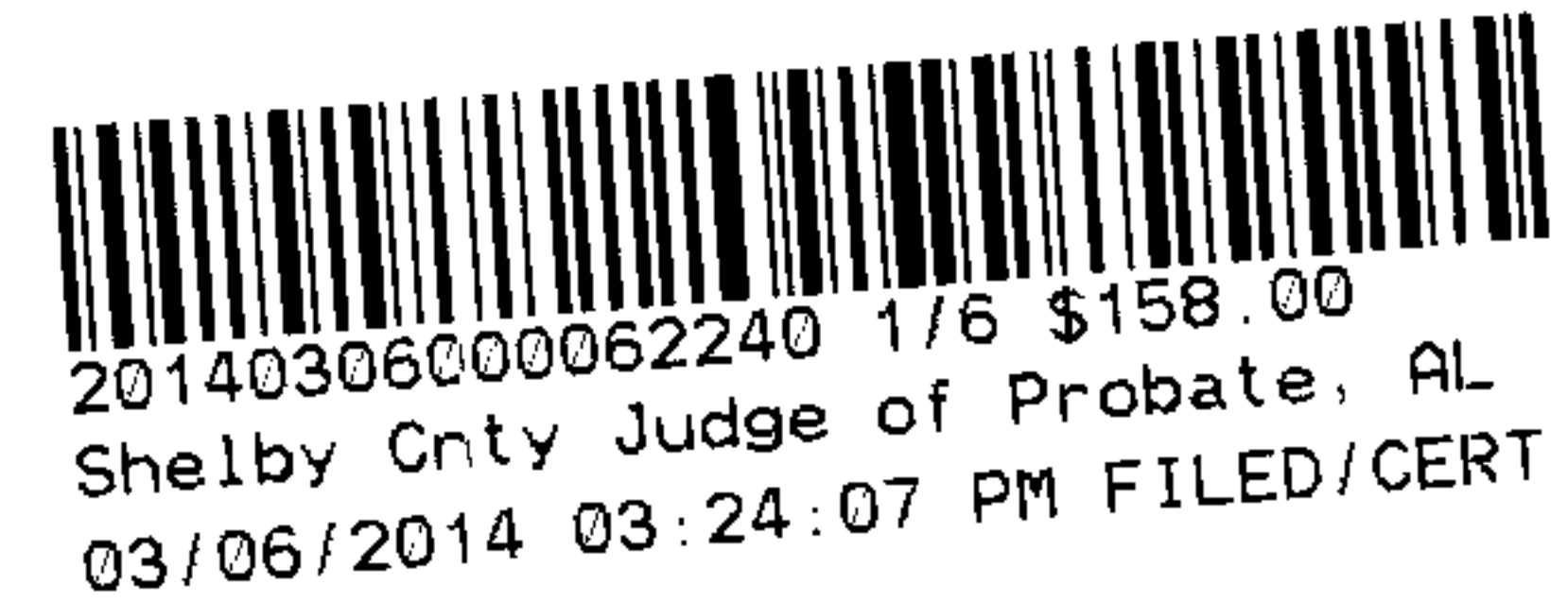


STATE OF ALABAMA

**DOMESTIC LIMITED LIABILITY COMPANY (LLC)
CERTIFICATE OF FORMATION**

PURPOSE: In order to form a limited liability company (LLC) under Section 10A-1-3.05 and 10A-5-2.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the entity's initial registered office is located. **The information required in this form is required by Title 10A.**

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the limited liability company's (LLC) registered office is/will be located. 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 \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. 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. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. 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 entity 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)

The information completing this form must be typed or laser printed.

1. The name of the limited liability company (must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC," and comply with Code of Alabama, Title 10A-1-5.06):

MYPHONELADY, LLC

2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached [proves name reservation under 10A-1-4.02(f)].

(For SOS Office Use Only)

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

John K. Euler, Esq.
Jamieson & Hirschfield, LLC
205 North Twentieth Street, Suite 903
Birmingham, AL 35203

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

3. Street (**No PO Boxes**) address of principal office of the limited liability company (LLC):

4433 Crossings Ridge Birmingham, AL 35242

Mailing address of principal office (if different from street address): _____

4. The name of the Registered Agent: Laura Echols

Street (**No PO Boxes**) address of Registered Agent (if different from principal office address): _____

Mailing address of Registered Agent (if different from street address): _____

5. Purpose for which the limited liability company formed: _____

To buy, sell, trade, and service smart phones, tablets, PCs, and accessories.; the purpose includes the transaction of any lawful business for which limited liability companies may be organized in Alabama under Title 10A, Chapter 5 of the Code of Alabama.

6. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

7. The name(s) of the Organizer(s): Laura Echols

Street (**No PO Boxes**) address of Organizer(s): 4433 Crossings Ridge Birmingham, AL 35242

_____ Mailing address of Organizer(s) – (if different from street address): _____

Attach a listing if more Organizers need to be added.

