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Shelby Cnty Judge of Probate, AL
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ARTICLES OF ORGANIZATION

OF

LeFleur LLC

The undersigned person hereby forms a limited liability company under the Alabama Limited Liability Company Act and adopts as the Articles of Organization of such limited liability company the following:

ARTICLE 1

NAME

The name of the limited liability company:

LeFleur, LLC
(the "Company")

ARTICLE 2

PERIOD OF DURATION

The company shall have perpetual duration from the date of filing of these Articles of Organization with the Secretary of State of the State of Alabama.

ARTICLE 3

PURPOSE

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

Creation of a company to sell retail gifts, antiques, florist products and associated products thereto, and to do all other lawful activities necessary or convenient to effectuate its purposes and to carry out its business and affairs including the powers contained in §10-12- 4 of the Code of Alabama, 1975.

ARTICLE 4

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The location and mailing address of the initial registered office and the name of the initial registered agent at that address in Alabama:

Carol T. Martin
10317 Highway 22, Suite c
Calera, AL 35040

ARTICLE 5

INITIAL MEMBER AND ADDRESS

The names and mailing addresses of the initial members of the limited liability company are as follows:

Carol T. Martin
1299 Talant Drive
Prattville, AL 36067

Kimberly Young
3555 Highway 331
Columbiana, AL 35051

ARTICLE 6

RIGHTS TO ADMIT ADDITIONAL MEMBERS

The right, if given, of the Members to admit additional Members, and the terms and conditions of their admission:

Additional Members may be admitted as allowed by the Code of Alabama at such times and on such terms and conditions as all Members may unanimously agree and as provided in any Operating Agreement of the Company if such agreement is created and adopted.

ARTICLE 7

RIGHT TO CONTINUE BUSINESS

Any remaining Members of the Company may continue the business after an event of disassociation terminates the continued membership of a member in the limited liability company.

ARTICLE 8

MANAGEMENT

Management of the Company is reserved to the Members listed above in Article 5.

ARTICLE 9

ADDITIONAL PROVISIONS

Other provisions for the regulation of the internal affairs of the limited liability company:

(1)The Company shall indemnify an individual made a part to a proceeding because he or she is or was a Member, officer, organizer, employee or agent of the Company against liability incurred in the proceeding if:

(a)The individual conducted themselves in good faith, and

(b)The individual reasonably believed that their conduct was in or at least not opposed to the Company's best interest; and

(c)In the case of any criminal proceeding, the individual had no reasonable cause to believe their conduct was unlawful.

(2)The Company shall pay for or reimburse the reasonable expenses incurred by a Member, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

(a)The individual furnishes the Company a written affirmation of his good faith belief that he has met the standard of conduct described herein;

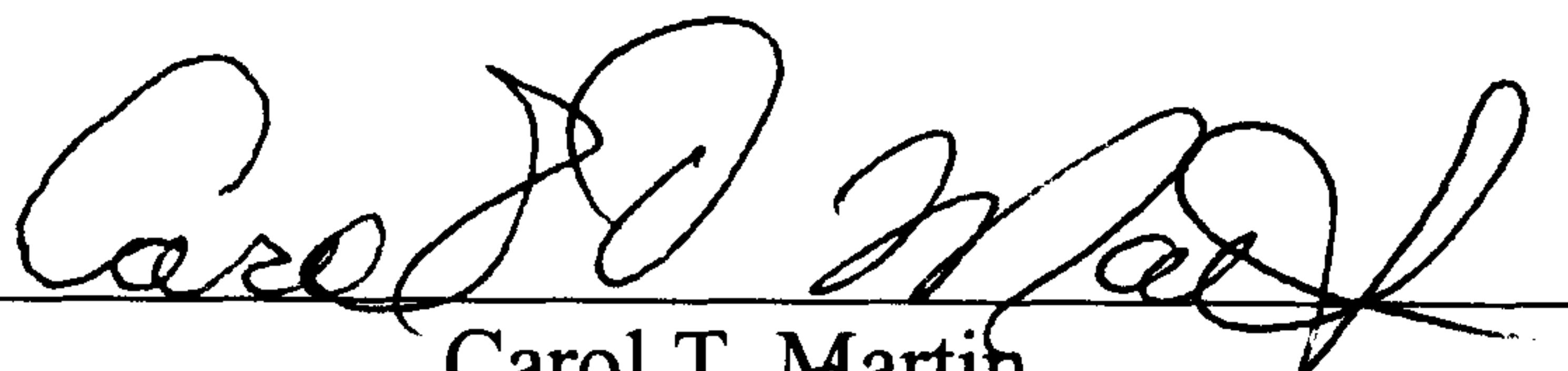
(b)The individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and

