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Shelby Cnty Judge of Probate,AL  
10/20/2004 11:33:00 FILED/CERTIFIED

STATE OF ALABAMA

SHELBY COUNTY

ARTICLES OF ORGANIZATION  
OF  
VARSITY MEDIA, LLC

The undersigned, acting as the organizers of a limited liability company under the provisions of Alabama Limited Liability Company Act (the "Act"), hereby adopt the following Articles of Organization for **Varsity Media, LLC**.

ARTICLE I  
NAME

The name of the limited liability company, referred to in these Articles as "Company", is **Varsity Media, LLC**.

ARTICLE II  
DURATION

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act, or other applicable laws.

ARTICLES III  
PURPOSE

The Company is organized for the purpose of engaging in the general business of converting VHS media to DVD media, modifying/editing the DVD media, selling the converted DVD media, and to do those things, which are necessary and proper to conduct such a business.

ARTICLE IV  
REGISTERED AGENT AND OFFICE

The location and street address of the initial registered office of the company shall be 948 McAllister Drive, Calera, Alabama 35040, and its registered agent of the Company at such address is Jonathan Kyle Cotton.

ARTICLE V  
INITIAL MEMBERS

The names and addresses of the initial members of the Company are:

NAME	ADDRESS
Jonathan Kyle Cotton	948 McAllister Drive Calera, Alabama 35040
Christopher Todd Estes	379 Savannah Circle Calera, Alabama 35040
Heather Langston Cotton	948 McAllister Drive Calera, Alabama 35040
Amber Michelle Estes	379 Savannah Circle Calera, Alabama 35040

ARTICLE VI  
NEW MEMBERS

The initial members of the Company may admit additional members at such times and upon such terms and conditions as be agreed by the Company and the additional members.

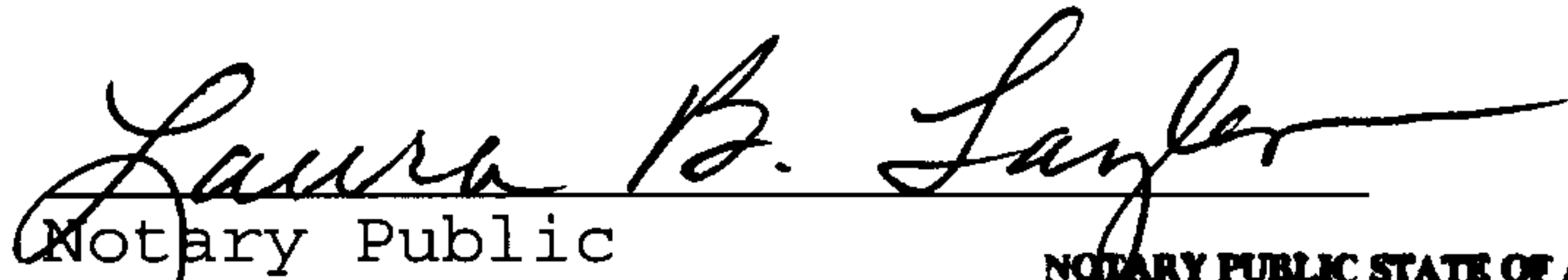
ARTICLE VII  
CONTINUITY OF BUSINESS

The legal existence and business of the Company may be continued by the written consent of all the remaining members within sixty (60) days after an event of disassociation of a member.

STATE OF ALABAMA      )

SHELBY COUNTY         )

Subscribed, sworn to and acknowledged before me on  
this the 19<sup>th</sup> day of October 2004.

