

CAPITAL CONNECTION, INC.

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Wrapsters, L.C.

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SECRETARY OF STATE  
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98 FEB -2 PM 2:57

Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File 800002421368--0  
82/04/98--01014--010  
✓ Art. of Amend. File \*\*\*\*\*52.50 \*\*\*\*\*52.50  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement 800002421368--0  
98/04/98--01014--011  
✓ Cert. Copy \*\*\*\*\*8.75 \*\*\*\*\*8.75  
Photo Copy \_\_\_\_\_  
✓ Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

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AMENDMENT OF ARTICLES OF ORGANIZATION

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1. The name of the Limited Liability Company is WRAPSTER'S, L.C.
2. The date of filing the initial Articles of Organization is June 6, 1997.
3. The Articles of Organization are amended only.
4. The amendment is as follows:

Article VI, Capital Contribution, of the Articles of Organization is hereby amended to read in its entirety as follows:

Capital Contributions in the amount of \$17,000.00 cash shall be paid to the limited liability company by the two (2) members in equal shares. All amounts advanced above the capital contribution for the limited liability company are considered priority payouts and are to be fixed and converted to a Promissory Note at the time of the first stage financing and to be paid back upon the second stage financing, i.e., public offering. The Promissory Note terms are as follows: the interest rate is to be ten (10%) percent; and interest is to accrue, with the principal and interest payable upon the occurrence of the second stage financing.

Article VII, Profits and Losses, of the Articles of Organization is hereby amended to read in its entirety as follows:

(a) Profit Sharing. The Members shall be entitled to the net profits arising from the operation of the limited liability company. All loans made to the company by each member shall be paid back prior to distribution of profits. Each member shall be entitled to the distributive share of the profits specified as follows: 50% to Clyde E. Culp and 50% to Thomas Metzger. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being June 6, 1997.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the member in the following shares: 50% Clyde E. Culp and 50% to Thomas Metzger.

5. Dated this 20<sup>th</sup> day of January, 1998.

6. Thomas Metzger, Member; Clyde E. Culp, Member

7. Thomas E. Metzger  
Clyde E. Culp

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