

STATE OF ALABAMA)
 :
SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
LIL' BOBBYS' HOBBIES, LLC**

The undersigned, acting as the organizer of a limited liability company under the Alabama Limited Liability Company Act, Code of Alabama, Title 10, Chapter 12 (1975), as the same may be amended from time to time, hereby adopts the following Articles of Organization for Lil' Bobbys' Hobbies, LLC (the "Limited Liability Company"):

**ARTICLE ONE
NAME**

The name of the Limited Liability Company is Lil' Bobbys' Hobbies, LLC.

**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 engage in the business of owning and operating a retail hobby shop; (2) to have and exercise all powers set forth in Code of Alabama, Section 10-12-4 (1975), as the same may be amended from time to time; and (3) to engage in any lawful business or other activity, whether or not related or incidental to any of the foregoing activities.

Inst # 2000-40968

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SHELBY COUNTY JUDGE OF PROBATE
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**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office of the Limited Liability Company is: Lil' Bobbys' Hobbies, LLC, 2180 Highway 87, Alabaster, AL 35007 and the name of the initial registered agent of the Limited Liability Company at such address is Bobby L. Knox.

**ARTICLE FIVE
INITIAL MEMBERS**

The names and mailing addresses of the initial members of the Limited Liability Company are:

NAME	ADDRESS
Bobby L. Knox	Lil' Bobbys' Hobbies, LLC 2180 Highway 87 Alabaster, AL 35007

**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**

In the event there are no remaining members, the Limited Liability Company shall be dissolved and its affairs shall be wound up unless:

(a) the holders of a majority in interest of the financial rights in the Limited Liability Company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or

(b) The legal existence and business of the Limited Liability Company is continued and one or more new members are appointed in the manner stated in an operating agreement of the Limited Liability Company.

For the purpose of this Article, a majority in interest of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, exceed fifty percent (50%) of the capital interests and fifty percent (50%) of the profits interests of the remaining financial rights owners.

ARTICLE EIGHT MANAGEMENT

The management of the Limited Liability Company is vested in a manager. The name and address of the initial manager of the Limited Liability Company is as follows: Bobby L. Knox, Lil' Bobbys' Hobbies, LLC, 2180 Highway 87, Alabaster, AL 35007. The initial manager shall serve until its successors are elected and shall qualify. Subject to any provisions in an operating agreement of the Limited Liability Company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the manager 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.

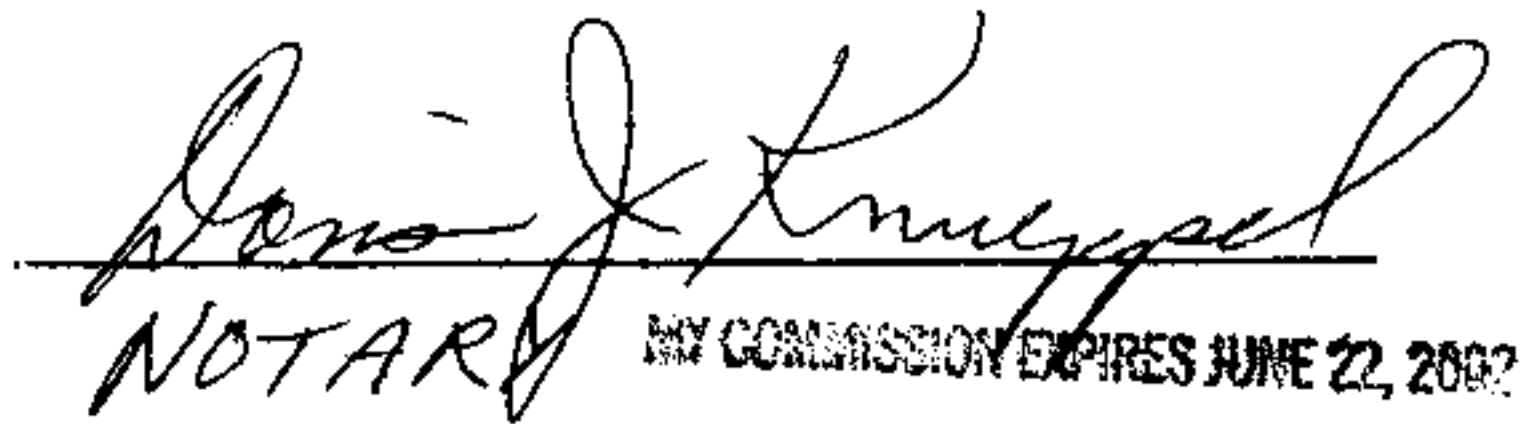
ARTICLE NINE AMENDMENT OF ARTICLES OF ORGANIZATION

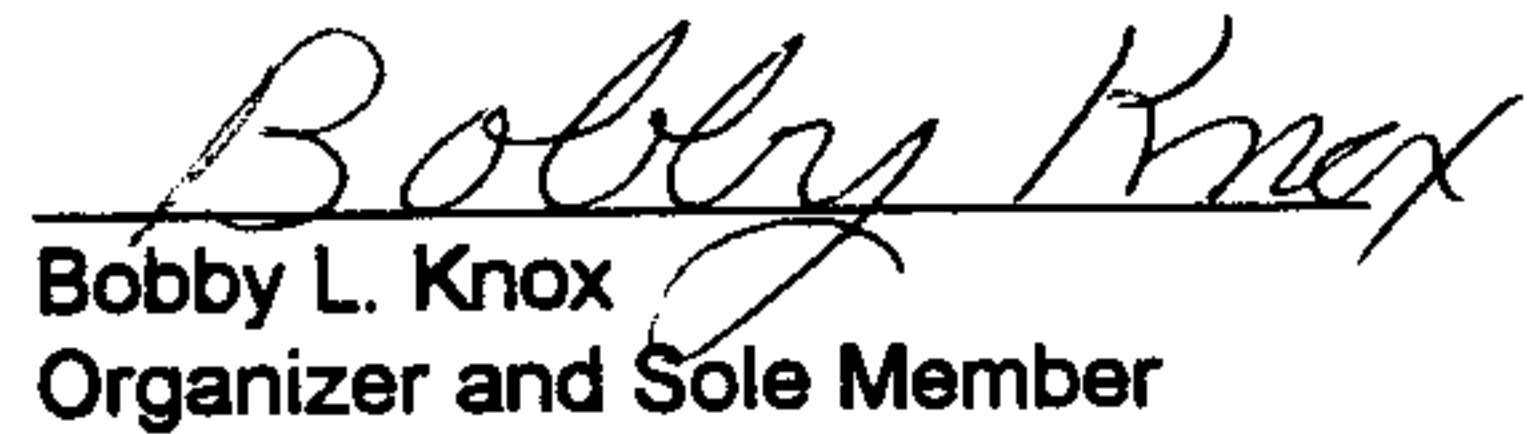
These Articles of Organization may be amended only by the vote or written consent of a majority in interest of the members of the Limited Liability Company. For the purpose of this Article, a majority in interest of the members means interests of one or more members which, when taken together, exceed fifty percent (50%) of the capital interests and fifty percent (50%) of the profits interests of the members.

ARTICLE TEN INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT

The provisions of the Limited Liability Company's operating agreement are incorporated herein by reference as though fully set forth herein.

IN WITNESS WHEREOF the undersigned has executed these Articles of day of Organization as the organizer, all as of the 28 day of November 2000, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.


NOTARY BY COMMISSION EXPIRES JUNE 22, 2002


Bobby L. Knox
Organizer and Sole Member

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