

ZIEMAN, SPEEGLE, OLDWEILER & JACKSON, L.L.C.

L96000000800

THOMAS TROY ZIEMAN, JR.
JEROME H. SPEEGLE
THOMAS P. OLDWEILER*
ROBERT G. JACKSON, JR.
ANTHONY M. HOFFMAN

*Also admitted in Mississippi and Missouri

July 23, 1996

107 St. Francis Street
3200 First National Bank Building
Mobile, Alabama 36602

Post Office Box 11
Mobile, Alabama 36601

Telephone: (334) 694-1700
Facsimile: (334) 694-1998

Writer's Internet Address:
nel@znoj.com

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: QuicShine Products International, L.C.

Dear Sir or Madam:

I have enclosed the following documents pertaining the organization of the above-referenced limited liability company:

1. Original and two copies of the Articles of Organization for QuicShine Products International L.C.;
2. Transmittal Letter from Gary A. Carlson;
3. Certificate of Designation of Registered Agent/Registered Office;
4. Affidavit of Membership and Contributions; and
5. Filing fee in the amount of \$293.75.

Please return a copy of the recorded Articles of Organization to me in the enclosed self-addressed, stamped envelope. Should you have any questions or comments regarding this filing, please call me collect at (334) 694-1700.

Sincerely yours,

Nancy Lipscomb

Nancy Lipscomb
Legal Assistant to
Thomas P. Oldweiler

/nl
Enclosures

900001905569
-07/26/96--01058--002
****293.75 ****293.75

ARTICLES OF ORGANIZATION
OF
QUICSHINE PRODUCTS INTERNATIONAL, L.C.

RECEIVED
SECRETARY OF STATE
JUL 26 PM 5:04
TALLAHASSEE, FLORIDA

The undersigned, acting as the organizer of QuicShine Products International, L.C., under the Florida Limited Liability Company (Section 608.407, Florida Statutes), adopt the following Articles of Organization for said Limited Liability Company:

I.

NAME OF COMPANY

The name of the Limited Liability Company is QuicShine Products, International, L.C. (the "Company").

II.

ADDRESS OF COMPANY

The mailing address and street address of the principal office of the Company is 4160 Kingsberry Drive, Pensacola, Florida 32504.

III.

PERIOD OF DURATION

The period of duration is perpetual date of filing of these Articles of Organization with the Florida Secretary of State, unless the Company is sooner dissolved. The Company may be dissolved only upon the vote of 100% of the members.

IV.

MANAGEMENT

The Company is to managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

Mr. Michael D. Jackson
23967 County Road 55, North
Post Box 707
Silverhill, Alabama 36576

Mr. Stan Jackson
23967 County Road 55, North
Post Box 707
Silverhill, Alabama 36576

Mr. Gary A. Carlson
4160 Kingsberry Drive
Pensacola, Florida 32504

V.

ADMISSION OF ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Regulations.

VI.

OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by each member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

VII.

RIGHT TO CONTINUE COMPANY

The death, retirement, resignation, withdrawal, or expulsion of a Member, or the occurrence of any other event which, under the law, terminates the continued membership of a Member in the Company, shall dissolve the Company, unless, after such event, there shall be at least two remaining Members, or one Member and a new Member shall be admitted, and a majority of all remaining and new Members consent in writing, within

ninety (90) calendar days after the occurrence of such event, to continue the legal existence and business of the Company.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed this 19th day of July, 1996.

By: 

GARY A. CARLSON

STATE OF ALABAMA)

)ss.

COUNTY OF MOBILE)

I, Nancy E. Lipscomb, a Notary Public, do hereby certify that on this 19th day of July, 1996, personally appeared before me Gary A. Carlson, who, being by me first duly sworn, declared that he read and signed the foregoing Articles of Organization and that the statements therein are true and correct to the best of each of his knowledge.


Notary Public

My commission expires: 8-14-96

THIS DOCUMENT PREPARED BY:

ZIEMAN, SPEEGLE, OLDWEILER & JACKSON, L.L.C.

Thomas P. Oldweiler, Esquire

Post Office Box 11

Mobile, Alabama 36601


(334) 694-1700

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED
SECRETARY OF STATE
95 JUL 25 AM 9:04

The undersigned member or authorized representative of a member of QuikShine Products, International, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 300.00.
- 3) if any, the agreed value of property other than cash contributed is \$ -0-.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by members(s) is \$ -0-.
- 5) the total amount of 2, 3, and 4 is \$ 300.00.



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

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

96 JUL 25 AM
STATE OF FLORIDA
DEPARTMENT OF REVENUE

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

1. The name of the limited liability company is:

QuikShine Products International, L.C.

2. The name and address of the registered agent and office is:

Gary A. Carlson

(Name)

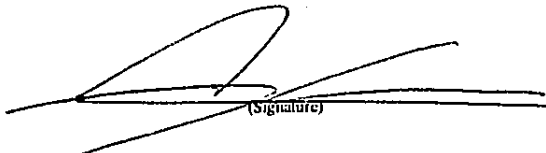
4160 Kingsberry Drive

(P.O. Box or Mail Drop Box NOT Acceptable)

Pensacola, Florida 32504

(City/State/Zip)


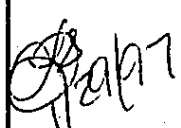
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointments as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.


(Signature)

7/19/96
(Date)

Filing fee: \$35 for Designation of Registered Agent

FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Northern Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company QUICKSHINE PRODUCTS INTERNATIONAL, L.C. 4160 KINGSBERRY DRIVE PENSACOLA FL 32504		DOCUMENT #L96000000000	
1a. Principal Place of Business Address 4160 KINGSBERRY DRIVE PENSACOLA FL 32504		FILED 97 JAN 29 PM 4:21 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.			
2. Principal Place of Business SAME	2a. Mailing Address	3. Date Organized or Qualified 07/26/1996	3a. State of Formation FL
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number 59-3391075	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State	City & State	5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/>
Zip	Country	Zip	Country
7. Name and Address of Current Registered Agent CARLSON, GARY A 4160 KINGSBERRY DRIVE PENSACOLA FL 32504		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.608, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	JACKSON, MICHAEL D	2367 COUNTY RD. 55, NORTH	SILVERHILL AL
MGR	JACKSON, STAN	2367 COUNTY RD. 55, NORTH	SILVERHILL AL
MGR	CARLSON, GARY A	4160 KINGSBERRY DRIVE	PENSACOLA FL
			3000002073999--2 -01/30/97--01076--002 ****203.75 ****203.75 
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: _____		1/27/97 (904)484-3709	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date	Daytime Phone #