

**ARTICLES OF ORGANIZATION  
OF  
AVTEX SOLUTIONS, LLC**

The undersigned organizer, being a natural person 18 years of age or older, for the purpose of forming a limited liability company under the Minnesota Limited Liability Company Act, Minnesota Statutes, Chapter 322B (the "Act"), hereby adopts the following Articles of Organization:

**ARTICLE I  
NAME**

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The name of the limited liability company is Avtex Solutions, LLC (the "Company").

**ARTICLE II  
REGISTERED OFFICE**

The address of the registered office of the Company is:

Suite 3900  
60 South Sixth Street  
Minneapolis, MN 55402

**ARTICLE III  
ORGANIZER**

The name and address of the sole organizer of the Company is:

Nancy C. Aiken  
2200 IDS Center  
80 South Eighth Street  
Minneapolis, MN 55402

**ARTICLE IV  
CLASSES AND SERIES OF MEMBERSHIP INTERESTS**

Unless otherwise provided in any member control agreement governing the Company, the board of governors may act by resolution to establish multiple classes of membership interests and series within classes and may fix relative rights and preferences of such classes and series, including the terms by which profits and losses will be allocated among the holders of such classes or series of membership interests. The board of governors may classify the membership interests as membership units for purposes of describing the members' interests in the Company.

**ARTICLE V**  
**NO PREEMPTIVE RIGHTS**

Except as may be provided in any member control agreement governing the Company, members shall have none of the preemptive rights described in Minnesota Statutes, § 322B.33, or any successor thereto.

**ARTICLE VI**  
**NO CUMULATIVE VOTING**

Except as may be provided in any member control agreement governing the Company, members shall have none of the rights of cumulative voting described in Minnesota Statutes, § 322B.63, or any successor thereto.

**ARTICLE VII**  
**ACTION WITHOUT A MEETING**

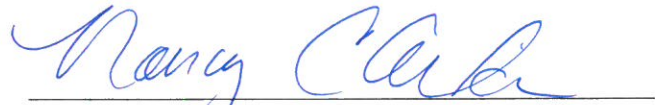
7.1 By The Members. Any action required or permitted to be taken at a meeting of the members may be taken by written action signed, or consented to by authenticated electronic communication, by all of the members or by such lesser number of members who own voting power equal to the voting power that would be required to take the same action at a meeting of members at which all members were present.

7.2 By The Board of Governors. Any action required or permitted to be taken at a meeting of the board of governors which does not require the approval of the members may be taken by written action signed, or consented to by authenticated electronic communication, by the number of governors that would be required to take the same action at a meeting at which all governors were present. If the board action is one which must be also approved by the members, such board action may be taken by written action signed by all of the governors then in office.

**ARTICLE VIII**  
**LIMITATION OF LIABILITY OF GOVERNORS**

No governor of the Company shall be personally liable to the Company or its members for monetary damages for breach of his or her fiduciary duty as a governor; provided, however, that this Article VIII shall not eliminate or limit the liability of a governor to the extent provided by applicable law (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Minnesota Statutes, §322B.56 or §80A.76, (iv) for any transaction from which the governor derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article VIII. Any repeal or modification of this Article VIII by the members of the Company shall be prospective only and shall not adversely affect any limitation on the personal liability of a governor of the Company existing at the time of such repeal or modification. If the Act is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of the Company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the Act, as amended.

IN WITNESS WHEREOF, the undersigned has set her hand this 19<sup>th</sup> day of February, 2008.



Nancy C. Aiken  
Sole Organizer

THIS INSTRUMENT DRAFTED BY:  
Briggs and Morgan, P.A. (NCA)  
2200 IDS Center  
Minneapolis, MN 55402  
(612) 977-8400

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
**FILED**

FEB 19 2008



Mark Ritchie  
Secretary of State