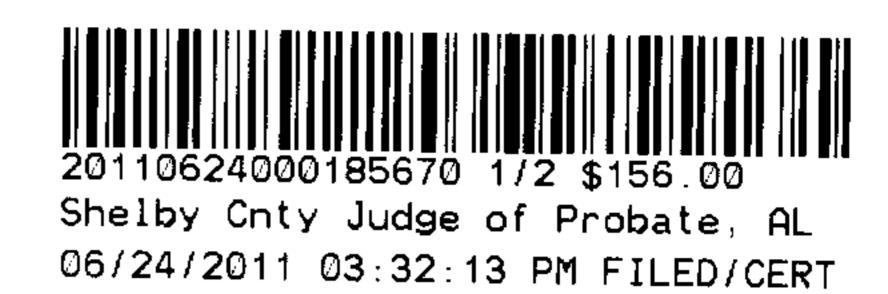
STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION GUIDELINES



Authorized Signatory of LegalZoom.com, Inc.

INSTRUCTIONS:

DLL 1.1 Rev. 6/2001

STEP 1: THE NAME OF THE LIMITED LIABILITY COMPANY MUST CONTAIN THE WORDS LIMITED LIABILITY COMPANY, LLC OR L.L.C.

STEP 2: FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF ORGANIZATION IN THE COUNTY WHERE THE LLC'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FLING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY THE PROBATE FILING FEE.

ORGANIZATION.	HE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF
Article I	The name of the Limited Liability Company: Potentia Media Group LLC
	(Your company title must end with the words Limited Liability Company, L.L.C. or LLC)
Article II	The duration of the Limited Liability Company is <u>perpetual</u> .
Article III	The Limited Liability Company has been organized for the following purpose(s):
	To engage in the business of: Publishing - Print Magazine and Web resources
Article IV	The street address (NO PO BOX) of the registered office: 341 Dogwood Trail
	Alabaster, Alabama 35007 registered agent at that office: Jimmy H Carr Jr
	registered agent at that office.
Article V	The names and addresses of the initial member(s), and organizer (if any): Initial Members: Jimmy Hall Carr Jr., Nanci Neighbors Scarpulla The address of each member is: c/o Potentia Media Group LLC PO Box 2487, Alabaster, Alabama 35007
	Organizer: LegalZoom.com, Inc., 101 N. Brand Blvd., 11th Floor, Glendale, CA 91203
Article VI	If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualified.
Any policy Limited Liabil	rovision that is not inconsistent with the law for the regulation of the internal affairs of the ity Company is permitted to be set forth in the operating agreement of the LLC.
IN WI	TNESS THEREOF, the undersigned organizer executed these Articles of Organization on
this the 21st	day of <u>June</u> , 20 <u>11</u> .
THIS DOCUMEN	T PREPARED BY:
	egalzoom.com, I
101 N. Brand E	Blvd., Suite 1100 By:
Glendale, CA 9	Signature of Vania Akda, Legalzoom.com, Inc.

20110624000185670 2/2 \$156.00

20110624000185670 272 \$156.00 Shelby Cnty Judge of Probate, AL 06/24/2011 03:32:13 PM FILED/CERT

Beth Chapman Secretary of State

P.O. Box 5616 Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

Pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Potentia Media Group LLC

This domestic corporation name is proposed to be formed in Shelby County and is for the exclusive use of NANCI NEIGHBORS SCARPULLA, 212 CORAL CIRCLE, ALABASTER, AL 35007 for a period of one hundred twenty days beginning March 8, 2011 and expiring July 7, 2011



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 9, 2011

Date

Beth Chapman

Secretary of State