  
\_\_\_\_\_  
Notary Public

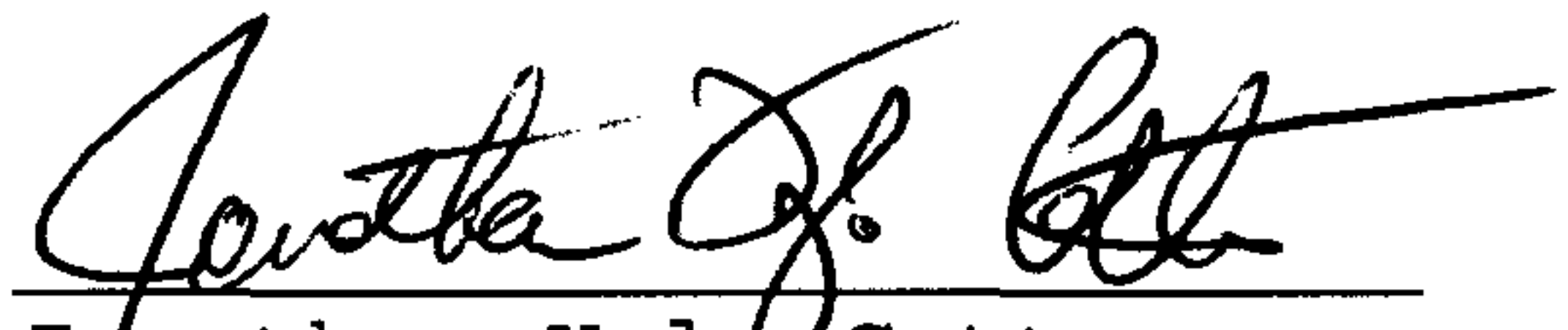
Commission Expires: \_\_\_\_\_

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Dec 5, 2007  
~~BONDED THRU NOTARY PUBLIC UNDERWRITERS~~

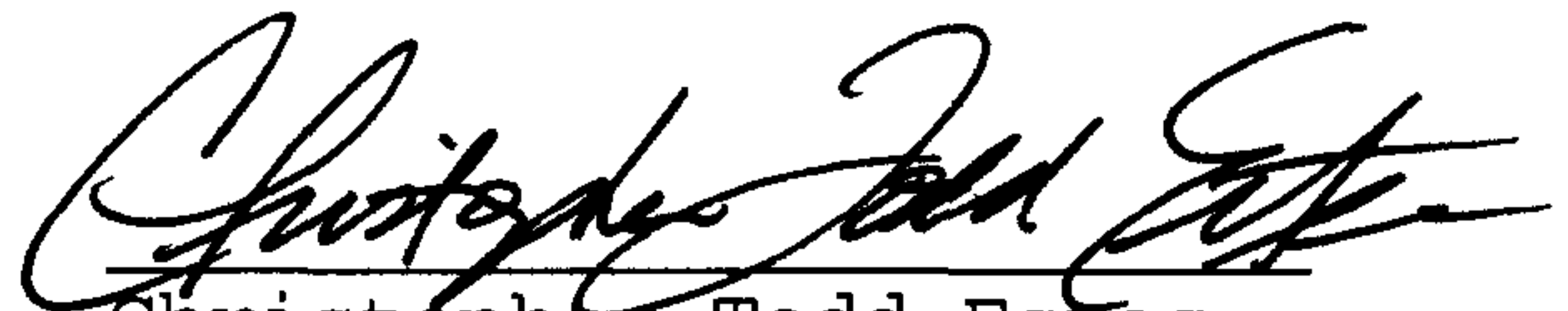
ARTICLE VIII  
MANAGEMENT

The initial members shall manage the Company. The name and mailing address of the initial members, who shall serve as managers, are listed above.

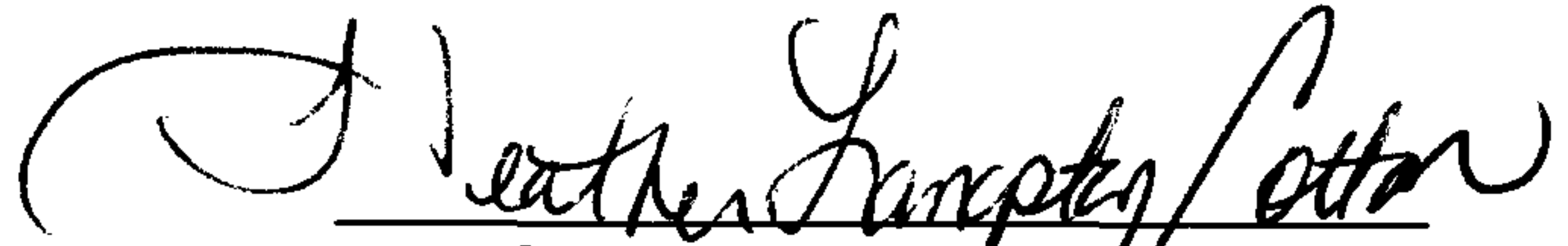
**IN WITNESS WHEREOF**, these Articles have been subscribed, and we, the undersigned members, have hereunto set our hand on this 20<sup>th</sup> day of October 2004.



Jonathan Kyle Cotton  
Member



Christopher Todd Estes  
Member



Heather Langston Cotton  
Member



Amber Michelle Estes  
Member