

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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DIVISION OF CORPORATIONS

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Quick Coupling
America, L.C.

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
✓ ____ L.C. File Cert _____
____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ 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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DIVISION OF CORPORATIONS

Signature _____

Requested by: AS

Name _____

Date 8/19/97

Time 10:00

Walk-In _____

Will Pick Up _____

RP
8-19-97

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ARTICLES OF ORGANIZATION

FOR

QUICK COUPLING AMERICA, L.C.

A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

QUICK COUPLING AMERICA, L.C.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

100 N.W. 28th Street
Boca Raton, FL 33431

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the initial managing member is (until the first annual meeting of members):

Barbara Policoff
100 N.W. 28th Street
Boca Raton, FL 33431

ARTICLE V - Admission of Additional Members

The remaining members shall have the right to admit additional members and the terms and conditions of the admissions shall be as unanimously agreed upon by all members.

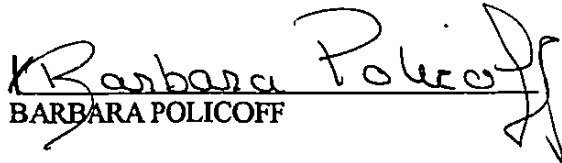
ARTICLE VI - Members Rights to Continue Business

The remaining members of this limited liability company shall have the right to continue the business of this company notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this limited liability company.

Pursuant to the provisions of section 608.415 or 608.507 of the Florida Statute (1995) this Limited Liability Company designates as its initial registered agent and the street address of said registered agent as follows:

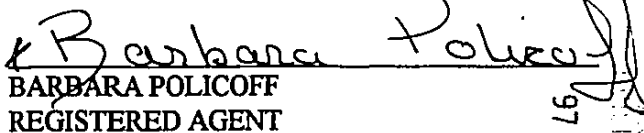
<u>NAME</u>	<u>ADDRESS</u>
Barbara Policoff	100 N.W. 28th Street Boca Raton, FL 33431

IN WITNESS WHEREOF, I, BARBARA POLICOFF, sign these Articles of Organization for QUICK COUPLING AMERICA, L.C. stating that the facts set forth hereinabove are true and that I am a member of this Limited Liability Company on this 18th day of August, 1997.


BARBARA POLICOFF

ACKNOWLEDGMENT

Having been named as the 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 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.


BARBARA POLICOFF
REGISTERED AGENT

DATE: August 18, 1997

AFFIDAVIT OF MEMBERSHIP

That, Barbara Policoff, being a member of QUICK COUPLING AMERICA, 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 \$1,000.00.
- 3) Description and agreed value of property other than cash anticipated to be contributed by member(s) are the rights to US Patent No. 5403043 having an agreed value of \$50,022.00.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$51,022.00. This total includes amounts from 2 and 3 above.

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