

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF ORGANIZATION

OF

✓ **H & H SALES, L.L.C.**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned members, desiring to form a limited liability company under the Alabama Limited Liability Company Act, do hereby declare:

ARTICLE I

NAME

The name of the Limited Liability Company shall be H & H Sales, L.L.C.

ARTICLE II

DURATION

The period of duration of the Limited Liability Company shall continue until the dissolution of the Company in accordance with Article VII.

ARTICLE III

PURPOSES

The purposes for which this Limited Liability Company is organized are to provide long distance telephone services and corresponding representative training services, to submit travel

02/26/1997-06010
10:59 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 MCD 80.00

Inst # 1997-06010

and adventure articles and photographs for publication in various periodicals and also the following purposes:

(a) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, own, possess, equip, improve, develop, explore, exploit, deal in, sell, convey, assign, lease, mortgage, pledge or otherwise dispose of any and all real and personal property of every kind and description and property partaking of the nature of either real or personal property and rights, estates, interests, franchises, licenses and privileges in such property, real, personal or mixed, wheresoever situated or located within any state, territory, district or dependency of the United States, or in any foreign country.

(b) To manufacture, purchase, acquire, hold, maintain, improve, construct, pledge, hypothecate, exchange, sell, invest and deal in and otherwise dispose of, alone or in syndicate or otherwise in conjunction with others, commodities, merchandise and other personal property of every kind, character, and description whatsoever and wheresoever situated, and any interest therein.

(c) To purchase, acquire, lease, own, hold, sell, convey or mortgage and otherwise deal in real estate, property, tenements and hereditaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, equipping, any and all kinds of buildings and other structures and erections, and to install therein such furniture and appliances which at any time may be necessary to the conduct thereof.

(d) To acquire bonds or stocks of this Limited Liability Company or otherwise, the good will, rights, assets and property, to undertake, guarantee or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Limited Liability Company or otherwise; to hold, or in any manner dispose of the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(e) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Limited Liability Company.

(f) To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and dispose of or to turn to account or to realize upon, alone or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptances, commercial paper and choses in action, evidence of indebtedness and other obligations of every kind and

description (all of which is hereinafter sometimes called "securities") of any private, public or quasi-public corporation, association, partnership, common law trust, syndicate, firm or individual or any combinations, organizations or entities whatsoever, irrespective of their form or the names by which they may be described, and, while the owner or holder of any such securities, to exercise all the rights; powers and privileges of ownership in respect thereto; and, to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, creating or responsible for any such securities.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description.

(h) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision.

(i) To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(j) To issue bonds, debentures or obligations of this Limited Liability Company from time to time, for any of the purposes of the Limited Liability Company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(k) To have one or more offices to carry on all or any of its operations and business and, without restriction or limit as to

amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell assign and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony and country.

(l) To purchase or otherwise acquire its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.

(m) To enter into any plan or project for the assistance and welfare of its employees.

(n) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Limited Liability Company is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this Limited Liability Company.

(o) To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others.

(p) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or

incidental to the protection and benefit of the Limited Liability Company, and in general, to carry on any lawful business necessary or incidental to the protection and benefit of the Limited Liability Company, and in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Limited Liability Company, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

(q) To engage in the transaction of any or all lawful business for which Limited Liability Companies may be incorporated under the laws of Alabama.

The foregoing clauses shall be construed as purposes for which the Limited Liability Company is organized, in addition to those powers specifically conferred upon the Limited Liability Company by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Limited Liability Company otherwise granted by law.

ARTICLE IV

LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT THEREAT

The location and mailing address of the initial registered office of this Limited Liability Company shall be 5244 Birdsong Road, Birmingham, Alabama 35242.

The name of this Limited Liability Company's initial

registered agent at said address shall be Hugh Smith.

