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Florida Department of State

Division of Corporations

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Account Name : FILINGS, INC.
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LIMITED LIABILITY COMPANY

THIN OIL PRODUCTS LLC

Name	MJH
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ARTICLES OF ORGANIZATION
OF
THIN OIL PRODUCTS LLC

ARTICLE I

NAME

The name of this limited liability company is THIN OIL PRODUCTS LLC referred to in these Articles of Organization as the "Company".

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Company shall be:

2255 Glades Road, Suite 324A
PMB 1055
Boca Raton, FL 33431

ARTICLE III

DURATION

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2039. Except for prior amendment to this Article III, no act by the Company or its members can avoid that dissolution.

Prepared by:
Gerstein & Gerstein Attorneys at Law
1300 N Federal Hwy, Suite 203
Boca Raton, FL 33432
FL BAR# 0061141
Tel. (561) 362-7744
Fax (561) 368-1630

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office shall be 1300 N Federal Highway, Suite 203, Boca Raton, FL 33432. The initial registered agent for the Company at that address shall be William Gerstein.

ARTICLE V

MANAGEMENT BY MANAGERS

The Company will be managed by a manager and the name and address of such Manager is:

Jorge Eduardo Corredor
2255 Glades Road, Suite 324A
PMB 1055
Boca Raton, FL 33431

ARTICLE VI

ADMISSION OF NEW MEMBERS

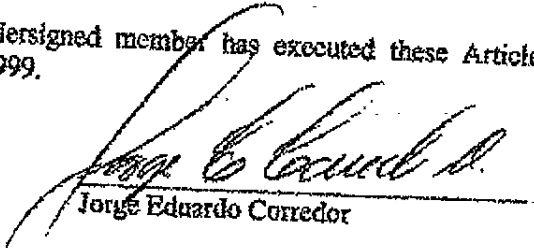
The Company may admit new members only upon the consent of the remaining members.

ARTICLE VII

MEMBERS RIGHT TO CONTINUE BUSINESS

The members of the Company shall have the right 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 Company provided that in no event shall the business continue after December 31, 2039 (unless such date is postponed by articles of amendment) and provided that the Company shall always have at least two members.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 18th day of August, 1999.


Jorge Eduardo Corredor

AUG-31-99 TUE 1:59 PM

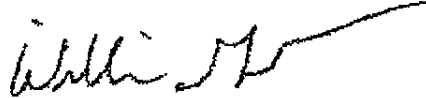
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P. 5

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **THIN OIL PRODUCTS LLC** at the place designated in the Articles of Organization, 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.

DATED: August 31, 1999.



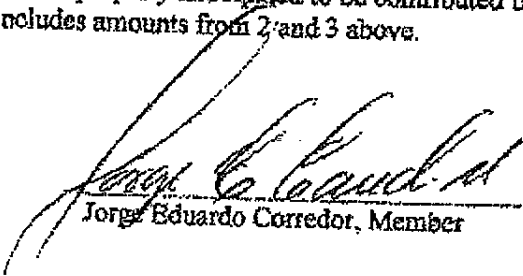
William Gerstein

#9900001883

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **THIN OIL PRODUCTS LLC**, deposes and says:

1. The above named limited liability company has at least two (2) members.
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 \$0.00.
4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00 This total includes amounts from 2 and 3 above.


Jorge Eduardo Corredor, 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.