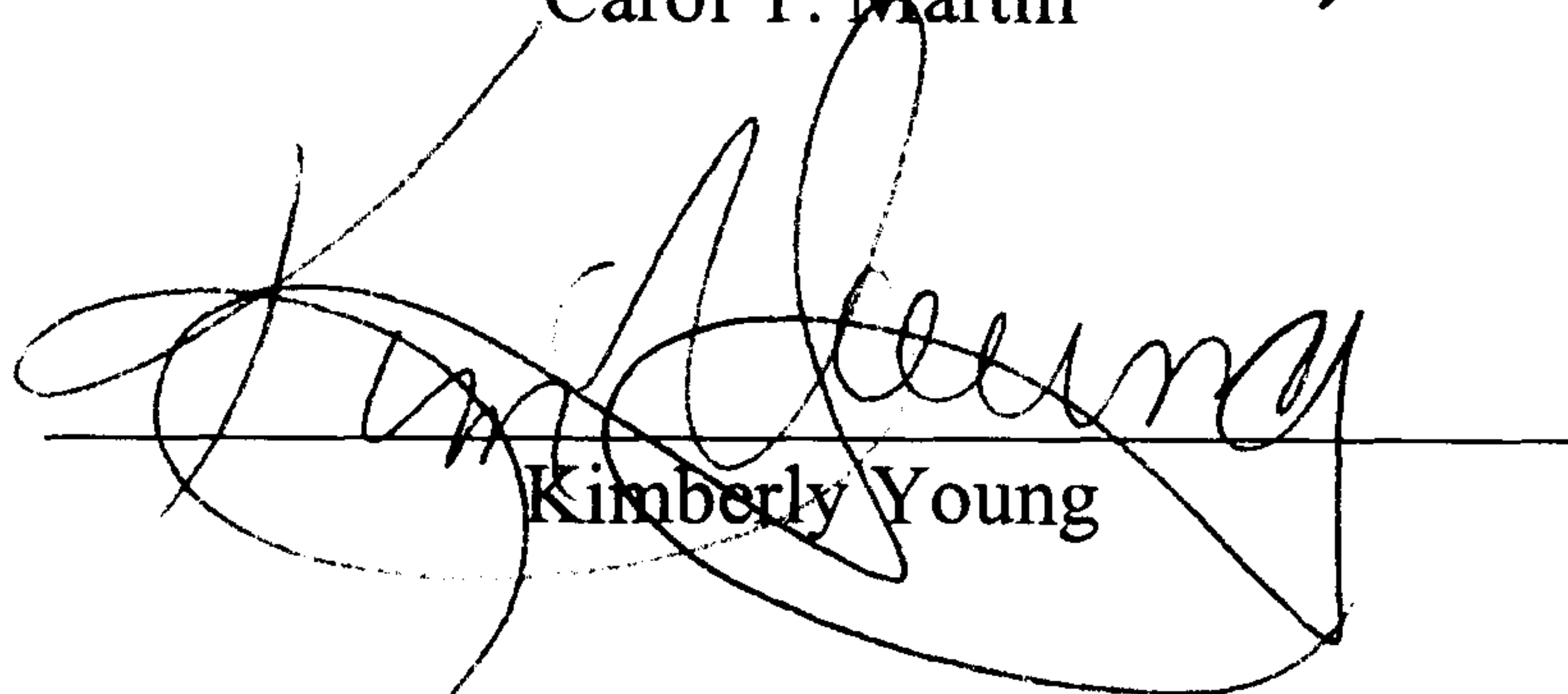
(c) A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

IN WITNESS WHEREOF, the undersigned, Carol Tm Martin and Kimberly Young, have executed these Articles of Organization as members of the limited liability company, this the

13 day of September, 2005.


Carol T. Martin


Kimberly Young