


ARTICLES OF ORGANIZATION

OF

RCX-TREME, L.L.C.


20080725000299630 1/2 \$80.00
Shelby Cnty Judge of Probate, AL
07/25/2008 08:48:56AM FILED/CERT

1. The name of the limited liability company is RCX-Treme, L.L.C. (the "Company").
2. The period of the Company's duration is perpetual.
3. The purpose for which the Company is organized is the transaction of any or all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Act, including, but not limited to, the business of buying, selling and otherwise dealing in merchandise of every type and kind, including, without limitation, high-end radio-controlled devises and products.
4. The location and mailing address of the initial registered office of the Company is 277 Highland Park Drive, Birmingham, Alabama 35242, and the name of its registered agent at that address is Butch Jones.
5. The names and mailing addresses of the initial members of the Company are as follows:

<u>Name</u>	<u>Address</u>
Butch Jones	277 Highland Park Drive Birmingham, AL 35242
Alexander T. Jones	277 Highland Park Drive Birmingham, AL 35242
Alison Anne Parrish	277 Highland Park Drive Birmingham, AL 35242

6. The Members' ownership interests in the Company are represented by 1,000 units, of which 100 units are designated Class A Units and 900 of which are designated as Class B Units. The Members who own the Class A Units have the full, exclusive, and complete discretion, power and authority, subject in all cases to any contrary provision of the Operating Agreement and the requirements of applicable law, to vote on all matters which require the approval of the Members. Except as set forth in the Operating Agreement or as required by applicable law, no Member owning Class B Units shall have the right to vote on any matter concerning the affairs of the Company.



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7. The name and mailing address of the organizer of the Company are Butch Jones, 277 Highland Park Drive, Birmingham, Alabama 35242, respectively.

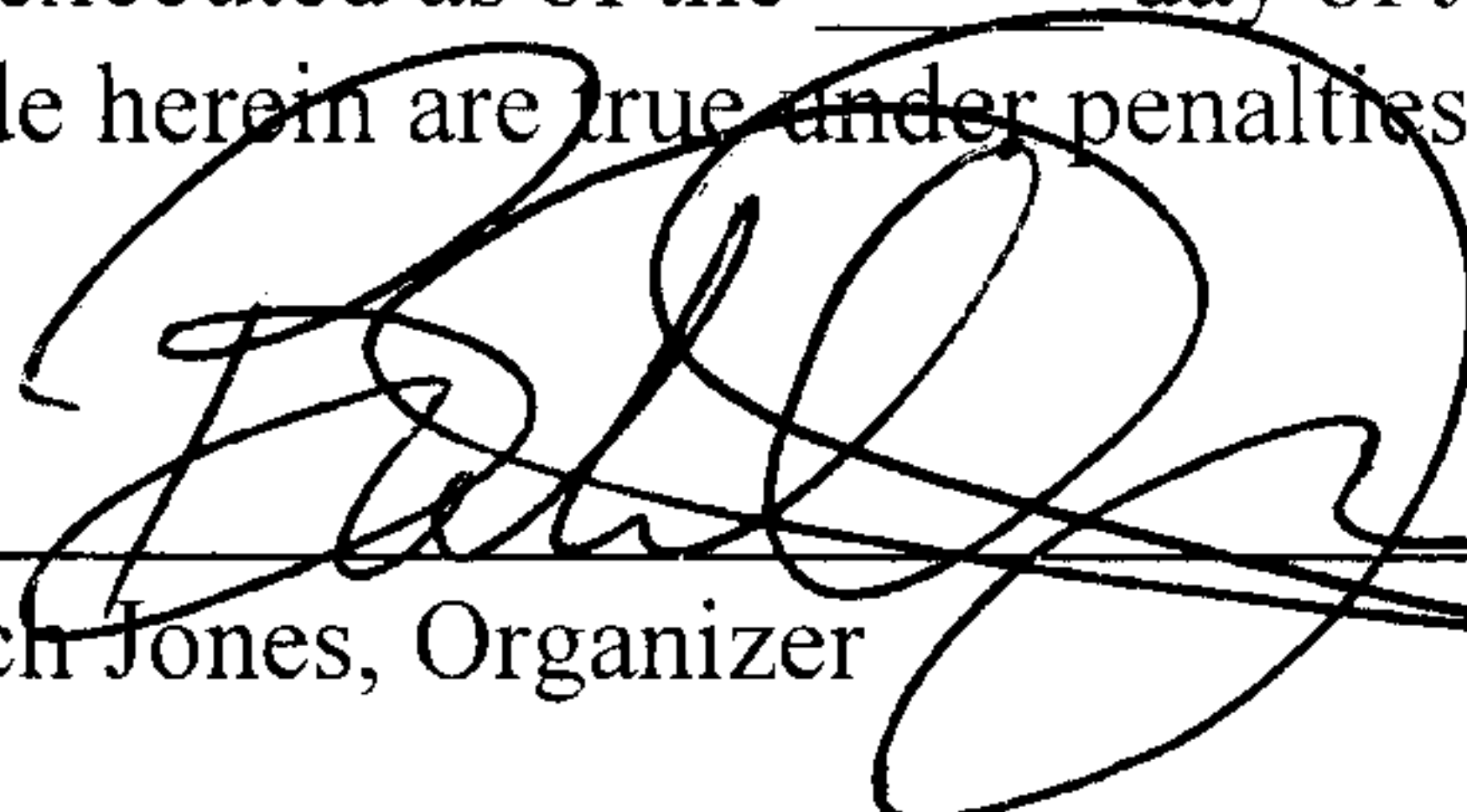
8. Upon the written consent of a majority of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's operating agreement.

9. The cessation of membership of one or more members shall not result in the dissolution of the Company.

10. The managers of the Company shall be the Board of Directors of the Company and shall have the power to manage the business and affairs of the Company as provided in the Company's operating agreement. The names and mailing addresses of the Board of Directors of the Company, who shall serve until their successors are elected and begin serving, are:

<u>Name</u>	<u>Address</u>
Butch Jones	277 Highland Park Drive Birmingham, AL 35242
Alexander T. Jones	277 Highland Park Drive Birmingham, AL 35242
Alison Anne Parrish	277 Highland Park Drive Birmingham, AL 35242

These Articles of Organization have been executed as of the ____ day of July, 2008 by the undersigned, who affirms that the statements made herein are true under penalties of perjury.



Butch Jones, Organizer