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ARTICLES OF ORGANIZATION
OF
BAY SPRINGS, LLC,
AN ALABAMA LIMITED LIABILITY COMPANY

Dated: May 25, 2005

ARTICLES OF ORGANIZATION
OF
BAY SPRINGS, LLC,
AN ALABAMA LIMITED LIABILITY COMPANY

Pursuant to the Alabama Limited Liability Company Act (The "Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company (the "Company") is:

"BAY SPRINGS, LLC"

ARTICLE II
DURATION

The existence of the Company shall be perpetual, or until terminated by agreement of the member or members or by operation of law.

ARTICLE III
PURPOSES

The Company's purposes are to engage in the purchasing, leasing, owning, subdividing, managing, developing, selling and otherwise dealing with certain real estate located in the State of Alabama. The Company is empowered and authorized to do

everything necessary, proper, advisable or convenient in connection with same, and to do all other things incidental to such purposes or in connection with such purposes that are not prohibited by law. In extension and not in limitation of the purposes specifically enumerated, the Company is authorized and empowered to engage in any lawful business in which limited liability companies may engage under the Act.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Company is 1305 10th Avenue, Suite F, Calera, AL 35040. The name of the initial registered agent for the Company is Scott Johnson.

ARTICLE V INITIAL MEMBERS

The names and mailing addresses of the initial members of the Company are:

Scott Johnson
350 James Powers Road
Monroe, GA 30656

REI Properties, Inc.
350 James Powers Road
Monroe, GA 30656

O. David Taunton, Sr., M.D.
4233 Sharpsburg Drive
Birmingham, AL 35213

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as an additional member without the consent of all the members.

ARTICLE VII MANAGEMENT

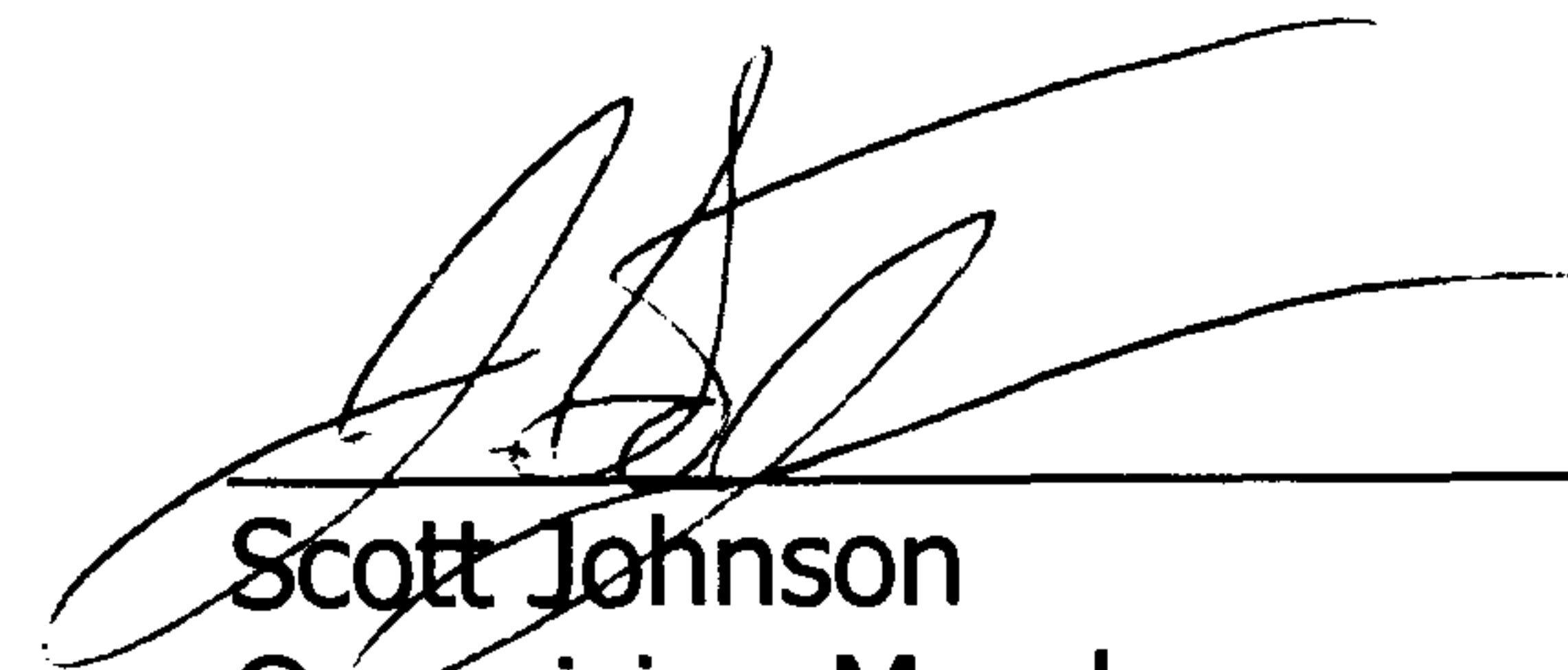
The Company shall be managed by a manager or managers. The initial manager who is to serve until a successor manager is elected pursuant to the Operating Agreement of the Company is Scott Johnson, whose address is 350 James Powers Road, Monroe, GA 30656.

ARTICLE VIII AMENDMENTS

Any amendment to these Articles of Organization shall require approval of all of the members.

ARTICLE IX EXECUTION AND DATE

These Articles of Organization are executed by the organizing member as of May 25, 2005.



Scott Johnson
Organizing Member