

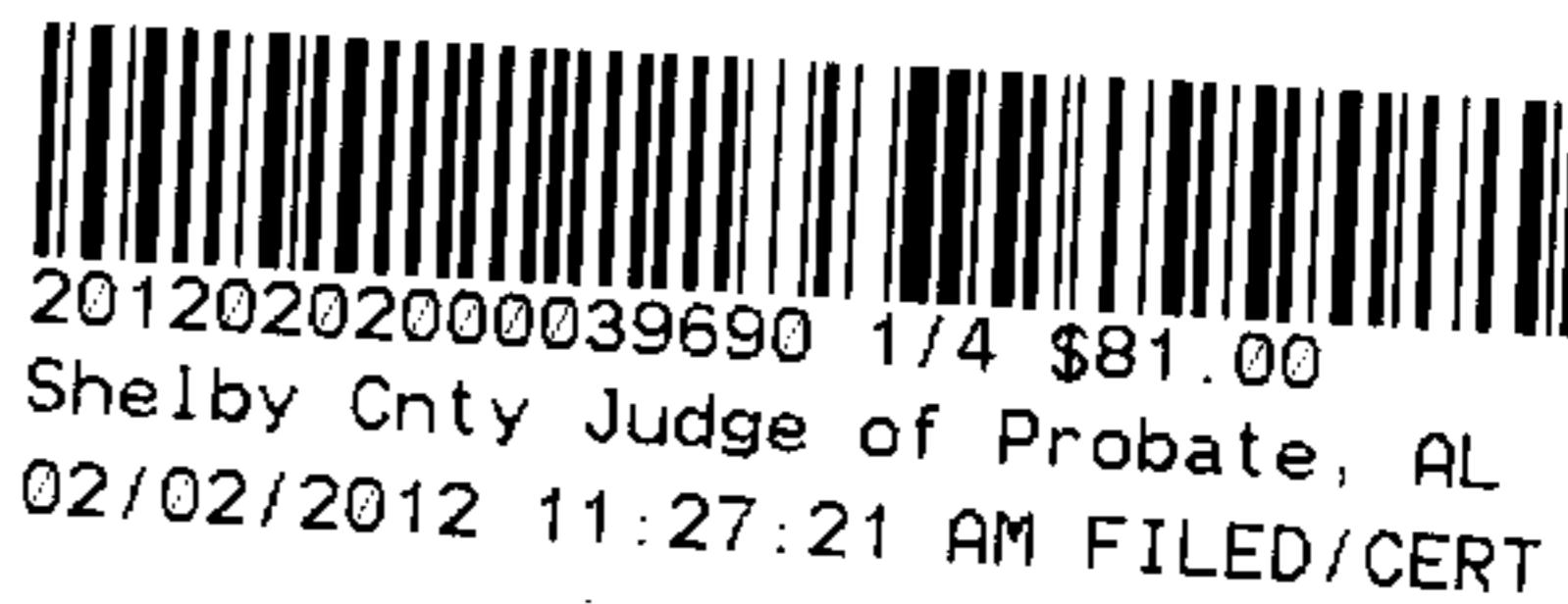
STATE OF ALABAMA

**DOMESTIC LIMITED LIABILITY COMPANY
AMENDMENT TO FORMATION/ORGANIZATION**

PURPOSE: In order to amend a Limited Liability Company's (LLC) Certificate of Formation/Articles of Organization under Section 10A-1-3.13 and 10A-5-2.03 of the Code of Alabama 1975 this Amendment and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the LLC was initially formed/incorporated.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fee to the Office of the Judge of Probate in the county where the LLC's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the **Secretary of State for the state filing fee of \$50.00 for standard processing or \$150.00 if expedited processing within 3 business days of receipt by the Office of the Secretary of State is requested (10A-1-4.31)** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Amendment to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your Amendment will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

(For County Probate Office Use Only)



This form must be typed or laser printed.

1. The name of the Limited Liability Company from the Certificate of Formation/Articles of Organization:

Bottlework, LLC

2. The date the Certificate of Formation was filed in the county: 06 / 20 / 2007 (format MM/DD/YYYY)

3. Alabama Entity ID Number (Format: 000-000): 496 - 187 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:**

If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

(For SOS Use Only)

This form was prepared by: (type name and full address)

J.J. Thomas, Esq.
Gentle Turner & Sexton
501 Riverchase Parkway East, Suite 100
Hoover, AL 35244
(205) 716-3000

DOMESTIC LIMITED LIABILITY COMPANY AMENDMENT

20120202000039690 2/4 \$81.00
Shelby Cnty Judge of Probate, AL
02/02/2012 11:27:21 AM FILED/CERT

4. The titles, dates, and places of filing of any previous Amendments: N/A

Attach a listing if necessary.

[Instruction on Amendment completion: Be very specific about what must be changed if you are amending existing information. If the amendment includes a name change, a copy of the Name Reservation form issued by the Office of Secretary of State must be attached.

