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 Shelby Cnty Judge of Probate, AL
 01/27/2014 10:59:04 AM FILED/CERT

CERTIFICATE OF FORMATION

OF

RWCC, L.L.C.

STATE OF ALABAMA)
SHELBY COUNTY)

The undersigned, being all the members of **RWCC, L.L.C.**, a limited liability company formed pursuant to Section 10A-5-1.01 et. seq. of the Alabama Code, adopt the following Certificate of Formation for such company:

FIRST: The name of the company is **RWCC, L.L.C.**

SECOND: The term of the company shall commence on the date of the filing of these Certificate of Formation in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue perpetually; provided, however, that the company shall be dissolved(a) upon the written consent of the holders of the portion of the ownership interest of the company specified in the Operating Agreement, as amended from time to time, (b) as provided in the Operating Agreement, as amended from time to time, or (c) as may be required by the Alabama Limited Liability Company Law, as amended from time to time.

THIRD: The purpose or purposes for which the Company is organized are (i) to engage as an advisor, consultant, broker or facilitator in respect to consumer package goods and to do everything necessary, convenient, or useful in furtherance thereof; (ii) to purchase, sell, exchange, lease, improve, construct, mortgage, pledge, convey or otherwise deal in real and personal property of all kinds and character, and (iii) to transact such other business as may be permitted for lawful purposes under the laws of the State of Alabama.

FOURTH: The name and address of the organizer and initial member of the Company is as follows:

NAME

ADDRESS

James C. Farlow, Jr.

113 Southview Drive
 Birmingham, AL 35244

FIFTH: The address of the initial registered office of the company is 113 Southview Drive, Birmingham, AL 35244, and the name of its initial registered agent at such address is James C. Farlow, Jr.

SIXTH: The Company shall be managed by its Managing Member, James C.

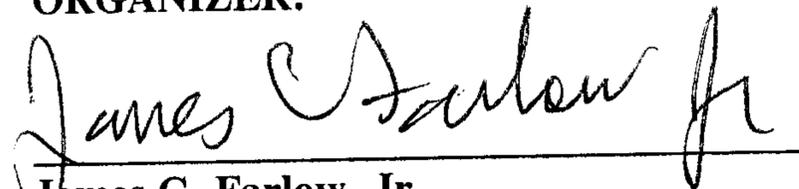
Farlow, Jr., 113 Southview Drive, Birmingham, AL 35244.

SEVENTH: The member shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

EIGHTH: The cessation of membership of a member shall not cause a dissolution of the Company; provided however, that if there is no remaining member, the Company shall dissolve unless the holders of all of the financial rights agree in writing within ninety days after the cessation of membership of the last member to continue the legal existence and business of the Company and to appoint one or more new members.

IN WITNESS WHEREOF, the undersigned hereby declares and certifies that the facts stated herein are true and correct, and for the purpose of forming a limited liability company pursuant to the laws of the State of Alabama he hereunto has signed this Certificate of Formation as of the 23 day of January, 2014.

ORGANIZER:



James C. Farlow, Jr.
Managing Member

THIS INSTRUMENT PREPARED BY:

Terry W. Gloor
Gloor, Strickland & Haggerty, LLP
100 Williamsburg Office Park
Suite 100
Birmingham, AL 35216
(205) 822-1223



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:

RWCC, L.L.C.

This name reservation is for the exclusive use of RWCC, L.L.C., 113 Southview Drive, Birmingham, AL 35244 for a period of one year beginning January 23, 2014 and expiring January 23, 2015



RES647057

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.

January 23, 2014

Date

Jim Bennett

Secretary of State

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