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Shelby Cnty Judge of Probate, AL
02/03/2006 01:01:36PM FILED/CERT

ARTICLES OF ORGANIZATION

OF

Andrew Zow Enterprises LLC

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A LIMITED LIABILITY COMPANY (THE "Company") pursuant to the provisions of the Alabama Limited Liability Company Act (the "LLC Act"), do hereby adopt the following Articles of Organization:

ARTICLE I

The name of the Company is:

Andrew Zow Enterprises LLC

ARTICLE II

The existence of the Company shall commence on the date of the filing of these Articles or Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue until December 31, 2055; *provided, however*, that the Company shall be dissolved prior to such date upon the earlier to occur of (i) the written consent of all the members to dissolve the Company; (ii) as provided in the Operating Agreement; or (iii) as may be required under the LLC Act.

ARTICLE III

The purposes for which the Company is organized are:

- (a) organize and participate in sports camps, sports and related marketing activities; and
- (b) to engage in any lawful act or activity for which limited liability companies may be organized under the LLC Act.

ARTICLE IV

The location and the mailing address of the Company is 234 High Ridge Drive Pelham, Alabama, 35124 and the name of its initial registered agent at such address is E. Kirk Wood.

ARTICLE V

The name and mailing address of the initial members of the Company is as follows:

Andrew Zow
Ambries Zow
234 High Ridge Drive
Pelham, Alabama, 35124

ARTICLE VI

The Company shall admit additional members only upon the terms and conditions set forth in the Operating Agreement.

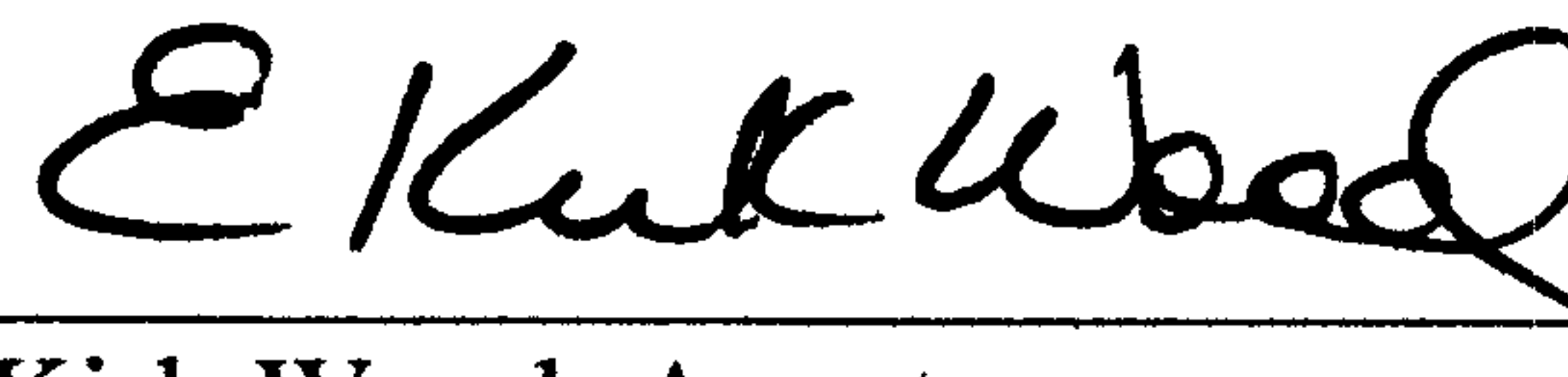
ARTICLE VII

The Member or Members of the Company shall have the right to continue its business after an event of dissociation terminates the continued membership of a member in the company if (i) there is at least one remaining member, and (ii) the legal existence and business of the Company is continued by the written consent of the remaining member or member within 90 days after the occurrence of such event of dissociation.

ARTICLE VIII

The Company shall be managed by the member.

IN WITNESS WHEREOF, the undersigned, being the initial member hereinbefore named, do hereby make these Articles of Organization and do hereby affirm that the facts stated herein are true, and accordingly do hereunto sign these Articles of Organization this 1st day of February, 2006.



E. Kirk Wood, Agent