Registered agents and registered agent addresses are changed by filing a Change Of Registered Agent Or Registered Office By Entity form directly with the Office of the Secretary of State (the new agent's signature is required agreeing to accept responsibility). You ~~may~~ file the information as a Amendment also; but the change form must be on file with the Secretary of State per 10A-1-3.12(a)(2) to effect the change in the public records database.]

5. The following amendment was adopted on 01 / 19 / 2012 (format MM/DD/YYYY):

ARTICLE V MEMBERS: PERCENTAGE OWNERSHIP

The names and mailing addresses of the Members of the Company and their respective percentage

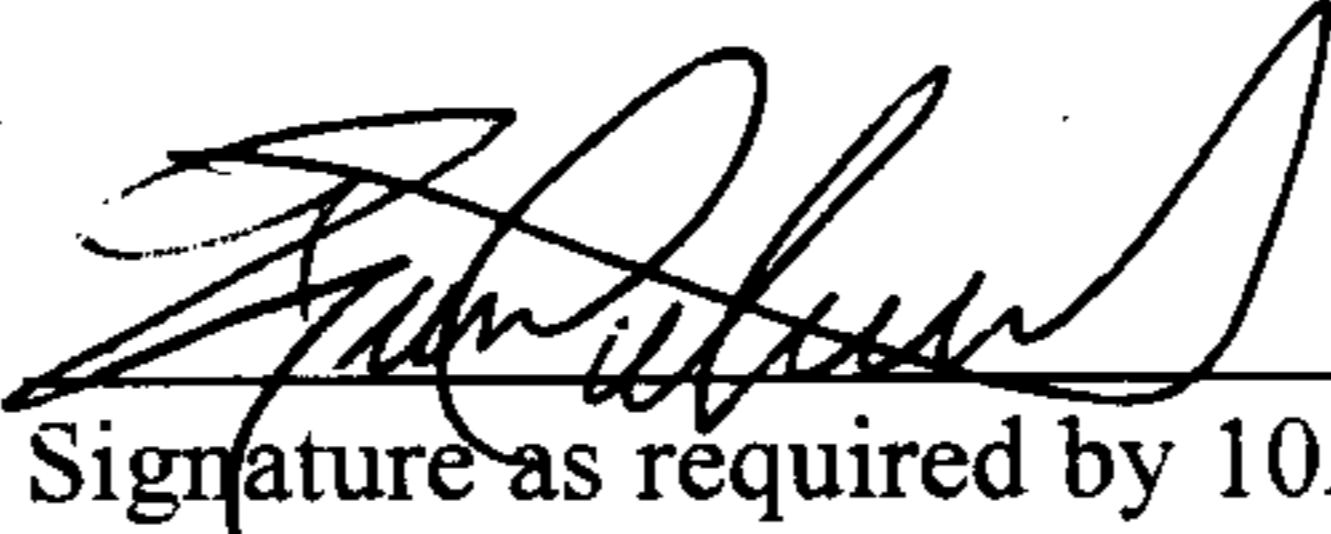
ownership interests in the Company are now as follows:

Name	Address	Interest
<u>Brian Authement</u>	<u>3409 Mountainside Road Birmingham, AL 35243</u>	<u>100%</u>

Additional Amendments and the dates on which they were adopted are attached.

6. The undersigned authorized signature certifies that the amendment or amendments have been approved in the manner required by Title 10A of the *Code of Alabama of 1975* and the governing documents of this entity.

01 / 19 / 2012
Date (MM/DD/YYYY)


Signature as required by 10A-5-2.04

Brian Authement
Typed Name of Above Signature

Member
Typed Title/Capacity to Sign under 10A-5-2.04



20120202000039690 3/4 \$81.00
Shelby Cnty Judge of Probate, AL
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**MEMBERS' RESOLUTION APPROVING
AMENDMENT OF ARTICLES OF ORGANIZATION**

BOTTLEWORK, LLC

(hereinafter, the "Company")

It is hereby RESOLVED, that, having complied with the appropriate procedures under the Articles of Organization, As follows:

ARTICLE IV INITIAL REGISTERED OFFICE; INITIAL REGISTERED AGENT

The location and mailing address of the registered office of the Company is now 3409 Mountainside Road Birmingham, AL 35243. The name of the initial registered agent at such address is Brian Authement.

ARTICLE V MEMBERS; PERCENTAGE OWNERSHIP

The names and mailing addresses of the Members of the Company and their respective percentage ownership interests in the Company are now as follows:

Name	Address	Interest
Brian Authement	3409 Mountainside Road Birmingham, AL 35243	100%

It is further RESOLVED, that the Members of this Company are, collectively and individually, authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

It is further RESOLVED, that any actions taken by such Members prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this Company.

