

ARTICLES OF ORGANIZATION

OF

WE 3, LLC

I, the undersigned, for the purpose of forming and establishing a limited liability company under the laws of the State of Alabama pursuant to the provisions of the Alabama Limited Liability Company Act, Code of Alabama 1975, sections 10-12-1 through 10-12-61 (the "Act") and all amendments thereto, certify as follows:

ARTICLE I

The name of this limited liability company (the "Company") is **WE 3, LLC**.

ARTICLE II


The existence of the Company shall begin on the date of the filing of these Articles of Organization in the office of the Judge of Probate of Shelby County, Alabama, and shall be perpetual, unless the Company shall be earlier dissolved (a) by unanimous consent of the Members; (b) as provided in the Company's Operating Agreement; or (c) as may be required by the Act.

ARTICLE III

The purpose of the Company is to operate a retail shop specializing in framing, photography and art, to sell coffee and tea at its place of business, and to engage in any and all business activities related to or incidental thereto. The Company shall do business under the names of "Hall & Hearn Photography", "Tea Garden Gallery" and "Garden Tea Room". In addition, the Company shall be authorized to engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV

The location and mailing address of the initial registered office of the Company shall be 485 Forest Lakes Drive, Sterrett, Ala. 35147, and the name of its registered agent at such address is **Helen Elise Hearn**.


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ARTICLE V

The name and mailing addresses of the initial members of the Company are:

Helen Elise Hearn
485 Forest Lakes Drive
Sterrett, Ala. 35147

Janet Wright Hall
485 Forest Lakes Drive
Sterrett, Ala. 35147

Janet Hearn Woodward
3658 Vanderschaff Drive
Memphis, Tn. 38133

ARTICLE VI

Subject to the terms and conditions for admission set forth in the Company's Operating Agreement, additional members may be admitted upon the unanimous consent of the Members.

ARTICLE VII

The Company shall be managed by one or more managers. Except for situations in which the approval of the members is expressly required by nonwaivable provisions of applicable law or the operating agreement, the manager shall have full and complete authority, power and discretion to a) manage, control and make decisions regarding the business, affairs (including the formulation of policies and management of financial affairs) and properties of the Company, and b) perform any and all other acts or activities customary or incident to the management of the Company's business. The name and mailing address of the initial managers of the Company is:

Helen Elise Hearn
485 Forest Lakes Drive
Sterrett, Ala. 35147

Janet Wright Hall
485 Forest Lakes Drive
Sterrett, Ala. 35147

Janet Hearn Woodward
3658 Vanderschaff Drive
Memphis, Tn. 38133



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ARTICLE VIII

The name and address of the Company's organizer is Robert H. Sprain, Jr., 201 Beacon Parkway W, Suite 317, Birmingham, Ala. 35209.

The undersigned in accordance with the Act has executed these Articles of Organization as of this the 7th day of November, 2005.

Robert H. Sprain, Jr.

This Instrument Prepared by:
Robert H. Sprain, Jr.
Sprain & Associates, PC
201 Beacon Parkway W, Ste 317
Birmingham, Ala. 35209