

ARTICLES OF ORGANIZATION

OF

LEVEL E PRODUCTIONS *LLC*

Pursuant to Section 10-21-1, Code of Alabama (1975) *et seq.*, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I **NAME**

The Name of the Limited Liability Company shall be **Level E Productions, LLC** (the **ACompany@**).

ARTICLE II **DURATION**

The period of duration of the Company shall be perpetual, unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the **AAct@**).

ARTICLE III **PURPOSES**

The Limited Liability Company has been organized to engage in the business of production management by providing theatrical, musical and television production services, all related activities thereto, and any other lawful business the members shall reasonably decide to pursue. The Limited Liability Company shall have all powers permitted by the Act, as amended from time to time.

ARTICLE IV **REGISTERED AGENT/OFFICER**

The location and street address of the initial registered office shall be 583 Barkley Circle, Alabaster 35007 and its registered agent at such address shall be Terri D. Smith.

ARTICLE V **INITIAL MEMBERS**

The names and addresses of the Initial Member is as follows:

Terri D. Smith 583 Barkley Circle, Alabaster 35007

ARTICLE VI **MANAGERS AND MEMBERSHIP**

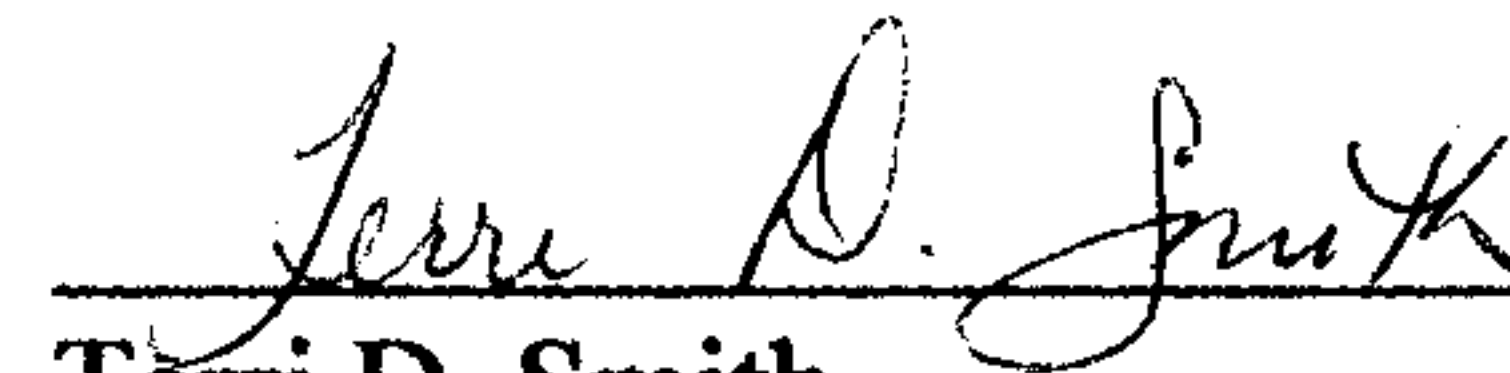
The LLC is to be managed by one or more members. The following person is the manager who is to serve until the first annual meeting of members or until his successor is

elected and qualify:

Terri D. Smith


Upon unanimous vote, the initial Member shall have the right and ability to admit additional Members under such terms and conditions as the Members shall provide in the operating agreement of the Company. Upon dissociation from the Company, the remaining Members of the Company, upon unanimous vote, shall have the right and ability to continue in the purposes of the Company on such terms as may be provided by the operating agreement of the Company.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization, on this, the 13th day of April, 2012.