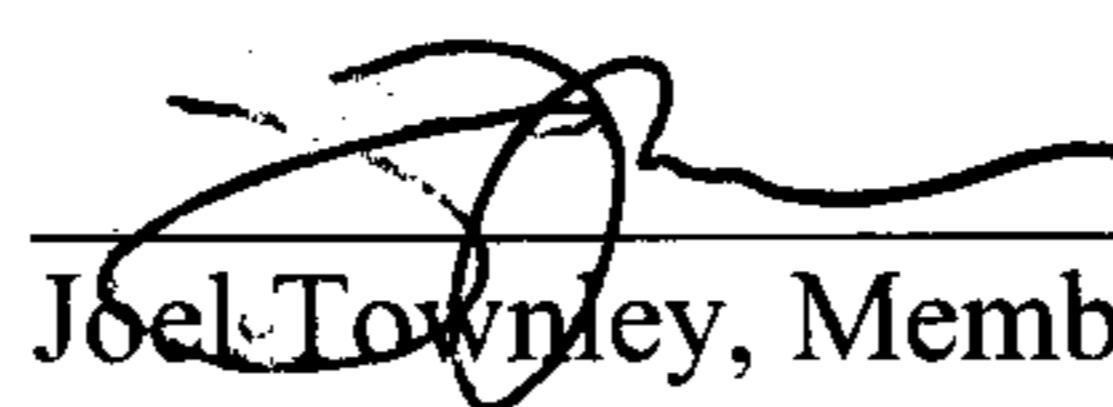
Effective the 19th day of January, 2012.



Brian Authement, Member

This instrument was prepared by:

J.J. Thomas, Esq.
Gentle Turner & Sexton
501 Riverchase Parkway East, Suite 100
Hoover, AL 35244
(205) 716-3000



Joel Townley, Member

MEMBERS' RESOLUTION ACCEPTING
DISASSOCIATION OF JOEL TOWNLEY

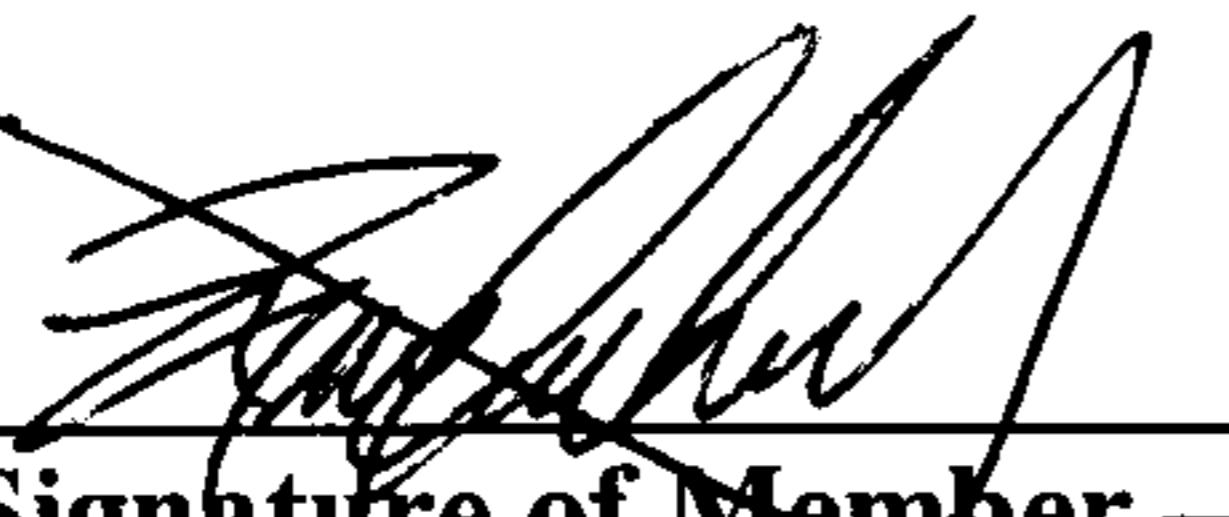
The undersigned, being all of the Members of Bottlework, LLC, an Alabama limited liability company, do hereby, pursuant to the Alabama Limited Liability Company Act, consent to the following resolutions adopted in the name of, and on behalf of, the Members of the Company, without the necessity of a formal meeting:

RESOLVED: It is resolved that the resignation of JOEL TOWNLEY as a Member of BOTTLEWORK, LLC is accepted to take effect immediately.

RESOLVED: It is resolved further, in accordance with the Articles of Organization of BOTTLEWORK, LLC, that JOEL TOWNLEY'S ownership interest and rights are to be transferred and assigned to the sole Member, Brian Authement, and said transfer and assignment is to take effect immediately.

Effective the 19th day of January, 2012.


Signature of Member – Joel Townley


Signature of Member – Brian Authement

This instrument was prepared by:
J.J. Thomas, Esq.
Gentle Turner & Sexton
501 Riverchase Parkway East, Suite 100
Hoover, AL 35244
(205) 716-3000