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#### ARTICLES OF ORGANIZATION

OF

**KAT CLAW Creative, IIc** 

**KNOW ALL MEN BY THESE PRESENTS:** 

That for the purpose of forming a Limited Liability Company under and pursuant to the provisions of the Alabama Limited Liability Company Act, as last amended, the undersigned person has agreed upon and adopted these Articles of Organization and that these shall constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law:

ARTICLE ONE

**NAME** 

The name of the Limited Liability Company (the "llc") is KAT CLAW Creative, llc.

ARTICLE TWO

**DURATION** 

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act, or other applicable laws.

ARTICLE THREE

<u>PURPOSE</u>

The objects and purposes for which the llc is formed are:

(a) To provide creative services in the advertising, design and marketing arenas.

(b) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, Limited Liability Company, entity, person or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business, which the Limited Liability Company is authorized to carry on, or any business, or transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the IIc.

(c) To enter into and make all necessary contracts for its business with any person, entity, partnership, corporation, association, company, Limited Liability Company, domestic or foreign, or of any domestic or foreign or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

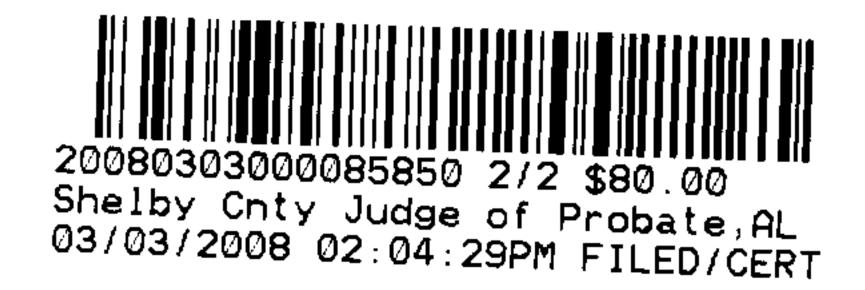
(d) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or of the powers herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Alabama, and to exercise all those powers expressly conferred on Limited Liability Companies and enumerated in the Alabama Limited Liability Company Act, Ala. Code Section 10-12-4, together with all other rights bestowed upon such organizations under the laws of the State of Alabama.

(e) To do any and all things herein set forth, and in addition, such other acts and things as are necessary, or convenient to attainment of the purposes of this IIc, or any of them to the same extent as natural persons might or could do in any part of the world, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a IIc under any laws that may be now or hereafter applicable or available to this IIc.

The provisions in the foregoing clauses of this Article are to be construed both as purposes and powers and shall be in no way limited or restricted by reference to or inference from the terms of any other clause of this, or of any other, article of this Certificate, but each of the purposes and powers specified in this Article Three shall be regarded as independent purposes and powers, and the specification or particular powers contained herein are not intended to be, and shall not be held to be, in limitation of the powers granted to limited liability companies under the laws of the State of Alabama, but is intended to be, and shall be held to be, in furtherance thereof, nothing herein contained, however, shall be construed as authorizing this lic to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

ARTICLE FOUR

REGISTERED OFFICE



The address of the registered office of the IIc is located at 1413 Whirlaway Court, Helena, Alabama 35080 and the registered agent shall be Keith Thomason. The mailing address of the initial registered office is 1413 Whirlaway Court Helena, Alabama 35080.

### **ARTICLE FIVE**

#### INITIAL MEMBERS

The initial members of the IIc are as follows:

Keith Thomason 1413 Whirlaway Court Helena, Alabama 35080

### **ARTICLE SIX**

## **NEW MEMBERS**

The members of the IIc shall have the right to admit new members of their choosing if all current members agree on the admission in writing providing the name of the new member and being signed by the then existing members.

#### ARTICLE SEVEN

## DISSOCIATION

In the event of the dissociation of any member, the dissociated member's interest shall be purchased in accordance with the provisions of Section 10-12-30 of the Code of Alabama 1975.

# ARTICLE EIGHT

## **MANAGEMENT**

The powers of management of the IIc shall be vested in the members until such time as other members may be admitted or this section is amended at an annual meeting of the members.

# ARTICLE NINE

# MISCELLANEOUS

These Articles of Organization are designed to comply with the Limited Liability Company Act of the State of Alabama, Code of Alabama Section 10-12-1, et seq. In the event it is determined that any section or article of these Articles of Organization fail to so comply then such section shall be deleted or amended without further action by the members to comply with the relative statutes.

Keith Thomason

Done this 27 day of February, 2008

PAGE

PAGE 4