

This instrument was prepared by:

Jonathan R. Geisen, Attorney at Law
Baker, Donelson, Bearman, Caldwell & Berkowitz
A Professional Corporation
420 North 20th Street, Suite 1400
Birmingham, Alabama 35203

CERTIFICATE OF FORMATION
OF
SHOPWORX, LLC

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

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Law, CODE OF ALABAMA § 10A-5-1.01 *et seq.* (the “Act”), files this Certificate (“Certificate”).

1. NAME. The name of the entity being organized and formed pursuant to this Certificate (the “Company”) is:

ShopWorx, LLC

2. TYPE OF ENTITY. The Company is an Alabama limited liability company.

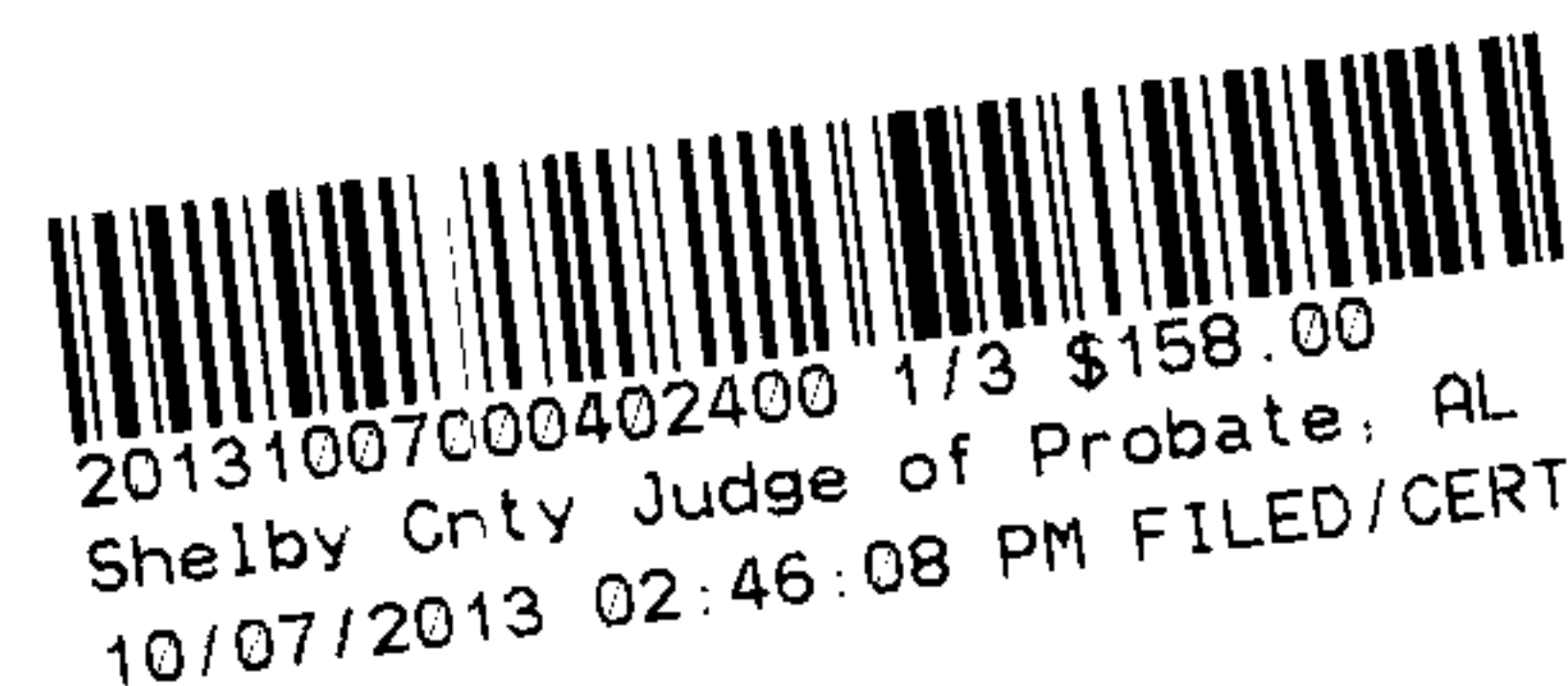
3. PURPOSES. The Company has been organized for the purpose of engaging in any lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

4. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company and the name of its initial registered agent at that address are:

George F. Allers, Jr.
5233 Meadow Garden Lane
Birmingham, Alabama 35242

5. ORGANIZER. The name and mailing address of the person who is acting as the organizer of the Company are:

Jonathan R. Geisen
420 North 20th Street, Suite 1400
Birmingham, Alabama 35203



6. ADDITIONAL MEMBERS. Additional members may be admitted to the Company only in accordance with the provisions of the Act and any operating agreement of the Company as such operating agreement may be amended from time to time.

