

**ARTICLES OF ORGANIZATION OF CHECK EXCHANGE MOBILE
LLC,
LIMITED LIABILITY COMPANY/LLC**

Pursuant to the Provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

The name of the limited liability company is CHECK EXCHANGE MOBILE, Limited Liability Company/LLC. (The "Company").

ARTICLE II

Duration

The Company shall have a perpetual duration from the date of organization in perpetuity unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act:").

ARTICLE III

Purposes

The purpose for which the Company is formed are:

- (a) Provide dialup internet service and internet cafe to the general public;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, accounting, bookkeeping and other services of every nature, kind, and character, which it may legally render;
- (c) To engage in any other lawful business of any kind or character whatsoever;

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 873 1st Street North Alabaster Al. 35007 and the registered agent shall be Steve Scott.

ARTICLE V

Initial Members (and Organizer)

The names and addresses of the initial members are:

Steve Scott	Nancy Fricke	Dan Groce
873 1st Street North	430 North Horton Rd.	401 Connie St.
Alabaster, Alabama 35007	Wilsonville Al.35186	Wilsonville Al.35115

The name and address of the organizer is:

Steve Scott
873 1st Street North
Alabaster, Alabama 35007

ARTICLE VI

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII

Cessation of Membership

The cessation of membership of one or more members will not result in the dissolution of the Company.

ARTICLE VIII

Manager

The name and address of the company, and who shall serve until successors are elected and begin serving is;

Steve Scott
873 1st Street North
Alabaster, Alabama 35007

8th IN WITNESS WHEREOF, these Articles have been subscribed as of the
day of July, 2002 by the undersigned members/organizer, who
affirm that the statements made herein are true under the penalties of perjury.


Steve Scott (Member/Organizer/Manager)

STATE OF ALABAMA]
SHELBY COUNTY]

Before me, an authority in and for said state and county personally appeared,
STEVE SCOTT, under oath acknowledged that each had read the above Articles of
Organization, signed same voluntarily and of their own informed consent and
goodwill.


NOTARY PUBLIC

MY COMMISSION EXPIRES
October 31, 2005

MY COMMISSION EXPIRES