

ARTICLES OF ORGANIZATION
OF
ALUMNI FOREST PRODUCTS, LLC

ARTICLE 1.

The name of the limited liability company is Alumni Forest Products, LLC (the "LLC").

ARTICLE 2.

The address of the LLC is 315 Park Avenue South, New York, NY 10010.

ARTICLE 3.

Management of the LLC is vested in one or more managers whose names and addresses are as follows:

Baldwin Enterprises, Inc.
529 East South Temple
Salt Lake City, Utah 84102

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 12th day of May, 2005.

By: _____

Ted Ellis, Authorized Person

SECRETARY OF STATE
2005 MAY 13 P 12: 12
CORPORATIONS DIVISION

CERTIFICATE OF ELECTION

of

ALUMNI FOREST PRODUCTS, INC. J409659

In accordance with Section 14-2-1109.1 of the Georgia Business Corporation Code (the "GBCC") and Section 14-11-212 of the Georgia Limited Liability Company Act (the "LLCA"), ALUMNI FOREST PRODUCTS, INC., a Georgia corporation (the "Corporation"), hereby files this Certificate of Election with the Office of the Secretary of State of Georgia and certifies as follows:

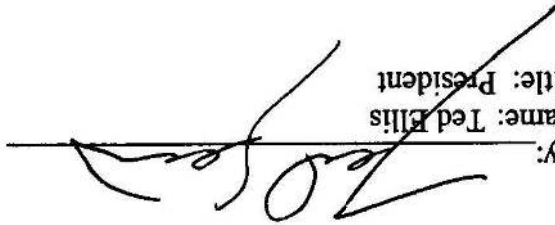
1. **Name of Corporation Making the Election.** The name of the corporation making the election to become a limited liability company (the "Election") is ALUMNI FOREST PRODUCTS, INC., a Georgia corporation.
2. **Name of the Limited Liability Company to be Formed.** The name of the limited liability company to be formed is ALUMNI FOREST PRODUCTS, LLC (the "LLC"), a Georgia limited liability company.
3. **Plan of Election.** The Corporation hereby elects to become a limited liability company pursuant to a Plan of Election dated as of May 12, 2005 (the "Plan of Election"). The Plan of Election has been approved, adopted, and executed by the Corporation in accordance with section 14-2-1109.1 of the GBCC.
4. **Shareholder Approval.** The Plan of Election was duly approved by the shareholders of the Corporation in the manner required by the GBCC and the Corporation's articles of incorporation.
5. **Articles of Organization.** Filed herewith and attached as Exhibit A are the Articles of Organization of the LLC.
6. **Limited Liability Company Agreement.** A Limited Liability Company Agreement dated as of May 12, 2005 (the "Operating Agreement"), by and among the members of the LLC provides for the manner and basis of conversion of the shares of the Corporation into interests as members of the LLC pursuant to the Plan of Election. The Operating Agreement shall become effective upon the effectiveness of the Plan of Election.
7. **Election to Convert Common Stock of the Corporation into Membership Interests of the LLC.** Upon the Effective Date (as defined below), by virtue of the Election, without any action on the part of the sole shareholder thereof, the issued and outstanding common stock of the Corporation shall be immediately canceled and converted into the sole membership interest in the LLC. Following the Election, the sole member of the LLC shall have the rights and obligations as set forth in the Operating Agreement.

8. **Effectiveness of Election.** The Election shall become effective upon the filing of this Certificate of Election with the Secretary of State of Georgia (the "Effective Date").

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Election to be signed by its duly authorized officer or representative on this 13th day of May, 2005.

ALUMNI FOREST PRODUCTS, INC.,
a Georgia corporation

By: 
Name: Ted Ellis
Title: President

SECRETARY OF STATE
2005 MAY 13 P 12: 12
CORPORATIONS DIVISION