

ARTICLES OF ORGANIZATION OF **DIEGUEZ-MARINO HOLDINGS,**
LIMITED LIABILITY COMPANY/L.L.C./LLC

Pursuant to the Provisions of Section 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is **DIEGUEZ-MARINO HOLDINGS,** Limited Liability Company/L.L.C./LLC (the "Company").

ARTICLE II

Duration

The Company shall have a duration from the date of organization until December, 2056, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) To engage in the buying, selling, developing and managing of real estate.
- (b) To invest and manage its assets to make a profit, increase wealth, and provide a means for the Members to become knowledgeable of, manage and preserve Members' assets. It is the intent of the Members that the Company focuses primarily on long-term application of its underlying assets. By doing so, it is anticipated that the Company will achieve rates of return in excess of those attainable by the Members in their individual capacities. The Company also serves the following functions: (i) provides resolution of any disputes which may arise among the Members in order to preserve harmony and avoid the expense and problems of litigation; (ii) maintains control of Members' assets; (iii) consolidates fractional interests in Members' assets; (iv) increases Members' wealth; (v) continued the ownership of Members' assets and restricts the right of non-related persons to acquire interest in Members' assets; (vi) provides protection for Members' assets from claims of future creditors against Members'; (vii) prevents the transfer of Members' interest in the Company as a result of a failed marriage; (viii) provides flexibility in business planning not available through trusts, corporations or other business entities; (ix) facilitates the administration and reduction of the cost associated with the disability or probate of the estate of a Member and (x) promotes the Members' knowledge of and communication about Company Property.

- (c) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which it may legally render;
- (d) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (e) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (f) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporation, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (h) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (i) To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be **2072 Cahaba Crest Drive, Hoover, Alabama 35242**, and its registered agent at such address shall be **Bertha Dieguez-Marino**.

ARTICLE V

Initial Members (and Organizer)

The names and addresses of the initial members are:

Bertha Dieguez-Marino
2072 Cahaba Crest Drive
Hoover, AL 35242

ARTICLE VI

Admission of Additional Members

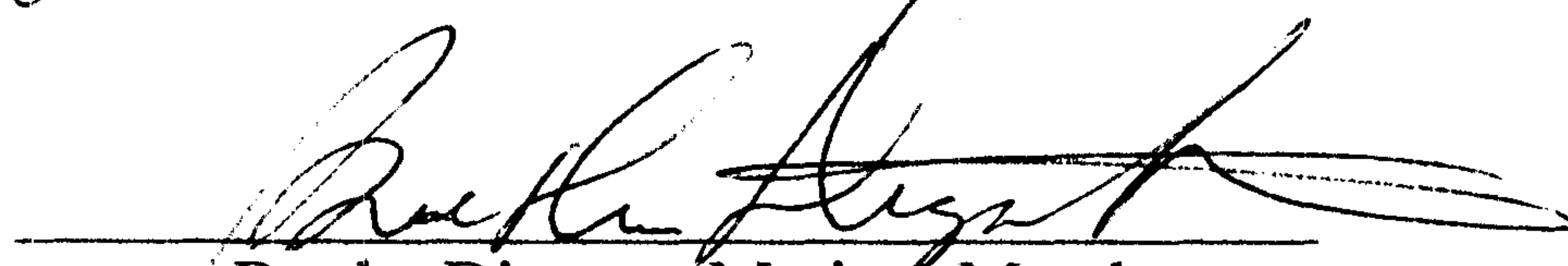
Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII

Cessation of Membership

The cessation of membership of one or more members will not result in the dissolution of the Company.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 23rd day of June, 2006 by the undersigned members/organizer, who affirm that the statements made herein are true under the penalties of perjury.



Bertha Dieguez-Marino, Member