

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
IMASS ENT, LLC**

We, the undersigned, desiring to form a limited liability company pursuant to the laws of the State of Alabama, certify as follows:

The undersigned organizer, desiring to form a limited liability company pursuant to the laws of the State of Alabama, certifies as follows:

1. The name of the limited liability company is IMASS ENT, LLC.
2. The existence 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 Shelby County, Alabama, and its duration shall be perpetual; provided, however, that the limited liability company shall be dissolved (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.
3. The purpose for which this limited liability company is organized is to provide Internet based entertainment services and to engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
4. The location and mailing address of the initial registered office shall be 213 Beaver Creek Parkway, Pelham, Alabama 35124, and the name of the initial registered agent at said address shall be Clarence Eugene Brasher.
5. The names and mailing addresses of the initial members of the limited liability company are as follows:

NAME

MAILING ADDRESS

Clarence Eugene Brasher

213 Beaver Creek Parkway
Pelham, Alabama 35124

Robin Scott Brasher

213 Beaver Creek Parkway
Pelham, Alabama 35124

6. The members of the limited liability company shall have the right to admit additional members to the limited liability company upon the unanimous consent of all the members of the limited liability company.

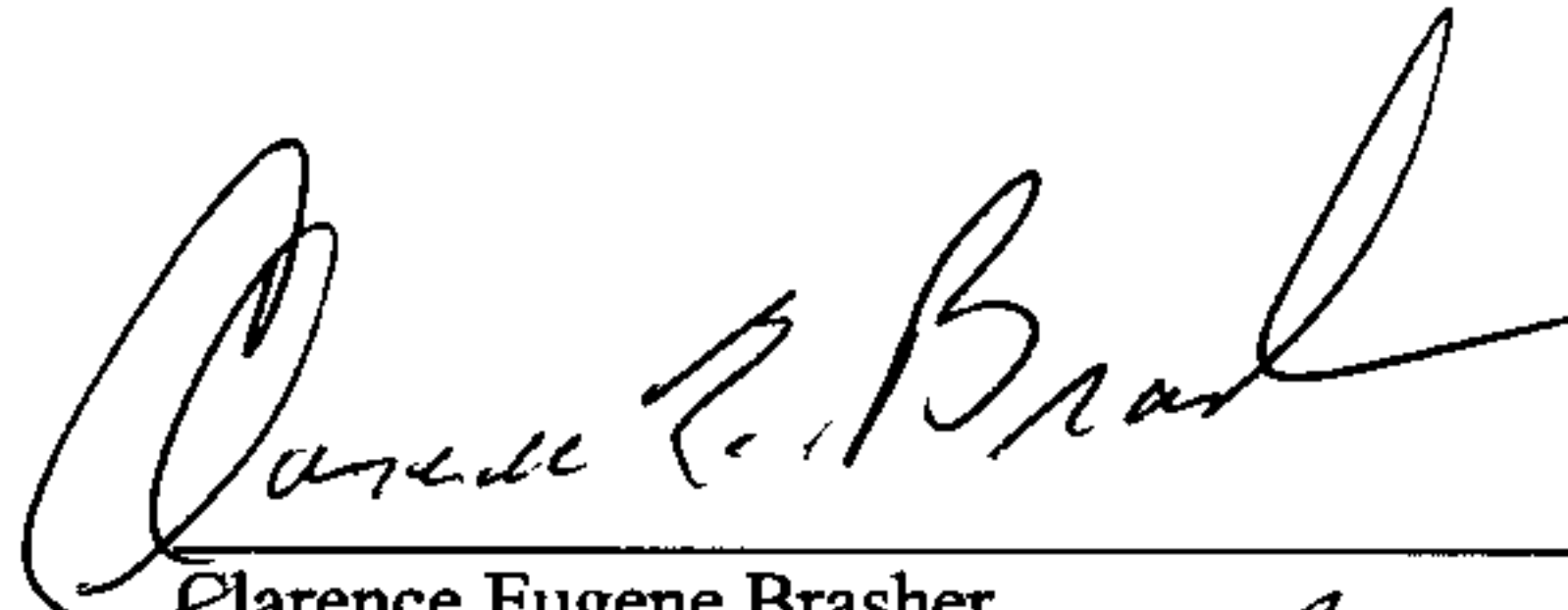
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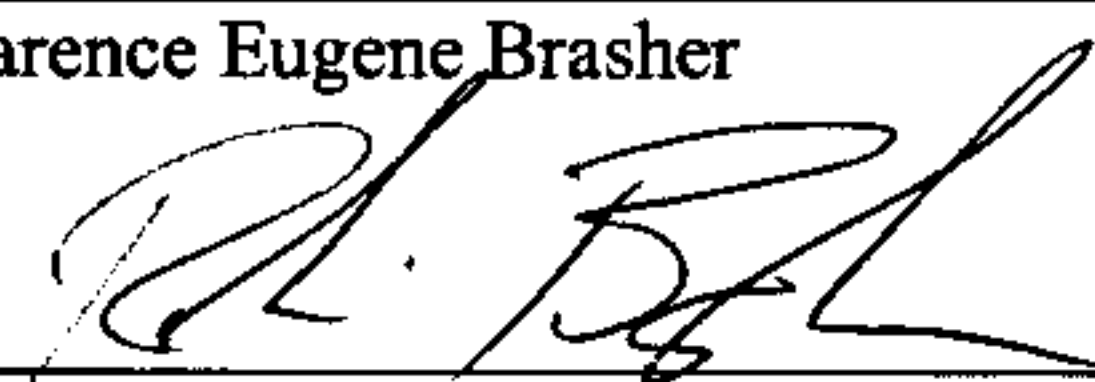
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11:05 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MMS 80.00**

7. The limited liability company shall be managed by managers who shall serve as managers until their successors are elected and qualified. The names and mailing addresses of the initial managers are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Clarence Eugene Brasher	213 Beaver Creek Parkway Pelham, Alabama 35124
Robin Scott Brasher	213 Beaver Creek Parkway Pelham, Alabama 35124

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this 7th day of July, 2000.


Clarence Eugene Brasher


Robin Scott Brasher

(MEMBERS)

This instrument was prepared by:
Peter J. Hardin, Esq.
Sirote & Permutt, P.C.
P.O. Box 55727
Birmingham, Alabama 35255-5727

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