ARTICLE V

MEMBERSHIP

The names and mailing addresses of the initial members are:

NAME	MAILING ADDRESS
Hugh Smith	✓ 5244 Birdsong Road, Birmingham, AL 35242
Holly Ensor	5244 Birdsong Road, Birmingham, AL 35242

ARTICLE VI

NON-ASSIGNABILITY; NEW MEMBERS

No Member shall sell, assign, pledge, or otherwise encumber or dispose of all or any portion of his respective interest in the Company without the prior written consent of all other Members. Notwithstanding anything contained herein to the contrary, no one, including any transferee or assignee of any part of a Member's interest in the Company, shall become a Member of the Company without the vote of all Members of the Company and execution of an amendment to the Operating Agreement to such effect.

ARTICLE VII

DISSOLUTION

The Company shall be dissolved and its affairs wound up upon (a) vote of a majority interest in the Company's profits, or (b) the dissociation of a Member as a result of his death, insanity, bankruptcy, retirement, resignation, or any other means of

withdrawal, unless (1) there are at least two remaining Members, or one remaining Member and a new Member is admitted, and (2) all of the remaining Members and any new Member consent in writing to the continuation of the business within ninety (90) days after the occurrence of the event of dissociation.

Upon such dissolution, the assets of the Company shall be used first to pay all creditors of the Company; second, for repayment to each Member of its positive capital account balance; and the balance, if any, shall be distributed to the Members in accordance with their respective profit interests.

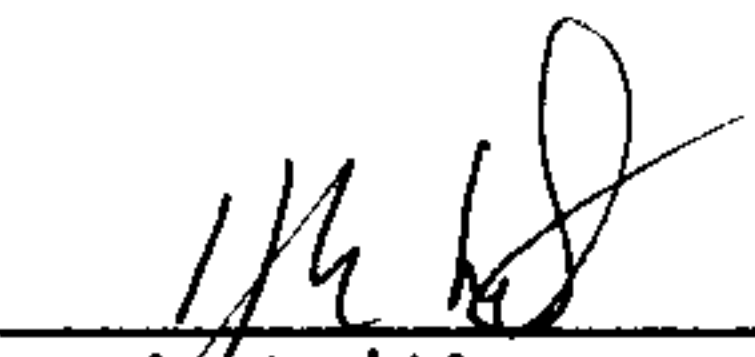
ARTICLE VIII

MANAGEMENT

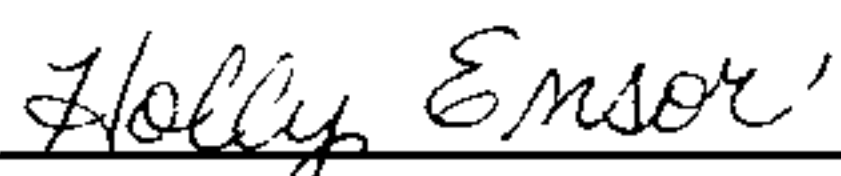
The Company shall be managed by vote of a majority interest in the profits of the Company.

THE UNDERSIGNED, being the members hereinabove named, for the purpose of forming a limited liability company pursuant to the Alabama Limited Liability Company Act, have executed the foregoing Articles of Organization on this 20th day of February, 1997.

MEMBERS



Hugh Smith (SEAL)



Holly Ensor (SEAL)

STATE OF ALABAMA)

Jefferson)
COUNTY)

ACKNOWLEDGEMENT

I, the undersigned authority, a Notary Public in and for the said State at Large, hereby certify that Hugh Smith and Holly Ensor, whose names are signed to the foregoing Articles of Organization, and who are known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Organization, they executed the same voluntarily on the day the same bear date.

Given under my hand and official seal, this 20th day of February, 1997.

Karen D. Taylor
NOTARY PUBLIC
My Commission Expires: 9/12/99

Prepared by:
O'Rear & O'Rear, Attys.
P.O. Box 191
Jasper, AL 35502

Inst # 1997-06010

9

02/26/1997-06010
10:59 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 MCD 80.00

Inst # 1997-06010