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OCTOBER

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1997

RETAIL RECORDS, F. I. C. U.

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

CONTROL NUMBER : 9740170
EFFECTIVE DATE : 11/07/1997
COUNTY : DEKALB
REFERENCE : 0048
PRINT DATE : 12/09/1997
FORM NUMBER : 356

R. THOMAS HICKS
1355 PEACHTREE STREET, N.E.
STE. 300
ATLANTA GA 30309

CERTIFICATE OF ORGANIZATION

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**RETAIL RESOURCES, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY**

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of articles of organization in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the city of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

ARTICLES OF FORMATION
OF
RETAIL RESOURCES, L.L.C.

1.

The name of the limited liability company is Retail Resources, L.L.C. Management of the company is vested in Elizabeth Strickler as Manager.

This 6th day of NOVEMBER, 1997.

Signed: ETS
Elizabeth Strickler, Organizer

291496-1

BSR (1)
NOV 7 3 38 PM '97

SECRETARY OF STATE

SWIFT, CURRIE, MCGHEE & HIERS

ATTORNEYS AT LAW
THE PEACHTREE
1355 PEACHTREE STREET, N E
SUITE 300

ATLANTA, GEORGIA 30309-3269

TELEPHONE (404) 874-8800
TELECOPIER (404) 888-6190

INTERNET ADDRESS
RTH@SCMHLAW.COM

November 7, 1997

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LYNN M. ROBERSON
MARK J. GOODMAN
GUY R. TAYLOR
JEFFREY Y. LEWIS
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R. BRIGGS PEERY
THOMAS D. MARTIN
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GLOVER MCGHEE
JAMES B. HIERS, JR.
OF COUNSEL

DIRECT DIAL NUMBER

(404) 888-6190

VIA HAND DELIVERY

Secretary of State
Business Services and Regulation
Suite 315, West Tower
Two Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

Re: Retail Resources, L.L.C.

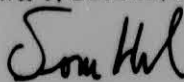
Dear Sir or Madam:

For filing, please find enclosed an original and one copy of the Secretary of State transmittal form for the above-referenced limited liability company together with the original and two copies of the Articles of Organization. Please file-stamp the extra copy of the Articles of Organization, and then please instruct our courier to return this extra file-stamped copy to me. We have also enclosed filing fees of \$75.00 made payable to Secretary of State.

Thank you for your attention to this matter.

Very truly yours,

SWIFT, CURRIE, MCGHEE & HIERS



R. Thomas Hicks

RTH:exg
Enclosures

293089 1



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS INFORMATION AND SERVICES

Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

J. K. JACKSON
Director

TRANSMITTAL INFORMATION FOR GEORGIA
LIMITED LIABILITY COMPANIES

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	<u>093160398</u>	PENDING CONTROL #	<u>P204466</u>	CONTROL #	<u>974770</u>
Docket Code	<u>356</u>	LLC Type	<u>GL</u>		
Date Filed	<u>11/7/97</u>	Amount Received \$	<u>75</u>	Check/Receipt #	
Jurisdiction (County) Code			<u>044</u>		
Examiner	<u>48</u>	Date Completed			

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1.	<u>972820129</u>	LLC Name Reservation Number			
	<u>Retail Resources, Inc. (change to L.L.C.)</u>	LLC Name (exactly as appears on name reservation)			
2.	<u>R. Thomas Hicks</u>	Applicant/Attorney	<u>(404) 888-6180</u>	Telephone Number	
	<u>1355 Peachtree Street, N.E., Ste. 300</u>	Address	<u>Atlanta</u>	City	<u>Georgia</u>
				State	<u>30319</u>
				Zip Code	
3.	Name and Address of each organizer (attach additional sheets if necessary)				
	<u>Elizabeth Strickler, 217 Brookhaven Way,</u>	Organizer	<u>Atlanta</u>	City	<u>Georgia</u>
		Address		State	<u>30319</u>
				Zip Code	
	<u>Elizabeth Strickler</u>	Organizer		City	
	<u>217 Brookhaven Way</u>	Registered Office Street Address in Georgia			
	<u>Atlanta</u>	City	<u>DeKalb</u>	County	<u>GA</u>
				State	<u>30319</u>
				Zip Code	
5.	<u>217 Brookhaven Way,</u>	Principal Place of Business Mailing Address	<u>Atlanta</u>	City	<u>GA</u>
				State	<u>30319</u>
				Zip Code	
6.	NOTICE: This form does not replace the articles of organization. Mail or deliver to the Secretary of State at the above address the following: (1) an original and one copy of this form; (2) an original and one copy of the articles of organization; and (3) a filing fee of \$75.00 (make check payable to "Secretary of State").				
	<u>ETS</u>	Authorized Signature			
		(Member, Manager, or Organizer)		<u>11/6/97</u>	Date