

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
38pages, LLC**

We, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Limited Liability Company is 38pages, LLC.

2. The term of the Limited Liability Company shall commence 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 continue indefinitely, provided, however, that the Limited Liability Company shall terminate and dissolve upon the first of the following events: (a) when there is no remaining Member, unless the holders of all the financial rights in the Limited Liability Company agree in writing, within 90 days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or (b) on the written consent by all of the Members in their sole discretion.

3. The purpose for which this Limited Liability Company is organized is:

To market, brand, create, design and/or implement various marketing strategies, websites and/or collateral, and to transact any or all other lawful business for which Limited Liability Companies may be organized under the Alabama Limited Liability Company Act.

4. The location and mailing address of the initial registered office shall be 182 Carrington Lane, Calera, Alabama 35040, and the name of the initial registered agent at that address shall be Wesley F. Thompson.

5. The names and mailing addresses of the initial members in the Limited Liability Company are as follows:

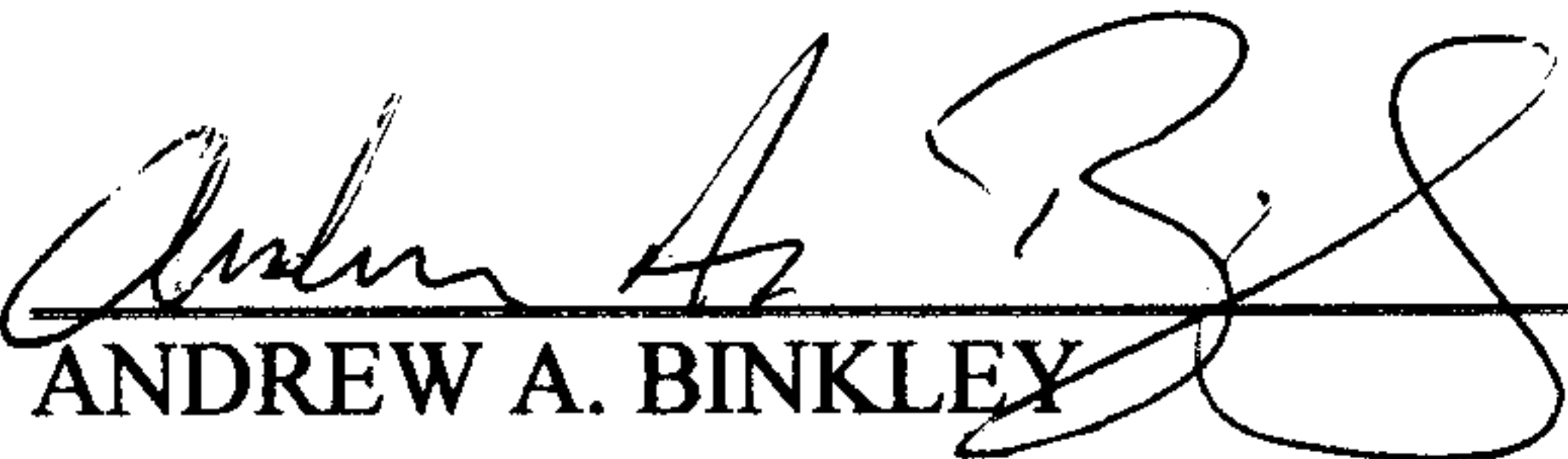
| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|--------------------|---|
| Wesley F. Thompson | 182 Carrington Lane, Calera, Alabama 35040 |
| Andrew A. Binkley | 417 Edgewood Boulevard, Homewood, Alabama 35209 |

6. The members of the Limited Liability Company shall have the right to admit additional members upon the unanimous written consent of all members of the Limited Liability Company.

7. The Limited Liability Company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this the
31st day of July, 2007.


WESLEY F. THOMPSON


ANDREW A. BINKLEY

Prepared by:
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