

ARTICLES OF ORGANIZATION
OF
LMD ENTERPRISES, L.L.C.

STATE OF ALABAMA)
SHELBY COUNTY)

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, desiring to form a limited liability company under the laws of the State of Alabama, do hereby adopt the following Articles of Organization:

ARTICLE I

NAME

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

ARTICLE II

PERIOD OF DURATION

The term for which the Company is to exist as a limited liability company 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 in perpetuity, provided, however, that the Company shall be dissolved (a) upon the written consent of all members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

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 the Retail Sales of telephones and cellular phones and related products.

ARTICLE IV

LOCATION OF REGISTERED OFFICE

AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at 189 Grove Hill Drive, Alabaster, AL 35007, and the name of the initial registered agent at such address shall be Lisa Cashell.

ARTICLE V

MEMBERS

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

Member's Name	Address
Lisa Cashell	189 Grove Hill Drive Alabaster, AL 35007
Michael Cashell	189 Grove Hill Drive Alabaster, AL 35007
David Padgett	P. O. Box 5311 Union Springs, AL 36089

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 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 law or these Articles.

ARTICLE VIII

CONTINUATION UPON WITHDRAWAL OF MEMBER

The Members shall have the right to continue the Company upon the death, retirement, resignation, 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 are at least two remaining Members, (or one remaining Member and a new Member is admitted to the company) 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 other manner, for a debt, obligation or liability of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the Company.

ARTICLE X

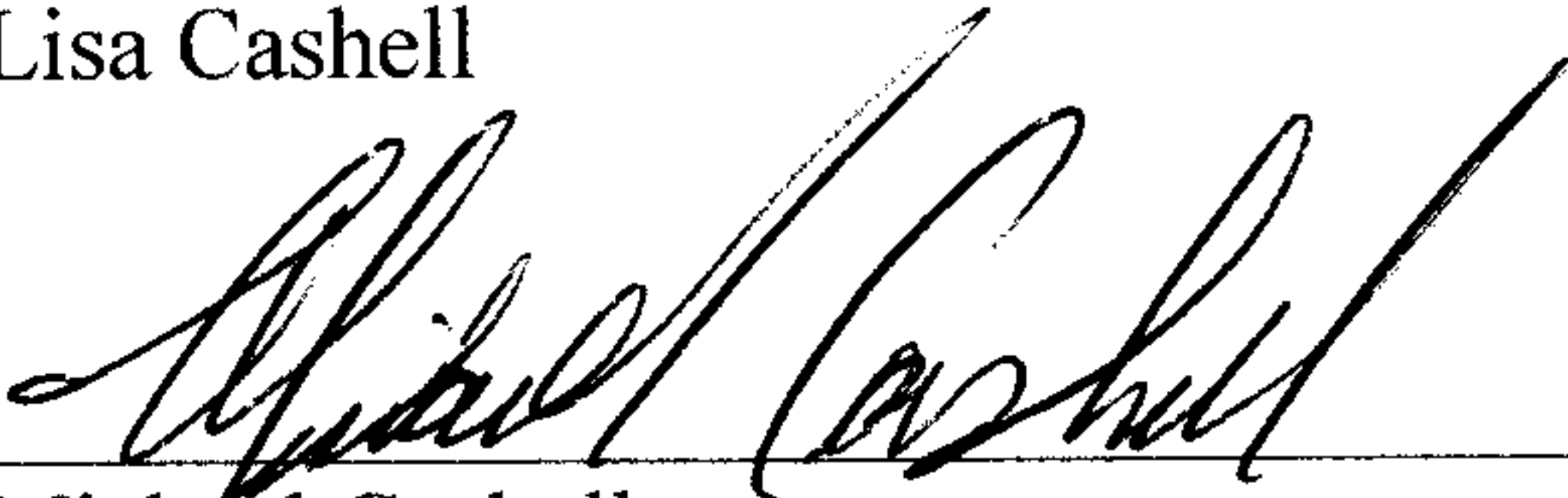
MANAGEMENT

The Company shall be managed by its Members.

