

**ARTICLES OF ORGANIZATION
OF
MAGGIE'S CLASSICS LLC**

The undersigned, for the purpose of forming a limited liability company under the Alabama Limited Liability Company Law, Title 10A, Chapters 1 (to the extent applicable to limited liability companies) and 5 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Law"), 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 1 - NAME

The name of this limited liability company (the "Limited Liability Company") is

MAGGIE'S CLASSICS LLC

ARTICLE 2 - DURATION

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

ARTICLE 3 - PURPOSES

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(a) To own and operate a sewing business including the sale of fabrics, laces, books and patterns all related activities to the same extent the same may be legally exercised by limited liability companies under the Alabama Limited Liability Company Law;

(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 limited liability 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 real property, minerals, shares of stock, stock options, interests in partnerships, limited liability companies, trusts, unincorporated entities, associations and other entities, 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 Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability 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;

(e) To borrow money on a secured or unsecured basis, to issue evidences of indebtedness, and to secure the same by a mortgage, pledge or other lien on the assets of the Limited Liability Company; and

(f) 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 Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability 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.

ARTICLE 4 - REGISTERED OFFICE AND REGISTERED AGENT FOR SERVICE OF PROCESS

The location and mailing address of the initial registered office of the Limited Liability Company shall be 305 Carnoustie Drive, Shoal Creek, Alabama 35242 and its registered agent at such address shall be Patricia P. Smith.

ARTICLE 5 - NAMES AND ADDRESSES OF MEMBERS

The name and address of the initial Members (together with any additional Members, the "Members") of the Limited Liability Company are:

Name	Address
Patricia P. Smith	305 Carnoustie Drive Shoal Creek, Alabama 35242
Sandra G. Riley	2026 Wildflower Drive Birmingham, Alabama 35244

ARTICLE 6 - ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members subject to the terms and conditions of the Limited Liability Company's Operating Agreement.

ARTICLE 7 - OPERATING AGREEMENT

The Operating Agreement of the Limited Liability Company, if adopted, shall be executed by each Member of the Limited Liability Company and shall set forth all provisions for the regulation of the internal affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not invalid under the laws of Alabama or inconsistent with these Articles. The Operating Agreement shall include, without limitation, provisions regarding Members, company capital, allocations, distributions, management of the company, restrictions on the transfer of interests, dissolution, accounting and records, the tax matters partner and indemnification. Those provisions, together with any other provisions included in the Operating Agreement, are hereby incorporated by reference.

ARTICLE 8 - DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP

The cessation of membership of one or more Members for any reason shall not cause the dissolution of the Limited Liability Company.

ARTICLE 9 - MANAGEMENT

Management is vested in the Members of the Company.

ARTICLE 10 - ORGANIZER

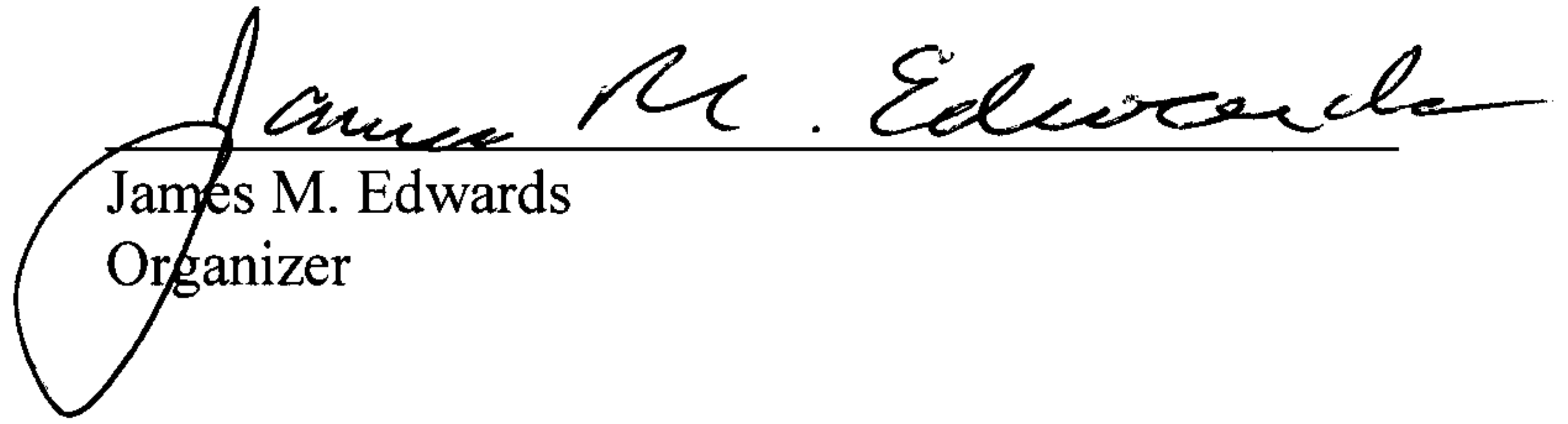
The name and address of the Organizer of the Company is:

James M. Edwards
Balch & Bingham LLP
105 Tallapoosa Street, Suite 200
Montgomery, Alabama 36101



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Shelby Cnty Judge of Probate, AL
03/30/2011 12:44:43 PM FILED/CERT

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization on this 28th day of March, 2011.


James M. Edwards
Organizer

This Instrument Prepared by:

James M. Edwards
BALCH & BINGHAM LLP
105 Tallapoosa Street, Suite 200
Montgomery, Alabama 36101
(334) 269-3121

Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

Pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Maggie's Classics LLC

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of Terry Hunter, 105 Tallapoosa Street Ste 200, Montgomery, AL 36104 for a period of one hundred twenty days beginning March 17, 2011 and expiring July 16, 2011

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



March 17, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State