

**AMENDMENTS TO AND RESTATEMENT OF THE
ARTICLES OF ORGANIZATION OF
ALLIANCE CONSULTING, LLC**

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

The undersigned limited liability company, for the purpose of amending and restating its articles of organization pursuant to the provisions of Ala. Code § 10-12-11 (1975), as amended, does hereby certify as follows:

1. NAME. The name of the limited liability company (the "Company") is:

Alliance Consulting, LLC

2. FILING DATE OF ARTICLES OF ORGANIZATION. The articles of organization for the Company were filed with the Office of the Judge of Probate of Shelby County, Alabama on November 20, 2000.

3. AMENDMENTS AND RESTATEMENT. The members have approved the following amendments to and restatement of the articles of organization of the Company:

The full text of the articles of organization of the Company is amended and restated in its entirety to read as set forth on Exhibit "A" attached hereto and incorporated herein by reference.

1
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SHELBY COUNTY JUDGE OF PROBATE
004 MEL 15.00

Inst # 2001-10446

IN WITNESS WHEREOF, the undersigned limited liability company, by its duly authorized Manager, has signed this amendment on this 21st day of March, 2001.

Alliance Consulting, LLC

By: 

Zane P. Tarence, Manager

Exhibit "A"

**ARTICLES OF ORGANIZATION
OF
ALLIANCE CONSULTING, LLC**

1. **NAME.** The name of the limited liability company (the "Company") is:

Alliance Consulting, LLC

2. **PURPOSES.** The purposes for which the Company is organized are:

(a) To develop and market Internet services and products;

(b) To carry on any other business in connection with the foregoing, to transact any and all lawful business for which limited liability companies may be organized under the Alabama Limited Liability Company Act, as amended from time to time, and to have and exercise all powers necessary or convenient to effectuate the purposes of the Company;

(c) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objectives and purposes of the Company, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, partnership, corporation, association, limited liability company, limited partnership, cooperative or any other entity of any kind whatsoever, and to have and exercise any and all such powers to the full extent authorized or permitted to a limited liability company under any laws that may now or hereafter be applicable or available to the Company.

The foregoing subsections shall be construed, in the broadest sense, as purposes and powers of the Company in addition to those powers specifically conferred upon the Company by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Company otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing the Company to carry on the business of banking or that of a trust company, or the business of insurance.

3. **INITIAL REGISTERED OFFICE AND AGENT.** The location and mailing address of the initial registered office of the Company, and the name of its initial registered

agent at such address, is as follows:

<u>Name</u>	<u>Address</u>
Zane P. Tarence	2101 6th Avenue North Suite 120 Birmingham, AL 35203

4. INITIAL MEMBERS. The names and mailing addresses of the initial members of the Company are as follows:

<u>Name</u>	<u>Address</u>
Zane P. Tarence	2101 6th Avenue North Suite 120 Birmingham, AL 35203
Roy W. Gilbert, III	2101 6th Avenue North Suite 120 Birmingham, AL 35203

5. ADDITIONAL MEMBERS. The members of the Company shall have the right to admit additional members in the manner provided in the operating agreement, as amended from time to time.

6. MANAGEMENT. The Company will be managed by one or more managers. The name and mailing address of the manager who will serve as manager until a successor is appointed and qualified is as follows:

<u>Name</u>	<u>Address</u>
Zane P. Tarence	2101 6th Avenue North Suite 120 Birmingham, AL 35203

Inst # 2001-10446

A-2

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