

**ARTICLES OF ORGANIZATION OF
BOOM'IN BABY BOOMERS, LLC**

We the undersigned natural person of age, nineteen years of age or more, acting as organizers of a limited liability company under the Limited Liability Company Act of the State of Alabama, hereby adopt the following Articles of Organization for the limited liability company:

ARTICLE ONE

The name of the Limited Liability Company is: BOOM'IN BABY BOOMERS, LLC

ARTICLE TWO

The address of the principal place of business of the limited liability company is:
1130 1st Street North, Alabaster, Alabama 35007.

ARTICLES THREE

The period of duration of the limited liability company shall be 15 years from its effective date.

ARTICLE FOUR

The name and business address of the limited liability company;s registered agent for service of process is: BOOM'IN BABY BOOMERS, LLC., 1130 1st Street North, C/O Jerome Fiorella, P. O. Box 799, Alabaster, Alabama 35007.

ARTICLE FIVE

The names and business address of each initial members of the limited liability company are:

Jerome Fiorella
P. O. Box 799
Alabaster, AL 35007

Eddie Elrod
P. O. Box 799
Alabaster, AL 35007

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ARTICLE SIX

The limited liability company is organized for the purpose of entertainment of music and

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for sale and for the purposes of transacting any lawful business for which a limited liability company may be organized.

ARTICLE SEVEN

The limited liability company shall end upon the death, retirement, resignation, expulsion, bankrupt or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member.

ARTICLE EIGHT

The effective date of the formation of the limited liability company shall be 9-18-98

ARTICLE NINE

The name and address of each organizer of the limited liability company is shown in paragraph #5.

ARTICLE TEN

The limited liability company shall have two managers who shall serve until the first annual meeting or until their successor are elected and qualified. The initial two managers shall be:

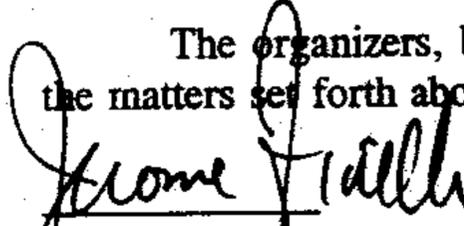
Jerome Fiorella
P. O. Box 799
Alabaster, AL 35007

Eddie Elrod
P. O. Box 799
Alabaster, AL 35007

ARTICLE ELEVEN

The members of the limited liability company shall have the right to admit additional members, but only upon unanimous vote of all of the currently existing members. New Members may be admitted upon any terms and conditions as the current members may agree upon by unanimous vote.

The organizers, by their signatures below, affirm under penalty of perjury the truth of the matters set forth above.


Jerome Fiorella


Eddie Elrod

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