Terri D. Smith
Member

This document prepared by:

Christian & Small LLP
505 20th St. North, Suite 1800
Birmingham, Alabama 35203
(205) 795-6588


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Beth Chapman
Secretary of State

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

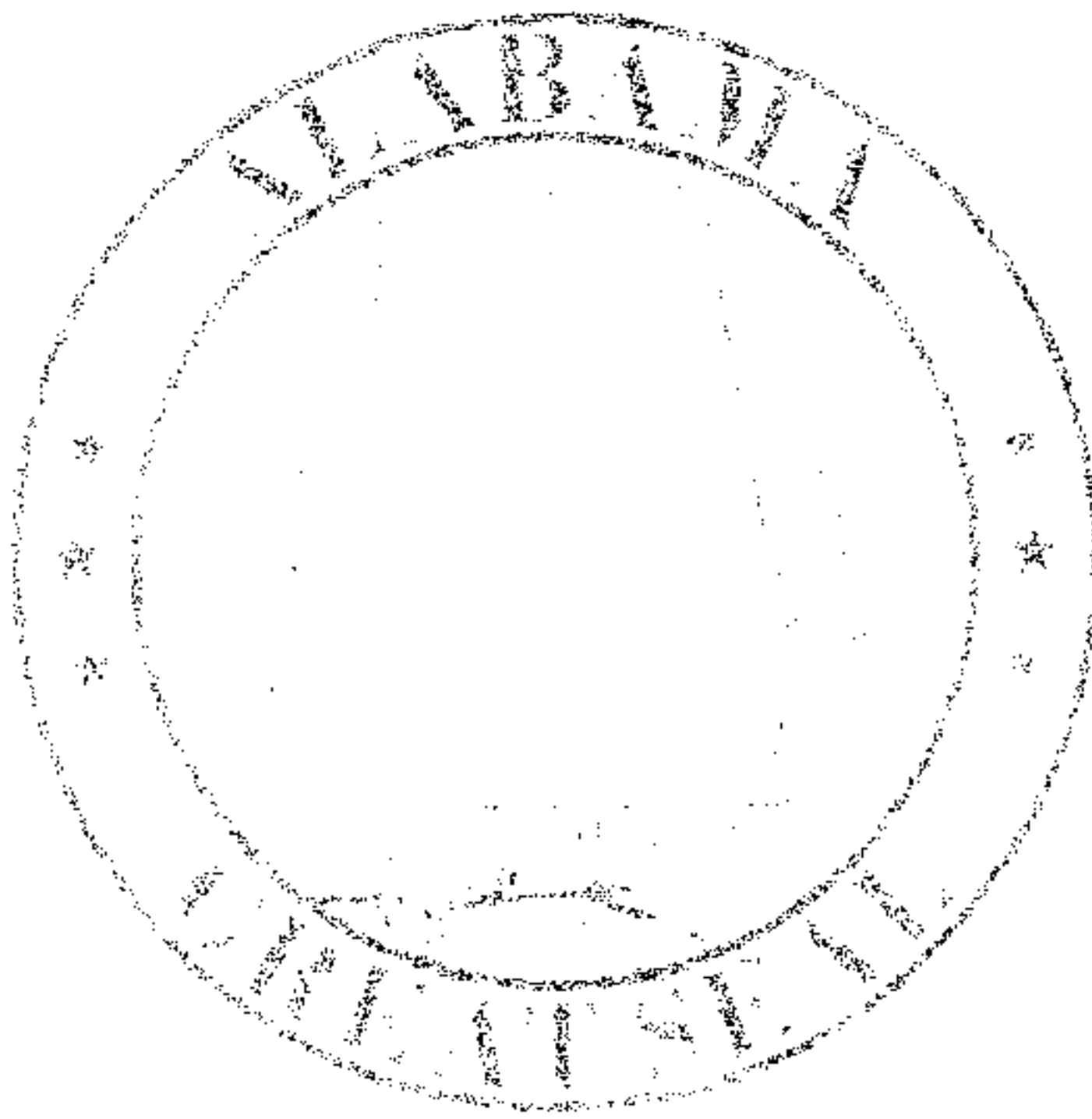
STATE OF ALABAMA

**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:

Level E Productions, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Terri D. Smith, 583 Barkley Circle, Alabaster, AL
35007 for a period of one hundred twenty days beginning April 30, 2012 and
expiring August 28, 2012.



**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.**

April 30, 2012

Date

Beth Chapman

602-309

Beth Chapman

Secretary of State