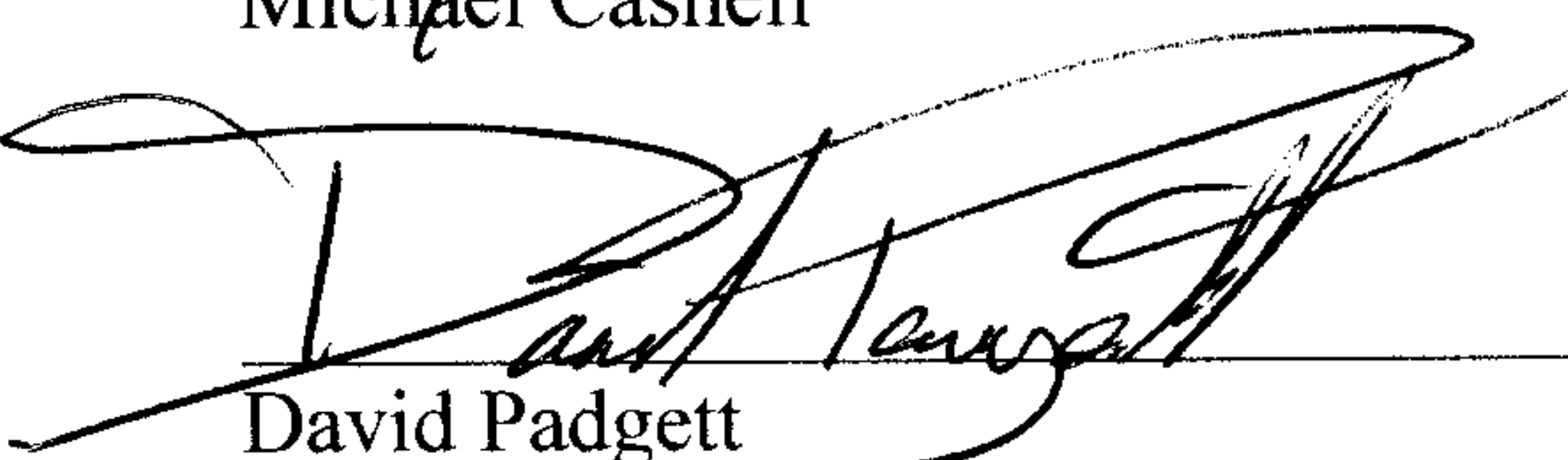
IN WITNESS WHEREOF, the undersigned Members have caused these Articles of
Organization to be executed this 3 day of SEPTEMBER 2011.



Lisa Cashell



Michael Cashell



David Padgett

STATE OF ALABAMA)
SHELBY COUNTY)

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

Given under my hand and official seal, this 3rd day of SEPTEMBER, 2011.



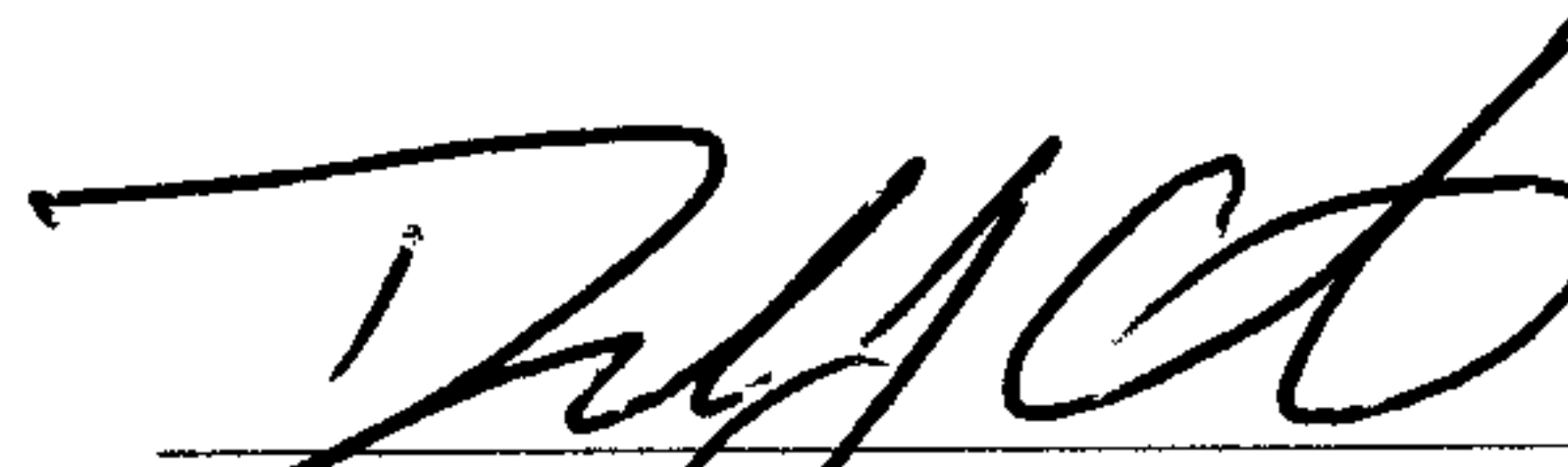
NOTARY PUBLIC
COMMISSION EXPIRES: _____

MY COMMISSION EXPIRES JULY 14, 2013

STATE OF ALABAMA)
SHELBY COUNTY)

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

Given under my hand and official seal, this 3rd day of SEPTEMBER, 2011.



