

**ARTICLES OF ORGANIZATION  
OF  
GRANT MARKETING ASSOCIATES, L.L.C.**

**TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:**

The undersigned Carl E. Grant, Judith Ann Grant and Gerald Lee Grant, adopt the following Articles of Organization for the purpose of forming a limited liability company under the provisions of Act No. 93-724 of the 1993 Alabama Legislature and known as the Alabama Limited Liability Company Act (the "Act"):

**ARTICLE I  
NAME**

The name of the limited liability company, referred to in these Articles as "Company," is "Grant Marketing Associates, L.L.C."

**ARTICLE II  
DURATION**

The period of duration of the Company shall be ninety-nine (99) years.

**ARTICLE III  
PURPOSE**

The purposes for which the Company is organized are to own and operate a manufacturers' representative business, and to conduct such other lawful business for which limited liability companies may be organized under the Act.

The foregoing paragraph of this Article III, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the Company in addition to those powers specifically conferred upon the Company by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Company otherwise granted by law.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Alabama is Carl E. Grant. The address and location of the Company's registered office in Alabama, and the address of the said agent, is 337 Business Circle (Suite C), Pelham, Alabama 35124.

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**ARTICLE V**  
**INITIAL MEMBERS**

The names and mailing addresses of the initial members of the Company are:

Carl E. Grant  
337 Business Circle (Suite C)  
Pelham, Alabama 35242

Judith Ann Grant  
337 Business Circle (Suite C)  
Pelham, Alabama 35242

Gerald Lee Grant  
337 Business Circle (Suite C)  
Pelham, Alabama 35242

**ARTICLE VI**  
**NEW MEMBERS**

Additional members may be admitted as provided in the Operating Agreement.

**ARTICLE VII**  
**DISSOLUTION**

The Company may be dissolved at any time upon the action of its members.

**ARTICLE VIII**  
**INITIAL MANAGERS**

The initial managers of the Company shall be all of its members.

**ARTICLE IX**  
**MISCELLANEOUS MATTERS**


The Company shall have all the powers of a limited liability company that are set out in the Act. The members have executed an operating agreement which shall govern the operation of the Company.

The Company shall be treated as a partnership for purposes of federal and state income tax and for other State of Alabama Department of Revenue applications.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Alabama Limited Liability Company Act, the undersigned have executed these Articles of Organization as of the 11<sup>th</sup> day of Feb., 1999.

  
Carl E. Grant

  
Judith Ann Grant

  
Gerald Lee Grant

This Instrument Was Prepared By:  
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