

**STATE OF ALABAMA
DOMESTIC LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION**

Pursuant to the Alabama Limited Liability Company Act, the undersigned hereby adopts the following Articles of Organization.

I. The name of the Limited Liability Company:

iCandy, L.L.C.

II. The duration of the Limited Liability Company is perpetual.

III. The Limited Liability Company has been organized for the following purposes:

To provide graphic design services including but not limited to websites, print materials, videos, dvd, cd-rom, and multimedia presentations, and to oversee the production of said services; To provide computer and networking technical support and education; To advise and assist in the development of advertising strategies, branding, and marketing; To provide other services related to video and film production and post-production; To establish an identity under which its member(s) can offer services as seen fit.

IV. The street address and mailing address of the initial registered office: 825 Treymoor Lake Court, Alabaster, AL 35007 , and the name of the initial registered agent at that office: C. Jonathan Barnette.

V. The names and mailing addresses of the initial member or members, and, if any, organizer of the Limited Liability Company:

C. Jonathan Barnette, 825 Treymoor Lake Court, Alabaster, AL 35007

VI. If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualified:

C. Jonathan Barnette, 825 Treymoor Lake Court, Alabaster, AL 35007

VII. State the procedure by which a member or members can admit additional members, and the terms and conditions of the admissions:

Additional members may be added at the sole discretion of C. Jonathan Barnette.

VIII. State the circumstances, if any, under which the cessation of the membership of one or more members will result in the dissolution of the Limited Liability Company:

Dissolution of the Limited Liability Company will be at the sole discretion of C. Jonathan Barnette.

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in the operating agreement of the L.L.C.

IN WITNESS THEREOF, the undersigned member/organizer executed these Articles of Organization on this the 29th of July, 2002.


C. Jonathan Barnette, Organizer