

STATE OF ALABAMA     )  
SHELBY COUNTY        )

**ARTICLES OF ORGANIZATION  
OF  
BROOK HIGHLAND PROPERTIES, LLC**

We, the undersigned, desiring to form a limited liability company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the limited liability Company is BROOK HIGHLAND PROPERTIES, LLC.

2. The existence of the limited liability company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and its duration shall be perpetual; provided, however, that the limited liability company shall be dissolved (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

3. The purpose for which this limited liability company is organized is to engage in the business of purchasing, remodeling, constructing, leasing, or the sale of commercial and residential real property and/or the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.

4. The location and mailing address of the initial registered office shall be 3149 Mac Ian Lane, Birmingham, Alabama 35242, and the name of the initial registered agent at said address is Michael B. Randle.

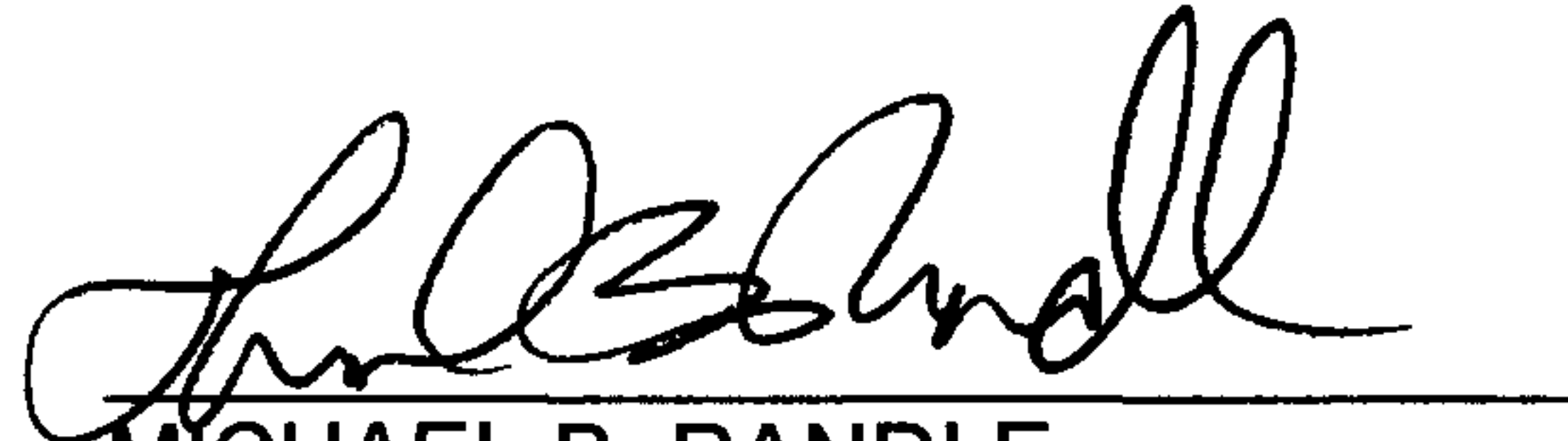
5. The name and mailing address of the initial member of the limited liability company is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Michael B. Randle	3149 Mac Ian Lane Birmingham, Alabama 35242

6. The membership of the limited liability company shall have the right to admit additional members to the limited liability company upon the unanimous consent of all the members of the limited liability company.

7. The limited liability company shall company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this the 13<sup>th</sup> day of July 2004.

A handwritten signature in black ink, appearing to read "Michael B. Randle", is written over a horizontal line.

MICHAEL B. RANDLE  
MEMBER