

STATE OF ALABAMA  
SHELBY COUNTY

ARTICLES OF ORGANIZATION  
OF  
LEADERSHIP OF FREE THINKERS, L.L.C.

The individual Members designated herein desire to form a Limited Liability Company pursuant to the laws of the State of Alabama, and the undersigned hereby certify as follows:

1. The name of the Limited Liability Company is LEADERSHIP OF FREE THINKERS, L.L.C.
2. The term of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Jefferson County, Alabama, and shall continue indefinitely, provided, however, that the Limited Liability Company shall terminate and dissolve upon the first of the following events: (a) when there is no remaining Member, unless the holders of all the financial rights in the Limited Liability Company agree in writing, within 90 days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or (b) on the written consent by all of the Members in their sole discretion.
3. The purpose for which this Limited Liability Company is organized is:

To operate a valet parking service business and to transact any or all other lawful business for which Limited Liability Companies may be organized under the Alabama Limited Liability Company Act.

4. The names and mailing address of the initial members in the Limited Liability Company are as follows:

NAMES:

✓ William J. Spencer, IV  
✓ Janetta O. Spencer

ADDRESSES:

✓ 2002 Springfield Loop West.  
Birmingham, AL 35242

Inst # 1999-03955  
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01/29/1999-03955  
09:28 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 MMS 80.00

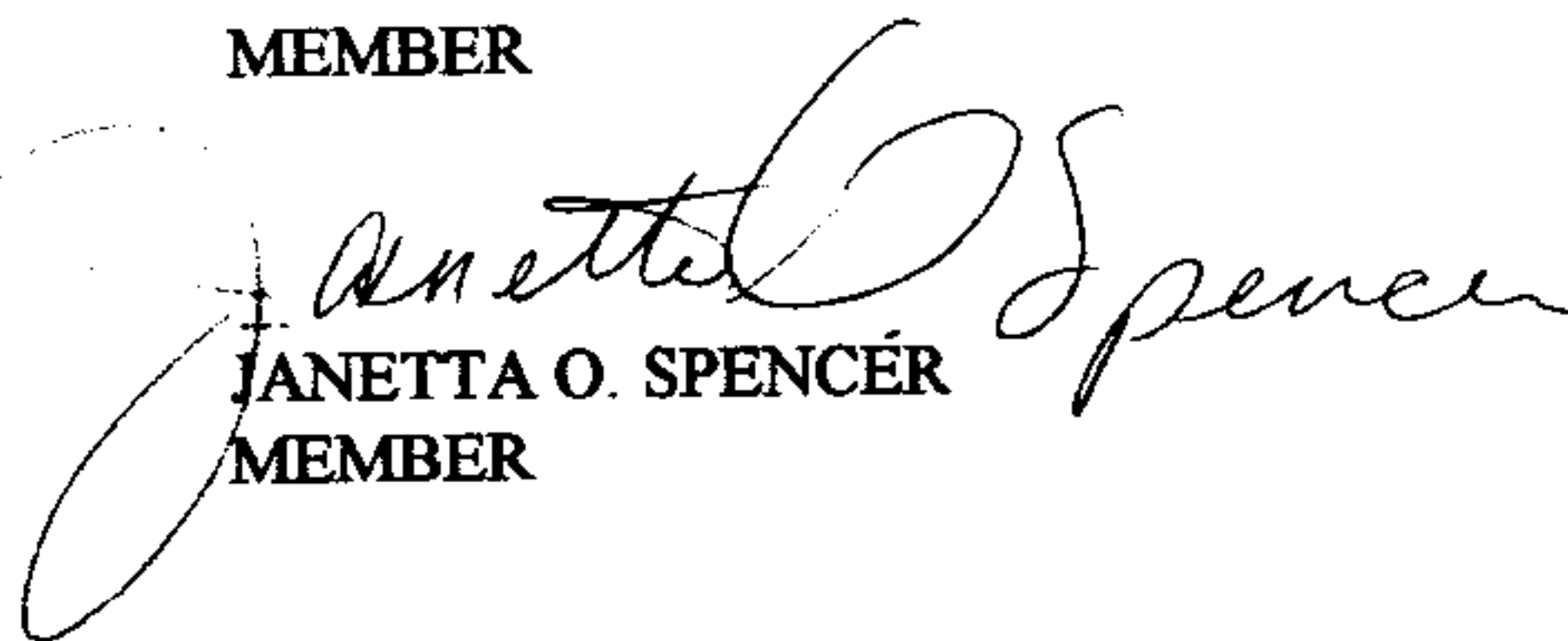
6. The members of the Limited Liability Company shall have the right to admit additional members upon the unanimous written consent of all members of the Limited Liability Company.

7. The Limited Liability Company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this the  
--28 day of January, 1999



WILLIAM J. SPENCER, IV  
MEMBER



JANETTA O. SPENCER  
MEMBER

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