

**AMENDED ARTICLES OF ORGANIZATION  
OF  
TACOMA ALLIANCE, LLC**

Pursuant to the resolution of the initial members of Tacoma Alliance, LLC by unanimous consent, the following changes shall be made to the original Articles of Organization:

**SUBSTITUTION OF MEMBER**

The name and address of the substituted member is:

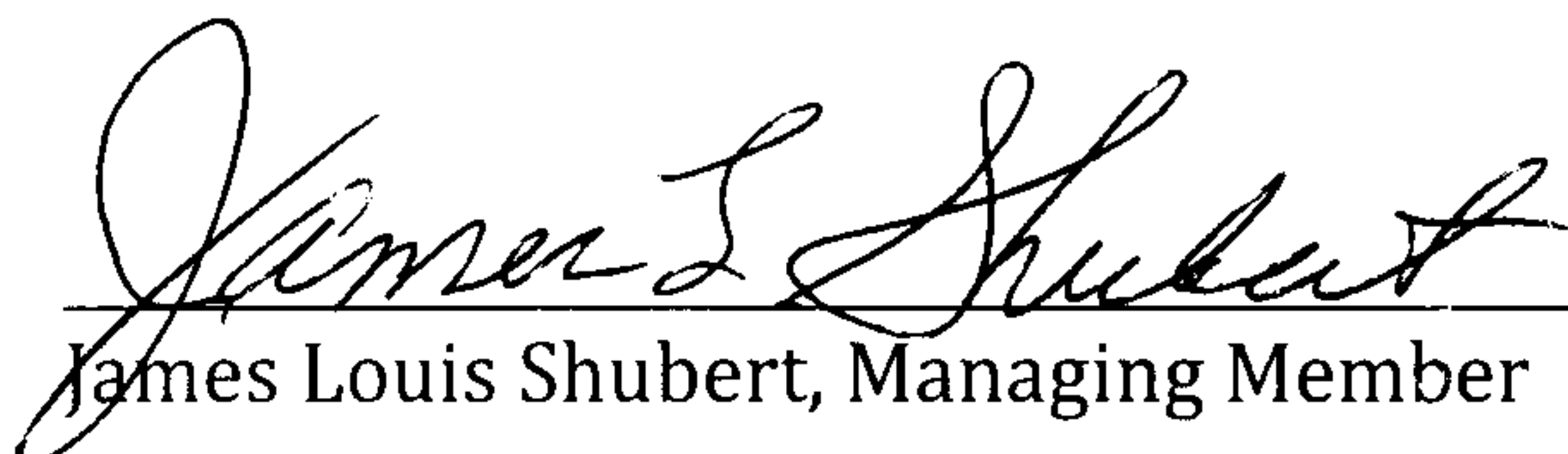
Alliance Vantage USA Corporation  
16608 South Western Avenue  
Gardena, California 90247


**REMOVAL OF MEMBER**


The following organizing member shall be removed:

Warren Dillard  
1901 Avenue of the Stars, Ste. 200  
Los Angeles, California 90067

Signed this the 27<sup>th</sup> day of June 2009.

  
James Louis Shubert, Managing Member

  
20090629000248650 1/2 \$15.00  
Shelby Cnty Judge of Probate, AL  
06/29/2009 09:57:44 AM FILED/CERT

Subscribed and sworn to before me in my  
Presence, this 27 day of June  
2009, a Notary Public in and for the  
County of Shelby State of Alabama  
  
(Signature) Notary Public  
My commission expires Jun 27, 2012

RESOLUTION OF MEMBERS OF TACOMA ALLIANCE, LLC

Reference:

- A. Minutes of the Member's meeting held on the 27<sup>th</sup> day of June 2009
- B. Articles of Organization of the Limited Liability Corporation
- C. Operating Agreement of the Limited Liability Corporation

Meeting of the Members of Tacoma Alliance, LLC held in accordance with the Articles of Organization and Operating Agreement.

Present at the meeting were the following Members:

- 1. Mr. James L. Shubert, Organizing Member
- 2. Mr. Warren Dillard, Organizing Member

Present at the meeting was the Registered Agent and Secretary: Mr. C. Todd Henderson

All member(s) of Tacoma Alliance, LLC were in attendance, in person or by telephone conference or other communication, general discussion was then held concerning the issue, and all aspects of the same, were fully explained in detail to the satisfaction of the members.

The members of Tacoma Alliance LLC, a U.S. Limited Liability Corporation organized and existing under the laws of the State of Alabama with its Registered Office at 2700 Pelham Parkway, Pelham, Alabama 35124 USA, in a meeting held on this the 27<sup>th</sup> day of June 2009 unanimously adopted the following resolutions, where below members including the secretary was present:

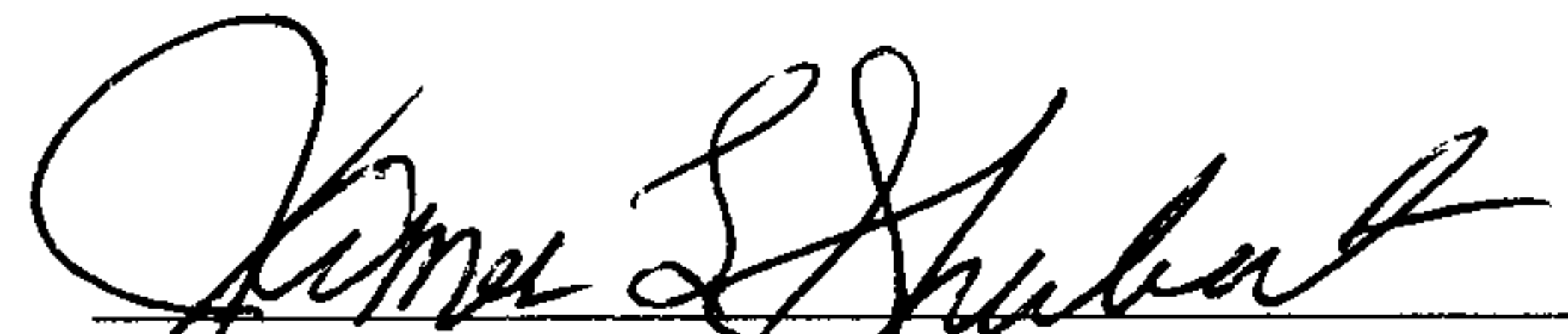
- 1. Mr. James L. Shubert
- 2. Mr. Warren Dillard
- 3. Mr. Charles T. Henderson, Secretary

**RESOLUTION:**


That Warren Dillard shall be removed from Tacoma Alliance, LLC as a member and Alliance Vantage USA Corp. with offices located at 16608 South Western Avenue, Gardena, CA 90247 shall be substituted as a member of Tacoma Alliance, LLC.


**IN WITNESS WHEREOF**, we, the organizing members of Tacoma Alliance LLC hereunto affix our name, title and signatures this 27<sup>th</sup> day of June 2009.

*For and on behalf of:*

  
JAMES L. "JIM" SHUBERT  
Managing Member

  
WARREN DILLARD  
Organizing Member

Subscribed and sworn to before me in my  
Presence, this 27 day of June  
2009, a Notary Public in and for the  
County of Shelby State of Alabama  
 (Signature) Notary Public  
My commission expires Sept 29, 2012

Subscribed and sworn to before me in my  
Presence, this 27 day of June  
2009, a Notary Public in and for the  
County of Shelby State of Alabama  
 (Signature) Notary Public  
My commission expires Sept 29, 2012