

State of Alabama
County of Shelby

The Articles of Organization of
CRE Resource Group, LLC

Suite 5A
2800 Greystone Commercial Blvd.
Birmingham, Alabama 35242

Pursuant to the Provisions of Code of Alabama § 10-13-1 et seq. (1975), known as the "Alabama Limited Liability Company Act," the undersigned hereby adopt the following Limited Liability Company Articles of Organization as of the 7th day of November, 2007.

ARTICLE I

Name of Limited Liability Company

The name of the limited liability company shall be **CRE Resource Group, LLC** (the "Company").

ARTICLE II

Period of Duration

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

ARTICLE III

Statement of Purpose

The purpose for which the Company is formed is to engage in any lawful act or activity for which limited liabilities companies may be organized pursuant to the Act, including Acquiring Investment Properties.

ARTICLE IV

Registered Office and Registered Agent

The location and street address of the initial registered office of the Company shall be:

Suite 5A
2800 Greystone Commercial Blvd.
Birmingham, Alabama 35242

and the Company's registered agent at such address shall be Melanie Thorn, until changed by amendment of these Articles of Organization.

ARTICLE V

Initial Members and Organizers

The initial members shall also be the organizers. The name and address of the initial members and organizers are:

Glenn Ponder, Managing Member
Suite 5A
2800 Greystone Commercial Blvd.
Birmingham, Alabama 35242

Terry Ponder
Suite 5A
2800 Greystone Commercial Blvd.
Birmingham, Alabama 35242

Keith Ponder
Suite 5A
2800 Greystone Commercial Blvd.
Birmingham, Alabama 35242

Melanie Ponder Thorn
Suite 5A
2800 Greystone Commercial Blvd.
Birmingham, Alabama 35242

ARTICLE VI

Member Management

The Company shall be managed by its Managing Member who has been identified in Article V as the initial members/organizers.

ARTICLE VII

Admission of Additional Members

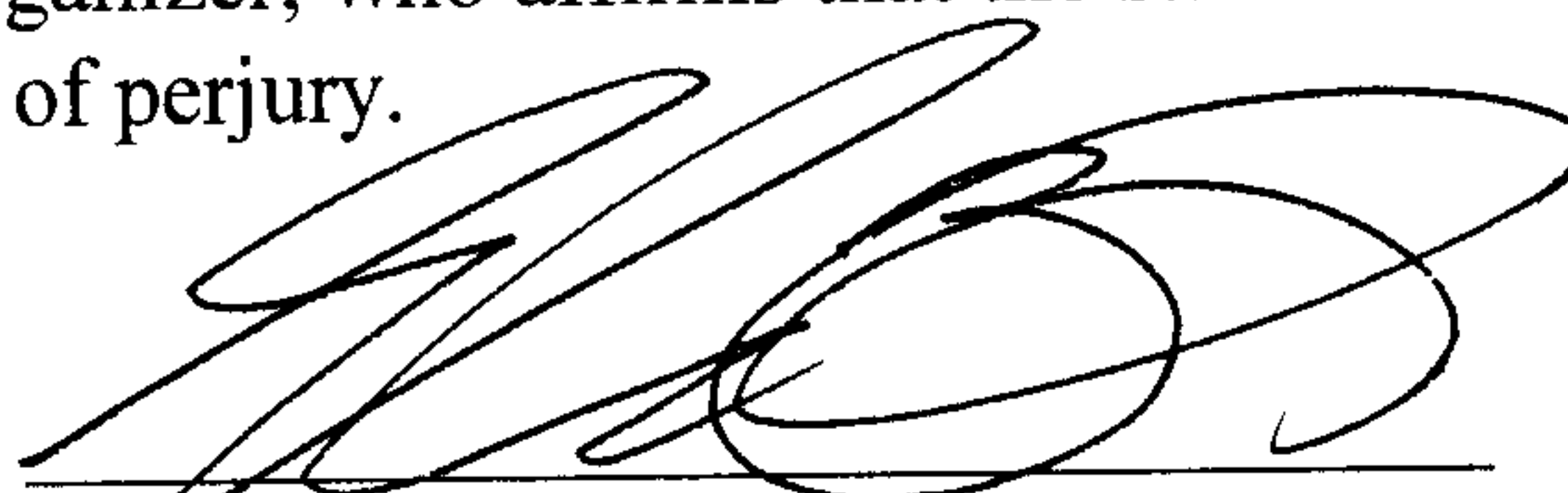
Upon the unanimous written consent of the members, the Company may permit the admission of additional members, and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VIII

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 7th day of November, 2007 by the undersigned member and organizer, who affirms that the statements made herein are true and correct under the penalties of perjury.



Glenn Ponder, Managing Member
Suite 5A
2800 Greystone Commercial Blvd.
Birmingham, Alabama 35242

DOCUMENT PREPARED BY:

Cabral & Associates LLC
John E. Cabral Esq.
Attorney at Law
Suite 102
1933 Richard Arrington Jr. Blvd. South
Birmingham, AL 35209-1362
Phone: 205- 939-0095
Fax: 205- 939-0097
Email: jecabral@aol.com

The remainder of the page is blank.