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June 4, 2002

**Via: Overnight Delivery**

Florida Department of State  
Attn: Limited Liability Company Filing Division  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: SynFuels Holdings II, LLC**

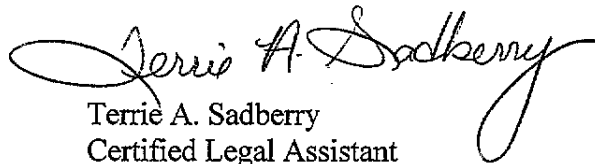
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Dear Sir/Madam:

Enclosed is one (1) original and two (2) copies of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for SynFuels Holdings II, LLC, a Delaware limited liability company, and this firm's check in the amount of \$155.00 which represents payment of the \$100.00 filing fee and \$25.00 fee for the designation of registered agent and \$30.00 certified copy fee for filing with your office. Please file and return the certified copy back to my attention in the pre-addressed postage paid envelope which has also been enclosed for your convenience.

If you should have any questions regarding these documents, please do not hesitate to contact me at my direct line listed above. Thanks for your assistance with this matter.

Sincerely,

  
Terrie A. Sadberry  
Certified Legal Assistant

Enclosures

APPROVED  
AND  
FILED  
02 JUN -5 AM 8:43  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

JB  
6-7-02

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. SynFuels Holdings II, LLC  
(Name of foreign limited liability company)
2. Delaware 3. Applied for  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 31, 2002 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2875 South Ocean Boulevard, Suite 200  
Palm Beach, FL 33480  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Raymon Bean, John Averett, Mike McClure, Barr Linton

2875 South Ocean Boulevard, Suite 200

Palm Beach, FL 33480

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

Administrative office for synfuel activity of SynFuels Holdings II, LLC

T. Barr Linton

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

T. Barr Linton, an authorized representative

Typed or printed name of signer

02 JUN 13 AM 8:13  
RECEIVED  
DEPT. OF STATE  
INVESTMENT  
FLORIDA

APPROVED  
AND  
FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SynFuels Holdings II, LLC

2. The name and the Florida street address of the registered agent and office are:

T. Barr Linton

(Name)

2875 South Ocean Blvd., Suite 200

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Palm Beach, FL 33480

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.*

*T. Barr Linton*

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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# Delaware

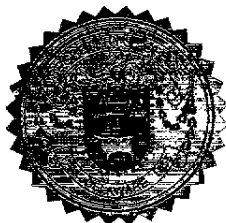
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SYNFUELS HOLDINGS II, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MAY, A.D. 2002.

APPROVED  
AND  
FILED

02 MAY -5 AM 8:43  
SECRETARY OF STATE  
DELAWARE, FLORIDA



3530740 8300

020345375

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1806970

DATE: 05-31-02