, FL 32201-3315  
(904) 359-7700

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**ARTICLE 4. - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

**ARTICLE 5 - INITIAL MEMBERS**

The initial members of the Company shall be David C. Plyler and Island Food Stores, Ltd.

**ARTICLE 6 - ADDITIONAL MEMBERS**

The members shall be entitled to admit additional members upon the consent of the Company's Board of Managers. Following the consent of the Board of Managers, 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.

**ARTICLE 7 - DISSOLUTION OF COMPANY**

Upon the occurrence of the death, retirement, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event 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 8 - MANAGERS**

The management of the Company shall be vested in a Board of Managers as set forth in the Company's Regulations. The names and addresses of the initial members of the Board of Managers, who shall serve as the Board of Managers of the Company until their successors are elected and qualified, are set forth below.

**Board of Managers:**

David C. Plyler  
9551-1 Baymeadows Road  
Jacksonville, Florida 32256

E. Chester Stokes, Jr.  
9551-4 Baymeadows Road  
Jacksonville, Florida 32256

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Thomas C. Bergmann  
9551-4 Baymeadows Road  
Jacksonville, Florida 32256

**ARTICLE 9 - 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.

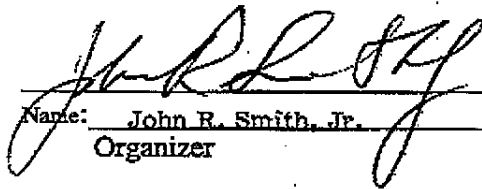
**ARTICLE 10 - AMENDMENT OF ARTICLES OF ORGANIZATION**

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

**ARTICLE 11 - REGULATIONS**

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

IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles of Organization as of the 7th day of July, 1999.

  
Name: John R. Smith, Jr.  
Organizer

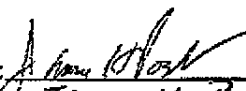
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**ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Island Lubes, L.C. at the place designated in the Articles of Organization, Smith Hulsey & Busey hereby accepts the appointment as registered agent and agrees to act in this capacity. Smith Hulsey & Busey further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Smith Hulsey & Busey is familiar with and accepts the obligations of its position as registered agent.

**SMITH HULSEY & BUSEY**

By:   
Name: JAMES H. POST  
Is: VICE-PRESIDENT

Date: July 7, 1999

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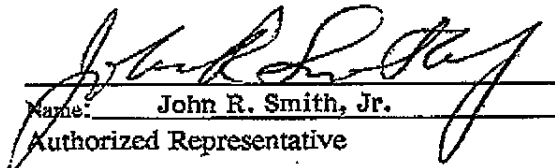
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, the undersigned authority, on this day personally appeared John R. Smith, Jr., the authorized representative of the members of Island Lubes, L.C. (the "Company"), who, being by me first duly sworn, deposes and says:

1. That the Company has at least one member;
2. That the amount of cash contributed by the members is \$100;
3. If any, the agreed value of property other than cash contributed by members is none;
4. That the total amount of cash and property contributed and anticipated to be contributed by the members is \$100; and
5. That this affidavit is made in accordance with Section 608.407(2), Florida Statutes (1997).

  
Name: John R. Smith, Jr.  
Authorized Representative

Sworn to and subscribed before me this 7<sup>th</sup> day of July, 1999, by JOHN R. SMITH, JR., who is personally known to me and who did take an oath.

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

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Kathleen Haggerty  
MY COMMISSION # CC858767 EXT  
May 19, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.