

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION GUIDELINES

INSTRUCTIONS:

STEP 1: THE NAME OF THE LIMITED LIABILITY COMPANY MUST CONTAIN THE WORDS LIMITED LIABILITY COMPANY, LLC OR L.L.C.

STEP 2: FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF ORGANIZATION IN THE COUNTY WHERE THE LLC'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY THE PROBATE FILING FEE.

PURSUANT TO THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION.

Article I The name of the Limited Liability Company:
 HallSchein Ventures, LLC
, LLC

Article II The duration of the Limited Liability Company is **perpetual**.

Article III The Limited Liability Company has been organized for the following purpose(s):

1. Purchase, remodeling, renovation, sale, and leasing of commercial or residential real estate.
2. The transaction of any or all lawful business activities for which a limited liability company may be organized under the Act.

Article IV The **street address** (NO PO BOX) of the registered office: 229 Oakmont Road, Birmingham, Alabama 35244 and the name of the registered agent at that office: Becky H. Scheinert.

Article V The **names** and **addresses** of the initial member(s), and organizer (if any):

Becky H. Scheinert 229 Oakmont Road Birmingham, Alabama 35244	Ken L. Scheinert 229 Oakmont Road Birmingham, Alabama 35244
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(Attach additional sheets if necessary.)

Article VI If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualified.

Internal management of HallSchein Ventures, LLC shall be vested in its member(s). Each member may transact any and all business in the name of the LLC.

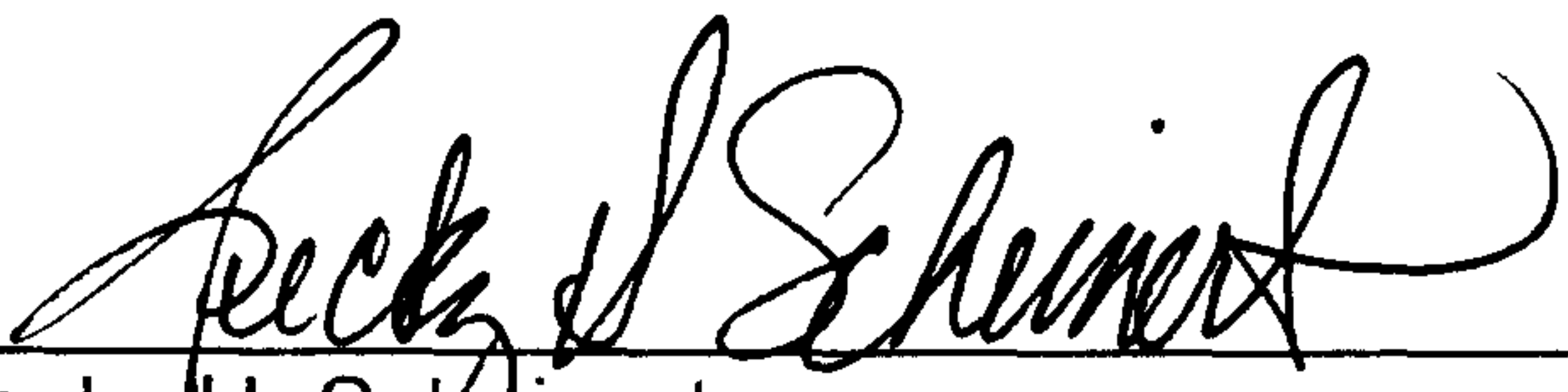
Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in the operating agreement of the LLC.


- Article VII* The member(s) shall have the right to admit additional members upon unanimous consent and agreement of the existing member(s).
- Article VIII* The Company shall be dissolved and its affairs shall be wound up upon the occurrence of any of the following events:
- (i) The written consent of all Member(s);
 - (ii) The death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member(s) or the occurrence of any other event under the Alabama Limited Liability Company Act that terminates the continued membership of a Member in the Company unless, within 60 days after the occurrence of such an event, all of the remaining Member(s) agree in writing to continue the business of the Company.
- Article IX* This LLC shall be operated pursuant to all powers enumerated in Ala. Code § 10-12-4
- Article X* No Member may assign the whole or any part of its Interests without the unanimous written consent of all other members.

IN WITNESS THEREOF, the undersigned member(s) executed these Articles of Organization on this the 20th day of June, 2006.

THIS DOCUMENT PREPARED BY:

Ken L. Scheinert, Esq.
P.O. Box 271
Fultondale, AL 35068


Becky H. Scheinert
Signature of Member/Organizer


Ken L. Scheinert
Signature of Member/Organizer