NOTARY PUBLIC

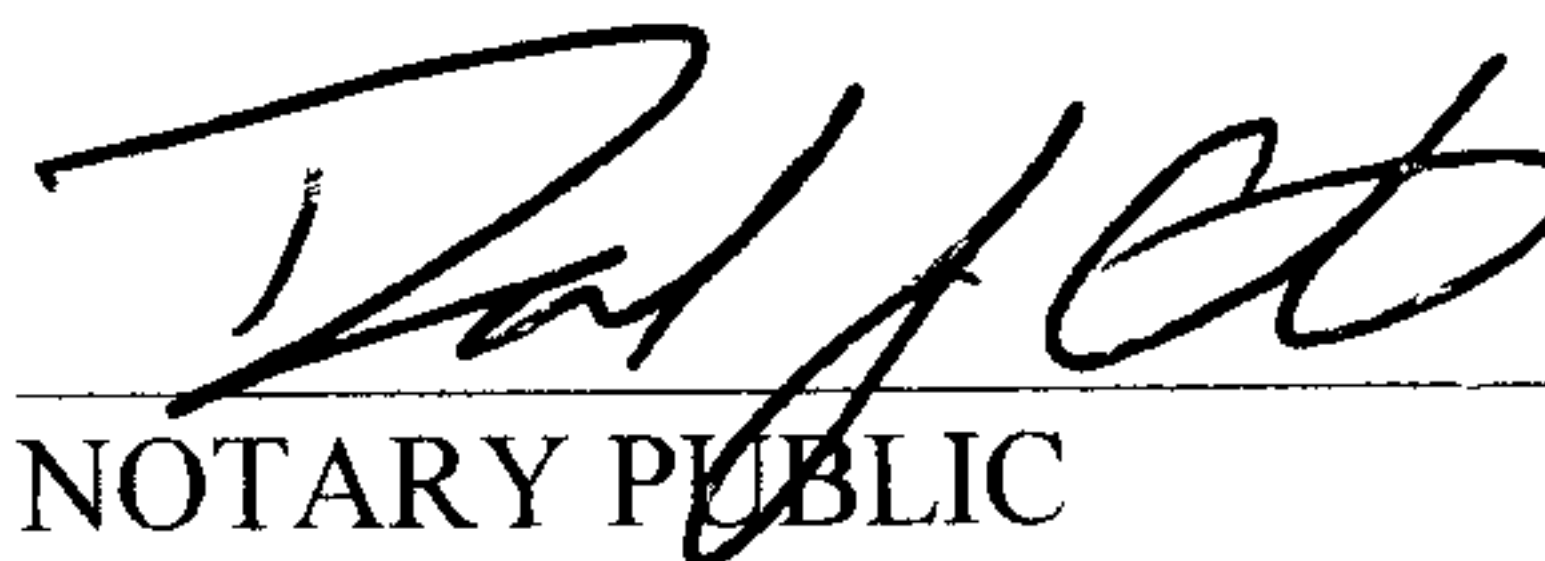
COMMISSION EXPIRES: _____

MY COMMISSION EXPIRES JULY 14, 2013

STATE OF ALABAMA)
LEE COUNTY)

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

Given under my hand and official seal, this 3rd day of SEPTEMBER, 2011.



NOTARY PUBLIC

COMMISSION EXPIRES: _____

MY COMMISSION EXPIRES JULY 14, 2013



20110906000262760 5/7 \$156.00
Shelby Cnty Judge of Probate, AL
09/06/2011 02:10:36 PM FILED/CERT

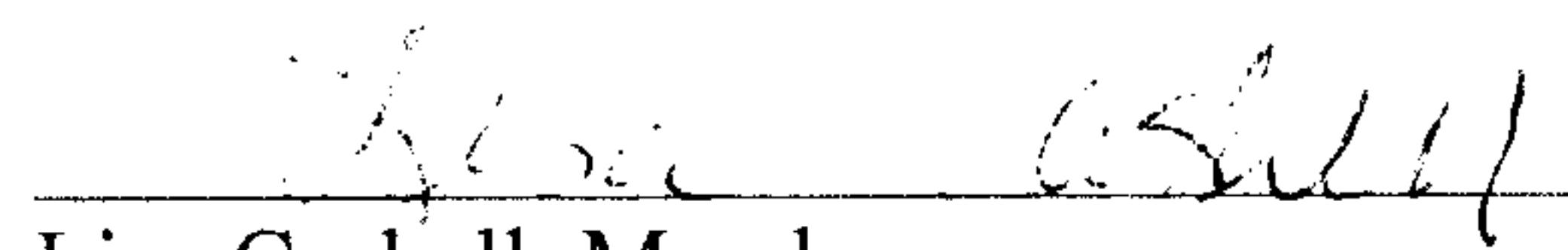
STATE OF ALABAMA)
SHELBY COUNTY)


