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Shelby Cnty Judge of Probate, AL
01/03/2006 11:57:12AM FILED/CERT

This Instrument Prepared by:
Russell L. Irby, III
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF ORGANIZATION

OF

iWebLogic, LLC

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the “Alabama Limited Liability Company Act”), hereby files the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in these Articles of Organization are true and correct:

ARTICLE I
NAME

The name of this limited liability company (the “Company”) shall be: **iWebLogic, LLC**.

ARTICLE II
DURATION

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

ARTICLE III PURPOSES

The nature of the business of the Company and its objects, purposes and powers are as follows:

- (a) To engage in computer, computer software, internet services and all services related or ancillary thereto;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any company may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;
- (d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Company or by the transfer of an interest or the granting of membership in the Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and
- (e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

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ARTICLE IV
REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Company shall be 1022 Eagle Nest Circle, Birmingham, Alabama 35242 and its registered agent at such address shall be Robert A. Noel.

ARTICLE V
INITIAL MEMBERS

The names and addresses of the initial members (the "Members") of the Company are:

<u>MEMBER</u>	<u>ADDRESS</u>
Robert A. Noel	1022 Eagle Nest Circle Birmingham, AL 35242
Jack W. Noel	416 Concord Drive Clinton, MS 39056
Danielle E. Noel	1022 Eagle Nest Circle Birmingham, AL 35242

ARTICLE VI
ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the agreement of the Managers 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 the laws of Alabama or these Articles.



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ARTICLE VIII
CONTINUATION UPON CESSATION OF MEMBER

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within 90 days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement or Articles of Organization.

ARTICLE IX
MANAGEMENT

The Company's business and operations shall be managed by a Board of Managers. The names and mailing addresses of the initial members of the Board of Managers are as follows:

<u>MANAGER</u>	<u>ADDRESS</u>
Robert A. Noel	1022 Eagle Nest Circle Birmingham, AL 35242
Jack W. Noel	416 Concord Drive Clinton, MS 39056
Danielle E. Noel	1022 Eagle Nest Circle Birmingham, AL 35242

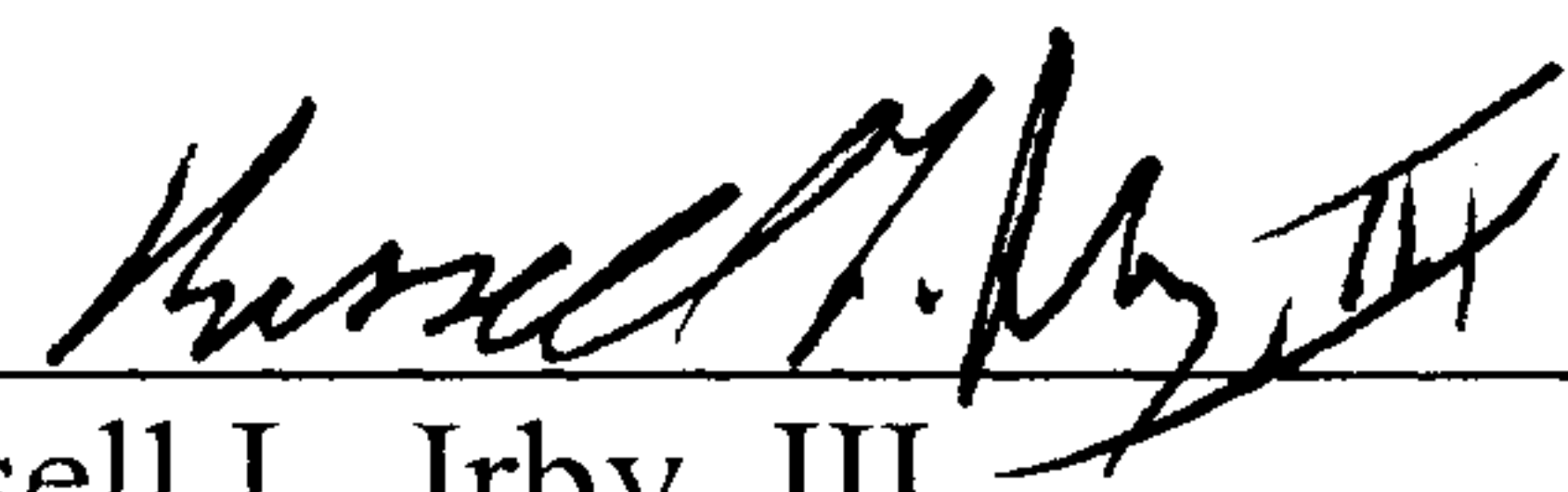
ARTICLE X
ORGANIZER

The name and address of the organizer are as follows:

Russell L. Irby, III
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, AL 35203

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IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization, on this, the 3rd day of January, 2006.



Russell L. Irby, III