

AZ CORPORATION COMMISSION
FILED



02470664

JUN 26 2008

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF

FILE NO. L13267579

SOUTHWEST BEDLINERS, L.L.C.

(Formerly known as SOUTHWEST LINE-X, L.L.C.)

KNOW ALL MEN BY THESE PRESENTS:

THAT, I the undersigned, do hereby adopt the following Amended and Restated Articles of Organization, to replace the initial Articles of Organization filed with the Arizona Corporation Commission on November 22, 2006, and Amended by Articles of Amendment filed on November 30, 2006, at file No. L-1326757-9:

ARTICLE I

NAME

The name of the limited liability company is:

SOUTHWEST BEDLINERS, L.L.C.

ARTICLE II

LIMITED LIABILITY COMPANY PURPOSE

This limited liability company is organized to transact any or all lawful business for which a limited liability company may be organized under the laws of the State of Arizona as they may be amended from time to time.

ARTICLE III

AGENT

The address of the registered office is 1043 E. 20th Street, Suite A, Yuma AZ 85365, and the name and business address of the agent for service of process is BRENT A. NORRED, 4351 Vaquero Lane, Yuma, AZ 85365.

ARTICLE IV

DATE OF DISSOLUTION

The latest date on which this limited liability company is to dissolve is December 31, 2050.

ARTICLE V

MANAGEMENT

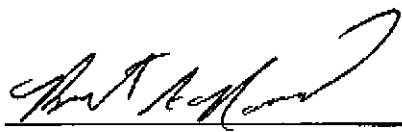
Management of the limited liability company is vested in a Manager or Managers.

ARTICLE VI
MANAGERS AND MEMBERS

The name and address of the persons who are the Managers of the limited liability company at the time of its formation, and the members who own at least a twenty percent (20%) interest in the capital or profits of the limited liability company, are as follows:

<u>Name</u>	<u>Address</u>	<u>Status</u>
BRENT A. NORRED AND ANN HONKALA	4351 Vaquero Lane, Yuma, AZ 85365	Members
BRENT A. NORRED	4351 Vaquero Lane, Yuma, AZ 85365	Manager

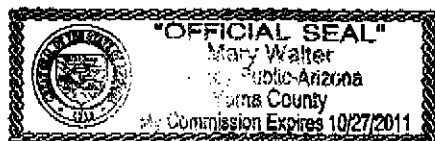
IN WITNESS WHEREOF, we have hereunto affixed our signatures this 26th day of June 2008.

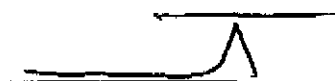

 BRENT A. NORRED


 ANN HONKALA

STATE OF ARIZONA)
) ss.
 County of YUMA)

The foregoing instrument was acknowledged before me this 26th day of June 2008, by BRENT A. NORRED and ANN HONKALA




 Notary Public

CONSENT OF STATUTORY AGENT

I, BRENT A. NORRED, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.


BRENT A. NORRED