

State of Alabama
Shelby County

ARTICLES OF ORGANIZATION

A CUT ABOVE, L.L.C.

I, THE UNDERSIGNED, desiring to form a limited liability company pursuant to the provisions of Act No. 93-724 of the 1993 Alabama Legislature, known as the Alabama Limited Liability Company Act, for the purposes hereinafter stated, do hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE ONE NAME

The name of the limited liability company shall be:
A CUT ABOVE, L.L.C.

ARTICLE TWO DURATION

The company's duration shall be perpetual except that the death, resignation, or incapacity of a member shall dissolve the Company in the absence of a unanimous vote of the remaining members to continue the Company. But the Company shall under no circumstances continue with less than two members.

ARTICLE THREE PURPOSES

The purposes for which the limited liability company is formed are as follows: This limited liability company is formed for the purpose of owning, buying, selling and otherwise transferring or dealing with prepackaged frozen meat products, and for the further purpose of transacting any or all lawful business for which limited liability companies may be formed under the Alabama Limited Liability Company Act, as from time to time amended.

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ARTICLE FOUR
REGISTERED OFFICE & AGENT

✓ The location of the limited liability Company's initial registered office is: 212 Business Center Drive, Birmingham, Alabama, 35244. The name of the limited liability company's initial registered agent at such address is: Jeff Hatcher.

ARTICLE FIVE
MEMBERS

The names and addresses of the members are as follows:

Jeff Hatcher

312 Lot D6
Pelham, AL 35124

Patricia Motes

5312 Timberline Lane
Navarre, FL

Additional members may be admitted upon approval by at least eighty-five percent (85%) of the ownership interests of the members in accordance with such other terms, conditions and procedures as may be imposed from time to time in the Operating Agreement of the Limited Liability Company.

ARTICLE SIX
CONTINUATION OF BUSINESS

Upon the occurrence of an event of dissociation which results in one or more members being terminated from membership, the remaining members shall have the right to continue the business of the limited liability company upon an affirmative vote by eighty-five percent (85%) of the remaining members in interest, not in member; provided, however, that there shall at all times be not less than two members of the limited liability company.

ARTICLE SEVEN MANAGEMENT

The management of the limited liability company shall be vested in managers. The name and address of the person who shall serve as manager until the first annual meeting of the members or until his successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Hatcher	<u>312. Lot D6. Pelham Ala 35124</u>

ARTICLE EIGHT POWERS

The limited liability company shall have all powers given to limited liability companies by the Alabama Limited Liability Company Act and such other acts or laws as may be applicable to limited liability companies in the State of Alabama and such other jurisdictions in which this limited liability company may be doing business.

ARTICLE NINE POWER OF ATTORNEY

Each member, including new members who may be admitted from time to time hereafter, by the execution of these Articles of Organization, or an amendment hereto, irrevocable constitutes and appoints the managers of this limited liability company as his true and lawful attorney-in-fact with full power and authority in his name, place and stead to execute, acknowledge, deliver, swear to, file and record at the appropriate public offices, such documents as may be necessary or appropriate to carry out the provisions of these Articles of Organization and the Operating Agreement of this limited liability company, including, but not limited to:

(a) All certificates and other instruments (including counterparts of this Agreement), and any amendment thereof that the managers deem appropriate to form, qualify or continue the Company as a limited liability company in the jurisdictions in which the Company may conduct business or in which such formation, qualification, or continuation is, in the opinion of the managers, necessary to protect the limited liability of the member.

(b) All amendments to these Articles of Organization adopted in accordance with the terms hereof (but not by a vote using the power of attorney) and all instruments that the managers deem appropriate to reflect a change or modification in accordance with the terms of these Articles of Organization or the Operating Agreement, including documents concerning the admission of additional members pursuant to Article Five hereof.

(c) All conveyances and other instruments that the managers deem appropriate to reflect the dissolution and termination of the Company.

This power of attorney may be executed by any manager, acting alone, for each member, or by listing all of the members and execution of any instrument with a single signature of any manager as attorney-in-fact for all of them.

This appointment by all members of the managers as attorney-in-fact shall be deemed to be a power coupled with an interest in recognition of the fact that each member under these Articles of Organization shall be relying upon the power of the managers to act as contemplated by these Articles of Organization and the Operating Agreement and any filing in any other action on behalf of the Company, and shall survive the incapacity of any person hereby giving the power and the transfer or assignment of this interest. The foregoing power of attorney of a member shall survive each transfer only until such time as the transferee shall have been admitted to the Company as a new member and all required documents and instruments shall have been duly executed, filed, and recorded to effect a substitution of membership.

IN WITNESS WHEREOF, the undersigned, being the initial member of this limited liability company, have hereunto set his hands and seal on this 13th day of Jan, 19 98.

Jeff Hatcher

State of Alabama
County of Shelby

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Jeff Hatcher, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, has executed the same voluntarily on the day the same bears date.

Given under my hand and office seal, this 13th day of Jan, 1998.

Cara Michelle Hays

Notary Public

My Commission expires: Dec 10 1999

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