


STATE OF ALABAMA
COUNTY OF SHELBY


20070213000066400 1/4 \$80.00
Shelby Cnty Judge of Probate, AL
02/13/2007 08:48:23AM FILED/CERT

**ARTICLES OF ORGANIZATION
FOR
SPORTS EXCHANGE, L.L.C.**

The undersigned, desiring to become a LIMITED LIABILITY COMPANY, do hereby file the following Articles of Organization pursuant to the laws of the State of Alabama, and do hereby make and subscribe our names to these Articles of Organization.

ARTICLE I


NAME

The name of the limited liability company shall be SPORTS EXCHANGE, L.L.C. (the "Company").

ARTICLE II

DURATION

The term for which the Company is to exist shall commence on the date these Articles of Organization are filed in the Office of the Judge of Probate of Shelby County, Alabama and shall continue perpetually thereafter; provided, however, that the Company may be dissolved prior to such date (a) upon the written consent of all members, (b) as provided in the Operating Agreement, (c) as may be required by the Alabama Limited Liability Company Act.


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ARTICLE III

PURPOSE

The Company is formed to transact any and all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Act, including, but not limited to, retail sale of new and used sports equipment and related products and services for the production of income and profit, and to engage in any and all activities related or incidental to the business of the Company.

ARTICLE IV

LOCATION OF REGISTERED OFFICE

The initial registered office of the Company shall be at 2844 Pelham Parkway, Pelham, Alabama 35124, and the name of the initial registered agent at such address shall be JUSTIN HEATH DAILEY.

ARTICLE V

MEMBERS

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

MEMBER'S NAME	ADDRESS
JUSTIN HEATH DAILEY	1602 Hampton Place Birmingham, AL 35216

ARTICLE VI

ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the amount and nature of 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 Alabama Limited Liability Company Act or these Articles of Organization.

ARTICLE VIII

CONTINUATION UPON WITHDRAWAL OF MEMBER

The Members shall have the right to continue the Company upon the death, retirement, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Withdrawal"), as long as there is at least one remaining Member, and the remaining Members agree to continue the Company by unanimous written consent within ninety (90) days after the Withdrawal of a Member, as set forth in the Operating Agreement of the Company.

ARTICLE IX

LIABILITIES OF MEMBERS AND MANAGERS


Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any manner, for a debt, obligation or liability of the Company.

IN WITNESS WHEREOF, the undersigned Members have caused these Articles of Organization to be executed this 1ST day of FEBRUARY, 2007.



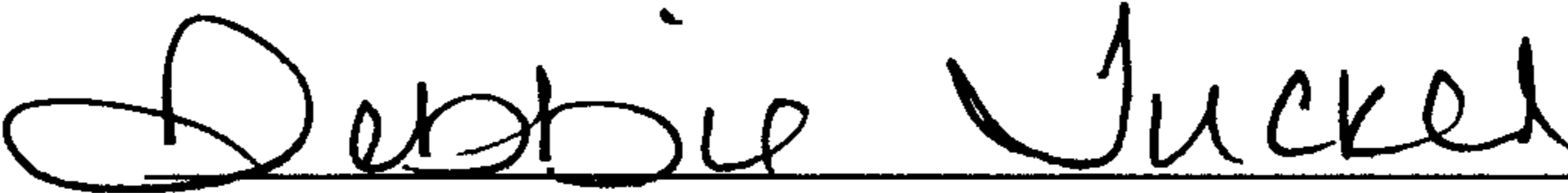
JUSTIN HEATH DAILEY

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I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that JUSTIN HEATH DAILEY, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this, the 1ST day of FEBRUARY,
2007.


NOTARY PUBLIC
My Commission Expires: 9/14/08

THIS INSTRUMENT WAS PREPARED BY:
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