

L 99000009389



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 532604 4336650

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : December 29, 1999

ORDER TIME : 11:01 AM

ORDER NO. : 532604-005

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq  
BAKER & MCKENZIE  
BAKER & MCKENZIE  
19th Floor  
1200 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: GLOBAL OIL LLC

000003083320--6

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 DEC 29 PM 1:43 99 DEC 29 PM 12:14

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W99-29633



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 29, 1999

CSC

SUBJECT: GLOBAL OIL LLC  
Ref. Number: W99000029633

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for GLOBAL OIL LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

The designation of the registered agent must be at a Florida street address.

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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 499A00060656

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DIVISION OF CORPORATIONS  
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# BAKER & MCKENZIE

ATTORNEYS AT LAW

1200 BRICKELL AVENUE  
19TH FLOOR  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 789-8900  
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ROBERT F. HUDSON, JR.  
(305) 789-8906

December 28, 1999

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

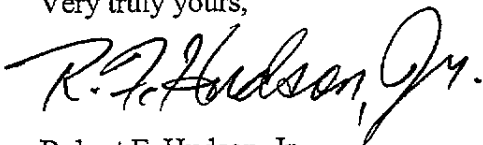
Re: Global Oil LLC

Dear Sir/Madame:

Enclosed please find original plus one copy of the Articles of Organization of Global Oil LLC to be processed by your office on an EXPEDITED basis. We kindly request that once these Articles of Organization be processed a certified copy be returned to the messenger service who is delivering this letter.

Should you have any questions or comments, please do not hesitate to contact us.

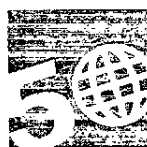
Very truly yours,



Robert F. Hudson, Jr.

Enclosures

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TALLAHASSEE FLORIDA



# ARTICLES OF ORGANIZATION

OF

**GLOBAL OIL LLC**

**a Florida limited company**

1. The name of this limited liability company is **GLOBAL OIL LLC** (the "Company").
2. The Company is being formed for the following purposes:
  - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
  - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
  - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

950 S. Miami Avenue  
Miami, FL 33130

4. The name and address of the registered agent of the Company is:

Carlos Agostinho P. Da Cruz  
950 South Miami Avenue  
Miami, Florida 33130

5. The Company shall only admit additional members with the unanimous written consent of the Company's Members.
6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

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7. The Company is to be managed by one or more managers. The names and addresses of the initial managers are as follows:

Emerson Fittipaldi  
Carlos Agostinho P. Da Cruz

950 S. Miami Avenue, Miami, FL 33130  
950 S. Miami Avenue, Miami, FL 33130

8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of GLOBAL OIL LLC, has executed these Articles of Organization this 29 day of December, 1999.

MEMBER:

Fittipaldi USA, Inc.

By: 

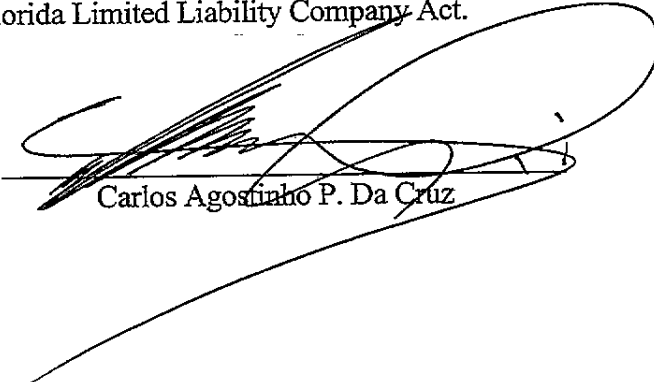
Its: DIRECTOR

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## ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for GLOBAL OIL LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.



Carlos Agostinho P. Da Cruz

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