

✓ This Instrument Prepared By:
Joel C. Watson
Post Office Box 987
Alabaster, Alabama 35007

STATE OF ALABAMA)
:

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
THE BIRMINGHAM HOME PAGES, L.L.C.**

The undersigned, acting as the organizers of a limited liability company under the Alabama Limited Liability Company Act, Code of Alabama, 1975, Title 10, Chapter 12, as the same may be amended from time to time, hereby adopt the following Articles of Organization for **THE BIRMINGHAM HOME PAGES, L.L.C.** (the "limited liability company"):

**ARTICLE ONE
NAME**

The name of the limited liability company is **THE BIRMINGHAM HOME PAGES, L.L.C.**

**ARTICLE TWO
PERIOD OF DURATION**

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company's Operating Agreement, or, if there is no provision in an Operating Agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Limited Liability Company Act.

**ARTICLE THREE
PURPOSE**

The business of the limited liability company shall be, to the extent permitted by law, (1) to have and exercise all powers set forth in Code of Alabama, 1975, Section 10-12-4, as the same may be amended from time to time; and (2) to engage in any lawful business or other activity, whether or not related or incidental to any of the foregoing activities.

**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office is 5027 MTN. VIEW PARKWAY, Birmingham, Alabama 35244, and the name of the initial registered agent of the limited liability company at such address is **JOEL L. WATSON.**

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**ARTICLE FIVE
INITIAL MEMBERS**

The names and mailing addresses of the initial members of the limited liability company are:

JOEL L. WATSON

5027 MTN. VIEW PARKWAY
Birmingham, Alabama 35244

**ARTICLE SIX
ADDITIONAL MEMBERS**

Additional members may be admitted in accordance with the terms of the limited liability company's Operating Agreement, if any. If the limited liability company does not have an Operating Agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

**ARTICLE SEVEN
CONTINUATION OF THE BUSINESS**

The remaining members of the limited liability company shall continue the legal existence and business of the limited liability company after an event of dissociation terminates the continued membership of a member in the limited liability company if:

(a) There are at least ONE remaining members, or there is at least one remaining member and a new member is admitted; and

(b) The legal existence and business of the limited liability company is continued by the written consent of all of the remaining members within 90 days after the occurrence of the event of dissociation.

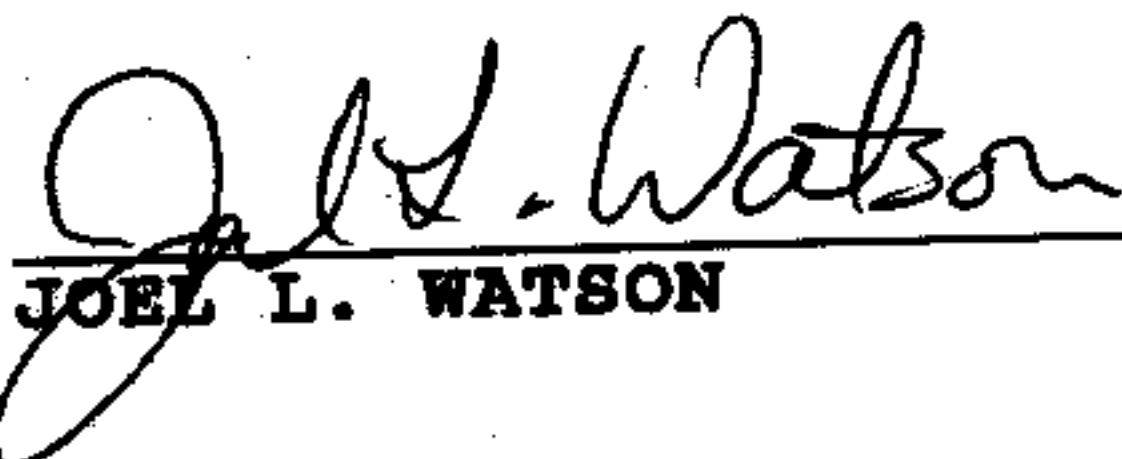
**ARTICLE EIGHT
MANAGEMENT**

The management of the limited liability company is vested in the members. Subject to any provisions in an Operating Agreement of the limited liability company, or the provisions of Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business or affairs of the limited liability company and to make all decisions with respect thereto.

**ARTICLE NINE
AMENDMENT OF ARTICLES OF ORGANIZATION**

The Articles of Organization may be amended by the written consent of all members of the limited liability company.

IN WITNESS WHEREOF, JOEL L. WATSON has executed these Articles of Organization and affixed their seals as the initial members, all as of the 5th day of MAY, 1999, and they affirm that the facts herein are true under penalties for perjury prescribed by Code of Alabama, 1975, Section 13A-10-103 or its successor.

 (SEAL)
JOEL L. WATSON

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