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Shelby Cnty Judge of Probate, AL
08/05/2005 03:34:27PM FILED/CERT

This Instrument Prepared By:
JAMES W. FUHRMEISTER
ALLISON, MAY, ALVIS,
FUHRMEISTER & KIMBROUGH, L.L.C.
P. O. Box 380275
Birmingham, AL 35238
(205) 991-6367

ARTICLES OF ORGANIZATION

OF

SPISTO & ASSOCIATES, L.L.C.

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama, (1975), as amended (the "Alabama Limited Liability Act"), hereby file the following Articles of Organization with the probate judge of the county in which the initial registered office of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

ARTICLE I
Name

The name of the limited liability company ("Company") is SPISTO & ASSOCIATES, L.L.C.

ARTICLE II
Duration

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act.

ARTICLE III Purposes

The Company has been organized for the purpose of engaging in the business of selling goods and providing services relating to beauty, hair, face, nail and skin care; leasing space to others for providing of said goods and services or other goods or services; buying, selling and/or leasing real property for the purpose of providing said goods and services; and to acquire, own, lease, and/or sell any and all real and/or personal property incidental to said purposes. Further to engage in any other business or activity that now or hereafter may be necessary, incidental, proper, advisable, or convenient to accomplish the foregoing purposes (including, without limitation, obtaining financing therefor) and that is not forbidden by the laws of Alabama.

ARTICLE IV Registered Agent and Office


The address of the Company's initial registered office in Alabama is 2275 Richmond Circle, Pelham, AL 35124. The name of the Company's initial registered agent at that address is Christi C. Spisto.

ARTICLE V Initial Members

The name and addresses of the Company's initial members are:

Michael R. Spisto
2275 Richmond Circle
Pelham, AL 35124

Christi C. Spisto
2275 Richmond Circle
Pelham, AL 35124


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ARTICLE VI Management

The Company is to be managed by one or more managers. Each initial manager will serve until the first annual meeting of the members or until their successors are elected and qualified. The initial manager(s) is/are identified as follows:

Christi C. Spisto
2275 Richmond Circle
Pelham, AL 35124

ARTICLE VII Admission of New Members

Members of the Company have the right to admit new members on the unanimous written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution, or dissociation of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the written consent of all the remaining members of the Company within 90 days after the occurrence of the terminating event.


ARTICLE IX
No Liability

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 2nd day of August, 2005 at Birmingham, Alabama.

MEMBERS:


MICHAEL R. SPISTO


CHRISTI C. SPISTO