7. CESSATION OF MEMBERSHIP OF ALL MEMBERS. The cessation of membership of all of the members of the Company will result in the dissolution of the Company unless, within ninety (90) days after the cessation of membership of the last member, the holders of all financial rights in the Company agree in writing to continue the legal existence and business of the Company and to appoint one or more new members.

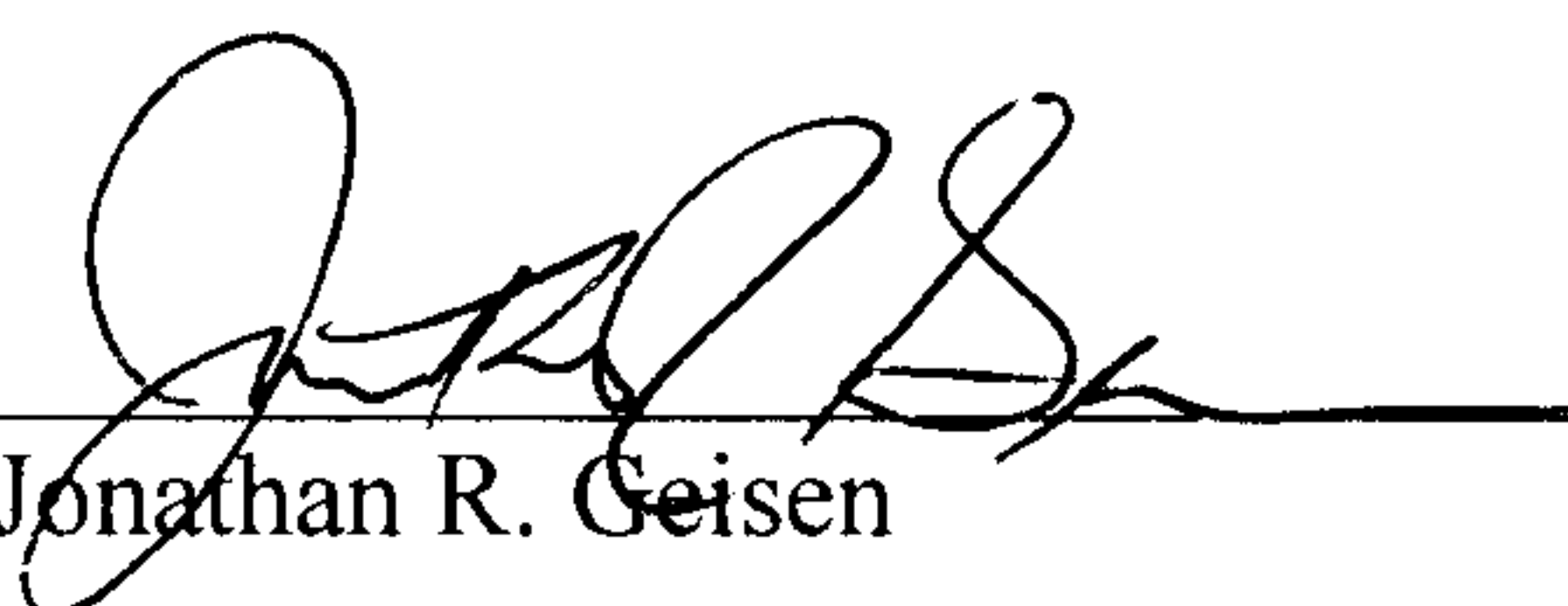
8. MANAGEMENT. The Company shall be managed by one or more managers. The name and mailing address of the Company's initial manager are:


George F. Allers, Jr.
5233 Meadow Garden Lane
Birmingham, Alabama 35242

9. INDEMNIFICATION. The Company may indemnify its members, managers (if any), officers, agents and employees to the maximum extent permitted by applicable law.

10. AMENDMENT. The Company may amend, alter, change or repeal any provision in this Certificate in the manner now or subsequently provided by law and any operating agreement of the Company (as such operating agreement may be amended from time to time), and all rights conferred in this Certificate upon holders of membership interests are granted subject to this reservation; provided, however, no such amendment, alteration, change or repeal will be effective without approval of the members of the Company pursuant to the provisions of the Act or any operating agreement in effect on the date of any such amendment.

IN WITNESS OF THIS CERTIFICATE, the undersigned, acting solely as the organizer of the Company under authority of the Act and not as a member of the Company or in any other capacity, has executed this Certificate on October 7, 2013.


Jonathan R. Geisen


20131007000402400 2/3 \$158.00
Shelby Cnty Judge of Probate, AL
10/07/2013 02:46:08 PM FILED/CERT

Jim Bennett
Secretary of State

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

STATE OF ALABAMA

**I, Jim Bennett, 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:

ShopWorx, LLC

This name reservation is for the exclusive use of Baker Donelson Bearman
Caldwell & Be, 420 North 20th Street, Suite 1400, Birmingham, AL 35203 for a
period of one year beginning October 01, 2013 and expiring October 01, 2014



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RES638174

**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.**

October 01, 2013

Date

Jim Bennett

Secretary of State