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Shelby Cnty Judge of Probate, AL
07/22/2005 10:58:32AM FILED/CERT

STATE OF ALABAMA
DOMESTIC LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION GUIDELINES

INSTRUCTIONS:

STEP 1: THE NAME OF THE LIMITED LIABILITY COMPANY MUST CONTAIN THE WORDS LIMITED LIABILITY COMPANY, LLC OR L.L.C.
STEP 2: FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF ORGANIZATION IN THE COUNTY WHERE THE LLC'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY THE PROBATE FILING FEE.

PURSUANT TO THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION.

Article I The name of the Limited Liability Company:
UPSCALE MARKETING SOUTHEAST LLC
(Your company title must end with the words Limited Liability Company, L.L.C. or LLC)

Article II The duration of the Limited Liability Company is _____.

Article III The Limited Liability Company has been organized for the following purpose(s):
ANY AND ALL LAWFUL BUSINESS

Article IV The street address (NO PO BOX) of the registered office: 702 HIGHLAND LAKES COVE,
BIRMINGHAM, AL 35242 and the name of the
registered agent at that office: GENE ENGEL

Article V The names and addresses of the initial member(s), and organizer (if any):
GENE ENGEL, 702 HIGHLAND LAKES COVE, BIRMINGHAM, AL 35242

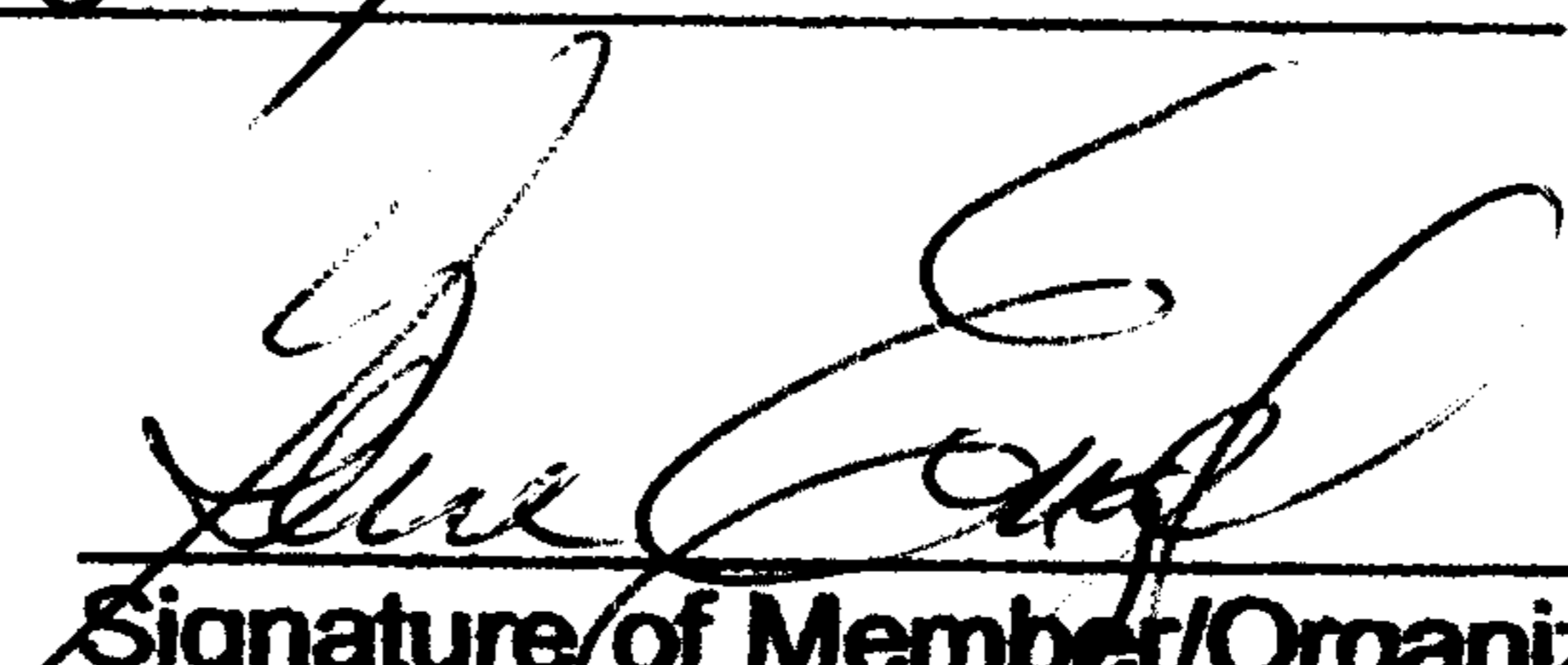
(Attach additional sheets if necessary.)

Article 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.
GENE ENGEL, 702 HIGHLAND LAKES COVE, BIRMINGHAM, AL 35242

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 LLC.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this the 22nd day of July, 2005.

THIS DOCUMENT PREPARED BY:


Signature of Member/Organizer