20110906000262760 6/7 \$156.00
Shelby Cnty Judge of Probate, AL
09/06/2011 02:10:36 PM FILED/CERT

AFFIDAVIT

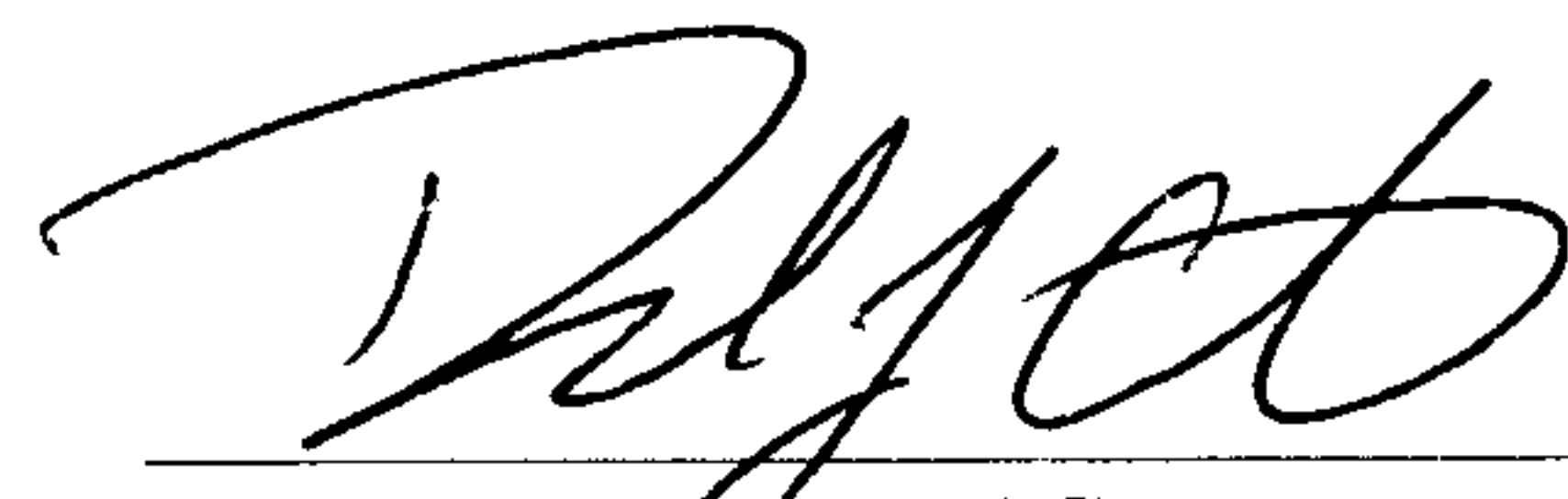
Before me, the undersigned, a Notary Public in and for said County and State personally appeared Lisa Cashell, know to me, and being first duly sworn: I, Lisa Cashell, a Member of LMD Enterprises, L.L.C., an Alabama Limited Liability Company ("Company"), do hereby make this Affidavit at the request of the Alabama Department of Revenue. The Articles of Organization and Operating Agreement of the Company are structured to ensure that the Company is classified as a Partnership for federal income tax purposes because it lacks a preponderance of the four corporate characteristics. The Company bases characterization as a Partnership on the holding of the Internal Revenue Service in Rev. Rul. 94-6, 1994-1, I.R.B. 11.

Dated this 3rd day of SEPTEMBER, 2011.



Lisa Cashell, Member
LMD Enterprises, L.L.C.

SWORN TO and SUBSCRIBED before me on this the 3rd day of SEPTEMBER,
2011.



NOTARY PUBLIC
COMMISSION EXPIRES: _____

MY COMMISSION EXPIRES JULY 14, 2013



20110906000262760 7/7 \$156.00
Shelby Cnty Judge of Probate, AL
09/06/2011 02:10:36 PM FILED/CERT

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

**I, Beth Chapman, Secretary of 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:

LMD Enterprises L.L.C.

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of LMD Enterprises L.L.C., 189 Grove Hill Dr, Alabaster,
AL for a period of one hundred twenty days beginning September 6, 2011 and
expiring January 4, 2012.



587-448

**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.**

September 6, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State