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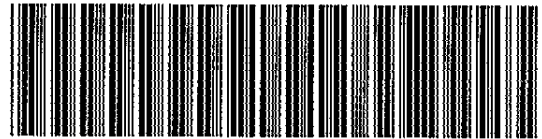
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FLORIDA RESEARCH & FILING SERVICES, INC.
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WALK-IN

ENTITY NAME:

1. CONCH COLOR, LLC

CK# 1962

AMOUNT \$150.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

___ CERTIFICATE OF STATUS

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Examiner's Initials

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:

Conch Color Inc.

P06000030625

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

A. Date: 3/2/2006

B. Jurisdiction: Florida

C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its

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

Conch Color 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.)

Tom Oosterhoudt by Michelle Cates Deal as attorney-in-fact

Typed or Printed Name of Signee

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Conch Color LLC

Article II. Address

The Company's street and mailing address is:
Conch Color LLC
314 Simonton Street
Key West FL 33040

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Michelle Cates Deal, Esq.
201 Front Street
Suite 110
Key West FL 33040

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.

Michelle Cates Deal 1 FL Bar Member 0985120
201 Front Street
Suite 110
Key West FL 33040
305-296-7760

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TALLAHASSEE, FLORIDA

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

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

Tom Oosterhoudt
314 Simonton Street Key West FL 33040

Article VII. Company Existence

The Company's existence shall begin effective as of 4/18/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 4/13/2006.



Tom Oosterhoudt Manager
by Michelle Cates Deal as attorney-in-fact

The right to indemnification conferred
the Company the expenses incurred in
in advance of its final disposition.

Michelle Cates Deal | FL Bar Member 0985120
201 Front Street
Suite 110
Key West FL 33040
305-296-7760

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Conch Color LLC

REGISTERED AGENT/OFFICE:

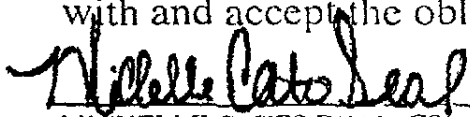
Michelle Cates Deal, Esq.

201 Front Street

Suite 110

Key West FL 33040

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.



MICHELLE CATES DEAL, ESQ.

Date: 4/13/2006.

Michelle Cates Deal | FL Bar Member 0985120
201 Front Street
Suite 110
Key West FL 33040
305-296-7760