

ARTICLES OF ORGANIZATION OF BMCD, L.L.C.

Pursuant to the Provisions of Act No. 93-724 of the 1993 Alabama Legislature or the Alabama Limited Liability Company Act, the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

Inst # 1998-10490

ARTICLE I

Name

The name of the limited liability company ("Company") is BMCD, L.L.C.

ARTICLE II

Duration

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act.

Inst # 1998-10490

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ARTICLE III

Purposes

The Company has been organized for the purpose of managing real estate holdings.

ARTICLE IV

Registered Agent and Office

The address of the Company's initial registered office in Alabama is 5350 Highway 280 East, Birmingham, Alabama, 35242. The name of Company's initial registered agent at that address is David F. Byers, Jr.

ARTICLE V

Initial Members

The name and addresses of the Company's initial members are:

David F. Byers, Jr.

5350 Highway 280 East

Birmingham, AL 35242

Bradley H. Byers

5350 Highway 280 East

Birmingham, AL 35242

ARTICLE VI

Management

The Company is to be managed by one or more managers. Each initial manager will serve until the first annual meeting of the members or until their successors are elected and qualified. The initial manager is identified as follows:

David F. Byers, Jr. whose address is 5350 Highway 280 East, Birmingham, AL 35242.

ARTICLE VII

Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution, or dissociation of a member, or occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the written consent of all the remaining members of the Company within 90 days after the occurrence of the terminating event.

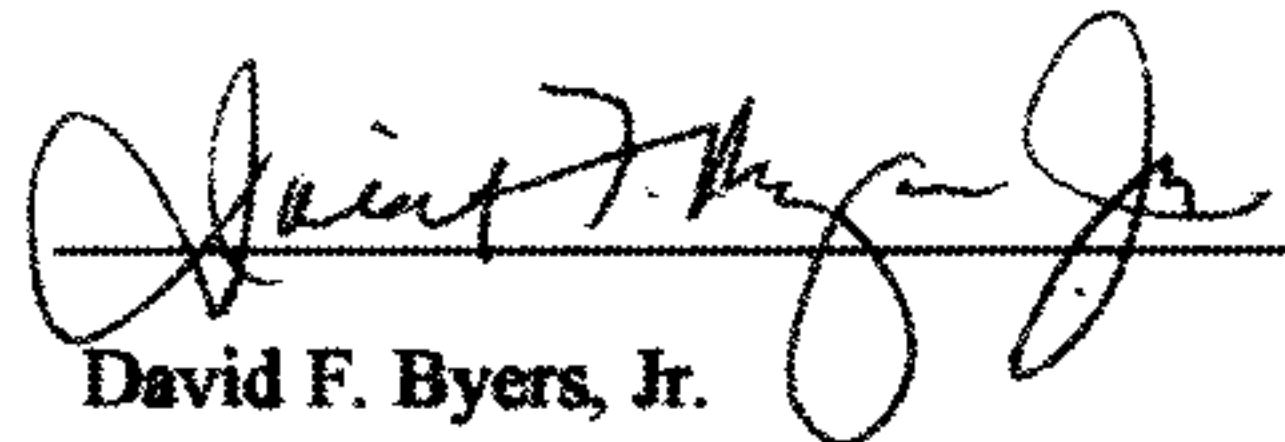
ARTICLE VIII

Admission of New Members

Members of the Company have the right to admit new members on the unanimous written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

IN WITNESS WHEREOF, we have executed these Articles of Organization on
this 17th day of March, 1998 at Birmingham, Alabama.

MEMBERS:


David F. Byers, Jr.


Bradley H. Byers

Inst # 1998-10490

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03/25/1998-10490
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