8. If the limited liability company is to be managed by one or more managers, give the number of managers 1 (one) and the names and mailing addresses of the manager or managers who are to serve as managers until their successors are elected and begin serving:

Manager's Name: Laura Echols

Mailing address of Manager: 4433 Crossings Ridge Birmingham, AL 35242



DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

Manager's Name: _____

Mailing address of Manager: _____

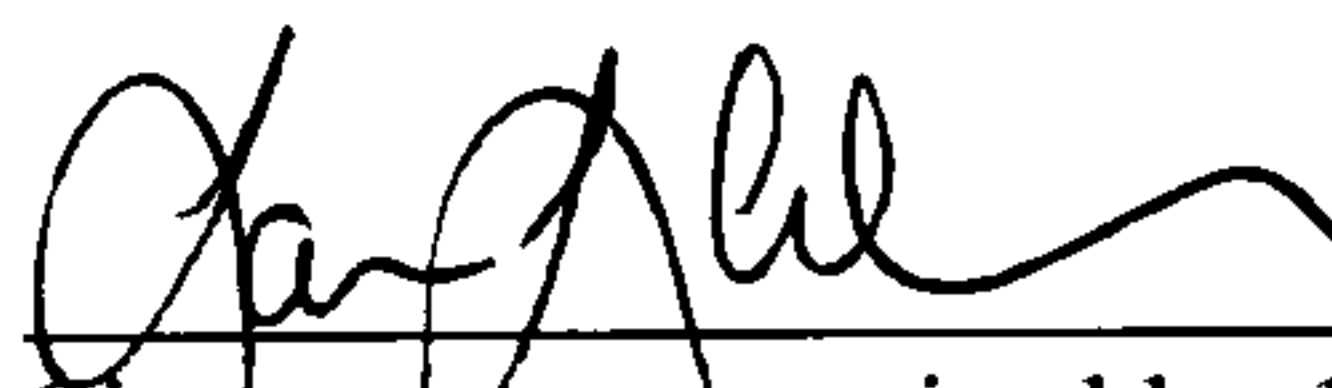
Attach listing if more Managers need to be added.

9. The right, if given, of the member or members to admit additional members, and the terms and conditions of the admission are attached.
10. The circumstances, if any, under which the cessation of membership of one or more members will result in dissolution of the limited liability company are attached.
11. The filing of the limited liability company is effective immediately on the date filed by the judge of probate or at the later date specified in this filing (no more than 90 days after date of signing). 10A-1-4.12

The undersigned specify 3 / 27 / 2014 as the effective date (must be later than the date filed in the office of the county judge of probate, but not more than 90 days after the date of signing).

☒ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the limited liability company.

2 / 27 / 2014
Date (MM/DD/YYYY)


Signature as required by 10A-5-2.04

Laura Echols
Typed Name of Above Signature

Managing Member
Typed Title (Member, Organizer or Attorney-in-fact)

Additional members may sign (attach listing if necessary).

 / /
Date (MM/DD/YYYY)

Signature as required by 10A-5-2.04

Typed Name of Above Signature

Typed Title (Member)

Provisions Related to the Operation of MYPHONELADY, LLC.

This is a Limited Liability Company (LLC) Operating Agreement (the "Agreement") made on 2/26/2014. The name of the new LLC is "MYPHONELADY, LLC".

Members

There is only one initial Member: Laura Echols.
Laura Echols is the Managing Member.

Contributions

The Members will make an initial contribution to the LLC as follows:

- Initial contributions will be made no later than April 26, 2014.
- All capital contributions are final unless all Members give written consent of withdrawal.
- All contributions will be deposited into the LLC's contribution account.

Interests

The Member's ownership interests in the LLC will be as follows:

Laura Echols: 100%

Costs

The Members will share cost of the LLC according to the following percentages:

Laura Echols: 100%

Profits

The Members will share the net profits of the LLC according to the following percentages:

Laura Echols: 100%

Liability of Members

The Liability of Members is limited to the Limited Liability statutes for the state of Alabama. All debts, obligations, and liabilities of the LLC, whether arising in contract, tort or otherwise, shall be solely the debts, obligations, or liability of the LLC, and no Member shall be obligated personally for any such debt, obligation or liability of the LLC solely by reason of being a Member.

Managing Member

There will be 1 perpetual Managing Member: Laura Echols.

All decisions for contract or otherwise will be made by the Managing Member: Laura Echols.

The Managing Member owes the LLC a duty of care: Act in good faith, make informed decisions, and do what a prudent person with would do with regard to her own business.

The Managing Member owes the LLC a duty of loyalty: She must act in good faith and with a reasonable belief that what she does is in the LLC's best interest.


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Shelby Cnty Judge of Probate, AL
03/06/2014 03:24:07 PM FILED/CERT

Accounting

All accounts related to the LLC, including contribution and distribution accounts will be audited every 6 months.

All Members will maintain a joint contribution account.

All Members will maintain a joint distribution account.

Members will keep accurate and complete books of account for all accounts related to the LLC.

The Fiscal Year will be complete on the last day of December each year.

Dissolution

Should the LLC be dissolved by majority vote or otherwise, the LLC will be liquidated, and the debts will be paid. All remaining funds after debts have been paid will be distributed to the only member: Laura Echols.

Amendments

Amendments may be made hereto upon the unanimous and written consent by all Members.

Amendments must be expressly written and have the original signatures of all the Members.

New Members

The LLC will amend this Agreement to include new Members upon the written and unanimous vote of all Members.



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Shelby Cnty Judge of Probate, AL
03/06/2014 03:24:07 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:

MYPHONELADY, LLC

This name reservation is for the exclusive use of Laura Echols, 4433 Crossings
Ridge, Birmingham, AL 35242 for a period of one year beginning February 26,
2014 and expiring February 26, 2015

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Shelby Cnty Judge of Probate, AL
03/06/2014 03:24:07 PM FILED/CERT



RES650171

**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.**

February 26, 2014

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State