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DATE: 01-17-02

ACCOUNT NO: ~~EC-0000000013~~

AUTHORIZATION: ABBIE/PAUL HODGE

TYPE OF FILING: CERTIF. OF CONVERSION/ARTS OF ORG.

NAME: QUIL DRAW LLC

SPECIAL INSTRUCTIONS: GOOD STANDING

CHECK FOR \$155.00 ATTACHED

Effective Date-
01-16-02

100004782011--2
-01/17/02--01001--053
****155.00 ****155.00

100004782451--0
-01/17/02--01053--024
****155.00 ****155.00

RECEIVED
02 JAN 17 AM 11:52
DEPARTMENT OF STATE
DIVISION OF CORPORATE REG.
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:


Quik-Change Int'l, LLC

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 9/17/1998
- B. Jurisdiction: Georgia
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Quik Draw, LLC


Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gordon R. Ripma, President/Member

Typed or Printed Name of Signee

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Quik Draw, LLC

Article II. Address

The Company's street and mailing address is:
Quik Draw, LLC
142 Pine Hill Trail West
Tequesta FL 33469

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Gordon R. Ripma
142 Pine Hill Trail West
Tequesta FL 33469

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

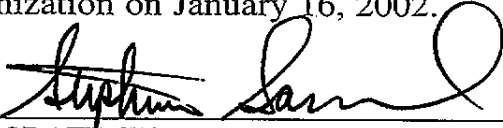
This will be a manager-managed company. The name and address of each manager is:

WILLIAM P. STRAIT
142 Pine Hill Trail West Tequesta FL 33469
GORDON R. RIPMA
142 Pine Hill Trail West Tequesta FL 33469

Article VI. Company Existence

The Company's existence shall begin effective as of January 16, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on January 16, 2002.



CORPORATE CREATIONS INTERNATIONAL INC.
Stephen T. Samuel Vice President

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STATEMENT OF REGISTERED AGENT

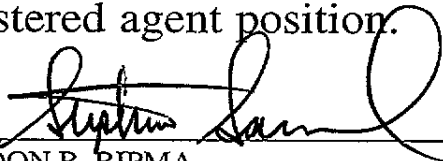
LIMITED LIABILITY COMPANY:

Quik Draw, LLC

REGISTERED AGENT/OFFICE:

Gordon R. Ripma
142 Pine Hill Trail West
Tequesta FL 33469

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



GORDON R. RIPMA

by S.T. Samuel as attorney-in-fact

Date: January 16, 2002

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