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LAW OFFICES

VIHLEN & SILLS, P.A.

1173 SPRING CENTRE SOUTH BOULEVARD, SUITE C
ALTAMONTE SPRINGS, FLORIDA 32714
(407) 786-2200

SIDNEY L. VIHLEN, III
PAUL M. SILLS

PLEASE REPLY TO:
POST OFFICE BOX 161554
ALTAMONTE SPRINGS, FLORIDA
32716-1554
TELECOPIER (407) 786-2247

April 26, 2001

Department of State
Division of Corporations
Attn: New Filing
409 East Gaines Street
Tallahassee, Florida 32314

5/1

MJH

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-05/02/01--01013--001
****125.00 ****125.00

RE: Filing Articles of Organization / KC, L.L.C.

Dear Sir/Madam:

Enclosed, please find the original Articles of Organization of KC, L.L.C., for filing with your office.

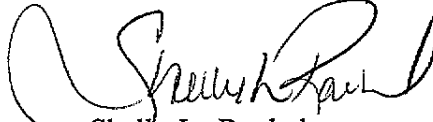
Additionally, you will find a check, made payable to the Department of State, in the amount of \$125.00, representing the required filing fee.

Please transmit to our office a copy of the duly filed Articles of Organization once filed.

Any questions regarding this matter should be directed to us (407) 786-2200. Thank you for your assistance with this matter.

Sincerely,

VIHLEN & SILLS, P.A.


Shelly L. Roubal
Legal Secretary

SLR/slr
enclosures

FILED
01 MAY - 1 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
KC, L.L.C.**

**ARTICLE I
NAME**

The name of this limited liability company shall be:

KC, L.L.C.

**ARTICLE II
ADDRESSES**

The mailing address of this limited liability company is;

7200 Sunshine Skyway Lane, #9B
St. Petersburg, Florida 33711

and, the street address of the initial principal office is:

7200 Sunshine Skyway Lane, #9B
St. Petersburg, Florida 33711

**ARTICLE III
DURATION**

The existence of this limited liability company shall begin upon the filing of these Articles of Organization and shall continue in perpetuity, unless terminated as provided for in the regulations of this limited liability company or by general law.

**ARTICLE IV
PURPOSE OF THE LIMITED LIABILITY COMPANY**

The purpose of this limited liability company shall be to engage in any lawful act or activity for which companies may be organized under the Florida Limited Liability Company Act, including, without limitation, the manufacturing and marketing of vehicle safety signs.

**ARTICLE V
MANAGEMENT**

This limited liability company is not a manager-managed company. Management of this limited liability company is hereby reserved to the members who shall govern the management of the company in relation to their capital contribution.

FILED
01 MAY - 1 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The managing members may, pursuant to the regulations of this limited liability company, permit the admission of additional members, including substitute members and assignees of a membership interest. The managing members, pursuant to the regulations of this limited liability company, shall determine the capital contributions of any such additional members.

ARTICLE VII
MEMBERS' RIGHT TO CONTINUE BUSINESS

The members of this limited liability company shall have the right to continue the business of the company, despite the death, 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.

ARTICLE VIII
ADDITIONAL CONTRIBUTIONS

No member shall have any obligation to make any additional contribution to this limited liability company, unless the additional contribution is approved by a majority of the managing members.

ARTICLE IX
TRANSFERABILITY OF INTEREST

No interest in this limited liability company may be transferred except as specifically set forth in the regulations of this limited liability company.

ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION

The power to adopt, alter, amend or restate these Articles of Organization is vested in the members. Any adoption, alteration, amendment or restatement of these Articles of Organization must be approved by a majority of the members.

ARTICLE XI
AMENDMENT OF REGULATIONS

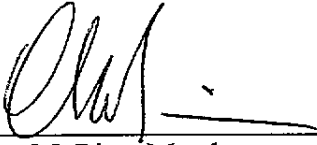
The power to adopt, alter, amend or repeal the regulations of this limited liability company is vested in the committee of managing members. Any adoption, alteration, amendment, or repeal of the regulations shall require a majority vote of the managing members.

ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

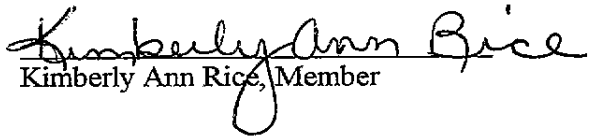
The initial registered agent of this limited liability company shall be Vihlen & Sills, P.A.. The initial registered office shall be located at 1173 Spring Centre South Boulevard, Suite C, Altamonte Springs, Florida 32714.

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal this

10TH day of April, 2001.



Charles M. Rice, Member



Kimberly Ann Rice, Member

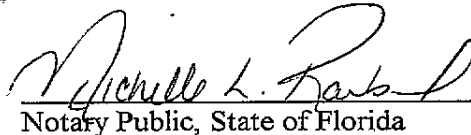
STATE OF FLORIDA }

COUNTY OF SEMINOLE }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments, personally appeared Charles M. Rice, who is either personally known to me, or who produced Florida Driver's Licence as identification, and who, after being duly sworn, acknowledged to me that they executed the foregoing Articles of Organization as members for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid on this the 23rd day of MARCH, 2001.

(SEAL)


Notary Public, State of Florida

STATE OF FLORIDA }

COUNTY OF SEMINOLE }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments, personally appeared Kimberly Ann Rice, who is either personally known to me, or who produced Florida Driver's Licence as identification, and who, after being duly sworn, acknowledged to me that they executed the foregoing Articles of Organization as members for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid on this the 10th day of April, 2001.

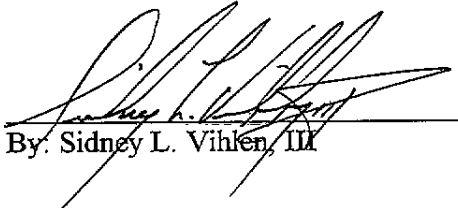
(SEAL)


Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for **KC, L.L.C.** 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 as provided for in Chapter 608, F.S.

VIHLEN & SILLS, P.A.



By: Sidney L. Vihlen, III