

STATE OF ALABAMA)

)

)

)

COUNTY OF SHELBY)

This Instrument Prepared By:

Laura Susan Lovoy, Attorney

(LOV025)

Burgess and Hale, L.L.C.

300 Financial Center

505 North 20th Street

Birmingham, Alabama 35203

**ARTICLES OF ORGANIZATION
OF
PROFORMA INDUSTRY DIRECT DISTRIBUTORS L.L.C., D/B/A PROFORMA**

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

The undersigned, desiring to form a Limited Liability Company under the laws of the State of Alabama, do hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be **PROFORMA INDUSTRY DIRECT DISTRIBUTORS L.L.C., D/B/A PROFORMA** (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The term for which the Company is to exist as a Limited Liability Company shall commence on the 10th day of September, 2002, and shall continue until the Company shall be dissolved on September 10th, 2012 or if occurring first: (a) upon the written consent of all of the Members; (b) as provided in the Operating Agreement, as the same may be amended from time to time; (c) as may be required by the Alabama Limited Liability Company Act, as the same may be amended from time to time; or (d) by any other act or event specified by law as one effecting dissolution.

**ARTICLE III
PURPOSE**

The Company is formed to transact any and all lawful business for which a Limited Liability Company made be organized under the Alabama Limited Liability Company Act, including, but not

limited to printing, promotions, e-solutions, other business needs, and to engage in any and all activities related or incidental to the business of the Company.

ARTICLE IV
LOCATION OF REGISTERED OFFICE
AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at 2412 Inverness Cliffs, Birmingham, AL 35242, and the name of the initial registered agent at such address shall be Leighton Dees

ARTICLE V
MEMBERS

The names and address of the initial Members of the Company are:

Members' Names

Addresses

Leighton Dees

306 Blue Ridge Villas Drive, Birmingham, AL 35226

John Drew McNichol

2412 Inverness Cliffs Birmingham, AL 35242

The name and address of the Organizer of the Company is:

Organizer's Name

Address

Leighton Dees

306 Blue Ridge Villas Drive, Birmingham, AL 35226

ARTICLE VI
ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VII
OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

ARTICLE VIII
CONTINUATION UPON WITHDRAWAL OF MEMBER

The Members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Cessation") as long as there is at least one remaining Member or after the Cessation of the last Member, one or more new members are appointed as set forth in the Operating Agreement of the Company.

ARTICLE IX
LIABILITIES OF MEMBERS AND MANAGERS

The Members and the Manager of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

ARTICLE X
MANAGERS

The Company shall be managed by a Manager or Managers, and the name and business address of the initial Manager is:

Manager's Name

Address


Leighton Dees


306 Blue Ridge Villas Drive, Birmingham, AL 35226

Any Manager or Managers may be removed and replaced by the Members as provided in

the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this the 10th day of September, 2002.



Leighton Dees


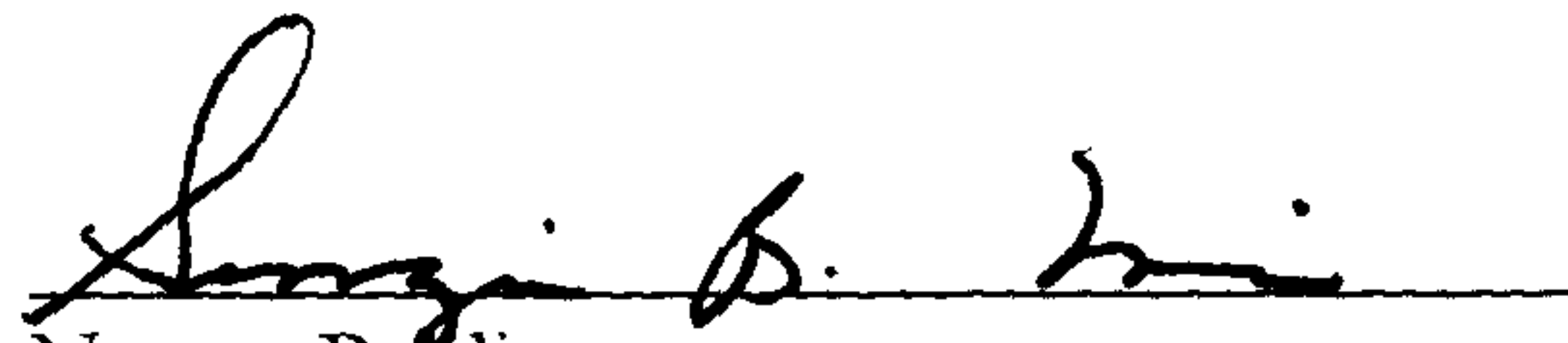
John Drew McNichol

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Leighton Dees and John Drew McNichol who are named as Manager/Organizer of **PROFORMA INDUSTRY DIRECT DISTRIBUTORS L.L.C., D/B/A PROFORMA**, a limited liability company, are signed to the foregoing, and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date

Given under my hand and official seal, this the 10th day of September, 2002.

(SEAL)



Notary Public
My Commission Expires: 11/25/04