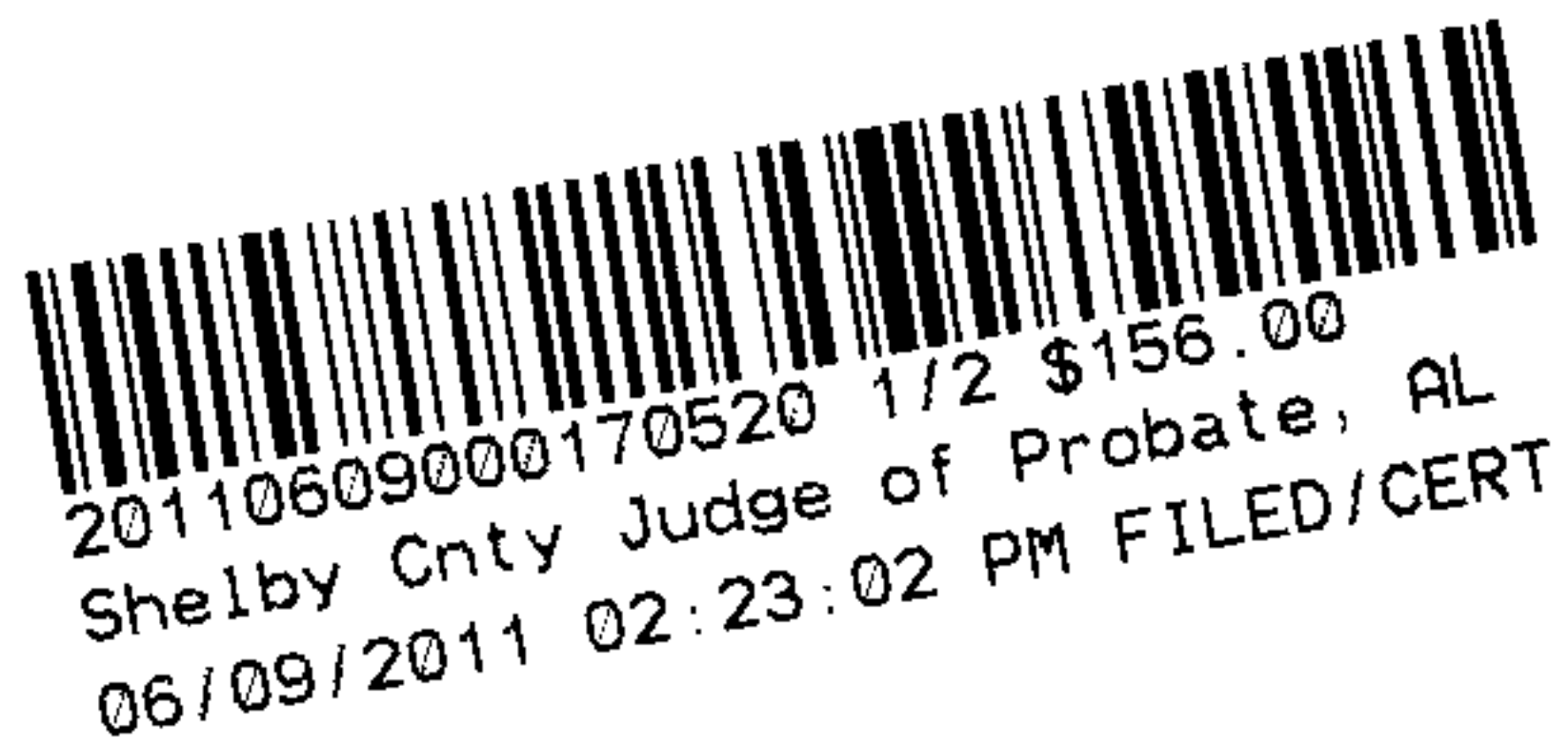


STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION GUIDELINES



INSTRUCTIONS:

STEP 1: THE NAME OF THE LIMITED LIABILITY COMPANY MUST CONTAIN THE WORDS LIMITED LIABILITY COMPANY, LLC OR L.L.C.

STEP 2: FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF ORGANIZATION IN THE COUNTY WHERE THE LLC'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY THE PROBATE FILING FEE.

PURSUANT TO THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION.

Article I The name of the Limited Liability Company: MW Barnes, LLC
(Your company title must end with the words Limited Liability Company, L.L.C. or LLC)

Article II The duration of the Limited Liability Company is perpetual.

Article III The Limited Liability Company has been organized for the following purpose(s):
wireless equipment and service sales

Article IV The **street address** (NO PO BOX) of the registered office: 169 Cambrian Way
Birmingham AL, 35242 and the name of the
registered agent at that office: Matthew Barnes

Article V The **names** and **addresses** of the initial member(s), and organizer (if any):
Matthew Barnes
169 Cambrian Way Birmingham AL 35242
(Attach additional sheets if necessary.)

Article VI If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualified.

NONE

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in the operating agreement of the LLC.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this the 9th day of June, 2011.

THIS DOCUMENT PREPARED BY:

MATTHEW BARNES
Signature of Member/Organizer

Beth Chapman
Secretary of State

20110609000170520 2/2 \$156.00
Shelby Cnty Judge of Probate, AL
06/09/2011 02:23:02 PM FILED/CERT

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:

MW Barnes LLC

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of MATTHEW WAYNE BARNES, 169 CAMBRIAN WAY, BIRMINGHAM, AL 35242 for a period of one hundred twenty days beginning May 31, 2011 and expiring September 29, 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.

June 2, 2011

Date



581-549

Beth Chapman

Beth Chapman

Secretary of State